

ICF International, Inc.
Form DEF 14A
April 26, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

ICF INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Edgar Filing: ICF International, Inc. - Form DEF 14A

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Table of Contents

ICF INTERNATIONAL, INC.

9300 Lee Highway

Fairfax, Virginia 22031

Notice of Annual Meeting of Stockholders

to be held on June 7, 2013

Notice is hereby given that the annual meeting of stockholders of ICF International, Inc. (*ICF International*) will be held at ICF International, 9300 Lee Highway, Fairfax, Virginia 22031, on June 7, 2013, at 9:00 a.m., local time, for the following purposes:

1. To elect three (3) directors for a term expiring in 2016 (Proposal 1);
2. To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2013 (Proposal 2);
3. To amend the 2010 Omnibus Incentive Plan to increase the number of shares available for issuance by 1,750,000 (Proposal 3);
4. To provide an advisory vote regarding ICF International's overall pay-for-performance executive compensation program (Proposal 4); and
5. To transact any other business that is properly brought before the meeting or any adjournment or postponement.

Pursuant to the Delaware General Corporation Law and ICF International's Bylaws, stockholders of record at the close of business on April 8, 2013 are entitled to notice of and to vote at the meeting. This notice of annual meeting, proxy statement, and form of proxy are being distributed and made available on or about April 26, 2013.

We are pleased to utilize the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials to stockholders over the Internet. As a result, we are mailing to many of our stockholders a notice instead of a paper copy of this proxy statement and our 2012 Annual Report. This notice contains instructions on how to access those documents over the Internet. We direct your attention to the attached proxy statement for more information, including instructions on how stockholders can receive a paper copy of our proxy materials, including this proxy statement, our 2012 Annual Report and a form of proxy or voting instruction form. All stockholders who do not receive a notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. Employing an electronic distribution process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

We cordially invite you to attend this year's meeting. It is important that your shares of ICF International's common stock be represented at this meeting in order to help ensure the presence of a quorum. Even if you plan to attend the annual meeting of stockholders in person, please vote your shares of ICF International common stock by mailing your completed proxy or voting instruction form, or voting electronically or telephonically, as doing so will ensure your representation at the annual meeting regardless of whether you attend in person. Thank you for your cooperation and continued support of ICF International.

By Order of the Board of Directors,

Edgar Filing: ICF International, Inc. - Form DEF 14A

Sudhakar Kesavan
Chairman and Chief Executive Officer

Fairfax, Virginia

April 26, 2013

Table of Contents

YOUR VOTE IS IMPORTANT

Your vote is important. To ensure your representation at the meeting, please vote by using the Internet or by telephone or, if you received a paper copy of the proxy form by mail, by signing and returning the enclosed proxy form. Instructions for your voting options are described on the Notice of Internet Availability of Proxy Materials or proxy form.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on June 7, 2013: A copy of the proxy statement and 2012 Annual Report are available at www.proxyvote.com.

