

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-7525

The Goldfield Corporation

(Exact Name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
Incorporation or organization)

88-0031580

(I.R.S. Employer Identification No.)

100 Rialto Place, Suite 500 Melbourne, FL  
(Address of principal executive offices)

32901  
(Zip Code)

(321) 724-1700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
Common Stock,  
Par Value \$.10 per share

Name of each exchange on  
Which registered  
The American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer.

Yes  No

On June 30, 2002, the aggregate market value (based upon the closing price on The American Stock Exchange) of the common stock held by nonaffiliates was approximately \$10.8 million.

As of February 28, 2003, 26,883,172 shares of the Registrant's common stock were outstanding.

Documents Incorporated by Reference

Document  
Proxy Statement for 2003 Annual Meeting

Where Incorporated  
Part III



THE GOLDFIELD CORPORATION AND SUBSIDIARIES

ANNUAL REPORT ON FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2002

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## PART I

### Forward-Looking Statements

We make "forward looking statements" within the "safe harbor" provision of the Private Securities Litigation Reform Act of 1995 throughout this document and in the documents we incorporate by reference into this Annual Report on Form 10-K. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate," "plan," and "continue" or similar words. We have based these statements on our current expectations about future events. Although we believe that our expectations reflected in or suggested by our forward-looking statements are reasonable, we cannot assure you that these expectations will be achieved. Our actual results may differ materially from what we currently expect. Factors that may effect our results include, among others: the level of construction activities by public utilities; the timing and duration of construction projects for which we are engaged; our ability to estimate accurately with respect to fixed price construction contracts; heightened competition in the electric construction field, including intensification of price competition; the availability of skilled construction labor; in connection with our real estate development projects, interest rates and general economic conditions, both nationally and in our region. Important factors which could cause our actual results to differ materially from the forward-looking statements in this document are also set forth in the Management's Discussion and Analysis of Financial Condition and Results of Operations section and elsewhere in this document.

You should read this Annual Report on Form 10-K completely and with the understanding that our actual future results may be materially different from what we expect. We may not update these forward-looking statements, even in the event that our situation changes in the future. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

### Item 1. Business.

The Goldfield Corporation, incorporated in Wyoming in 1906 and subsequently reincorporated in Delaware in 1968, is currently engaged in electrical construction, including the placement of fiber optic cable, and real estate development. Until November 30, 2002, the Company was also engaged in mining activities. Unless the context otherwise requires, the terms "Goldfield" and "the Company" as used herein mean The Goldfield Corporation and its consolidated subsidiaries. For information concerning sales, operating income and identifiable assets by business segment, see note 18 of notes to consolidated financial statements and Item 7, Management's, Discussion and Analysis - Results of Operations - Segment Information.

#### Electrical Construction

The Company, through its subsidiary Southeast Power Corporation ("Southeast Power"), is engaged in the construction and maintenance of electrical facilities for utilities and industrial customers. The Company also installs fiber optic cable for fiber optic cable manufacturers, telecommunication companies and electric utilities. The Company has primarily performed work in the southeastern United States. In the beginning of 2003, the Company established a new electrical construction division in South Carolina to expand its presence into the mid-Atlantic region of the United States.

The Company's construction business includes the construction of transmission lines, distribution systems and substations and other electrical installation services for utility systems and industrial and specialty projects. Fiber optic cable installation is primarily overhead (OPGW and ADSS).

It is the Company's policy to commit itself only to the amount of work it believes it can properly supervise, equip and complete to the customer's satisfaction and schedule. As a result of this policy and the magnitude of some of the construction projects undertaken by the Company, a substantial portion of the Company's annual revenue is derived from a relatively small number of customers, the specific identity of which vary from year to year. See note 18 of notes to consolidated financial statements.

Construction is customarily performed pursuant to the plans and specifications of customers. The Company generally supplies the management, labor, equipment and tools. Generally, materials are supplied by the customers. Contracts may extend beyond one year, although most projects average a duration of six months or less.

The electrical construction business is highly competitive. The Company competes with other independent contractors, including larger regional and national firms that may have financial, operational, technical and marketing resources that exceed our own. The Company also faces competition from existing and prospective customers establishing or augmenting in-house service organizations that employ personnel who perform some of the same types of service as those provided by us. Competitive factors include: level of technical expertise and experience, industry reputation, quality of work, price, geographic presence, dependability, availability of skilled personnel, worker safety, and financial stability. The Company's management believes that the Company competes favorably with its competitors on the basis of these factors. There can be no assurance, however, that the Company's competitors will not develop the expertise, experience and resources to provide services that are superior in both price and quality to the Company's services, or that the Company will be able to maintain or enhance their competitive position.

The Company enters into contracts on the basis of either competitive bidding or direct negotiations with its customers. Competitively bid contracts account for a majority of the Company's construction revenues. Although there is considerable variation in the terms of the contracts undertaken, such contracts typically involve lump sum, cost plus or unit price contracts. The magnitude and duration of projects undertaken by the Company vary, which may result in substantial fluctuations in its backlog from time to time. At February 28, 2003, the approximate value of uncompleted contracts was \$14,200,000, compared to \$10,700,000 at February 28, 2002.

A portion of the electrical construction work requires payment and performance bonds. The Company believes that it has adequate bonding availability.

As of February 1, 2003, electrical construction had a staff of 11 salaried employees, including executive officers, division managers, superintendents, project managers and administrative personnel. In addition, at such date, electrical construction had 78 hourly-rate employees, none of whom are affiliated with any trade or labor organization. The number of hourly-rate employees fluctuates depending upon the number and size of projects under construction at any particular time. The Company believes that the experience and continuity of its employees has

been an important factor in its success. Management of the Company believes its relations with both its salaried and hourly-rate employees are good.

The Company is subject to various federal, state and local statutes and rules regarding, among other things, contractor licensing, electrical codes, worker safety and environmental protection. The Company believes that it is in substantial compliance with all applicable regulatory requirements.

The administrative and maintenance facilities of Southeast Power are located on a 13-acre tract of land near Titusville, Florida, which is owned by the Company. In 2002, a new office building (approximately 6,136 square feet) was built replacing the then existing office building. The shop and maintenance facilities are approximately 17,000 square feet. The Company believes that these properties are currently in good condition and properly maintained.

### **Real Estate**

The primary focus of the Company's real estate operations is on the development of small, high-end, waterfront condominium projects. To date, the Company has purchased five sites on the east coast of Central Florida, four of which are waterfront.

The Company acquires land only after feasibility and environmental testing has been performed. Generally, architectural plans for the projects are outsourced and the project plans are submitted to general building contractors for competitive fixed-price bids. The sales process is conducted by outside real estate agents. In an effort to limit risk, the Company's policy is to obtain a substantial number of contracts for sale, backed by customers' non-refundable earnest money deposits, prior to commencing construction on the condominium projects.

As of February 28, 2003, outstanding contracts for sale amounted to approximately \$4,400,000, compared to approximately \$4,300,000 as of February 28, 2002. There can be no assurance that settlements of condominiums subject to contracts for sale will occur.

The Company's initial condominium development project, "Country Club Point", a twelve-unit riverfront complex in Cocoa Beach, was completed and sold in the summer of 2002.

In August 2002, construction began on the Company's second condominium project, "Riomar", a six-unit oceanfront complex near Cocoa Beach. Five of the six units are under contract for sale. Project completion is anticipated in the summer of 2003.

"Cape Club", a sixteen-unit oceanfront condominium project in Cape Canaveral, is currently in the permitting/pre-development phase. Eight units are under contract for sale and three units, which are currently reserved, are in the process of being converted to contracts for sale. Construction on Cape Club is expected to commence in spring 2003 and to be completed in the second quarter of 2004. Commencement of construction is dependent upon the receipt of required permits.

"Oak Park", a townhouse-style condominium project in Cape Canaveral is currently in the planning/permitting phase. Preliminary plans call for a forty-unit condominium project, four

of which have been reserved with refundable deposits. Construction is expected to commence in the latter part of 2003.

The Company's most recent plans are to develop a riverfront combination residential and commercial complex on a two-acre parcel in Melbourne acquired in January 2003 for approximately \$1 million. Initial plans call for a multi-phase development, with the first phase, "Pineapple House", a thirty-three-unit luxury riverfront condominium project. Additional phases may include additional residential condominiums and commercial buildings.

The Company purchases land and pays for architectural, engineering and various other costs with cash reserves. Construction costs are generally financed with bank financing, as specified in note 9 of notes to the consolidated financial statements.

The Company does not offer financing arrangements to purchasers of its condominiums.

The Company also holds for resale 12 single-family lots, purchased in 1998 and 1999, in the Fawn Lake subdivision near Mims, Florida.

The real estate industry is highly competitive and fragmented. The Company competes with numerous national and local real estate developers on the basis of a number of interrelated factors, including: quality, location, design, perceived value, price and reputation in the marketplace. Competitive advantages of the Company include desirable locations, unique designs and high quality amenities not generally offered by other developers in the market in which we compete.

The Company is subject to federal, state and local statutes, ordinances, rules and regulations regarding, among other things, zoning, building permits, environmental standards, building moratoriums and building codes. The Company believes that its real estate operations are in substantial compliance, in all material respects, with all applicable regulations. However, the Company's growth and development opportunities may be limited and more costly as a result of such regulatory requirements.

The real estate operation employs one salaried employee who manages all real estate operations. Management of the Company believes its relationship with this employee is good.

#### **Discontinued Operations**

Effective November 30, 2002, the Company completed the sale of the capital stock of its mining subsidiaries, St. Cloud Mining Company and The Goldfield Consolidated Mines Company, to an unrelated party as detailed in note 5 of notes to the consolidated financial statements.

**Item 2. Properties.**

For information with respect to the principal properties utilized in the Company's operations, see "Item 1. Business."

The Company's principal office is located in Melbourne, Florida, where the Company leases 4,855 square feet of space at an annual rental rate of \$78,560. The lease expires on May 31, 2004.

**Item 3. Legal Proceedings.**

There is no material pending legal proceeding, other than routine litigation incidental to the business of the Company, to which the Company or any of its subsidiaries is a party or to which any of their property is subject.

**Item 4. Submission of Matters to a Vote of Security Holders.**

No matter was submitted to a vote of security holders during the fourth quarter of 2002.

**PART II**

**Item 5. Market for Registrant's Common Equity and Related Stockholder Matters.**

The Common Stock of the Company is traded on The American Stock Exchange under the symbol GV. The following table shows the reported high and low sales price at which the Common Stock of the Company was traded in 2002 and 2001:

	<u>2002</u>		<u>2001</u>	
	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
First Quarter	\$.56	\$.46	\$.75	\$.37
Second Quarter	.62	.40	.78	.43
Third Quarter	.48	.36	.65	.43
Fourth Quarter	.48	.37	.52	.43

As of February 18, 2003, the Company had approximately 11,600 holders of record.

The Company has paid no cash dividends on its Common Stock since 1933, and it is not expected that the Company will pay any cash dividends on its Common Stock in the immediate future.

**Item 6. Selected Financial Data.**

The following table sets forth summary consolidated financial information of the Company for each of the years in the five-year period ended December 31, 2002:

	<u>Years Ended December 31,</u>				
	<u>2002</u>	<u>2001</u>	<u>2000</u>	<u>1999</u>	<u>1998</u>
	(In thousands except per share and share amounts)				
Continuing Operations:					
Total revenues	<u>\$22,343</u>	<u>\$21,917</u>	<u>\$22,723</u>	<u>\$18,114</u>	<u>\$14,448</u>
Income(loss)from operations	\$ 354	\$ 945	\$ 2,958	\$ 2,642	\$ (337)
Preferred stock dividends	<u>--</u>	<u>(13)<sup>(1)</sup></u>	<u>(24)</u>	<u>(24)</u>	<u>(24)</u>
Income (loss) available to common stockholders from continuing operations	354	932	2,934	2,619	(361)
Discontinued Operations:					
Income (loss) from operations	378	548	724	(166)	(273)
Loss on disposal	<u>49</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>
Net income (loss)	<u>\$ 682</u>	<u>\$ 1,480</u>	<u>\$ 3,658<sup>(2)</sup></u>	<u>\$ 2,452</u>	<u>\$ (633)</u>
Earnings (loss) per share-basic:					
Continuing operations	\$ 0.01	\$ 0.03	\$ 0.11	\$ 0.10	\$ (0.01)
Discontinued operations	<u>0.01</u>	<u>0.02</u>	<u>0.03</u>	<u>(0.01)</u>	<u>(0.01)</u>
Net income (loss)	<u>\$ 0.02</u>	<u>\$ 0.05</u>	<u>\$ 0.14</u>	<u>\$ 0.09</u>	<u>\$ (0.02)</u>
Earnings (loss) per share-diluted:					
Continuing operations	\$ 0.01	\$ 0.03	\$ 0.11	\$ 0.10	\$ (0.01)
Discontinued operations	<u>0.01</u>	<u>0.02</u>	<u>0.03</u>	<u>(0.01)</u>	<u>(0.01)</u>
Net income (loss)	<u>\$ 0.02</u>	<u>\$ 0.05</u>	<u>\$ 0.13</u>	<u>\$ 0.09</u>	<u>\$ (0.02)</u>
Common shares used in the calculations of earnings per share					
Basic	27,416,395	27,298,715	26,854,748	26,854,748	26,854,748
Diluted	27,543,835	27,533,229	27,914,029	27,393,528	27,243,345
Total assets	\$22,358	\$22,875	\$20,229	\$16,296	\$14,213
Working capital	11,985	8,528	8,276	7,756	6,144
Shareholders' equity	20,081	19,580	18,311	14,653	12,200

The total of the above categories may differ from the sum of the components due to rounding.

