



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 June 16, 2006 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 February 8, 2006 Board of Directors Meeting
- I.B.** CEO Update on MCC Operations
- I.C.** Discussion of proposed Compact with Ghana
- I.D.** Discussion and approval of Threshold Country Programs
- I.E.** Discussion of proposed MCC suspension and termination issues



Jon A. Dyck
Vice President and General Counsel

5/23/06

Date