Table of Contents

PROXY STATEMENT
for the
ANNUAL MEETING OF STOCKHOLDERS
of
ICF INTERNATIONAL, INC.
TABLE OF CONTENTS

	Page
<u>Voting and Meeting Information</u>	1
<u>Proposal 1 Election of Directors</u>	5
<u>Proposal 2 Ratification of Independent Registered Public Accountant</u>	10
<u>Proposal 3 Amendment to the 2010 Omnibus Incentive Plan to Increase the Number of Shares Available for Issuance</u>	12
<u>Proposal 4 Advisory Vote Regarding ICF International's Overall Pay-For-Performance Executive Compensation Program</u>	21
<u>Corporate Governance and Board Matters</u>	22
<u>The Board of Directors</u>	22
<u>Corporate Governance Guidelines</u>	22
<u>Director Independence</u>	22
<u>Board Leadership Structure: Lead Independent Director</u>	22
<u>Risk Oversight</u>	23
<u>Board Committees</u>	23
<u>Compensation Committee Interlocks and Insider Participation</u>	25
<u>Process for Selecting and Nominating Directors</u>	25
<u>Board Stock Ownership Guidelines</u>	26
<u>Director Continuing Education</u>	26
<u>Derivatives Trading and Hedging Policy</u>	27
<u>Stockholder Communications with the Board</u>	27
<u>Director Compensation</u>	27
<u>Code of Ethics</u>	28
<u>Certain Relationships and Transactions with Related Persons</u>	29
<u>Other Transactions Considered for Independence Purposes</u>	29
<u>Executive Officers of the Company During 2012</u>	30
<u>Security Ownership of Directors, Executive Officers and Certain Beneficial Owners</u>	32
<u>Executive Compensation</u>	35
<u>Compensation Discussion and Analysis</u>	35
<u>Implementing Our Objectives</u>	37
<u>Effect of 2012 Say on Pay Vote</u>	39
<u>Executive Compensation Components</u>	39
<u>Compensation Practices and Risk</u>	44
<u>Summary Compensation Table</u>	45
<u>Grants of Plan-Based Awards in 2012</u>	47
<u>Outstanding Equity Awards at 2012 Fiscal Year-End</u>	48
<u>Option Exercises and Stock Vested During 2012</u>	49
<u>Deferred Compensation Plan</u>	49
<u>Potential Payments upon Termination or Change in Control</u>	50
<u>Payments Pursuant to Employment Agreement</u>	50
<u>Payments Pursuant to Severance Letter Agreements</u>	51
<u>Payments in the Event of Death or Disability</u>	52
<u>Payments in the Event of a Change in Control</u>	53
<u>Compensation Committee Report</u>	56
<u>Audit Committee Report</u>	57

Edgar Filing: ICF International, Inc. - Form DEF 14A

<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	58
<u>Stockholders' Proposals for the 2014 Annual Meeting</u>	58
<u>Solicitation by Board; Expenses of Solicitation</u>	59

Table of Contents

ICF INTERNATIONAL, INC.

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of ICF International, Inc. (*ICF International*, the *Company*, *we*, or *us*) to be used at the annual meeting of stockholders of the Company. The annual meeting will be held at our principal executive office, 9300 Lee Highway, Fairfax, Virginia 22031, on June 7, 2013, at 9:00 a.m., local time. This proxy statement and enclosed proxy form are being made available over the Internet or delivered by mail on or about April 26, 2013, to stockholders of record.

VOTING AND MEETING INFORMATION

What is the purpose of the annual meeting?

At our annual meeting, you will be asked to:

elect three (3) directors to serve for a term expiring at our annual meeting in 2016 (Proposal 1);

ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm (Proposal 2);

amend the 2010 Omnibus Incentive Plan (the *Omnibus Plan*) to increase the number of shares available for issuance by 1,750,000 (Proposal 3);

provide an advisory vote regarding ICF International's overall pay-for-performance executive compensation program (the *say on pay vote*) (Proposal 4); and

transact any other business that properly comes before the meeting or any adjournment or postponement.

How does the Board recommend that I vote?

Our Board of Directors recommends that you vote your shares **FOR**: (i) the nominees for election to the Board; (ii) the ratification of our independent registered public accounting firm for the 2013 fiscal year; (iii) the amendment to the Omnibus Plan to increase the number of shares available for issuance; and (iv) the approval of the say on pay vote.

Who is entitled to vote?

Holders of record of our common stock as of the close of business on April 8, 2013, are entitled to vote at the annual meeting. At that time, we had 19,718,246 outstanding shares of common stock. We have no other outstanding classes of stock that are entitled to vote at the annual meeting. Voting stockholders are entitled to one vote per share.

Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?

We are pleased to utilize the U.S. Securities and Exchange Commission (the *SEC*) rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our stockholders a notice about the Internet availability of the proxy materials instead of a paper copy of the proxy materials. All stockholders receiving the notice will have the ability to access the proxy materials over the Internet and to request a paper copy of the proxy materials by mail.

