



**ICF INTERNATIONAL, INC.
CORPORATE GOVERNANCE GUIDELINES**

Effective as of April 9, 2013

The Board of Directors (the “Board”) of ICF International, Inc. (together with its subsidiaries, the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws, NASDAQ rules and the Company’s Certificate of Incorporation and Bylaws, each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board’s business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

1. Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. The Board has delegated responsibility for certain matters to specific Board committees. Such delegations appear in the respective committee charters. By contrast, management is responsible for the operations of the Company.
2. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.
3. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
 - The principal operational and financial objectives, strategies and plans of the Company.
 - The results of operations and financial condition of the Company.
 - The factors that determine the Company’s success.
 - The risks and challenges that affect the Company’s business and prospects.

4. Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:

- Financial statements.
- Compliance programs to assure the Company's compliance with law and corporate policies.
- Material litigation and governmental and regulatory matters.
- Monitoring and, where appropriate, responding to communications from stockholders.

Through the Audit Committee, directors should also periodically review the integrity of the Company's internal control and management information systems.

5. Reliance on Management and Advisors: Indemnification. The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel after making reasonable inquiries to understand the material presented. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

6. Change of Control Offers and Related Proposals. If any director receives or otherwise becomes aware of any offer, proposal or other solicitation or opportunity regarding a possible acquisition or other change in control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization, such director shall promptly submit the matter to the Lead Director, who shall in turn inform the Chairman.

B. Director Qualification Standards

1. Independence. A majority of the members of the Board shall be independent directors. To be considered independent: (1) a director must be independent as determined under the applicable rules of NASDAQ as in effect from time to time and (2) in the Board's judgment, the director must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

For relationships not covered by the guidelines set forth above, the determination of whether a material relationship exists shall be made by the other members of the Board of Directors who are independent as defined above.

From time to time and pursuant to its charter, the Governance and Nominating Committee shall review and consider for approval (1) interested party contracts and business arrangements and (2) charitable contributions by the Company to organizations with which a director is affiliated which may call into question the qualification of any director to serve as an independent director.

2. Change in a Director's Independence or Primary Employment. A director whose affiliation or position of principal employment changes substantially after election to the Board, or an independent director who ceases to qualify as such after election to the Board, will give notice of such change to the Chair of the Governance and Nominating Committee and offer his or her resignation, if it is desired by the Board. The Governance and Nominating Committee will then make a recommendation to the remaining directors regarding such director's continued service on the Board and whether such resignation should be accepted.
3. Other Directorships. No director may serve on more than four other public company boards (in addition to ICF). Directors should advise the Chairman of the Board and the Chair of the Governance and Nominating Committee in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies.
4. Tenure. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board as well as management. As an alternative to term limits, the Governance and Nominating Committee shall review each director's continuation on the Board at least once every three years. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and allow the Company to replace directors who are no longer interested or effective.
5. Combination of the Offices of Chairman and Chief Executive Officer. The Board currently supports the practice of combining the offices of Chairman and Chief Executive Officer, and these Guidelines assume such a combination. The Governance and Nominating Committee shall review this structure periodically and advise the other independent members of the Board concerning any recommended changes. The Board has absolute discretion whether to accept such recommendations.
6. Lead Director. In the event that the Chairman of the Board is not an independent director, the Governance and Nominating Committee may designate an independent director to serve as "Lead Director," who shall be approved by a majority of the independent directors. The Lead Director position shall be reviewed annually by the Governance and Nominating Committee.

The Lead Director, if one is appointed, shall:

- Chair any meeting of the independent directors in executive session.
- Meet with any director whom the Lead Director deems is not adequately performing his or her duties as a member of the Board or any committee.
- Facilitate communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chairman of the Board and with the Chief Executive Officer.
- Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board.

- Otherwise consult with the Chairman of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.
- Lead the deliberation and action by the Board or a Board committee regarding any offer, proposal or other solicitation or opportunity involving a possible acquisition or other change in control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization.

An individual will serve as Lead Director for no more than three consecutive years; however, the Governance and Nominating Committee may in its discretion extend or reduce the term with Board approval.

7. Selection of New Director Candidates. Except where the Company is required by applicable law, contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Governance and Nominating Committee shall be responsible for (i) identifying individuals qualified to become Board members, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Governance and Nominating Committee will seek input on the candidates from the Chairman of the Board, the Chief Executive Officer and, if one is appointed, the Lead Director.
8. Board Membership Criteria. The Governance and Nominating Committee shall develop criteria for candidates to be considered for nomination to the Board. In identifying candidates, the Governance and Nominating Committee shall take into account all factors it considers appropriate, which may include, among others, experience, skills, expertise, diversity, strength of character, judgment and relevant industry background.
9. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended by the Chairman of the Board, on behalf of the Board. Unauthorized approaches to prospective directors should be avoided.
10. Director Orientation and Continuing Education. The Governance and Nominating Committee will arrange for the orientation of new directors, including providing comprehensive information about the Company's business and operations, general information about the Board, a summary of director compensation and a review of directors' duties and responsibilities and encouraging all directors to attend continuing education programs.

