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August 14, 2002

via FAX  
(202) 824-5090/(202) 824-5091

Jonathon G. Katz  
Secretary  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth St. NW  
Washington, DC 20549

RE: SEC Order No. 4-460  
Granite Construction Incorporated

Dear Mr. Katz:

On behalf of David H. Watts and William E. Barton, Chief Executive Officer and Chief Financial Officer, respectively, of Granite Construction Incorporated, following are the duly executed certificates required by Securities and Exchange Commission Order No. 4-460. This fax will be followed with the originally signed certificates to arrive August 15, 2002.

Thank you.

Sincerely,

Pamela J. Burnham  
Paralegal

c: David H. Watts (w/encl.)  
William E. Barton (w/encl.)  
Dennis Sullivan (w/encl.)

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**STATEMENT UNDER OATH OF  
PRINCIPAL FINANCIAL OFFICER  
REGARDING FACTS AND CIRCUMSTANCES  
RELATING TO EXCHANGE ACT FILINGS**

I, William E. Barton, Chief Financial Officer and Senior Vice President of Granite Construction Incorporated, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Granite Construction Incorporated, and, except as corrected or supplemented in a subsequent covered report:

- No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

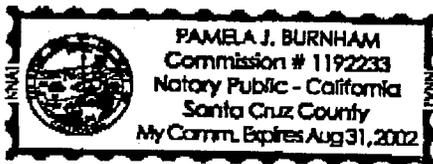
(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001 of Granite Construction Incorporated filed with the Commission on April 1, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Granite Construction Incorporated filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

*William E. Barton*  
 \_\_\_\_\_  
 William E. Barton  
 Date: *August 13, 2002*

Subscribed and sworn to  
before me this 13th day of  
August, 2002.



*Pamela J. Burnham*  
 \_\_\_\_\_  
 Pamela J. Burnham, Notary Public

My Commission Expires: August 31, 2002

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