



MILLENNIUM CHALLENGE CORPORATION OFFICE OF GENERAL COUNSEL

GENERAL COUNSEL'S CERTIFICATION

I hereby certify that each of the proposed agenda items listed below, which are scheduled for consideration and discussion at the November 8, 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"). 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:

- I.A.** Approval of Minutes of July 28, 2005 Board of Directors Meeting
- I.B.** Discussion and approval FY06 MCA Eligible and Threshold Countries
- I.C.** Discussion of proposed Compacts
- I.D.** Discussion of proposed MCC suspension and termination policies

A handwritten signature in blue ink, appearing to read "Jon A. Dyck".

Jon A. Dyck
Vice President and General Counsel

A handwritten date in blue ink, "10/18/05".

Date