Edgar Filing: ICF International, Inc. - Form DEF 14A

To reduce the expenses of delivering duplicate notices to stockholders, we are relying upon SEC rules that permit us to deliver only one notice about the Internet availability of the proxy materials to multiple stockholders who share an address, unless we receive contrary instructions from any stockholder at that address. Upon request,

Table of Contents

whether oral or written, we will deliver a separate copy of the notice about the Internet availability of the proxy materials to any stockholder at a shared address who requests his or her own copy. Requests should be made to MBS Value Partners, LLC, at 424 Madison Avenue, Suite 400, New York, New York 10017, Attention: Lynn Morgen, ICF Investor Relations, or by telephoning Ms. Morgen at: (212) 750-5800.

How can I access the proxy materials over the Internet?

Your notice about the Internet availability of the proxy materials, proxy form, or voting instruction form will contain instructions on how to view our proxy materials for the annual meeting on the Internet. **Our proxy materials are also publicly available, free of charge, at www.proxyvote.com.** Our proxy materials will be available at this website through the conclusion of the annual meeting.

Your notice of Internet availability of proxy materials, proxy form, or voting instruction form will contain instructions on how you may request access to proxy materials electronically on an ongoing basis. Choosing to access your proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials.

How may I obtain a paper copy of the Company's proxy materials, 2012 Annual Report, and/or other financial information?

Stockholders receiving a notice about the Internet availability of the proxy materials will find instructions regarding how to obtain a paper copy of the proxy materials on their notice. Stockholders also may request a free copy of our proxy statement and/or 2012 Annual Report, which includes our Form 10-K, by writing to: MBS Value Partners, LLC, 424 Madison Avenue, Suite 400, New York, New York 10017, Attention: Lynn Morgen, ICF Investor Relations. Alternatively, stockholders can access the 2012 Annual Report, which includes our Form 10-K, on our Investor Relations website at: <http://investor.icfi.com>. We will also furnish any exhibit to the 2012 Form 10-K if specifically requested.

How do I vote?

You may vote in person at the meeting, on the Internet, by telephone, or through a proxy or voting instruction form. Stockholders who have received a notice of the availability of the proxy materials by mail may submit proxies over the Internet by following the instructions on the notice. Stockholders who have received a paper copy of a proxy form or a voting instruction form by mail may either:

- (i) submit their proxy over the Internet or by telephone by following the instructions on the proxy form or voting instruction form; or
- (ii) submit their proxy by mail by signing and dating the proxy form or voting instruction form received and returning it in the prepaid envelope.

What if I hold shares indirectly?

If you hold shares in a stock brokerage account or through a bank or other nominee, you are considered to be the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker how to vote. If you do not direct your broker how to vote, your broker is permitted to vote your shares on the appointment of the independent registered public accounting firm, even if you do not furnish voting instructions. However, your broker will not be able to vote on other matters.

If your shares are held in street name, your broker or other nominee may have procedures that will permit you to vote by telephone or electronically through the Internet.

Table of Contents

Can I change my vote?

You have the right to revoke your proxy at any time before votes are counted at the meeting by:

notifying us in writing at our corporate offices by writing to ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Corporate Secretary, Mollie Roy;

entering a new vote by using the Internet or the telephone, or by mailing a new proxy form or new voting instruction form bearing a later date, which will automatically revoke your earlier voting instructions; or

voting in person at the meeting.

Attendance at the meeting will not in itself constitute revocation of your proxy.

Attending the Meeting

Attendance at the meeting is limited to stockholders who are:

stockholders of record;

beneficial holders of ICF International common stock held by a broker, bank, or other nominee (*i.e.*, in street name); or

authorized representatives of entities who are record or beneficial holders.