- (1) In July 2001, all 339,407 shares of the Company's Series A Stock were redeemed for the price of \$1.00 per share.
- (2) Net income for 2000 included key-man life insurance proceeds of \$2,000,000 as described in note 17 of notes to the consolidated financial statements.



**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**Critical Accounting Policies and Estimates**

This discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to fixed price electrical construction contracts, real estate development projects and deferred income tax assets. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

A number of factors relating to our electrical construction segment affect the recognition of contract revenue. The Company recognizes revenue when electrical services are performed except when work is performed under a fixed price contract. Revenue from fixed price construction contracts is recognized on the percentage of completion method. Under this method, estimated contract income and resulting revenue is generally accrued based on costs incurred to date as a percentage of total estimated costs. Total estimated costs, and thus contract income, are impacted by changes in productivity, scheduling, and the unit cost of labor, subcontracts, materials and equipment. Additionally, external factors such as weather, client needs, client delays in providing approvals, labor availability and governmental regulation, may also affect the progress and estimated cost of a project's completion and thus the timing of income and revenue recognition. If a current estimate of total contract cost indicates a loss on a contract, the projected loss is recognized in full when determined. Revenue from change orders, extra work, variations in the scope of work and claims is recognized when realization is reasonably assured.

Given our limited experience in condominium development, the initial condominium development project was accounted for under the deposit method, thus deferring the recognition of related revenue and expenses until the project was complete and the underlying titles were transferred to the buyers.

Commencing with the second condominium development project, all revenue associated with real estate development projects that meet the criteria specified by Statement of Financial Accounting Standards ("SFAS") No. 66 "Accounting for Sales of Real Estate" will be recognized using the percentage of completion method. Under this method, revenue is recognized when (1) construction is beyond a preliminary stage, (2) buyers are unable to receive refunds of down-payments except in the event of non-delivery, (3) a substantial percentage of the condominiums are under firm contracts, (4) collection of the sales price is reasonably assured and (5) sales proceeds and costs can be reasonably estimated. Revenue recognized is calculated based on the percentage of completion, as determined by the fixed price construction contract costs incurred

to date in relation to the total fixed price construction contract. If a buyer were to default on the contract for sale, revenues and expenses recognized in prior periods would be adjusted in the period of default. A significant majority of the total estimated project costs is attributable to the fixed price construction contract; the residual estimated costs could vary from actual. If a current estimate of total project cost indicates a loss on a project, the projected loss is recognized in full when determined. The timing of revenue and expense recognition is contingent on construction productivity. Factors possibly impeding construction productivity include, but are not limited to, supply of labor, materials and equipment, scheduling, permitting and unforeseen events.

The Company considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance for deferred tax assets. Should the Company determine that it would not be able to realize all or part of its net deferred tax assets, a valuation allowance would be recorded to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company were to subsequently determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, an adjustment to the previously recorded valuation allowance would increase income in the period such determination was made.

## Results of Operations

### Segment Information

The table below shows the Company's consolidated revenue and operating income attributable to each of its ongoing lines of business for each of the years in the three year period ended December 31, 2002:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Revenue			
Electrical construction	\$16,442,396	\$21,804,496	\$22,696,137
Real estate	<u>5,900,864</u>	<u>112,545</u>	<u>27,233</u>
Total	<u>\$22,343,260</u>	<u>\$21,917,041</u>	<u>\$22,723,370</u>
Operating income (loss)			
Electrical construction	\$ 1,689,686	\$ 3,368,685	\$ 2,078,571
Real estate	<u>1,229,872</u>	<u>(23,809)</u>	<u>(66,905)</u>
Total	<u>\$ 2,919,558</u>	<u>\$ 3,344,876</u>	<u>\$ 2,011,666</u>

### YEAR ENDED DECEMBER 31, 2002 COMPARED TO YEAR ENDED DECEMBER 31, 2001

#### Continuing Operations

##### Revenues

Total revenues in the year ended December 31, 2002 increased by 1.9% to \$22,343,260, compared to \$21,917,041 in the year ended December 31, 2001. This increase in total revenues was primarily the result of a significant increase in revenues generated by the real estate operations, which were partially offset by a decrease in the electrical construction operation's revenue.

Electrical construction revenue decreased by 24.6% in the year ended December 31, 2002 to \$16,442,396 from \$21,804,496 in the year ended December 31, 2001. The decrease was primarily

attributable to a decrease in both transmission line construction and fiber optic projects as a result of a decline in the demand for the construction and maintenance services provided to electrical utilities. There was no revenue earned from fiber optic projects during 2002. During the first quarter of 2003, the Company has been awarded to date approximately \$15.8 million in new energy construction projects. The Company believes that this high level of new contract awards may suggest the beginning of a rebound in the electrical construction industry.

Revenues recognized by the real estate operations for the year ended December 31, 2002 were \$5,900,864 compared to \$112,545 for the year ended December 31, 2001, an increase of \$5,788,319. This significant increase was attributed to the completion and sale of the Company's first condominium development project, a twelve-unit riverfront complex in Cocoa Beach, "Country Club Point", as well as partial revenue recognition on the second condominium development project, a six-unit oceanfront complex near Cocoa Beach, "Riomar".

Country Club Point was accounted for under the deposit method; accordingly, related revenue and expenses were deferred until the sale of the condominiums occurred and the underlying titles were transferred to the buyers. Riomar is being accounted for under the percentage of completion method.

The Company expects Riomar to be completed in the summer of 2003. Five of the six units are currently under contract for sale.

"Cape Club", a sixteen-unit oceanfront condominium project is currently in the permitting/pre-development phase. Eight units are under contract for sale and three units, which are currently reserved, are in the process of being converted to contracts for sale. Construction on Cape Club is expected to commence in spring 2003 and to be completed in the second quarter of 2004. Commencement of construction is dependent upon the receipt of required permits.

"Oak Park", a townhouse-style condominium project in Cape Canaveral, is currently in the planning/permitting phase. Preliminary plans call for a forty-unit complex, four of which have been reserved with refundable deposits. Construction is expected to commence in the latter part of 2003.

The Company's most recent plans are to develop a riverfront combination residential and commercial complex on a two-acre parcel in Melbourne acquired in January 2003 for approximately \$1 million. Initial plans call for a multi-phase development, with the first phase, "Pineapple House", a thirty-three-unit luxury riverfront condominium complex. Additional phases may include additional residential condominiums and commercial buildings.

### **Operating Results**

Electrical construction operations had an operating income of \$1,689,686 in the year ended December 31, 2002, compared to an operating income of \$3,368,685 during the year ended December 31, 2001, a decrease of 49.8%. In 2002, the Company's electrical construction operating results were adversely affected by a lower level of activity attributable to a general slackening of industry demand. As a percentage of revenue, operating margins on electrical construction operations decreased to 10.3% for the year ended December 31, 2002 from 15.4% for the year ended December 31, 2001. The decrease in the operating margin was a result of a net increase in transmission line construction costs as a percentage of revenue. The net increase

was comprised of an increase, as a percentage of revenue, in insurance and depreciation costs, partially offset by a decrease in incentive bonuses incurred due to a lower level of profitability for the year ended December 31, 2002, in comparison to the year ended December 31, 2001. The varying magnitude and duration of electrical construction projects may result in substantial fluctuation in the Company's backlog from time to time. At February 28, 2003, the approximate value of uncompleted contracts was \$14,200,000 compared to \$10,700,000 at February 28, 2002.

Real estate operations had an operating income of \$1,229,872 in the year ended December 31, 2002, compared to an operating loss of \$23,809 in the year ended December 31, 2001, an increase of \$1,253,681. This significant increase was the result of the completion and the sale of Country Club Point and the commencement of construction on Riomar during 2002. As a percentage of revenue, operating margins increased to 20.8% for the year ended December 31, 2002 from (21.2)% for the year ended December 31, 2001.

As of February 28, 2003, outstanding real estate contracts for sale amounted to approximately \$4,400,000, compared to approximately \$4,300,000 as of February 28, 2002. There can be no assurance that settlements of condominiums subject to contracts for sale will occur.

#### **Other Income**

Other income in the year ended December 31, 2002 was \$74,618, compared to \$186,581 in the year ended December 31, 2001, a decrease of 60.0%. The net decrease was mainly attributable to decreases in interest income due to lower overall interest rates.

#### **Costs and Expenses**

Total costs and expenses, and the components thereof, increased to \$21,700,379 in the year ended December 31, 2002 from \$20,787,006 in the year ended December 31, 2001, an increase of 4.4%.

Electrical construction costs decreased to \$13,306,542 in the year ended December 31, 2002 from \$16,969,631 in the year ended December 31, 2001, a decrease of 21.6%. The decrease in costs was primarily comprised of decreases in subcontractor costs and salaries, which was mainly attributable to a lower level of construction activity.

Cost of real estate operations increased to \$4,311,709 for the year ended December 31, 2002 from \$95,928 for the year ended December 31, 2001. This increase of \$4,215,781 was the result of construction and other costs associated with both Country Club Point and Riomar that were recognized during the year ended December 31, 2002.

Depreciation and amortization was \$1,404,405 in the year ended December 31, 2002, compared to \$1,324,751 in the year ended December 31, 2001. The increase in depreciation and amortization for 2002 was largely a result of capital expenditures in recent years, most of which have occurred in the company's electrical construction business.

Selling, general and administrative expenses of the Company increased to \$2,677,723 in the year ended December 31, 2002, from \$2,396,696 in the year ended December 31, 2001. The net increase was primarily a result of increases in selling expenses associated with the real estate operations, professional and legal expenses related to the unsuccessful initial attempt to sell

the mining operations, and a one-time completion fee which is due upon the Company's full release from its third party financial assurance obligations as described in note 10 of notes to the consolidated financial statements. These increases were partially offset by a decrease in proxy solicitation costs in connection with the Company's 2002 annual meeting. Selling, general and administrative expenses, as a percentage of revenue, increased to 12.0% from 10.9% in the year ended December 31, 2002 as compared to the year ended December 31, 2001.

#### **Income Taxes**

The provision for income taxes was \$363,866 in the year ended December 31, 2002, an effective tax rate of 50.7%, as compared to \$371,891 in the year ended December 31, 2001, an effective tax rate of 28.2%. The effective tax rate differs from the statutory rate for the year ended December 31, 2002, largely due to the state income taxes. For the year ended December 31, 2001, the effective tax rate differs from the statutory rate, primarily due to a decrease in the valuation allowance.

The Company had previously recorded a valuation allowance to reduce deferred tax assets to an amount that represented management's best estimate of the amount of deferred tax assets that more likely than not would be realized. The most significant deferred tax asset was a net operating loss ("NOL") carryforward. Based on negative evidence, such as successive years of tax losses, future income projections and NOL carryforward limitations it was determined, based on all information available at the time, that the Company either would not use the NOL carryforward or could not produce, with reasonable accuracy, information to support utilization of the carryforward.

During 2002 and 2001, management determined that there was no need for a valuation allowance based on the following positive evidence:

Sufficient taxable income was generated during the years that were offset by net operating loss carryforwards for which a valuation allowance previously existed. Management determined that it was more likely than not that a significant portion of the NOL's would be utilized prior to their expiration date. The taxable income resulted from favorable operating results of the Company's electrical construction subsidiary that could not reasonably have been projected in a prior period.

As of December 31, 2001, the residual of the valuation allowance in the amount of \$155,000 was released based on the above positive evidence.

#### **Discontinued Operations**

In December 2001, the Company announced it was considering a strategic move to maximize shareholder value via the possible divestiture of its mining operations, thus enabling the Company to strengthen its focus on its core electrical construction operations. In accordance with SFAS No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets", the operating results for December 31, 2002 and prior periods have been restated as discontinued operations.

On December 4, 2002, effective November 30, 2002, the Company completed the sale of the capital stock of its mining subsidiaries, St. Cloud Mining Company ("St. Cloud") and The Goldfield Consolidated Mines Company ("Consolidated Mines"), to an unrelated party. The Company received total cash consideration, net of a post-closing adjustment, in the amount of \$2,497,590.

An after-tax loss on the sale of the mining operations was recorded in the fourth quarter of 2002 in the amount of \$49,443. Net assets disposed of approximated \$2,021,000 and the related selling cost which included commission, severance and legal expenses were approximately \$454,000.

