



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 March 14, 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 either subsection (c)(1) ("Exemption 1") or subsection (c)(2) ("Exemption 2") 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. Exemption 2 authorizes closing a meeting if the meeting is likely to disclose information that relates solely to the internal personnel practices of an agency. *See* 5 U.S.C. § 552b(c)(1) and (2).

Agenda Items and Relevant Exemption:

- I. A. Approval of Minutes of November 8, 2004 Board meeting (Exemption 1)
- I. B. Discussion of proposed MCA Compact with Madagascar (Exemption 1)
- I. C. Threshold Program (Exemption 1)
- I. D. Compact Development matters (Exemption 1)
- I. E. Personnel matters (Exemption 2)



Jon A. Dyck
Vice President and General Counsel

February 24, 2005

Date