

CITIZENS ELECTRIC CORPORATION
Missouri 58, Ste. Genevieve
Ste. Genevieve, MO

I, Georgia Peifer, Assistant Secretary of Citizens Electric Corporation, hereby certify that the following is a true and complete copy of a resolution adopted by the Board of Directors of said Corporation at its regular monthly meeting held on August 16, 2001, to wit:

WHEREAS, it has been determined on the basis of the current Construction Work Plan that financing is needed for electric facilities as shown on RUS Form 740c, Cost Estimates and Loan Budget for Electric Borrowers, as follows:

RUS Guaranteed Federal Financing Bank (FFB) Loan Requested for Facilities
\$11,200,000.

NOW, THEREFORE, BE IT RESOLVED that Citizens Electric Corporation makes application to the Rural Utilities Service (RUS) pursuant to 7 CFR Part 1710 for a guaranteed FFB loan in the amount of \$11,200,000 to be used in accordance with the provisions of 7 CFR Part 1710 to finance the above-mentioned facilities.

BE IT ALSO RESOLVED that the RUS guaranteed FFB loan shall bear a maturity date to cover an approximate period of 30 years.

BE IT ALSO RESOLVED that the Board of Directors of Citizens Electric Corporation authorizes its officers to execute and attest all necessary papers, documents and applications related to the foregoing.

BE IT FURTHER RESOLVED that Daniel Rodamaker, Chief Executive Officer, is authorized on behalf of the Borrower to: (a) execute and deliver from time to time advance requests, maturity extension election notices, prepayment election notices and refinancing election notices, in the form of such instruments attached to the note payable to FFB; and (b) specify information and select options as provided in such instruments.

BE IT FURTHER RESOLVED that Citizens Electric Corporation hereby authorizes the RUS to release appropriate information and data relating to the application to the FFB and any existing supplemental lenders.

IN WITNESS WHEREOF, I hereto sign my name as Assistant Secretary and affix the Seal of said Corporation this 9th day of May, 2002.

Georgia Peifer
Georgia Peifer, Asst. Secretary