Summary operating results of discontinued operations for the eleven months ended November 30, 2002 and the year ended December 31, 2001 are as follows:

	<u>2002</u>	<u>2001</u>
Net sales	\$2,464,017	\$2,016,074
Cost of sales	(2,035,069)	(1,853,197)
Depreciation	<u>(54,288)</u>	<u>(243,928)</u>
Gross profit (loss)	374,660	(81,051)
General and administrative expense	<u>(9,018)</u>	<u>(20,634)</u>
Operating income (loss)	<u>365,642</u>	<u>(101,685)</u>
Other income, net		
Interest expense	(12,416)	(14,884)
Other income, net (including gain on sale of real estate of \$301,132 and \$420,014 for the periods ended November 30, 2002 and December 31, 2001, respectively)	<u>359,802</u>	<u>465,032</u>
	<u>347,386</u>	<u>450,148</u>
Income from discontinued operations before income taxes and loss on sale	713,028	348,463
Income taxes (benefit)	<u>335,464</u>	<u>(199,578)</u>
Income from discontinued operations, net of tax	377,564	548,041
Loss on sale (net of tax of \$71,701)	<u>49,443</u>	<u>--</u>
Net income from discontinued operations	<u>\$ 328,121</u>	<u>\$ 548,041</u>

## Operating Results

During the eleven months ended November 30, 2002, mining operations experienced an operating income of \$365,642 compared to an operating loss of \$101,685 during the year ended December 31, 2001. As a percentage of revenue, operating margins in the mining operations improved to 14.8% for the eleven months ended November 30, 2002 from (5.0)% for the year ended December 31, 2001. Operating income improved as a result of increased volume in the construction aggregate business, reductions in per-unit zeolite operating costs and reduced depreciation expense. The operating results from mining included depreciation expense of \$54,288 during the eleven months ended November 30, 2002, compared to \$243,928 during the year ended December 31, 2001. In accordance with SFAS No. 144, the provision for depreciation expense on the mining assets was suspended at the end of March 2002, when the assets were classified as held for sale.

St. Cloud sold 14,717 tons of natural zeolite during the eleven months ended November 30, 2002, compared to 15,951 tons during the year ended December 31, 2001.

The Lordsburg Mining Company ("Lordsburg"), a wholly-owned subsidiary of Consolidated Mines, sold 30,323 tons of construction aggregate material during the eleven months ended November 30, 2002, compared to 8,138 tons during the year ended December 31, 2001.

## **YEAR ENDED DECEMBER 31, 2001 COMPARED TO YEAR ENDED DECEMBER 31, 2000**

### **Continuing Operations**

#### **Revenues**

Total revenues in the year ended December 31, 2001 were \$21,917,041, compared to \$22,723,370 in the year ended December 31, 2000. This decrease in total revenues was mainly attributable to lower revenues in the electrical construction operations.

Electrical construction revenue decreased by 3.9% in the year ended December 31, 2001 to \$21,804,496 from \$22,696,137 in the year ended December 31, 2000 primarily as a result of a decrease in fiber optic construction.

Revenue, operating income and costs and expenses relating to real estate operations through December 31, 2001 were not significant, and were attributable largely to the sale of single-family lots in the Fawn Lake subdivision near Mims, Florida ("Fawn Lake"). However, at December 31, 2001 the Company had investments in real estate of \$3,407,180, primarily representing expenditures made in connection with the Company's condominium development projects.

#### **Operating Results**

Electrical construction operations had an operating income of \$3,368,685 in the year ended December 31, 2001, compared to an operating income of \$2,078,571 during the year ended December 31, 2000, an increase of 62.1%. As a percentage of revenue, operating margins on electrical construction operations increased to 15.4% for the year ended December 31, 2001 from 9.2% for the year ended December 31, 2000. Operating income was higher for the year ended December 31, 2001 due primarily to increased margins on transmission work resulting from the greater availability of projects.

#### **Other Income**

Other income in the year ended December 31, 2001 was \$186,581, compared to \$2,318,356 in the year ended December 31, 2000. The decrease in other income for 2001 was mainly a result of key-man life insurance proceeds of \$2,000,000 recorded in the fourth quarter of 2000. (See note 17 of notes to consolidated financial statements). Interest expense increased for 2001 due to the longer duration that certain loans against the cash surrender value of insurance policies were outstanding and the debt incurred for the construction of the first condominium project. The life insurance policy loans were initiated in June 2000.

## **Costs and Expenses**

Total costs and expenses, and the components thereof, decreased to \$20,787,006 in the year ended December 31, 2001 from \$22,545,978 in the year ended December 31, 2000, primarily as a result of decreased electrical construction costs.

Electrical construction costs were \$16,969,631 and \$19,446,086 in the year ended December 31, 2001 and 2000, respectively. A \$3,859,000 decrease in subcontract costs was partially offset by increases in salary and equipment rental expenses. The salary increase was largely attributable to both an increase in the average number of electrical construction field personnel and incentive bonuses incurred due to a higher level of profitability.

Depreciation and amortization was \$1,324,751 in the year ended December 31, 2001, compared to \$996,110 in the year ended December 31, 2000. The increase in depreciation and amortization for 2001 was largely a result of recent capital expenditures, most of which have occurred in the Company's electrical construction business.

Selling, general and administrative expenses of the Company increased to \$2,396,696 in the year ended December 31, 2001, from \$2,111,064 in the year ended December 31, 2000. This increase was primarily a result of increased proxy solicitation, salary and insurance expense. Selling, general and administrative expenses in the year ended December 31, 2001 included approximately \$430,000 of additional expenses related to proxy solicitation in connection with the Company's 2001 annual meeting. During the year ended December 31, 2000, selling, general and administrative expenses included a \$425,311 net expense related to payments made under Cancellation and Release Agreements pursuant to which the Company's Employee Benefit Agreements were terminated. (See note 7 of notes to consolidated financial statements). Selling, general and administrative expenses as a percentage of revenue increased to 10.9% from 9.3% in the year ended December 31, 2001 as compared to the year ended December 31, 2000.

## **Income Taxes**

The provision for income taxes was \$371,891 in the year ended December 31, 2001, an effective tax rate of 28.2%, as compared to an income tax benefit of \$462,177 in the year ended December 31, 2000, an effective tax rate (benefit) of (18.5)%. The effective tax rate differs from the statutory rate for the year ended December 31, 2001 largely due to the release of the remaining deferred tax asset valuation allowance of \$155,000. For the year ended December 31, 2000, the effective tax benefit differs from the statutory rate primarily due to a \$744,000 decrease in the valuation allowance and the receipt of \$2,000,000 of non-taxable life insurance proceeds.

During the review of the valuation allowance during 2001 and 2000 it was determined that a total of \$155,000 and \$744,000, respectively, of the valuation allowance should be released based on the following positive evidence:

Sufficient taxable income was generated during the years that was offset by net operating loss carryforwards for which a valuation allowance previously existed. Management determined that it was more likely than not that a significant portion of the NOL's expiring in 2000 and 2001 would be utilized. The taxable income resulted from favorable operating results of the Company's electrical construction subsidiary that could not reasonably have been projected in a prior period.

## Discontinued Operations

Summary operating results of discontinued operations for the years ended December 31 are as follows:

	<u>2001</u>	<u>2000</u>
Net sales	\$2,016,074	\$2,508,278
Cost of sales	(1,853,197)	(2,206,625)
Depreciation	<u>(243,928)</u>	<u>(278,187)</u>
Gross profit(loss)	(81,051)	23,466
General and administrative expense	<u>(20,634)</u>	<u>(96,027)</u>
Operating loss	<u>(101,685)</u>	<u>(72,561)</u>
Other income, net		
Interest expense	(14,884)	(8,019)
Other income, net (including gain on sale of real estate of \$420,014 and \$109,117 for the periods ended December 31, 2001 and 2000, respectively)	<u>465,032</u>	<u>160,629</u>
	<u>450,148</u>	<u>152,610</u>
Income from discontinued operations before income taxes		
Income taxes	348,463	80,049
Income taxes (benefit)	<u>(199,578)</u>	<u>(643,882)</u>
Income from discontinued operations, net of tax	<u>\$ 548,041</u>	<u>\$ 723,931</u>

## Operating Results

During the year ended December 31, 2001, mining operations experienced an operating loss of \$101,685 compared to an operating loss of \$72,561 during the year ended December 31, 2000. As a percentage of revenue, operating margins in the mining operations decreased to (5.0)% for the year ended December 31, 2001 from (2.9)% for the year ended December 31, 2000. The increase in the operating loss for 2001 was largely due to a single construction aggregate project that was completed during the second quarter of 2000. In addition, the operating loss from mining included depreciation expense of \$243,928 during the year ended December 31, 2001, compared to \$278,187 during the year ended December 31, 2000.

St. Cloud sold 15,951 tons of natural zeolite during the year ended December 31, 2001, compared to 16,422 tons during the year ended December 31, 2000.

Lordsburg sold 8,138 tons of construction aggregate material during the year ended December 31, 2001, compared to 8,365 tons during the year ended December 31, 2000.

**Quarterly Financial Data (Unaudited)**

Selected quarterly financial data (in thousands of dollars except per share and share amounts) follows:

	2002			
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Continuing Operations:				
Revenues				
Electrical construction	\$5,596,776	\$5,293,753	\$1,987,085	\$3,564,782
Real estate	<u>25,749</u>	<u>74,328</u>	<u>4,960,765</u>	<u>840,022</u>
Total	<u>\$5,622,525</u>	<u>\$5,368,081</u>	<u>\$6,947,850</u>	<u>\$4,404,804</u>
Operating income (loss)				
Electrical construction	\$ 772,823	\$1,019,053	\$ (345,184)	\$ 242,994
Real estate	(13,561)	55,897	1,059,032	128,504
Net income (loss) from continuing operations available to common stockholders	212,031	260,105	60,420	(178,923)
Discontinued Operations:				
Income from operations	128,894	141,143	104,467	3,060
Loss on disposal	--	--	--	49,443
Net income (loss)	340,925	401,248	164,887	(225,306)
Earnings (loss) per share-basic and diluted				
Continuing operations	0.01	0.01	0.00	(0.01)
Discontinued operations	0.00	0.01	0.00	0.00
Net income (loss)	0.01	0.01	0.01	(0.01)
Common shares and equivalents used in the calculations of earnings per share				
Basic	27,446,079	27,460,768	27,512,631	27,247,230
Diluted	28,057,556	27,609,686	27,628,772	27,365,064

	2001			
	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
<b>Continuing Operations:</b>				
Revenues				
Electrical construction	\$6,450,996	\$4,618,111	\$4,489,015	\$6,246,374
Real estate	<u>9,538</u>	<u>66,503</u>	<u>12,570</u>	<u>23,934</u>
Total	<u>\$6,460,534</u>	<u>\$4,684,614</u>	<u>\$4,501,585</u>	<u>\$6,270,308</u>
Operating income (loss)				
Electrical construction	\$1,503,511	\$ 320,717	\$ 489,082	\$1,055,375
Real estate	(26,636)	29,829	(26,581)	(421)
Net income (loss) from continuing operation available to common stockholders	697,404	(234,821)	92,695	376,266
<b>Discontinued Operations:</b>				
Income from operations	43,396	21,153	118,526	364,966
Net income (loss)	740,800	(213,668)	211,221	741,232
<b>Earnings (loss) per share- basic and diluted</b>				
Continuing operations	0.03	(0.01)	0.00	0.01
Discontinued operations	0.00	0.00	0.00	0.01
Net income (loss)	0.03	(0.01)	0.01	0.03
<b>Common shares and equivalents used in the calculations of earnings per share</b>				
Basic	26,891,770	27,424,413	27,425,120	27,446,079
Diluted	27,538,202	27,424,413	27,739,720	27,654,618

The totals for the years 2002 and 2001 may differ from the sum of the quarterly information due to rounding.

#### **Liquidity and Capital Resources**

Cash and cash equivalents at December 31, 2002 were \$7,405,342 as compared to \$4,662,126 as of December 31, 2001. Working capital at December 31, 2002 was \$11,985,287, compared to \$8,528,097 at December 31, 2001. Cash, cash equivalents and working capital at December 31, 2001, included balances from discontinued operations. The Company's ratio of current assets to current liabilities increased to 6.3:1 at December 31, 2002, from 3.6:1 at December 31, 2001. This net increase was primarily attributable to an increase in cash from proceeds received from the sales of the mining operations and the Country Club Point condominiums as well as a decrease in the electrical construction operation's accounts payable and accrued liabilities which resulted from a lower level of electrical construction activity.

In August 2002, the Company began investing a portion of its cash, in excess of operating requirements, in short-term highly liquid U.S. government debt securities. As of December 31, 2002, short-term investments had a balance of \$1,266,419.

On April 15, 2002, the Company entered into a new loan agreement with Wachovia Bank, N.A. ("Wachovia") for a \$6,000,000 line of credit. On December 31, 2002 the Company had a loan balance with Wachovia in the amount of \$866,903. This new line of credit replaces the previous line of credit and mortgage note payable provided by SunTrust Bank of Central Florida, N.A. ("SunTrust"). The mortgage note payable with SunTrust, which had a balance of \$955,268 at December 31, 2001, was repaid on April 15, 2002 with proceeds from the new credit facility with Wachovia. The new credit facility, as described in note 9 of notes to consolidated financial statements, will primarily be used to finance the costs of constructing condominium units in Florida and will subsequently be repaid with the sales proceeds from said condominiums.

On December 4, 2002, Company completed the sale of the capital stock of its mining subsidiaries, St. Cloud and Consolidated Mines. The Company received total cash consideration, net of a post-closing adjustment, in the amount of \$2,497,590. The results of the sale are detailed in note 5 of notes to consolidated financial statements.

