

ICF INTERNATIONAL, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Adopted June 5, 2008 and Amended September 12, 2008

A. STATEMENT OF POLICY

Acting pursuant to Section 141 of the Delaware General Corporation Law and Section 3.1 of the Bylaws of ICF International, Inc. (the “Company”), the Board of Directors has established a Governance and Nominating Committee (the “Committee”) for the purpose of (i) monitoring and overseeing matters of corporate governance, including the evaluation of Board performance and processes and the “independence” of directors, and (ii) evaluating and recommending to the Board qualified candidates for election or appointment to the Board.

B. ORGANIZATION AND QUALIFICATIONS

The Committee will consist of a minimum of two members of the Board of Directors, each of whom shall meet the independence requirements established by the Board and applicable laws, regulations and listing requirements. The Board of Directors appoints the members of the Committee and the Chair. The Board may remove any member from the Committee at any time with or without cause.

C. POWERS, DUTIES AND RESPONSIBILITIES

The responsibilities of the Committee shall include the following:

- Annually survey and receive comments from each member of the Board, evaluate and report (orally or in writing) to the Board on the performance and effectiveness of the Board in order to facilitate the directors’ fulfilling their responsibilities in a manner that serves the interests of the Company’s stockholders.
- Subject to the Amended and Restated Bylaws of the Company, recommend to the Board the number of directors that shall constitute the whole Board.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders. Subject to the requirements of the Company’s bylaws, review and consider stockholder recommended candidates for nomination to the Board.
- Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.
- Assist in identifying, interviewing and recruiting candidates for the Board.
- Annually review the composition of each committee (including this Committee) and present recommendations for committee membership to the Board as needed.

- Research, evaluate and recommend director compensation.
- Annually review and make recommendations as to changes to this charter.
- Consider and advise the Board on other matters relating to the affairs or governance of the Board.
- Annually evaluate the performance and function of the Committee, and report to the Board the results of such evaluation (such report may be written or oral).
- Review and approve all transactions with a value of more than \$10,000 (or more than \$25,000 in the aggregate during any calendar year) between the Company and Related Persons (as defined in applicable SEC rules); and
- Such additional duties or responsibilities as the Board may determine from time to time.

In nominating or recommending candidates to serve on the Board, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the familiarity and background of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. Subject to the requirements of the Company's bylaws, the Committee shall adopt procedures for receipt of nominations from outside sources, including procedures for responding to such outside sources as to the outcome of nominations.

D. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to retain independent advisors. The Company shall provide funding, as determined by the Committee, for payment of compensation to any independent advisors or administrative support employed by the Committee.

E. MEETINGS AND REPORTS

The Committee will hold regular meetings at least twice a year, and such special meetings as the Chair of the Committee or the Board may direct. The Committee will maintain written minutes of its meetings, and will report on its actions and activities at the next meeting of the Board.

Dated: September 12, 2008