C. Board Meetings

1. Selection of Agenda Items. The Chairman of the Board shall develop the agenda for each Board meeting. Each Board member is free to suggest agenda items for future meeting agendas and to raise at any Board meeting subjects that are not on the agenda for that meeting.
2. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as required by the needs of the business and in accordance with the Bylaws of the Company.

3. Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should be distributed in writing (including via hard copy or an electronic format) to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable.
4. Executive Sessions. The non-management directors will meet in executive session on a regular basis and at any time at the request of any non-management director. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings. The director who presides at these meetings shall be the Lead Director if there is one, and, if not, shall be chosen by the independent directors, and his or her name shall be disclosed in the annual meeting proxy statement.

D. Board Committees

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Governance and Nominating Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Assignment of Committee Members. The Governance and Nominating Committee shall review the composition of each committee annually and be responsible for recommending to the Board the directors to be appointed to each committee of the Board and the chairperson of each such committee. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee shall be an "independent director" as defined by such listing rules and applicable rules of the Securities and Exchange Commission.
3. Committee Charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Governance and Nominating Committee shall, from time to time, along with each applicable committee, review and reassess the adequacy of each charter and recommend any changes to the Board for approval as appropriate.
4. Selection of Agenda Items. The chair of each committee, in consultation with management and the committee members, shall develop the committee's agenda.
5. Frequency and Length of Committee Meetings. The chair of each committee, in consultation with management and the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time by the chair of a committee as determined by the needs of the business and the responsibilities of the committees.

E. Director Access to External Resources

1. Access to Independent Advisors. The Board and each committee have the power to hire and consult with outside legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary or appropriate. Where practical, however, the Board or committee shall inform management within 30 days of such action for the purpose of allowing the Company to inform the Board or committee, as appropriate, of any conflicts or other relationships that it might have with the outside legal, financial or other advisor. Subject to legal and regulatory requirements, the Board or any such committee shall determine the degree of independence from the Company required for such advisors. The Company shall provide funding, as determined by the Board or the relevant committee, for payment of compensation to any outside advisors employed by the Board or any committee.

F. Director Compensation

1. Role of Board and Governance and Nominating Committee. The form and amount of director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Governance and Nominating Committee will consider annually whether to undertake a review of the compensation of the Company's directors.
2. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interests of directors with those of the Company's stockholders.
3. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors at least competitively relative to comparable companies. The Governance and Nominating Committee shall, from time to time, engage an independent consultant to prepare a report comparing the Company's director compensation with that of directors of comparable companies. The Board believes that it is appropriate for the Chairman of the Board (if not an employee of the Company), Lead Director, committee chairs and committee members to receive additional compensation for their services in those positions.
4. Director Stock Ownership. In formulating its recommendations to the Board regarding Board compensation, the Governance and Nominating Committee shall take into consideration the benefits of Board members owning shares of the Company's stock.
5. Employee Directors. Notwithstanding any provision to the contrary contained herein, directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

G. Ethics Policies

1. Code of Ethics. The Board shall maintain a Code of Business Ethics and Conduct which shall be applicable to all of the Company's employees, including executive officers and members of the Board. The Audit Committee shall review any request of a member of the Board or executive officer for any deviation or waiver from the Company's Code of Business Ethics and Conduct and, if appropriate, approve such request.
2. Conflicts of Interest. Each director will avoid taking actions or having interests that might result in a conflict of interest. Each director will ethically handle all actual or apparent conflicts between personal and professional interests, promptly informing the Chair of the

Audit Committee if such a conflict arises and recusing himself or herself from any discussion or decision affecting his or personal interests.

H. Annual Self Assessment of the Board

1. The Governance and Nominating Committee shall oversee an annual self- assessment of the Board to determine whether it and its committees are functioning effectively. The Governance and Nominating Committee shall determine the nature of the assessment, supervise the conduct of the assessment and prepare a summary of the self- assessment, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

I. Chief Executive Officer

1. Selection of the Chief Executive Officer. The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidates' experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, integrity and reputation in the business community.
2. Evaluation of the Chief Executive Officer. The Compensation Committee shall evaluate the performance of the Company's Chief Executive Officer and other executive officers annually, shall determine the compensation of such executive officers (compensation of executive officers other than the Chief Executive Officer shall be determined in consultation with the Chief Executive Officer), and shall report such determination to the Board.

J. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, and other Constituencies.

1. The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the advance knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's executive officers.
2. The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Lead Director (or, if there is no Lead Director, the Chairman of the Board) shall, subject to advice and assistance from the Corporate Secretary and legal counsel, (1) be primarily responsible for monitoring communications from stockholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

K. Periodic Review of the Corporate Governance Guidelines

1. The Governance and Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.