The Company's capital expenditures for continuing operations the year ended December 31, 2002, decreased to \$1,146,515 from \$1,596,884 for the year ended December 31, 2001. This decrease in the level of capital expenditures was attributable to decreased expenditures at the Company's electrical construction segment during 2002. Capital expenditures in 2003 are expected to be approximately \$1,950,000, which the company expects to finance through existing cash reserves or credit facilities.

During the years ended December 31, 2002 and 2001, the Company received proceeds of \$23,333 and \$129,354 from the exercise of options to purchase 106,667 and 591,331 shares of the Company's Common Stock, respectively. The options were exercisable at \$0.21875 per share, the fair market value of the Common Stock at the date of the grant. At December 31, 2002 and 2001, 243,668 and 350,335 shares, respectively, were reserved for possible exercise of options to purchase Common Stock issued under the 1998 Executive Long-term Incentive Plan.

The Company does not enter into financial instruments for trading purposes. Financial instruments consist principally of cash, cash equivalents and short-term, highly liquid U.S. government debt securities with limited market risk sensitivity.

The Company paid cash dividends on its Series A Preferred Stock in the amount of \$13,181 and \$23,758 during the years ended December 31, 2001, and 2000, respectively. On July 20, 2001, the Company redeemed its Series A Preferred Stock outstanding for \$1 per share. The Company has paid no cash dividends on its Common Stock since 1933, and it is not expected that the Company will pay any cash dividends on its Common Stock in the immediate future.

On September 17, 2002, the Company's Board of Directors approved a Common Stock Repurchase Plan (the "Repurchase Plan") allowing the Company to repurchase up to five percent of its outstanding Common Stock over the next twelve-month period. The Company may repurchase its shares either in the open market or through private transactions. The volume of shares to be repurchased is contingent upon market conditions and other factors. As of February 1, 2003, pursuant to the Repurchase Plan, the Company has repurchased 603,938 shares of its Common Stock at a cost of \$285,771.

The following table summarizes the Company's future aggregate contractual obligations at December 31, 2002:

	<u>Payments Due By Period</u>			
	<u>Total</u>	<u>Less Than 1 Year</u>	<u>1-2 Years</u>	<u>After 2 Years</u>
Operating leases	\$ 113,415	\$ 80,682	\$32,733	--
Purchase obligations	<u>1,541,440</u>	<u>1,541,440</u>	--	--
Total	<u>\$1,654,855</u>	<u>\$1,622,122</u>	<u>\$32,733</u>	<u>--</u>

**Item 8. Financial Statements**

**KPMG**

111 North Orange Avenue, Suite 1600  
P.O. Box 3031  
Orlando, FL 32802

**Independent Auditors' Report**

The Shareholders and Board of Directors  
The Goldfield Corporation:

We have audited the consolidated balance sheets of The Goldfield Corporation and subsidiaries as of December 31, 2002 and 2001, and the related consolidated statements of operations, cash flows and stockholders' equity for each of the years in the three-year period ended December 31, 2002. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of The Goldfield Corporation and subsidiaries at December 31, 2002 and 2001, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

Orlando, Florida  
February 7, 2003

**THE GOLDFIELD CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	December 31, 2002	December 31, 2001 (Restated)
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 7,405,342	\$ 4,434,175
Short-term investments (Note 2)	1,266,419	-
Accounts receivable and accrued billings	2,611,268	3,477,195
Current portion of notes receivable	46,625	36,898
Costs and estimated earnings in excess of billings on uncompleted contracts (Note 3)	1,330,675	557,433
Deferred income taxes (Note 4)	146,297	242,742
Income taxes recoverable	32,155	-
Residential properties under construction	614,390	1,509,837
Prepaid expenses	790,073	641,373
Other current assets	18,837	2,274
Current assets of discontinued operations (Note 5)	-	888,291

Total current assets	14,262,081	11,790,218
Property, buildings and equipment, net (Note 6)	4,432,848	4,777,838
Notes receivable, less current portion	681,915	181,386
Deferred charges and other assets		
Deferred income taxes, less current portion (Note 4)	1,433,923	2,063,241
Land and land development costs, less current portion	1,126,515	1,512,616
Land held for sale	117,106	175,189
Cash surrender value of life insurance (Note 7)	303,613	291,695
Total deferred charges and other assets	2,981,157	4,042,741
Non-current assets of discontinued operations (Note 5)	-	2,083,299
Total assets	\$ 22,358,001	\$ 22,875,482
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 8)	\$ 1,371,987	\$ 2,109,417
Billings in excess of costs and estimated earnings on uncompleted contracts (Note 3)	37,904	-
Note payable to bank (Note 9)	866,903	955,268
Current portion of deferred gain on installment sales	-	9,983
Income taxes payable	-	19,573
Current liabilities of discontinued operations (Note 5)	-	167,880
Total current liabilities	2,276,794	3,262,121
Deferred gain on installment sales, less current portion	-	33,023
Total liabilities	2,276,794	3,295,144
<b>Commitments and contingencies (Note 10)</b>		
<b>Stockholders' equity</b>		
Preferred stock, \$1 par value per share, 100,000 shares authorized, none issued (Note 11 and 12)	-	-
Common stock, \$.10 par value per share, 40,000,000 shares authorized; 27,570,104 and 27,463,437 shares issued at December 31, 2002 and 2001, respectively (Note 13, 14 and 15)	2,757,010	2,746,344
Capital surplus	18,452,748	18,440,081
Accumulated deficit	(905,613)	(1,587,367)
Total	20,304,145	19,599,058
Less common stock in treasury, at cost; 486,968 and 17,358 shares at December 31, 2002 and 2001, respectively	222,938	18,720
Total stockholders' equity	20,081,207	19,580,338
Total liabilities and stockholders' equity	\$ 22,358,001	\$ 22,875,482
See accompanying notes to consolidated financial statements		

THE GOLDFIELD CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended December 31,		
	2002	2001 (Restated)	2000 (Restated)
Revenue			
Electrical construction	\$16,442,396	\$21,804,496	\$22,696,137
Real estate	5,900,864	112,545	27,233
Total revenue	<u>22,343,260</u>	<u>21,917,041</u>	<u>22,723,370</u>
Costs and expenses			
Electrical construction	13,306,542	16,969,631	19,446,086
Real estate	4,311,709	95,928	77,650
Depreciation and amortization	1,404,405	1,324,751	996,110
Selling, general and administrative	2,677,723	2,396,696	2,111,064
Impairment recovery (Note 16)	-	-	(84,932)
Total costs and expenses	<u>21,700,379</u>	<u>20,787,006</u>	<u>22,545,978</u>
Other income, net (Note 17)			
Interest income	97,077	170,393	238,790
Interest expense, net	(27,922)	(34,156)	(16,926)
(Loss) gain on sale of property and equipment	(65)	7,716	63,076
Life insurance proceeds	-	-	2,000,000
Other	5,528	42,628	33,416
Total other income, net	<u>74,618</u>	<u>186,581</u>	<u>2,318,356</u>
Income from continuing operations before income taxes	717,499	1,316,616	2,495,748
Income taxes (benefit) (Note 4)	<u>363,866</u>	<u>371,891</u>	<u>(462,177)</u>
Income from continuing operations	353,633	944,725	2,957,925
Preferred stock dividends (Note 11)	<u>-</u>	<u>13,181</u>	<u>23,758</u>
Income from continuing operations available to common stockholders	353,633	931,544	2,934,167
Income from discontinued operations (including gain on the sale of real estate of \$301,132, \$420,014 and \$109,117 for the years ended December 31, 2002, 2001 and 2000, respectively) (net of income taxes (benefit) of \$335,464, (\$199,578) and (\$643,882)) (Note 5)	377,564	548,041	723,931
Loss on disposal of discontinued operations (net of tax of \$71,701) (Note 5)	<u>49,443</u>	<u>-</u>	<u>-</u>
Net income available to common stockholders	<u>\$ 681,754</u>	<u>\$ 1,479,585</u>	<u>\$ 3,658,098</u>
Earnings per share of common stock - basic (Note 14)			
Continuing operations	<u>\$ 0.01</u>	<u>\$ 0.03</u>	<u>\$ 0.11</u>
Discontinued operations	<u>\$ 0.01</u>	<u>\$ 0.02</u>	<u>\$ 0.03</u>
Net income	<u>\$ 0.02</u>	<u>\$ 0.05</u>	<u>\$ 0.14</u>

Earnings per share of common stock - diluted (Note 14)

Continuing operations	<u>\$ 0.01</u>	<u>\$ 0.03</u>	<u>\$ 0.11</u>
Discontinued operations	<u>\$ 0.01</u>	<u>\$ 0.02</u>	<u>\$ 0.03</u>
Net income	<u>\$ 0.02</u>	<u>\$ 0.05</u>	<u>\$ 0.13</u>

Weighted average common shares and  
equivalents used in the calculations  
of earnings per share

Basic	<u>27,416,395</u>	<u>27,298,715</u>	<u>26,854,748</u>
Diluted	<u>27,543,835</u>	<u>27,533,229</u>	<u>27,914,029</u>

See accompanying notes to consolidated financial statements

THE GOLDFIELD CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2002	2001 (Restated)	2000 (Restated)
<b>Cash flows from operating activities</b>			
Income from continuing operations available to common stockholders	\$ 353,633	\$ 944,725	\$ 2,957,925
Adjustments to reconcile net income to net cash provided by (used in) operating activities			
Depreciation and amortization	1,404,405	1,324,751	996,110
Deferred income taxes	725,764	69,017	(1,225,000)
Loss (gain) on sale of property and equipment	65	(7,716)	(63,076)
Gain on disposition of land held for sale	(171,410)	(112,546)	(27,234)
Cash provided from (used by) changes in			
Accounts receivable and accrued billings	865,927	(1,200,427)	(151,837)
Insurance proceeds receivable	-	-	(2,000,000)
Costs and estimated earnings in excess of billings on uncompleted contracts	(773,242)	404,756	(823,138)
Land and land development costs	386,101	(642,488)	(870,128)
Residential properties under construction	895,447	(1,509,837)	-
Recoverable income taxes	(32,155)	55,999	(55,999)
Prepaid expenses and other assets	(165,263)	73,393	(158,778)
Accounts payable and accrued liabilities	(737,430)	462,785	392,793
Billings in excess of costs and estimated earnings on uncompleted contracts	37,903	(83,109)	23,135
Income taxes payable	(19,573)	19,573	(71,639)
Net cash provided by (used in) operating activities of continuing operations	2,770,172	(201,124)	(1,076,866)
Net cash (used in) provided by operating activities of discontinued operations	(11)	493,117	571,315
Net cash provided by (used in) operating activities	<u>2,770,161</u>	<u>291,993</u>	<u>(505,551)</u>
<b>Cash flows from investing activities</b>			
Proceeds from the disposal of property and equipment	87,035	10,500	153,419
Proceeds from notes receivable	95,557	64,427	65,236
Net purchases of investment securities	(1,266,419)	-	-
Proceeds on sale of mining subsidiaries	2,497,590	-	-
Purchases of property and equipment	(1,146,515)	(1,596,884)	(2,687,364)
Proceeds from sale of land held for sale	186,487	160,250	19,000
Life insurance proceeds	-	2,000,000	-
Cash surrender value of life insurance	(11,918)	(12,029)	313,308
Net cash (used in) provided by investing activities of continuing operations	441,817	626,264	(2,136,401)
Net cash provided by (used in) investing activities of discontinued operations	(199,512)	(170,114)	128,495
Net cash provided by (used in) investing activities	<u>242,305</u>	<u>456,150</u>	<u>(2,007,906)</u>
<b>Cash flows from financing activities</b>			
Proceeds from the exercise of stock options	23,333	129,354	-
Net (repayments) borrowings on note payable to bank	(88,366)	955,269	-
Redemption of preferred stock	-	(339,407)	-
Payments of preferred stock dividends	-	(13,181)	(23,758)
Purchase of treasury stock	(204,217)	-	-
Net cash (used in) provided by financing activities of continuing operations	<u>(269,250)</u>	<u>732,035</u>	<u>(23,758)</u>
Net increase (decrease) in cash and cash equivalents	2,743,216	1,480,178	(2,537,215)
Cash and cash equivalents at beginning of period	<u>4,662,126</u>	<u>3,181,948</u>	<u>5,719,163</u>

Cash and cash equivalents at end of period	<u>\$ 7,405,342</u>	<u>\$ 4,662,126</u>	<u>\$ 3,181,948</u>
Cash and cash equivalents at end of period			
Continuing operations	\$ 7,405,342	\$ 4,434,175	\$ 3,070,142
Discontinued operations	-	227,951	111,806
	<u>\$ 7,405,342</u>	<u>\$ 4,662,126</u>	<u>\$ 3,181,948</u>
Supplemental disclosure of cash flow information			
Income taxes paid	\$ 82,982	\$ 27,723	\$ 246,579
Interest paid	26,776	35,357	36,583
Dividends paid to Parent by subsidiaries	3,676,023	2,500,000	-
Supplemental disclosure of non-cash investing activities			
Notes receivable in partial payment for land held for sale	299,006	370,124	204,727
Notes receivable reclassified from discontinued to continuing operations	605,813	-	-
See accompanying notes to consolidated financial statements			