A stockholder of a class noted above must present, in addition to a valid photo identification or other satisfactory proof of identification, the following materials in order to be admitted to the meeting:

stockholders of record must present the top portion of their proxy card, which will serve as an admission ticket;

beneficial holders will need proof of ownership. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership. If you want to vote your shares of ICF International common stock held in street name in person at the meeting, you must obtain a written proxy in your name from the broker, bank, or other nominee who is the record holder of your shares; and

in addition to any evidence required above for record or beneficial holders, authorized representatives must present a letter from the entity certifying as to their status as an authorized representative.

Cameras (including cellular phones or personal digital assistants (*PDA*s) with photographic capabilities), recording devices and other electronic devices, and the use of cellular phones or PDAs will not be permitted at the meeting. Representatives will be at the entrance to the meeting and these representatives will have the authority, on the Company's behalf, to determine whether the admission policies and procedures are being followed and whether you will be granted admission to the meeting.

What are the requirements and procedures for a quorum, abstentions, and broker non-votes?

Edgar Filing: ICF International, Inc. - Form DEF 14A

Your shares are counted as present at the meeting if you attend the meeting, if you properly return a proxy by mail, or you vote by telephone or electronically. In order for us to vote on matters at the meeting, a majority of our outstanding shares of common stock as of April 8, 2013 must be present in person or by proxy at the meeting. This is referred to as a quorum. Abstentions will be counted for purposes of establishing a quorum at the meeting and will be counted as voting (but not for or against) on the affected proposal. Broker non-votes will be counted for purposes of establishing a quorum but will not be counted as voting. A broker non-vote occurs when a broker, bank, or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and/or has not received voting instructions from the beneficial owner. Broker non-votes may arise with respect to the proposal for the election of directors, the amendment to the Omnibus Plan and the say on pay vote, because such proposals are considered non-routine matters under applicable rules that govern banks and brokers, and brokers are not allowed to vote your shares on such proposals if you do not furnish voting instructions. If a quorum is not present, the meeting will be adjourned until a quorum is present.

Table of Contents

How many votes are needed to approve each item?

At this year's annual meeting, stockholders will elect three (3) directors to serve a term of three years. In voting on the election of the directors, you may vote in favor of the nominees or withhold votes as to the nominees. There is no cumulative voting for the election of directors. Directors must be elected by a plurality of the votes entitled to be cast in the election of directors. This generally means that the nominee(s) receiving the greatest number of votes cast at the meeting will be elected. Abstentions and broker non-votes will have no effect on the outcome of the election.

In voting on the ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm, you may vote in favor of the proposal, vote against the proposal, or abstain from voting. The ratification of Grant Thornton LLP as the independent registered public accounting firm will be decided by the affirmative vote of a majority of the shares entitled to vote thereon present in person or by proxy at the annual meeting. Abstentions and broker non-votes will have no effect on determining whether the affirmative vote constitutes a majority of the shares entitled to vote thereon present or represented by proxy, although no broker non-votes are expected to exist in connection with this vote as ratification of the independent registered public accounting firm is considered a routine matter under applicable rules.

In voting to approve the amendment of the Omnibus Plan to increase the number of shares available for issuance by 1,750,000, you may vote in favor of the proposal, against the proposal, or abstain from voting. This proposal will be decided by the affirmative vote of a majority of the shares present or represented by proxy at the annual meeting and entitled to vote on the matter. Abstentions and broker non-votes will have no effect on determining whether the affirmative vote constitutes a majority of the shares entitled to vote thereon present or represented by proxy.

The say on pay vote is only an advisory vote to the Board regarding the compensation of the Company's top executives. You may vote in favor of or vote against the Company's compensation system or you may abstain from voting. Approval of the Company's compensation system requires the affirmative vote of a majority of the shares entitled to vote thereon present in person or by proxy at the annual meeting. Abstentions and broker non-votes will have no effect on determining whether the affirmative vote constitutes a majority of the shares entitled to vote thereon present or represented by proxy. The Board will strongly consider the outcome of this vote in determining the compensation of top executives.

