

Adopted by the Board of Directors on April 17, 2013

**CHARTER OF THE MARKETING COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
THE CORPORATION FOR TRAVEL PROMOTION D/B/A BRAND USA
(THE “CORPORATION” or “BRAND USA”)**

A. NAME OF MARKETING COMMITTEE

There shall be a committee of the Board of Directors (the “**Board**”) of the Corporation called the Marketing Committee (the “**Committee**”), which committee has been established by resolution of the Board and pursuant to the Bylaws of the Corporation.

B. MARKETING COMMITTEE PURPOSE

The purpose of the Committee is to provide guidance on the marketing and strategic plans of the Corporation and, in furtherance thereof, to (a) review budget matters related to marketing initiatives, (b) review and evaluate market selection, partnership programs and marketing initiatives, (c) liaise with marketing advisory groups (to the extent established by the Corporation) to broaden the dialogue about Brand USA’s strategic marketing plans, and (d) take such other actions within the scope of this Charter (this “**Charter**”) as the Committee deems necessary or appropriate or as otherwise directed by the Board.

C. MARKETING COMMITTEE REPORTING

The Committee reports directly to the Board. All actions or directions reserved or permitted to be taken, or required to be taken, by the Board under this Charter shall be validly taken if approved in the manner set forth in the Bylaws governing the general approval of actions taken or permitted to be taken by the Board at a meeting of the Board at which a quorum is present. Any action permitted to be taken by the Board at such meeting may be taken by written consent as permitted by the Bylaws or the District of Columbia Nonprofit Corporation Act.

D. MARKETING COMMITTEE COMPOSITION AND MEETINGS

The Committee shall be comprised of no less than three (3) directors or such other number of directors as the Board shall determine from time to time. One such member of the Committee shall serve as the chairperson thereof (the “**Committee Chair**”). Each member of the Committee shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment.

Marketing Committee members shall be recommended by the Governance and Nominating Committee and appointed by and serve at the discretion of the Board. Unless the Board provides otherwise by resolution, the Chairman of the Board shall designate one of the director(s) (in the event there is more than one) then serving in the capacity as Vice-Chairman to be the Committee Chair. If the Committee Chair is not designated in accordance with the

procedure designated herein, or if such designated member is not present at any meeting of the Marketing Committee, the members of the Marketing Committee may designate a Chair by majority vote of the members of the Marketing Committee.

The Committee shall meet at least four (4) times annually (which may include meetings by teleconference or similar communications) and at such other times as it deems necessary to fulfill its responsibilities. The Committee Chair shall prepare or approve an agenda in advance of each meeting. The Committee shall maintain minutes of each meeting of the Committee, reflecting the actions authorized or taken by the Committee at each such meeting. Members of senior management or others may attend meetings of the Committee, as requested by the Committee. The Committee (or the Chairman thereof) may appoint a person, who need not be a member of the Committee, as secretary of the Committee. The Committee may delegate its authority to one or more subcommittees (which may, but shall not be required to, consist of only 1 person) of the Committee, provided that each member of such subcommittee is a member of the Committee.

Unless the Board provides otherwise by resolution, at all meetings of the Committee, a majority of the then authorized members of the Committee shall constitute a quorum for the transaction of business coming before the Committee, and the vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise restricted by the Corporation's Articles of Incorporation or Bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Committee.

Any meeting of the Committee may be called by the Committee Chair or a majority of the members of the Committee upon not less than two days notice (except as provided below) to members of the public (if required herein) and to the members of the Committee at such time and place as shall from time to time be determined by the Committee. Any meeting of the Committee shall be open to the public; provided, however, that the Board, or if the Board so authorizes the members of the Committee (or any subcommittee thereof), may close the meeting to the public for the time necessary to (i) preserve the confidentiality of commercial or financial information that is privileged or confidential, (ii) discuss personnel matters or (iii) discuss legal matters affecting the Corporation, including pending or potential litigation. Such determination may be made by the members of the Committee prior to the commencement of any meeting that is closed to the public or contemporaneously by the members in attendance at any such duly called closed meeting. It shall be recorded in the minutes of any closed meeting that either (i) the members of such committee (or subcommittee) have, prior to the commencement of such closed meeting, considered the subject matters of the business to be transacted at such closed meeting and that such business to be so transacted is of the type of business for which a meeting is permitted to be closed to the public in accordance with this paragraph or (ii) that the members of such committee (or subcommittee) in attendance at such closed meeting have, at the time of the commencement of such meeting, considered the subject matters of the business to be transacted at such closed meeting and that such business to be so transacted is of the type of business for which a meeting is permitted to be closed to the public in accordance with this paragraph. Notwithstanding the foregoing, the Committee shall not be required to give notice to

the public of any such closed meeting of the Committee, in which case notice of the time and place of any regular or special meeting shall be given to the members of the Committee not less than two days, in the case of any regular meeting, or 24 hours, in the case of any special meeting, prior to such meeting.

The Committee shall be permitted to adopt such other rules and procedures, and amend and repeal such rules and procedures, as shall be necessary or incidental to the conduct of the business of the Committee, except as otherwise provided by the Board.

E. MARKETING COMMITTEE RESPONSIBILITIES AND DUTIES

The Committee's primary duties and responsibilities include the following:

1. General Guidance on Strategic Planning and Marketing Initiatives. The Committee shall:
 - a. Review marketing initiatives, specifically including market selection matters, and provide feedback to management of the Corporation about such initiatives.
 - b. Review strategic goals of the Corporation and provide guidance as to such long-term goals.
 - c. Review the marketing budget to ensure consistency with the Corporation's strategic plans and recommend approval of such budget to the Finance Committee of the Corporation and/or Board.
 - d. Review the Objectives and Budget to be submitted to Department of Commerce pursuant to the Travel Promotion Act of 2009 ("TPA") on August 1 of each year for the upcoming fiscal year and recommend approval thereof to the Board.
 - e. Monitor performance of marketing initiatives by periodically reviewing metrics research.
 - f. Liaise with marketing advisory groups to the extent such groups are established to broaden the dialogue about Brand USA's strategic plan and assist with the consolidation of strategic planning and marketing initiative recommendations.
2. Other Functions. The Committee shall perform any other activities consistent with this Charter, the Corporation's Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

F. CERTAIN MATTERS REGARDING AUTHORITY OF MARKETING COMMITTEE.

The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to engage such independent legal, financial and other advisors as it deems necessary to carry out its responsibilities. Notice of the engagement of any such independent legal, financial or other advisor shall be given to the Chairman of the Board. Such independent advisors may be the regular advisors to the Corporation. The Committee is empowered, without further action by the Board, to cause the Corporation to pay the compensation of such advisors as established by the Committee. The Committee shall keep the Chief Executive Officer advised as to the general range of anticipated expenses for outside consultants and experts.

The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall from time to time deem necessary or appropriate, including the authority to request any officer, employee or advisor of the Corporation to meet with the Committee or any advisor engaged by the Committee.

G. CERTAIN OPERATIONAL MATTERS REGARDING THE MARKETING COMMITTEE.

The Committee shall report to the Board (which report shall, at the request of the Board or the Chairman thereof, be in writing) of the actions taken or the conclusions reached by the Committee, at such times as deemed appropriate by the Committee or at such times as requested by the Board or the Chairman thereof.

H. PERFORMANCE REVIEW.

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.