THE GOLDFIELD CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

		Years Ended December 31,		
		2002	2001	2000
<b>STOCKHOLDERS' EQUITY</b>				
PREFERRED STOCK SERIES A	Beginning balance	-	\$ 339,407	\$ 339,407
	Redemption of stock	-	(339,407)	-
	Ending balance	-	-	339,407
COMMON STOCK	Beginning balance	\$ 2,746,344	2,687,211	2,687,211
	Exercise of stock options	10,666	59,133	-
	Ending balance	2,757,010	2,746,344	2,687,211
CAPITAL SURPLUS	Beginning balance	18,440,081	18,369,860	18,369,860
	Exercise of stock options	12,667	70,221	-
	Ending balance	18,452,748	18,440,081	18,369,860
ACCUMULATED DEFICIT	Beginning balance	(1,587,367)	(3,066,952)	(6,725,050)
	Income from continuing operations	353,633	944,725	2,957,925
	Income from discontinued operations	377,564	548,041	723,931
	Loss on disposal of discontinued operations	49,443		
	Cash dividends Series A Stock (per share: 7%)	-	(13,181)	(23,758)
	Ending balance	(905,613)	(1,587,367)	(3,066,952)
TREASURY STOCK	Beginning balance	(18,720)	(18,720)	(18,720)
	Repurchase of stock	(204,218)	-	-
	Ending balance	(222,938)	(18,720)	(18,720)
	Total consolidated stockholders' equity	\$ 20,081,207	\$ 19,580,338	\$ 18,310,806
<b>NUMBER OF SHARES OF CAPITAL STOCK</b>				
PREFERRED STOCK SERIES A	Beginning number of shares	-	339,407	339,407
	Redemption of stock	-	(339,407)	-
	Ending number of shares	-	-	339,407
COMMON STOCK	Beginning number of shares	27,463,437	26,872,106	26,872,106
	Exercise of stock options	106,667	591,331	-
	Ending number of shares	27,570,104	27,463,437	26,872,106
TREASURY STOCK	Beginning balance	(17,358)	(17,358)	(17,358)
	Repurchase of stock	(469,610)	-	-
	Ending number of shares	(486,968)	(17,358)	(17,358)

See accompanying notes to consolidated financial statements



**THE GOLDFIELD CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2002 and 2001**

**Note 1 - Summary of Significant Accounting Policies**

**Basis of Financial Statement Presentation** - The accompanying consolidated financial statements include the accounts of The Goldfield Corporation ("Parent") and its wholly owned subsidiaries (collectively, "the Company"). The consolidated balance sheet as of December 31, 2001 has been derived from the audited financial statements at that date as adjusted to reflect the assets and liabilities of the mining operations as discontinued and to reflect all assets and liabilities, as current and noncurrent (not netted), as required by Statement of Financial Accounting Standards ("SFAS") No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets" adopted January 1, 2002. In addition, the audited consolidated financial statements for the each of the two years ended December 31, 2001 and 2000 have been restated to reflect the operating results of the mining operations as discontinued operations. All significant intercompany balances and transactions have been eliminated.

**Nature of Operations** - The Company's principal lines of business are electrical construction and real estate development. The principal market for the Company's electrical construction operation is electric utilities in the southeastern and mid-Atlantic region of the United States. The primary focus of the Company's real estate operations is on the development of small, high-end, waterfront condominium projects.

**Cash and Cash Equivalents** - The Company considers highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

**Short-term Investments** - Short-term investments are categorized as available-for-sale and carried at fair value, with unrealized gains or losses, net of tax, to be recorded as a separate component of stockholders' equity. Realized gains or losses and declines in value, if any, judged to be other than temporary, on available-for-sale securities are reported in other income or expense.

**Inventories** - Inventories are valued at the lower of cost or market. Cost is determined by the first-in, first-out method.

**Property, Buildings, Equipment and Depreciation** - - Property, buildings and equipment are stated at cost. The Company provides depreciation for financial reporting purposes over the estimated useful lives of fixed assets using the straight-line and units-of-production methods.

**Electrical Construction Revenues** - The Company recognizes revenue when services are performed except when work is being performed under a fixed price contract. Revenues from fixed price construction contracts are recognized on the percentage-of-completion method measured by comparing the costs incurred to date to the estimated total costs to be incurred for each contract. The asset, "costs and estimated earnings in excess of billings on uncompleted contracts" represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of revenue recognized.

Contract costs include all direct material, direct labor, subcontractor costs and other indirect costs related to contract performance, such as supplies, tools and repairs. General and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes

in job performance, job conditions, estimated profitability and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

**Real Estate Revenues** - The Company's initial condominium project was accounted for under the deposit method, thus deferring the recognition of related revenue until the project was complete and the underlying titles were transferred to the buyers.

Subsequent condominium projects are being accounted for under the percentage of completion method. Under this method, revenue is recognized when (1) construction is beyond a preliminary stage, (2) buyers are unable to receive refunds of down-payments except in the event of non-delivery, (3) a substantial percentage of the condominiums are under firm contracts, (4) collection of the sales price is reasonably assured and (5) sales proceeds and costs can be reasonably estimated. Revenue recognized is calculated based on the percentage of completion, as determined by the fixed price construction contract costs incurred to date in relation to the total fixed price construction contract. If a buyer were to default on the contract for sale, revenues and expenses recognized in prior periods would be adjusted in the period of default. A significant majority of the total estimated project costs is attributable to the fixed price construction contract; the residual estimated costs could vary from actual and the variation is recognized in the period it is determined. If a current estimate of total project cost indicates a loss on a project, the projected loss is recognized in full when determined. The timing of revenue and expense recognition is contingent on construction productivity. Factors possibly impeding construction productivity include, but are not limited to, supply of labor, materials and equipment, scheduling, permitting and unforeseen events.

**Land and Land Development Costs and Residential Properties Under Construction** - The costs of the land purchase and any development expenses up to the initial construction phase of any new condominium project are recorded under the asset "land and land development costs." Once construction commences, the costs of construction are recorded under the asset "residential properties under construction." The assets "land and land development costs" and "residential properties under construction" relating to specific projects are recorded as current assets when the estimated project completion date is less than one year from the date of the financial statement.

**Income Taxes** - The Company accounts for income taxes using the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

**Executive Long-term Incentive Plan** - The Company applies the intrinsic value-based method of accounting prescribed by Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations, in accounting for its fixed plan stock options. As such, compensation expense would be recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. SFAS No. 123, "Accounting for Stock-Based Compensation," established accounting requirements using a fair value-based method of accounting for stock-based employee compensation plans. As allowed by SFAS No. 123, the Company has elected to continue to apply the intrinsic value-based method of accounting described above. The Company has adopted the disclosure requirements of SFAS No. 148 "Accounting for Stock-Based Compensation-Transition and Disclosure-an amendment of SFAS No. 123".

**Use of Estimates** - Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States. Actual results could differ from those estimates. Management considers the most significant estimates in preparing these financial statements to be the estimated cost to complete electrical construction contracts in progress, the timing and amount of real estate revenue and costs recognized and the deferred income tax valuation allowance.

**Financial Instruments Fair Value, Concentration of Business and Credit Risks** The carrying amounts reported in the balance sheets for cash and cash equivalents, short-term investments, accounts receivable and accrued billings, accounts payable and accrued liabilities approximate fair value because of the immediate or short-term maturity of these financial instruments. The fair value of notes receivable is considered by management to approximate carrying value. Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of accounts receivable, accrued billings and retainage in the amount of \$1,028,802 and \$3,461,431 at December 31, 2002 and 2001, respectively, due from electrical utilities pursuant to contract terms. The Company considers these electrical utility customers to be creditworthy. As of December 31, 2002 and 2001, management of the Company, upon review of the trade and note receivable accounts, determined it was not necessary to record an allowance for doubtful accounts.

**Reclassifications** - Certain prior period amounts in the consolidated financial statements have been reclassified to conform to the current period presentation.

**Recent Accounting Pronouncements** - In August 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 144 "Accounting for the Impairment or Disposal of Long-Lived Assets." This Statement addresses financial accounting and reporting for the impairment or disposal of long-lived assets. This Statement supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," and the accounting and reporting provisions of Accounting Principles Board Opinion No. 30, "Reporting the Results of Operations--Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions of a Segment of a Business." This Statement is effective for financial statements with fiscal years beginning after December 15, 2001. Adoption of this Statement on January 1, 2002 did not have a significant impact on the financial position or results of operations of the Company.

In June 2002, FASB issued SFAS No. 146 "Accounting for the Costs Associated with Exit or Disposal Activities." This Statement addresses financial and reporting issues associated with exit and disposal activities and nullifies Emerging Task Force Issue No. 94-3 "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity." This Statement is effective for exit or disposal activities that are initiated after December 31, 2002. Adoption of this Statement is not expected to have a significant impact on the financial position or results of operations of the Company.

In November 2002, FASB issued Interpretation No. 45 "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." The Interpretation clarifies the requirements for guarantor's accounting for and disclosures of

certain guarantees issued and outstanding. This Interpretation also incorporates, without reconsideration, the guidance in FASB Interpretation No. 34 "Disclosure of Indirect Guarantees of the Indebtedness of Others", which is being superseded. This Interpretation is effective for guarantees that are initiated after December 31, 2002. The Company has adopted the disclosure requirements of the Interpretation as of December 31, 2002 and will apply the recognition and measurement provisions for all guarantees entered into or modified after December 31, 2002. Adoption of this Interpretation is not expected to have a significant impact on the financial position or results of operations of the Company.

In December 2002, FASB issued SFAS No. 148 "Accounting for Stock-Based Compensation-Transition and Disclosure." This Statement amends SFAS No. 123 "Accounting for Stock-Based Compensation" and provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. Additionally, this Statement amends disclosure requirements of SFAS No. 123 to require prominent disclosure in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. This Statement is effective for financial statements with fiscal years beginning after December 15, 2002. Adoption of this Statement on December 31, 2002 did not have a significant impact on the financial position or results of operations of the Company.

In January 2003, FASB issued Interpretation No. 46 "Consolidation of Variable Interest Entities." The Interpretation clarifies the application of Accounting Research Bulletin No. 51 "Consolidated Financial Statements", to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have the sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. This Interpretation is effective for all financial statements issued after January 31, 2003. Adoption of this Interpretation did not have a significant impact on the financial position or results of operations of the Company.

**Discontinued Operations** - The following significant accounting policies relate to the Company's discontinued operations which are discussed in note 5 below:

**Mining Revenues** - Sales of industrial minerals were recognized as the minerals were shipped and title transferred. The Company's mining segment provided off-site construction services which utilized existing personnel and equipment. The Company recognized construction revenue when services were performed except when work was being performed under a fixed price contract. Revenues from fixed price construction contracts were recognized on the percentage-of-completion method measured by comparing the costs incurred to date to the estimated total costs to be incurred for each contract. The asset, "costs and estimated earnings in excess of billings on uncompleted contracts" represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of revenue recognized.

Contract costs included all direct material, direct labor, subcontractor costs and other indirect costs related to contract performance, such as supplies, tools and repairs. General and administrative costs were charged to expense as incurred. Provisions for estimated losses on uncompleted contracts were made in the period in which such losses were determined. Changes in job performance, job conditions, estimated profitability and final contract settlements that resulted in revisions to costs and income were recognized in the period in which the revisions were determined.

**Reclamation and Remediation Costs** - Estimated future reclamation and remediation costs are based on legal and regulatory requirements. Such costs related to active mines were accrued and charged over the expected operating lives of the mines using a straight-line method. Future reclamation and remediation costs for inactive mines were accrued based on management's best estimate at the end of each period of the costs expected to be incurred at a site. Such cost estimates included, where applicable, ongoing care, maintenance and monitoring costs. These estimates may or may not equal the amount of the Financial Assurances, or third party guarantees, the Company has provided to guarantee approved post mine reclamation plans for the Company's mines. Changes in estimates were reflected in earnings in the period an estimate was revised.

**Mine Exploration and Development** - Exploration costs and normal development costs at operating mines were charged to operations as incurred.

**Note 2 - Short-term Investments**

In August 2002, the Company began investing in highly liquid U.S. government debt securities. In Accordance with SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities", these securities are categorized as available-for-sale and carried at fair value, with unrealized gains or losses, net of tax, to be recorded as a separate component of stockholders' equity. As of December 31, 2002, short-term investments had a balance of \$1,266,419 and unrealized gains or losses incurred were insignificant.

**Note 3 - Costs and Estimated Earnings on Uncompleted Contracts**

Long-term fixed price electrical construction contracts in progress accounted for using the percentage-of-completion method at December 31 consisted of:

	<u>2002</u>	<u>2001</u>
Costs incurred on uncompleted contracts	\$2,778,410	\$2,170,959
Estimated earnings	<u>452,977</u>	<u>472,215</u>
	3,231,387	2,643,174
Less billings to date	<u>1,938,616</u>	<u>2,085,741</u>
	<u>\$1,292,771</u>	<u>\$ 557,433</u>
Included in the balance sheets under the following captions:		
Costs and estimated earnings in excess of billings on uncompleted contracts	\$1,330,675	\$ 557,433
Billings in excess of costs and estimated earnings on uncompleted contracts	<u>(37,904)</u>	<u>--</u>
Total	<u>\$1,292,771</u>	<u>\$ 557,433</u>

The amounts billed but not paid by customers pursuant to retention provisions of long-term electrical construction contracts were \$151,849 and \$87,571 at December 31, 2002 and 2001, respectively, and is included in the accompanying balance sheets in accounts receivable and accrued billings. Retainage is expected to be collected within the next twelve months.

