



MILLENNIUM CHALLENGE CORPORATION

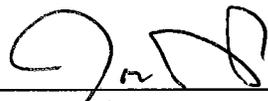
OFFICE OF GENERAL COUNSEL

GENERAL COUNSEL'S CERTIFICATION

I hereby certify that each of the agenda items listed below, which are scheduled for consideration and discussion at the May 20, 2005 meeting of the Board of Directors of the Millennium Challenge Corporation, properly may be closed to public observation and the record of the meeting withheld from the public under subsection (c)(1) of the Government in the Sunshine Act (5 U.S.C. § 552b(c)(1)). Exemption 1 authorizes closing a meeting if the meeting is likely to disclose matters that are specifically authorized to be kept secret in the interests of U.S. foreign policy and are in fact properly classified.

Agenda Items:

- II. A.** Approval of Minutes of March 14, 2005 Board meeting
- II. B.** Discussion of proposed MCA Compact with the Republic of Honduras
- II. C.** Compact Development matters
- II. D.** Threshold Program



Jon A. Dyck
Vice President and General Counsel

4/22/05

Date