

BRAND USA
OPEN TO THE PUBLIC
MEETING OF THE BOARD OF DIRECTORS

December 14, 2011

A public meeting of the Board of Directors (the “**Board**”) of The Corporation for Travel Promotion d/b/a Brand USA (the “**Corporation**” or “**Brand USA**”) was held by conference call commencing at 2:00 pm EDT. The following members of the Board participated in the meeting:

Caroline Beteta, Vice Chair
Stephen J. Cloobek, Chairman
George Fertitta, Vice Chair
Randy Garfield
Daniel Halpern
Tom Klein
David Lim
Diane Shober
Roy Yamaguchi
Lynda S. Zengerle

Mark Schwab was not in attendance. Also in attendance was Steve Schnitzer, Esq. of the law firm Katten Muchin Rosenman LLP. Brand USA staff present included Brand USA's CEO James Evans, Brand USA's Vice President, Operations and General Counsel Bryan Lewis, as well as Chris Perkins, Joel Secundy and Paul Cerula. Ms. Patricia Wessel of Katten Muchin Rosenman LLP served as recording secretary of the meeting. Stephen J. Cloobek, the Chairman of the Board of Brand USA, called the meeting to order with a quorum present.

I. Chairman's Update

Chairman Cloobek welcomed the public and other attendees to Brand USA's last public Board meetings for the calendar year ending December 31, 2011 and asked the Board for a motion to approve the minutes of the Board meetings held on September 16, 2011, October 12, 2011 and November 4, 2011. After a motion, which was seconded, the Board approved all such minutes by unanimous approval of all Directors in attendance.

Preliminarily, the Chairman of the Board asked outside counsel to address certain policies that are being considered by the Board and certain other corporate governance matters, noting that DC's new nonprofit statute will be taking effect on January 1, 2012. Mr. Schnitzer commented that the Governance Committee of the Board is reviewing drafts of charters for the Nominating Committee and the Governance Committee. He also commented that he is working with the Governance Committee for the purpose of preparing amendments to Brand USA's articles of incorporation and bylaws, which are being recommended in light of the new DC Nonprofit Corporation Act.

II. Management's Update

Chairman Cloobek then asked James Evans, CEO of the Corporation, to provide an update on business matters relating to the Corporation.

Mr. Evans discussed the current cash flow projections of Brand USA, including cash on hand and the current state of committed and expected contributions and outstanding requests for contributions, all of which come to a total of approximately \$17 million. Noting that the Corporation is making progress, he observed that there is still much more to be accomplished. Mr. Evans also noted the efforts being made to build-out Brand USA's business team and plans for the hiring of additional employees.

Mr. Perkins discussed Brand USA's marketing plans, noting that the development of the Discover America website is progressing as planned, and reviewed the plans for the roll-out of certain phases of the website. He further discussed plans for a marketing advisory group and that invitations will be sent out in the near future to attract participation in such group, noting that Brand USA's website contains a description of the criteria for participants interested in participating in such group. Stating that a meeting in January is planned, Mr. Perkins said that Brand USA reached out to others for recommendations on who should participate in the marketing advisory group.

Mr. Secundy reported on Brand USA's outreach program since the launch of Brand USA's brand. He noted that the Corporation hosted a group of destination marketing organizations in Washington regarding its outreach program. Mr. Secundy gave a status report regarding testimony given by CEO James Evans before the Senate Oversight Committee and Brand USA's newsletter, which was distributed for the first time to subscribers in October 2011. Mr. Secundy invited interested persons to subscribe to Brand USA's newsletter, and noted that he expected the next newsletter to be circulated in January 2012. In response to a Director inquiry regarding Brand USA's outreach to U.S. ambassadors, Mr. Secundy commented that he is working on the scheduling of a meeting with members of the U.S. State Department to help facilitate outreach to the U.S. ambassadors. Mr. Secundy also commented on the work that is under way with other U.S. Government agencies (such as U.S. Customs and Border Protection and the Transportation Security Administration) in an effort to make the foreign travel experience more inviting to in-bound international travelers.