**Note 4 - Income Taxes**

The income tax provisions for the years ended December 31 consisted of:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Current	\$ --	\$ 31,001	\$ --
Federal	<u>45,268</u>	<u>72,295</u>	<u>118,941</u>
State	<u>45,268</u>	<u>103,296</u>	<u>118,941</u>
Deferred	251,088	285,956	(492,008)
Federal	<u>67,510</u>	<u>(17,361)</u>	<u>(89,110)</u>
State	<u>318,598</u>	<u>268,595</u>	<u>(581,118)</u>
Total	<u>\$363,866</u>	<u>\$371,891</u>	<u>\$(462,177)</u>

Temporary differences and carryforwards, which give rise to deferred tax assets and liabilities as of December 31, consisted of:

	<u>2002</u>	<u>2001</u>
Deferred tax assets		
Accrued vacation and bonuses	\$ 108,365	\$ 242,507
Depletion, mineral rights and deferred development and exploration costs	--	322,000
Property and equipment, principally due to differences in depreciation and valuation write downs	61,464	176,683
Contingent salary payments recorded as goodwill for tax purposes	26,657	26,566
Contingent completion fee	37,630	--
Net operating loss carryforwards	986,931	1,174,991
Alternative minimum tax credit carryforwards	363,001	363,001
Other	<u>301</u>	<u>235</u>
Total deferred tax assets	1,584,349	2,305,983
Deferred tax liabilities		
Deferred real estate income accounted for under the installment method	<u>(4,129)</u>	<u>--</u>
Total net deferred tax assets	<u>\$1,580,220</u>	<u>\$2,305,983</u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. As of December 31, 2001, the Company determined a valuation allowance was not necessary and reduced the valuation allowance to zero. Again, as of December 31, 2002, the Company determined a valuation allowance was unnecessary.

At December 31, 2002, the Company had tax net operating loss carryforwards of approximately \$2,707,000 available to offset future taxable income, which if unused will expire from 2009 through 2018. The Company has alternative minimum tax credit carryforwards of \$363,001, which are available to reduce future Federal income taxes over an indefinite period.

The differences between the Company's effective income tax rate and the Federal statutory rate for the years ended December 31 are reconciled below:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Federal statutory rate	34.0%	34.0%	34.0%
State income tax	6.4	2.8	.8
Non-deductible expenses	5.4	3.2	2.1
Life insurance proceeds	--	--	(28.1)
Other	4.9	--	2.5
Valuation allowance	--	(11.8)	(29.8)
Total	<u>50.7%</u>	<u>28.2%</u>	<u>(18.5)%</u>

#### Note 5 - Discontinued Operations

On December 4, 2002, effective November 30, 2002, the Company completed the sale of the capital stock of its mining subsidiaries. The Company received total cash consideration, net of a post-closing adjustment, in the amount of \$2,497,590.

An after-tax loss on the sale of the mining operations was recorded in the fourth quarter of 2002 in the amount of \$49,443. Net assets disposed of amounted to \$2,021,632 and the related selling cost totaled \$453,700, which was comprised of commission (\$300,000), severance (\$103,513) and legal and professional (\$50,187) expenses.

The following table sets forth certain audited operating results of the discontinued operations for the eleven months ended November 30, 2002 and the years ended December 31, 2001 and 2000:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Net sales	\$2,464,017	\$2,016,074	\$2,508,278
Cost of sales	(2,035,069)	(1,853,197)	(2,206,625)
Depreciation	<u>(54,288)</u>	<u>(243,928)</u>	<u>(278,187)</u>
Gross profit (loss)	374,660	(81,051)	23,466
General and administrative expense	<u>(9,018)</u>	<u>(20,634)</u>	<u>(96,027)</u>
Operating income (loss)	<u>365,642</u>	<u>(101,685)</u>	<u>(72,561)</u>
Other income, net			
Interest expense	(12,416)	(14,884)	(8,019)
Other income, net (including gain on sale of real estate of \$301,132, \$420,014 and \$109,117 for the years ended November 30, 2002, December 31, 2001 and December 31, 2000, respectively)	<u>359,802</u>	<u>465,032</u>	<u>160,629</u>
	<u>347,386</u>	<u>450,148</u>	<u>152,610</u>
Income from discontinued operations before income taxes	713,028	348,463	80,049
Income taxes (benefit)	<u>335,464</u>	<u>(199,578)</u>	<u>(643,882)</u>
Income from discontinued operations, net of tax	377,564	548,041	723,931
Loss on sale (net of tax of \$71,701)	<u>49,443</u>	<u>--</u>	<u>--</u>
Net income	<u>\$ 328,121</u>	<u>\$ 548,041</u>	<u>\$ 723,931</u>

Assets and liabilities of the discontinued operations have been reflected in the audited consolidated balance sheet as current or non-current based on the original classification of the accounts. The assets and liabilities of discontinued operations at December 31 consisted of:

	<u>2001</u>
Current assets:	
Cash	\$ 227,951
Accounts receivable	137,728
Inventories	341,059
Other	<u>181,553</u>
Total current assets	<u>888,291</u>
Non-current assets:	
Property, buildings and equipment, net	1,579,982
Other non-current assets	<u>503,317</u>
Total non-current assets	<u>2,083,299</u>
Total assets of discontinued operations	<u>\$2,971,590</u>
Current liabilities:	
Accounts payable and accrued liabilities	<u>\$ 167,880</u>
Total liabilities of discontinued operations	<u>\$ 167,880</u>

**Note 6 - Property, Buildings and Equipment**

Balances of major classes of properties at December 31 consisted of:

	<u>2002</u>	<u>2001</u>
Land	\$ 26,653	\$ 26,653
Buildings and improvements	1,232,617	654,550
Machinery and equipment	12,988,688	12,885,245
Construction in progress	<u>5,935</u>	<u>347,766</u>
Total	14,253,893	13,914,214
Less accumulated depreciation and amortization	<u>9,821,045</u>	<u>9,136,376</u>
Net properties, buildings and equipment	<u>\$ 4,432,848</u>	<u>\$ 4,777,838</u>

Management reviews the net carrying value of all properties, buildings and equipment on a periodic basis. As a result of such review, no write-down was considered necessary during any of the years in the three-year period ended December 31, 2002.

**Note 7 - Employee Benefit Agreements and 401(k) Plan**

Beginning in 1989, the Company entered into Employee Benefit Agreements (each, a "Benefit Agreement") with certain employees of the Company. Under the terms of each Benefit Agreement, the Company owned life insurance policies that accumulated cash surrender value for the retirement of the employee, at age sixty-five, while also providing a life insurance benefit for the employee. Under the terms of each Benefit Agreement, the Company was entitled to a refund of the lesser of the previously paid premiums or the cash surrender value of the insurance policy, either upon retirement of the employee, the death of the employee or upon the termination of the Benefit Agreement. The Company had the right to terminate the Benefit

Agreement without any future obligation by giving written notice to the employee. If the Benefit Agreement was terminated, the Company was entitled to receive the lesser of the cash surrender value of the insurance policy or the total of all previously paid premiums. In 2000, the Board of Directors reviewed the Benefit Agreements and related insurance policies and decided it was in the best interest of the Company to terminate the Benefit Agreements to eliminate the annual insurance premium obligations. During the second quarter of 2000, the Company entered into Cancellation and Release Agreements pursuant to which the Benefit Agreements were terminated. Under the terms of the Cancellation and Release Agreements, the Company not only continued to own the underlying life insurance policies that were part of the original Benefit Agreements, but the Company acquired rights to all of the cash value within the policies, including the portion in excess of the premiums paid. In consideration of terminating the future retirement benefit associated with the Benefit Agreements, the Company decided to compensate the affected employees. The net expense to the Company was \$425,311. Although the Company does not anticipate making any further cash premium payments, the Company will continue to own the policies and has granted each employee the right to name the beneficiary for the death benefits in excess of premiums previously paid by the Company, less any outstanding loans.

Effective January 1, 1995, the Company adopted The Goldfield Corporation and Subsidiaries Employee Savings and Retirement Plan, a defined contribution plan that qualifies under Section 401(k) of the Internal Revenue Code. The plan provides retirement benefits to all employees who meet eligibility requirements and elect to participate. Under the plan, participating employees may defer up to 15% of their pre-tax compensation per calendar year subject to Internal Revenue Code limits. The Company's contributions to the plan are discretionary and amounted to approximately \$110,000, \$113,000 and \$125,000 for the years ended December 31, 2002, 2001 and 2000, respectively.

**Note 8 - Accounts Payable and Accrued Liabilities**

Accounts payable and accrued liabilities at December 31 consisted of:

	<u>2002</u>	<u>2001</u>
Accounts payable	\$ 657,984	\$1,169,686
Accrued bonuses	511,127	742,358
Accrued payroll costs	56,065	81,063
Other accrued expenses	<u>146,811</u>	<u>116,310</u>
Total	<u>\$1,371,987</u>	<u>\$2,109,417</u>

**Note 9 - Note Payable to Bank**

In April 2002, the Company entered into a \$6,000,000 loan agreement, of which \$4,500,000 can be used for the construction development costs of the Company's condominium projects and \$1,500,000 can be used for the working capital needs of the Company. Under the terms of the loan, interest is payable monthly at an annual rate equal to the "Monthly LIBOR Index" plus one and nine-tenths percent (3.34% at December 31, 2002). The proceeds from the sale of the condominiums will be used to repay the loan. At the sole option of the lender, the outstanding principal and interest is due and payable in full within 30 days of the lender providing written notice to the Company. The loan is guaranteed by the Company's electrical construction subsidiary and is collateralized by a security interest in the subsidiary's assets. Borrowings outstanding under this agreement were \$866,903 at December 31, 2002. The amount available for additional borrowings at December 31, 2002 was \$3,633,097 and \$1,500,000, for construction development costs and working capital, respectively. The loan agreement contains various financial covenants, including, but not limited to, minimum tangible net worth, minimum current ratio, and maximum debt to tangible net worth ratio. Other loan covenants prohibit, among other things, incurring additional indebtedness, issuing loans to other entities in excess of a

certain amount, entering into a merger or consolidation, and any change in the Company's current Chief Executive Officer without prior written consent from the lender. The Company was in compliance with all such covenants as of December 31, 2002.

At December 31, 2001, the Company had a mortgage note payable with an outstanding balance of \$955,268 that was repaid on April 15, 2002 with the proceeds of the new credit facility described above. Under the terms of the loan, interest was payable monthly at an annual rate equal to the prime rate less one-quarter percent (4.5% at December 31, 2001).

Interest costs related to the construction of condominiums were capitalized. During the years ended December 31, 2002 and 2001, the Company capitalized interest costs of \$46,163 and \$9,123, respectively.

**Note 10 - Commitments and Contingencies**

The Company leases its principal office space and a small off-site office under non-cancelable operating leases. The related future minimum lease payments are \$113,415 as of December 31, 2002 and are payable as follows: \$80,682 in 2003 and \$32,733 in 2004.

Total rent expense for the operating leases was approximately \$83,129, \$71,089, and \$68,772 for the years ended December 31, 2002, 2001 and 2000, respectively.

The Company has provided third party guarantees for St. Cloud and Lordsburg, in favor of the State of New Mexico's Mining and Minerals Division of the Energy, Minerals and Natural Resources Department ("Financial Assurances"). These Financial Assurances, amounting to \$269,787, guarantee approved post mine reclamation plans. The Company has also provided a Financial Assurance for \$16,390 to guarantee approved post mine reclamation plans for the Company's previously owned San Pedro Mine. Although the Company sold its mining operations to unrelated third parties, the Company remains liable under these guarantees. However, the buyer has agreed to indemnify the Company against any losses from these Financial Assurances and has undertaken to secure the Company's release therefrom.

In certain circumstances, the Company is required to provide performance bonds in connection with its contractual commitments. Management is not aware of any performance bonds issued for the Company that have ever been called by a customer. As of December 31, 2002, outstanding performance bonds issued on behalf of the Company amounted to approximately \$503,000.

**Note 11 - Preferred Stock Dividends**

The Company paid dividends on its Series A 7% Voting Cumulative Convertible Preferred Stock in the amount of \$13,181 and \$23,758 for the years ended December 31, 2001 and 2000, respectively. All 339,407 shares of the Company's Series A Stock were redeemed on July 20, 2001, at a redemption price of \$1.00 per share.

**Note 12 - Preferred Stock Purchase Rights**

On September 17, 2002, the Company announced that its Board of Directors adopted and entered into a Shareholder Rights Agreement designed to protect and maximize shareholder value and to assist the Board of Directors in ensuring fair and equitable benefit to all shareholders in the event of a hostile bid to acquire the Company, (the "Rights Agreement").

The Company adopted this Rights Agreement to protect stockholders from coercive or otherwise unfair takeover tactics. In general terms, The Rights Agreement imposes a significant penalty upon any person or group that acquires 20% or more of the Company's outstanding common stock without the approval of the Company's Board of Directors. The Rights Agreement was not adopted in response to any known attempt to acquire control of the Company.

Under the Rights Agreement, a dividend of one preferred Stock Purchase Right (the "Right") was declared for each common share held of record as of the close of business on September 18, 2002. No separate certificates evidencing the Rights will be issued unless and until they become exercisable.