In order to minimize the number of broker non-votes, the Company encourages you to provide voting instructions to the organization that holds your shares by carefully following the instructions provided in the Notice of Internet Availability of Proxy Materials.

How will voting on any other business be conducted?

We currently do not know of any business to be considered at the annual meeting other than the four proposals described in this proxy statement. If any other business is properly presented at the meeting, your signed proxy form gives authority to the named proxies to vote your shares on such matters, including any adjournment or postponement of the meeting, in their discretion.

Who will count the vote?

Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspectors of election.

Where can I find the voting results of the annual meeting?

The preliminary voting results will be announced at the annual meeting. The final voting results will be tallied by the inspector of election and published within four business days via a Form 8-K current event filing following the conclusion of the annual meeting.

Table of Contents

PROPOSAL 1 ELECTION OF DIRECTORS

Our authorized number of directors is presently fixed at eight (8), divided into three classes of three members in two classes and two members in the other class. Our directors are elected to serve three-year terms, so that the term of office of one class of directors expires at each annual meeting.

The Board of Directors has nominated the following individuals, each of whom is currently a director, for election as directors for terms expiring at our annual meeting in 2016 or until their respective successors have been elected and qualified:

Dr. Srikant M. Datar

Eileen O Shea Auen

Peter M. Schulte

If any of these nominees becomes unavailable for election, the accompanying proxy may be voted for a substitute, or in favor of holding a vacancy to be filled by the directors. We have no reason to believe that any nominee will be unavailable. The director nominees will be elected by a plurality of the votes entitled to be cast at the annual meeting. A plurality is generally defined as the excess of the votes cast in favor of a director nominee over those cast in favor of any other nominee. You may vote for up to the number of nominees named, and the nominees receiving the largest number of FOR votes will be elected to the director positions to be filled.

Each of our nominees and continuing directors is a seasoned business leader who contributes an array of experience, qualifications, attributes, and skills to the Board. The following information regarding each nominee and continuing director provides background information and a summary of some of each person's key qualifications to serve as a director. Please also see the chart below summarizing how each nominee and continuing director reflects Board selection criteria adopted by our Governance and Nominating Committee. The age indicated for each individual is as of December 31, 2012.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE NOMINEES.

Nominees for Election as Director for a Term Expiring in 2016 Class I Directors

Dr. Srikant M. Datar, age 59, has served as a director of ICF International since July 2006. Dr. Datar is the Arthur Lowes Dickinson Professor at Harvard Business School. Dr. Datar is a Chartered Accountant and has been a professor of accounting and business administration at Harvard since July 1, 1996, previously serving as a professor at Stanford University and Carnegie Mellon University. Dr. Datar is a member of the board of directors of Novartis AG, a holding company organized under Swiss law and publicly traded on the SWX Swiss Stock Exchange and the NYSE, in the form of American Depositary Shares; of HCL Technologies Limited, a public company under Indian Law whose shares are publicly traded on the Mumbai Stock Exchange; and of Stryker Corporation, the shares of which are publicly traded on the NYSE. He has published papers in several leading academic journals and is the co-author of *Rethinking the MBA: Business Education at a Crossroads*. He has consulted with and done field-based research with many corporations and has presented his research to managers and executives in North and South America, Europe, Asia, Australia and Africa. Dr. Datar received gold medals upon his graduation from the Indian Institute of Management, Ahmedabad, and the Institute of Cost and Works Accountants of India. Dr. Datar received a Masters in Statistics and Economics and a Ph.D. in Business from Stanford University.