Mr. Paul Cerula presented a brief update on Brand USA's business development plan, and first commented on a business development road map prepared by Brand USA that is being used to allow Brand USA to focus on partners that can help Brand USA and its mission. Mr. Cerula noted that Brand USA is in discussion with some of the targeted partners, such as major hotel chains, airlines and tourism departments. Mr. Cerula also noted that Brand USA is looking to engage certain firms in other countries to represent Brand USA and that a few "requests for proposals" have been sent out to firms in the UK and Germany, with RFPs to be sent out to firms in France and Italy, among other countries, thereafter. Mr. Cerula briefly updated the Board on Brand USA's plans for working with a trade show management firm. Finally, Mr. Cerula

reviewed current plans for the hiring of regional representatives to assist the Business Development group at Brand USA.

Mr. Bryan Lewis presented a summary update on certain financial matters involving Brand USA. He noted that Brand USA's in-kind contribution policy has now been approved by the Department of Commerce and that it will be posted on Brand USA's website. Mr. Lewis also commented that Brand USA recently submitted a funding request under the in-kind policy in the amount of approximately \$4.7 million and that Brand USA is working with the Department of Commerce regarding this submission.

Director Halpern updated the Board regarding certain Finance Committee matters, noting that the audit of Brand USA's financials is underway by KPMG. He further noted that the Finance Committee is working more closely with the marketing department for financial budgeting purposes. Director Halpern also reviewed a few upcoming events, including Brand USA's planned campaign launch in both Washington, DC and Berlin, Germany. The Board inquired about the Brand USA campaign launch in Berlin and Mr. Lewis observed that Brand USA is optimistic about Brand USA's Berlin trade show campaign launch, since the Berlin trade show is one of the world's largest travel industry trade shows.

There being no further questions from the Board, Chairman Cloobek advised the parties that Brand USA's Board meetings next year will be held on a quarterly basis and asked for a motion to close the Board meeting and take questions from the public, which motion was made and seconded and approved unanimously by all Directors in attendance.

III. Public Question and Answer Session

A representative of Las Vegas Sun inquired about the date and method of broadcast of Brand USA's domestic campaign launch. CEO Evans commented that the launch will be in DC in March 2012 followed by a launch in Berlin and then at the USTA's International Pow Wow event.

A representative of Rothman Associates inquired whether Brand USA is focusing on existing or emerging markets for in-bound tourism traffic. Mr. Perkins responded that Brand USA is looking to optimize traffic, which may involve focusing on a mixture of markets.

A representative of North American Journeys asked Brand USA to provide some detail regarding certain financial data relative to the match funding program and further inquired whether all funds that are expected to be submitted for match funding will qualify for match funding. CEO Evans clarified the amount of expected match funding request (in the approximate amount of \$17.2 million), noting the following approximate financial data:

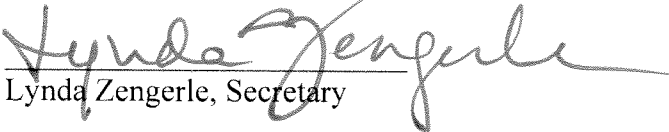
- \$1.8 million in cash on hand
- \$2.3 million of additional cash by year end
- \$2.95 million in cash commitments
- \$10 million in outstanding requests

Finally, members of Brand USA mentioned some of the foreign countries in which Brand USA expects to engage representatives to assist in Brand USA's marketing efforts, including the United Kingdom and Germany, followed by other major international inbound markets. In addition, Brand USA is planning to have U.S.-based regional representatives on board in the future.

IV. Adjourn

There being no other business before the Board, Chairman Cloobek adjourned the meeting.

The foregoing minutes approved by the Board of Directors on May 23, 2012.


Lynda Zengerle, Secretary