The Rights generally will not become exercisable unless an acquiring entity accumulates or initiates a tender offer to purchase 20% or more of the Company's common stock. In that event, each Right will entitle the holder, other than the unapproved acquirer and its affiliates, to purchase either the Company's common stock or shares in an acquiring entity at one-half of market value.

The Rights' initial exercise price, which is subject to adjustment, is \$2.20. The Company's Board of Directors generally will be entitled to redeem the Rights at a redemption price of \$.001 per Right until an acquiring entity acquires a 20% position. The Rights expire on September 18, 2012.

The complete terms of the Rights are set forth in, and the foregoing description is qualified in its entirety by, the Rights Agreement between the Company and American Stock Transfer & Trust Company, as Rights Agent, a copy of which was filed with the Securities and Exchange Commission on September 18, 2002.

**Note 13 - The Goldfield Corporation 1998 Executive Long-term Incentive Plan**

In 1998, the stockholders of the Company approved the 1998 Executive Long-term Incentive Plan (the "Plan"), which permits the granting of Nonqualified Stock Options, Incentive Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Performance Units, Performance Shares and other awards to all officers and key employees of the Company and its subsidiaries. Shares granted pursuant to the Plan may be authorized but unissued shares of Common Stock, Treasury shares or shares purchased on the open market. The exercise price under such grants will be based on the fair market value of the Common Stock at the date of grant. The maximum number of shares available for grant under the Plan is 1,300,000. The options must be exercised within 10 years of the date of grant. On March 9, 1999, the Company granted options to purchase 985,000 shares, exercisable at \$0.21875 per share, the fair market price of the Common Stock at the date of grant. No stock options were granted during 2002, 2001 or 2000.

A summary of option transactions follows:

	Number Of <u>Shares</u>	Range of exercise prices <u>per share</u>	Weighted average exercise <u>price</u>	Weighted average remaining contractual life <u>(in years)</u>
Balance outstanding, December 31, 1998	--			
Granted	<u>985,000</u>	\$0.21875	\$0.21875	<u>10.00</u>
Balance outstanding, December 31, 1999	985,000	0.21875	0.21875	<u>9.18</u>
No activity	<u>--</u>			
Balance outstanding, December 31, 2000	985,000	0.21875	0.21875	<u>8.18</u>
Exercised	(591,331)	0.21875	0.21875	
Cancelled	<u>(43,334)</u>	0.21875	0.21875	
Balance outstanding, December 31, 2001	350,335	0.21875	0.21875	<u>7.18</u>
Exercised	<u>(106,667)</u>	0.21875	0.21875	
Balance outstanding, December 31, 2002	<u>243,668</u>	\$0.21875	\$0.21875	<u>6.18</u>

The Company applies APB Opinion No. 25 for issuances to officers and key employees in accounting for its Plan and, accordingly, no compensation cost has been recognized in the consolidated financial statements during 2002, 2001 or 2000.

The per share weighted average fair value of stock options granted was \$0.20 in 1999 on the date of grant using the Black Scholes option-pricing model with the following weighted average assumptions: volatility - 101.5%, dividend paid - none, risk-free interest rate - 5.25% and expected life in years - 10.

Had the Company determined compensation cost based on the fair value at the grant date for its stock options under SFAS No. 123, the Company's net income would have decreased to the pro forma amounts indicated below for the years ended December 31:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Net income, as reported	\$681,754	\$1,479,585	\$3,658,098
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards, net of related tax effects	<u>--</u>	<u>40,675</u>	<u>40,675</u>
Pro forma net income	<u>\$681,754</u>	<u>\$1,438,910</u>	<u>\$3,617,423</u>
Earnings per share:			
Basic - as reported	\$ 0.02	\$ 0.05	\$ 0.14
Basic - pro forma	0.02	0.05	0.13
Diluted - as reported	0.02	0.05	0.13
Diluted - pro forma	0.02	0.05	0.13

<b>Note 14 - Earnings Per Share of Common Stock</b>
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Basic earnings per common share, after deducting dividend requirements on the Company's Series A 7% Voting Cumulative Convertible Preferred Stock, par value \$1.00 per share ("Series A Stock"), is equal to net income divided by the weighted average of the number of common stock shares outstanding. The weighted average of the number of common stock shares outstanding excludes 486,968, 17,358 and 17,358 shares of Treasury Stock for each of the years ended December 31, 2002, 2001 and 2000, respectively. Diluted earnings per share include additional dilution from potential common stock equivalents, such as stock options outstanding or the conversion of preferred shares to common shares.

**Note 15 - Common Stock Repurchase Plan**

On September 17, 2002, the Company's Board of Directors approved a Common Stock Repurchase Plan ("the Repurchase Plan") allowing the Company to repurchase up to five percent (approximately 1.3 million shares) of its outstanding Common Stock over the next twelve-month period. The Company may repurchase its shares either in the open market or through private transactions. The volume of the shares to be repurchased is contingent upon market conditions and other factors. As of December 31, 2002, pursuant to the Repurchase Plan, the Company has repurchased 469,610 shares of its Common Stock at a cost of \$204,217. The Company currently holds the repurchased stock as Treasury Stock, reported at cost.

**Note 16 - Impairment Recoveries**

The impairment recoveries of \$84,932 in the year ended December 31, 2000 resulted from the reversal of a portion of the impairment losses recognized in 1998 in connection with the Company's previously owned subsidiary, The San Pedro Mining Corporation ("San Pedro").

In April 1993, the capital stock of San Pedro was sold for \$1,220,000, which was predominantly paid for with a promissory note from the purchaser. After a default by the purchaser in October 1998, the Company determined that collection of the principal balance was doubtful and wrote off the unpaid balance of the note. The impairment loss of \$258,538 was recognized in the third quarter of 1998. During 1999 and 2000, the Company foreclosed on certain property and equipment securing the note. Due to the uncertainty of the potential valuations of the assets received, management recorded the recoveries of those assets as they were sold, resulting in recovery of the previously recognized impairment loss.

**Note 17 - Other Income, net**

For the year ended December 31, 2000, other income, net included \$2,000,000 of life insurance proceeds received by the Company under its key-man life insurance policy.

**Note 18 - Business Segment Information**

The Company is currently involved in two lines of business, electrical construction and real estate development. There were no material amounts of sales or transfers between lines of business and no material amounts of export sales. Any intersegment sales have been eliminated.

The following table sets forth certain segment information for the periods indicated:

	<u>2002</u>	<u>2001</u>	<u>2000</u>
<b>Continuing operations:</b>			
Sales from operations to unaffiliated customers			
Electrical construction	\$16,442,396	\$21,804,496	\$22,696,137
Real estate	<u>5,900,864</u>	<u>112,545</u>	<u>27,233</u>
Total	<u>\$22,343,260</u>	<u>\$21,917,041</u>	<u>\$22,723,370</u>
Operating income (loss)			
Electrical construction	\$ 1,689,686	\$ 3,368,685	\$ 2,078,571
Real estate	<u>1,229,872</u>	<u>(23,809)</u>	<u>(66,905)</u>
Total operating income	2,919,558	3,344,876	2,011,666
Other income, net	74,618	186,581	2,318,356
General corporate expenses	<u>(2,276,677)</u>	<u>(2,214,841)</u>	<u>(1,834,274)</u>
Income from continuing operations before income taxes	<u>\$ 717,499</u>	<u>\$ 1,316,616</u>	<u>\$ 2,495,748</u>
<b>Identifiable assets:</b>			
Continuing operations			
Electrical construction	\$ 9,596,844	\$11,180,256	\$10,995,872
Real estate	3,719,645	3,403,126	1,302,281
Corporate	9,041,512	5,320,512	5,335,615
Discontinued operations	<u>--</u>	<u>2,971,588</u>	<u>2,595,187</u>
Total	<u>\$22,358,001</u>	<u>\$22,875,482</u>	<u>\$20,228,955</u>
<b>Capital expenditures:</b>			
Continuing operations			
Electrical construction	\$ 1,114,719	\$ 1,583,627	\$ 2,430,854
Real estate	--	--	41,822
Corporate	31,796	13,257	214,688
Discontinued operations	<u>114,288</u>	<u>145,205</u>	<u>254,908</u>
Total	<u>\$ 1,260,803</u>	<u>\$ 1,742,089</u>	<u>\$ 2,942,272</u>
<b>Depreciation, amortization and depletion:</b>			
Continuing operations			
Electrical construction	\$ 1,339,647	\$ 1,256,873	\$ 929,732
Real estate	15,326	4,126	3,613
Corporate	49,432	63,752	62,765
Discontinued operations	<u>54,288</u>	<u>243,928</u>	<u>278,187</u>
Total	<u>\$ 1,458,693</u>	<u>\$ 1,568,679</u>	<u>\$ 1,274,297</u>

Operating income is total operating revenue less operating expenses inclusive of depreciation and selling, general and administrative expense for each respective segment. Operating income excludes interest expense, interest income and income taxes. General corporate expenses are comprised of general and administrative expenses, corporate depreciation expense and impairment recoveries. Identifiable assets by industry are used in the operations of each industry.

Sales (in thousands of dollars) to major customers exceeding 10% of total sales follows:

	<u>2002</u>		<u>2001</u>		<u>2000</u>	
	<u>Amount</u>	<u>% of Total Sales</u>	<u>Amount</u>	<u>% of Total Sales</u>	<u>Amount</u>	<u>% of Total Sales</u>
Electrical construction:						
Customer A	\$8,295	37	\$8,012	37	\$11,165	49
Customer B	-	-	2,531	12	2,684	12
Customer C	2,741	12	2,903	13	-	-
Customer D	-	-	4,567	21	-	-

**Item 9 - Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.**

None.

**PART III**

**Item 10 - Directors and Executive Officers of the Registrant.**

Information concerning the directors of the Company will be contained under "Election of Directors" in the Company's 2003 Proxy Statement, which information is incorporated herein by reference.

The executive officers of the Company are as follows:

<u>Name and Title(1)</u>	<u>Year in Which Service Began as Officer</u>	<u>Age</u>
John H. Sottile Chairman of the Board of Directors, President and Chief Executive Officer, Director	1983	55
Dwight W. Severs Director and Secretary	1998	59
Stephen R. Wherry, Vice President, Treasurer and Chief Financial Officer	1988	44

(1) As of February 1, 2003

Throughout the past five years John H. Sottile and Stephen R. Wherry have been principally employed as executive officers of the Company.

John H. Sottile has served as Chairman of the Board of Directors since May 1998.

Dwight W. Severs has been a director since 1998 and Secretary of the Company since November 1999. Mr. Severs has held the position of City Attorney for the City of Titusville, Florida since September 1971 (full-time since January 1999). From March 1998 thru January 1999, Mr. Severs was a principal for the firm of Dwight W. Severs & Associates, P.A.

The term of office of all directors is until the next annual meeting and the term of office of all officers are for one year and until their successors are chosen and qualify.

**Item 11 - Executive Compensation.**

Information concerning executive compensation will be contained under "Executive Compensation" in the Company's 2003 Proxy Statement, which information is incorporated herein by reference.

**Item 12 - Security Ownership of Certain Beneficial Owners and Management.**

Securities authorized for issuance under Equity Compensation Plans

The following table sets forth certain information, as of December 31, 2002, with respect to all compensation plans previously approved by our security holders, as well as compensation plans not previously approved by our security holders.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and <u>Rights</u>	Weighted Average Exercise Price of Outstanding Options, Warrants and <u>Rights</u>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in far <u>Left Column</u> )
Equity compensation plans approved by security holders	243,668	\$0.21875	315,000
Equity compensation plans not approved by security holders	<u>    --</u>	--	<u>    --</u>
Total	<u>243,668</u>	\$0.21875	<u>315,000</u>

Information concerning the security ownership of the directors and officers of the registrant will be contained under "Ownership of Voting Securities by Certain Beneficial Owners and Management" in the Company's 2003 Proxy Statement, which information is incorporated herein by reference.

**Item 13 - Certain Relationships and Related Transactions.**

Information concerning relationships and related transactions of the directors and officers of the Company will be contained under "Election of Directors" in the Company's 2003 Proxy Statement, which information is incorporated herein by reference.

Information concerning the relationship and related transactions between the Company and its independent auditors, KPMG LLP will be contained under "Audit Committee Report and Fee Information" in the Company's 2003 Proxy Statement which information is incorporated herein by reference.

## PART IV

### Item 14 - Controls and Procedures

#### (a) Evaluation of disclosure controls and procedures

Based on their evaluation of our disclosure controls and procedures conducted as of a date within 90 days of the date of filing this report on Form 10-K, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934) are effective as of such date.

#### (b) Changes in internal controls

There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date that the evaluation was conducted.

### Item 15 - Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

<b>(a) Financial Statements</b>	<u>Page</u>
Report of Independent Certified Public Accountants	21
Consolidated Balance Sheets - December 31, 2002 and 2001	22
Consolidated Statements of Operations - Three Years ended December 31, 2002	23
Consolidated Statements of Cash Flows - Three Years ended December 31, 2002	24
Consolidated Statements of Stockholders' Equity - Three Years ended December 31, 2002	25
Notes to Consolidated Financial Statements	26

No financial statement schedules are included as all applicable information is included in the notes to the consolidated financial statements.

