

Mergers & Acquisitions and Finance Committee Charter May 2008

Purpose

The Mergers and Acquisitions and Finance Committee (the "M&A/F Committee") of ICF International, Inc. (the "Company") is appointed by its Board of Directors (the "Board") to interact with management, review and assess, and provide oversight and recommendations to the Board with respect to: 1) potential acquisitions, strategic investments and divestitures, and 2) the capital structure and material financing activities of the Company.

The Committee's function is one of oversight only. The existence and functioning of the Committee do not relieve the Company's management from primary responsibility in these areas, nor are the Committees' responsibilities intended to overlap with those of the Audit Committee.

Membership

The M&A/F Committee will consist of three or more members of the Board. The members of the M&A/F Committee may be appointed and replaced by the Board at any time.

Authority and Responsibilities

Mergers & Acquisitions:

1. Interact with management, and review, and provide guidance to management and the Board with respect to, the Company's acquisition, investment and divestiture strategies.
2. Assist management and the Board with the identification of acquisition, investment and divestiture opportunities. Review acquisition, investment and divestiture candidates with management, when and as appropriate.
3. If determined useful by the M&A/F Committee, retain and terminate advisors to assist the M&A Committee in discharging its duties, including approving such advisors' fees and retention terms.

Capital Structure and Financing:

1. Interact with management, and review and provide guidance to management and the Board with respect to:
 - o Adjustments to the Company's capital structure;
 - o Financing strategies, including equity capital and debt issuances;
 - o Actions that affect the Company's capital structure in relation to stockholders, such as repurchases, dividends and other distributions;
 - o Policies for managing interest rate, foreign exchange, and investment risk;
 - o Other transactions or financial issues that management desires to have reviewed by the M&A/F Committee.

The M&A/F Committee shall report to the Board from time to time with respect to its activities.

Organization

1. The M&A/F Committee meets as frequently as necessary to fulfill its responsibilities.
2. A quorum of the M&A/F Committee consists of a majority of its members. All actions of the M&A/F Committee must be approved by a majority vote of the members present, unless there are only two members present, in which case such actions require a unanimous vote.
3. Voting may be conducted verbally and the results, together with all other business conducted at each meeting, will be recorded in the minutes of the meeting.
4. The M&A/F Committee annually reviews its own performance and the adequacy of this Charter.