

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 April 18, 2002, to wit:

RESOLVED that the Chief Executive Officer, General Counsel and other members of the management of the Corporation make application to the Missouri Public Service Commission for approval to borrow \$11,200,000 from the Federal Financing Bank to be guaranteed by Rural Utilities Service.

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