#### (b) Reports on Form 8-K

The following Current Reports on Form 8-K were filed during the fourth quarter of 2002:

1.	Filed on December 6, 2002 to announce the sale of capital stock of the Company's mining operations, St. Cloud Mining Company and The Goldfield Consolidated Mines Company.
2.	Filed Current Report 8-K/A on December 18, 2002 to amend the Current Report Form 8-K filed December 6, 2002 by disclosing further information, relating to the sale of capital stock of the mining operations, which was unavailable at the time of the original filing; also included pro forma financial statements: balance sheet as of September 30, 2002, income statement for the year ended December 31, 2001 and income statement for the nine months ended September 30, 2002.

**(c) Exhibits**

3-1	Restated Certificate of Incorporation of the Company, as amended, is hereby incorporated by reference to Exhibit 3-1 of the Company's Annual Report on Form 10-K for the year ended December 31, 1987, heretofore filed with the Commission (file No. 1-7525).
3-2	By-Laws of the Company, as amended, is hereby incorporated by reference to Exhibit 3-2 of the Company's Current Report on Form 8-K dated December 19, 2000, heretofore filed with the Commission (file No. 1-7525).
3-3	Amendment to the Amended By Laws of the Company is hereby incorporated by reference in Exhibit 3-3 of the Company's Current Report on Form 8-K dated December 19, 2000, heretofore filed with the Commission (file No. 1-7525).
4-1	Specimen copy of Company's Common Stock certificate is hereby incorporated by reference to Exhibit 4-5 of the Company's Annual Report on Form 10-K for the year ended December 31, 1987, heretofore filed with the Commission (file No. 1-7525).
4-2	The Goldfield Corporation 1998 Executive Long-term Incentive Plan is hereby incorporated by reference to Exhibit 4-3 of the Company's Annual Report on Form 10-K for the year ended December 31, 1998, heretofore filed with the Commission (file No. 1-7525).
4-3	The Rights Agreement between The Goldfield Corporation and American Stock Transfer & Trust Company, as Rights Agent, is hereby incorporated by reference to Exhibit 4-1 of the Company's Form 8-A filed on September 18, 2002, heretofore with the Commission (file No. 1-7525).
10-1	Amended and Restated Employment Agreement dated November 1, 2001 between The Goldfield Corporation and John H. Sottile is hereby incorporated by reference to Exhibit 10-2(g) of the Company's report on Form 10-Q for the quarter ended September 30, 2001, heretofore filed with the Commission (file No. 1-7525).
10-2	The Goldfield Corporation and Subsidiaries Standardized Adoption Agreement and Prototype Cash or Deferred Profit-Sharing Plan and Trust Basic Plan Document #3 effective January 1, 1995, is hereby incorporated by reference to Exhibit 10-9 of the Company's report on Form 10-Q for the quarter ended March 31, 1995, heretofore filed with the Commission (file No. 1-7525).
10-3	The Loan Agreement dated April 15, 2002 made in favor of Wachovia Bank, N.A. by The Goldfield Corporation and Southeast Power Corporation is hereby incorporated by reference to Exhibit 10-3 of the Company's report on Form 10-Q for the quarter ended March, 31, 2002, heretofore filed with the Commission (file No. 1-7525).
10-4	Performance-Based Bonus Plan effective January 1, 2002 is hereby incorporated by reference to Exhibit 10-4 of the Company's report on Form 10-Q for the quarter ended September 30, 2002, heretofore filed with the Commission (file No. 1-7525).

10-5 The Stock Purchase Agreement for St. Cloud Mining Company and The Goldfield Consolidated Mines Company between The Goldfield Corporation and Imagin Minerals, Inc. effective November 30, 2002, is hereby incorporated by reference to the Company's Current Report on Form 8-K dated December 4, 2002, heretofore filed with the Commission (file No. 1-7525).

11 For computation of per share earnings, see note 14 of notes to consolidated financial statements.

\*21 Subsidiaries of Registrant

\*23 Consent of Independent Auditors

\*24 Powers of Attorney

*99-1	Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
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*99-2	Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
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\* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE GOLDFIELD CORPORATION

By

/s/ John H. Sottile  
(John H. Sottile)

Chairman of the Board of Directors, President,  
Chief Executive Officer and Director

Dated: March 25, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 25, 2003.

Signature	Title
<u>/s/ John H. Sottile</u> (John H. Sottile)	Chairman of the Board of Directors, President, Chief Executive Officer and Director.
<u>/s/ Stephen R. Wherry</u> (Stephen R. Wherry)	Vice President, Finance and Chief Financial Officer (Principal Financial Officer), Treasurer and Principal Accounting Officer.
<u>/s/ Dwight W. Severs</u> (Dwight W. Severs) *	Director and Secretary
<u>(Thomas E. Dewey, Jr.)</u> *	Director
<u>(Harvey C. Eads, Jr.)</u> *	Director
<u>(John P. Fazzini)</u> *	Director
<u>(Danforth E. Leitner)</u> *	Director
<u>(Al Marino)</u>	Director

\*By: /s/ John H. Sottile  
John H. Sottile  
Attorney-in-Fact

## CERTIFICATION

I, John H. Sottile, certify that:

1. I have reviewed this annual report on Form 10-K of The Goldfield Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated March 25, 2003

<p><u>/s/John H. Sottile</u> (John H. Sottile) Chairman of the Board of Directors, President, Chief Executive Officer and Director.</p>
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## CERTIFICATION

I, Stephen R. Wherry, certify that:

1. I have reviewed this annual report on Form 10-K of The Goldfield Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated March 25, 2003

<p><u>/s/Stephen R. Wherry</u> (Stephen R. Wherry) Vice President, Treasurer and Chief Financial Officer.</p>
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CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of The Goldfield Corporation (the "Company") on Form 10-K for the year ended December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John H. Sottile, Chairman of the Board of Directors, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ John H. Sottile

John H. Sottile

Chairman of the Board of Directors,

President and Chief Executive Officer

March 25, 2003

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of The Goldfield Corporation (the "Company") on Form 10-K for the year ended December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen R. Wherry, Vice President, Treasurer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Stephen R. Wherry  
Stephen R. Wherry  
Vice President, Treasurer and  
Chief Financial Officer  
March 25, 2003

## Subsidiaries of Registrant

<u>Company</u>	<u>State of Jurisdiction of Organization</u>	<u>Percentage of Voting Securities Owned</u>
Southeast Power Corporation	Florida	100%
Bayswater Development Corporation (Formerly Southeast Real Estate Resources Inc.)	Florida	100%
Subsidiaries of Bayswater Development Corporation		
Country Club Point of Brevard, Inc.	Florida	100%
Riomar of Brevard, Inc.	Florida	100%
Cape Club of Brevard, Inc.	Florida	100%
Florida Coastal Homes, Inc.	Florida	100%
Oak Park of Brevard, Inc.	Florida	100%
Pineapple House of Brevard, Inc.	Florida	100%
Florida Transport Corporation	Florida	100%
7-1-99 Corp. (inactive)	Florida	100%
Steeple Rock Mining Company (inactive)	Florida	100%
Mamba Engineering Company, Inc. (inactive)	Florida	100%
All of the above subsidiaries are included in the consolidated financial statements of the Company at December 31, 2002.		

**KPMG**

111 North Orange Avenue, Suite 1600  
P.O. Box 3031  
Orlando, FL 32802

Consent of Independent Auditors

The Board of Directors  
The Goldfield Corporation:

We consent to the incorporation by reference in the Registration Statement (No. 333-72241) on Form S-8 of The Goldfield Corporation of our report dated February 7, 2003, with respect to the consolidated balance sheets of The Goldfield Corporation and subsidiaries as of December 31, 2002 and 2001, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2002, which report appears in the 2002 Annual Report on Form 10-K of The Goldfield Corporation.

/s/ KPMG LLP

Orlando, Florida  
March 24, 2003

POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "Company");

Does hereby constitute and appoint John H. Sottile and Stephen R. Wherry to be his agents and attorneys-in-fact;

Each with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 10th day of December, 2002.

<u>/s/ Kimberly M. Gale</u> Witness	<u>/s/ Harvey C. Eads, Jr.</u> Harvey C. Eads, Jr. Director
<u>/s/ Linda R. White</u> Witness	
State of Florida County of Brevard	

The foregoing instrument was acknowledged before me this 10th day of December, 2002 by Harvey C. Eads, Jr., Director of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

<u>/s/ Patricia A. Strange</u> Notary Public
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POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "company");

Does hereby constitute and appoint John H. Sottile and Stephen R. Wherry to be his agents and attorneys-in-fact;

Each with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 10th day of December, 2002.

<u>/s/ Kimberly M. Gale</u> Witness	<u>/s/ John P. Fazzini</u> John P. Fazzini Director
<u>/s/ Linda R. White</u> Witness	
State of Florida County of Brevard	

The foregoing instrument was acknowledged before me this 10th day of December, 2002 by John P. Fazzini, Director of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

<u>/s/ Patricia A. Strange</u> Notary Public
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### POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "company");

Does hereby constitute and appoint John H. Sottile and Stephen R. Wherry to be his agents and attorneys-in-fact;

Each with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in

connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 10th day of December, 2002.

<u>/s/ Kimberly M. Gale</u> Witness	<u>/s/ Danforth E. Leitner</u> Danforth E. Leitner Director
<u>/s/ Linda R. White</u> Witness	
State of Florida County of Brevard	

The foregoing instrument was acknowledged before me this 10th day of December, 2002 by Danforth E. Leitner, Director of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

<u>/s/ Patricia A. Strange</u> Notary Public
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#### POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "company");

Does hereby constitute and appoint John H. Sottile and Stephen R. Wherry to be his agents and attorneys-in-fact;

Each with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 10th day of December, 2002.

<u>/s/ Kimberly M. Gale</u> Witness	<u>/s/ Dwight W. Severs</u> Dwight W. Severs Director
<u>/s/ Linda R. White</u> Witness	
State of Florida County of Brevard	

The foregoing instrument was acknowledged before me this 10th day of December, 2002 by Dwight W. Severs, Director of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

<u>/s/ Patricia A. Strange</u> Notary Public
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#### POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "company");

Does hereby constitute and appoint Stephen R. Wherry to be his agent and attorney-in-fact;

The agent with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

The agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 13th day of February, 2003.

/s/ Kimberly M. Gale

Witness

/s/ John H. Sottile

John H. Sottile

President

/s/ Linda R. White

Witness

State of Florida

County of Brevard

The foregoing instrument was acknowledged before me this 13th day of February, 2003 by John H. Sottile, Director of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

/s/ Patricia A. Strange

Notary Public

### POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "company");

Does hereby constitute and appoint John H. Sottile to be his agent and attorney-in-fact;

The agent with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

The agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 13th day of January, 2003.

/s/ Kimberly M. Gale

Witness

/s/ Stephen R. Wherry

Stephen R. Wherry

Vice President

/s/ Linda R. White

Witness

State of Florida  
County of Brevard

The foregoing instrument was acknowledged before me this 13th day of January, 2003 by Stephen R. Wherry, Vice President of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

/s/ Patricia A. Strange  
Notary Public

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#### POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "company");

Does hereby constitute and appoint John H. Sottile and Stephen R. Wherry to be his agents and attorneys-in-fact;

Each with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 10th day of December, 2002.

/s/ Kimberly M. Gale

Witness

/s/ Thomas E. Dewey, Jr.

Thomas E. Dewey, Jr.

Director

/s/ Linda R. White

Witness

State of Florida

County of Brevard

The foregoing instrument was acknowledged before me this 10th day of December, 2002 by Thomas E. Dewey, Jr., Director of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

/s/ Patricia A. Strange  
Notary Public

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POWER OF ATTORNEY

The undersigned who is a director or officer of The Goldfield Corporation, a Delaware corporation (the "company");

Does hereby constitute and appoint John H. Sottile and Stephen R. Wherry to be his agents and attorneys-in-fact;

Each with the power to act fully hereunder without the other and with full power of substitution to act in the name and on behalf of the undersigned;

To sign and file with the Securities and Exchange Commission the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2002, and any amendments or supplements to such Annual Report; and

To execute and deliver any instruments, certificates or other documents which they shall deem necessary or proper in connection with the filing of such Annual Report, and generally to act for and in the name of the undersigned with respect to such filings as fully as could the undersigned if then personally present and acting.

Each agent named above is hereby empowered to determine in his discretion the times when, the purposes for, and the names in which, any power conferred upon him herein shall be exercised and the terms and conditions of any instrument, certificate or document which may be executed by him pursuant to this instrument.

This Power of Attorney shall not be affected by the disability of the undersigned nor by the lapse of time.

The validity, terms and enforcement of this Power of Attorney shall be governed by those laws of the State of Delaware that apply to instruments negotiated, executed, delivered and performed solely within the State of Delaware.

This Power of Attorney may be executed in any number of counterparts, each of which shall have the same effect as if it were the original instrument and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, I have executed this Power of Attorney this 10th day of December, 2002.

<u>/s/ Kimberly M. Gale</u> Witness	<u>/s/ Al Marino</u> Al Marino Director
<u>/s/ Linda R. White</u> Witness	
State of Florida County of Brevard	

The foregoing instrument was acknowledged before me this 10th day of December, 2002 by Al Marino, Director of The Goldfield Corporation, a Delaware corporation. He is personally known to me.

<u>/s/ Patricia A. Strange</u> Notary Public
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