

BRAND USA
OPEN TO THE PUBLIC
MEETING
OF THE GOVERNANCE AND NOMINATING COMMITTEE

April 15, 2013

An open session meeting of the Governance and Nominating Committee (the "**Committee**") of The Corporation for Travel Promotion d/b/a Brand USA (the "**Corporation**" or "**Brand USA**") was held today via teleconference, commencing at 2:00 p.m. EDT. The following members of the Committee (each a "**Director**" and collectively, the "**Directors**") participated in the meeting:

Daniel Halpern, Chairman
Lynda Zengerle

Tom Klein was not in attendance. Attending from Brand USA was Chris Thompson, Mary Ellen Curto, Anne Madison and Jake Conte. Also in attendance was Robyn Mandel, Esq. of the firm Katten Muchin Rosenman LLP. Ms. Mandel served as recording secretary. There being a quorum present, Chairman Halpern called the meeting to order.

Opening Remarks

Chairman Halpern introduced the agenda for the meeting, which included reviewing the proposed charters for the Marketing and Finance Committees, to discuss any suggested modifications and recommend approval to the Board.

Finance Committee Charter

Ms. Mandel provided an overview of the Finance Committee Charter, which had been distributed to the members of the Committee prior to the meeting, specifically noting the composition and duties of the Finance Committee. Chairman Halpern called for a vote of the Committee to recommend approval of the Finance Committee Charter by the Board, and the Committee so moved.

Marketing Committee Charter

Ms. Mandel provided an overview of the Marketing Committee Charter, which had been distributed to the members of the Committee prior to the meeting, specifically noting the composition and duties of the Marketing Committee. Chairman Halpern called for a vote of the Committee to recommend approval of the Marketing Committee Charter by the Board, and the Committee so moved.

Public Questions

None

Adjournment

There being no further business of the Committee, Chairman Halpern adjourned the meeting at 2:15 p.m. EDT.

The foregoing minutes approved by the Committee on _____, 2013.

Daniel Halpern, Committee Chairman