Selected Director Qualifications:

Service on boards of other international businesses, including as director of a leading global pharmaceutical company, director of a leading global medical technology company, and director of an Indian high-technology company

Table of Contents

Substantial teaching and practical experience in strategy, implementation, accounting and related issues, having been a senior associate dean and a current professor of a leading U.S. university

Both academic and broad-based experience in strategy, finance, management and accounting

Eileen O Shea Auen, age 50, has served as a director of ICF International since March 2008. Ms. Auen has been the Chairman and Chief Executive Officer of PMSI, Inc. since December 2008. In 2007, she was the head of Healthcare Management for Aetna. From 2005 to 2007, Ms. Auen was the Chief Executive Officer of APS Healthcare, Inc. (*APS Healthcare*). Prior to her role at APS Healthcare, Ms. Auen was a managing partner of Chapterhouse, LLC from 2004 to 2005; the President of Health Net of the Northeast from 2003 to 2004; and the President of the Southeast Region of Cigna Healthcare from 2000 to 2003. Ms. Auen received a Bachelor of Arts degree from Towson University and a Masters in Business Administration from the University of Virginia.

Selected Director Qualifications:

Current and prior experience as a chief executive officer

Substantial expertise in healthcare

Meaningful experience in the services sector

Peter M. Schulte, age 55, has served as a director of ICF International since June 1999. Mr. Schulte is a Managing Partner, and was a founder in 1995, of the private equity firm CM Equity Partners, which invests in established middle market companies and manages private equity funds and investments through its management company, CM Equity Management, L.P. In addition, Mr. Schulte served as the President, Secretary, Chief Financial Officer and as a director of Federal Services Acquisition Corporation, a public special purpose acquisition company, and predecessor of ATS Corporation (*ATS*), which was a publicly traded information technology services firm serving U.S. federal, state, and local government agencies, from April 2005 until January 2007. Mr. Schulte continued to serve as a director of ATS Corporation until its merger with Salient Federal Solutions, Inc., a Delaware corporation, effective March 30, 2012. Related to his private equity investing activities, Mr. Schulte is a director of several companies, including: RGS Associates, Inc.; Preferred Systems Solutions, Inc.; Citizant, Inc.; and Xebec Global Corporation. Mr. Schulte received a Bachelor of Arts degree in Government from Harvard College and a Masters in Public and Private Management from the Yale School of Management.

Selected Director Qualifications:

Managing partner of the private equity firm that joined with management to purchase the Company in 1999

Significant participation in the oversight of the Company's growth and development since 1999

Substantial experience in leading and financing acquisitions in the government services sector

Experience on boards of other publicly held companies within the government services sector

Directors Whose Term of Office Expires in 2014 - Class II Directors

Dr. Edward H. Bersoff, age 70, has served as a director of ICF International since October 2003. Dr. Bersoff served as the Chairman of ATS Corporation, a former publicly traded information technology services firm located in Northern Virginia serving U.S. federal, state, and local government agencies until its merger with Salient Federal Solutions, Inc., a Delaware corporation, effective March 30, 2012. Dr. Bersoff previously served as the President and Chief Executive Officer of ATS from January 2007 until January 2011, during which time ATS

Edgar Filing: ICF International, Inc. - Form DEF 14A

completed three acquisitions in the federal services industry. Previously, he was chairman and founder of Greenwich Associates, a business advisory firm located in Northern Virginia that was formed in 2003. From November 2002 to June 2003, he was managing director of Quarterdeck Investment Partners, LLC, an investment banking firm, and Chairman of Re-route Corporation, a company that offers email

Table of Contents

forwarding and address correction services. From February 1982 until November 2001, Dr. Bersoff was Chairman, President, and Chief Executive Officer of BTG, Inc. (*BTG*), a publicly traded information technology firm he founded in 1982. Under Dr. Bersoff's leadership, BTG completed six acquisitions in the federal services industry. In November 2001, BTG was acquired by The Titan Corporation (*Titan*), a NYSE listed company. Dr. Bersoff served as a director of Titan from February 2002 until August 2005 when Titan was sold. He also serves on the boards of a number of private companies. Dr. Bersoff holds A.B., M.S., and Ph.D. degrees in mathematics from New York University and is a graduate of the Harvard Business School's Owner/President Management Program. Dr. Bersoff is the former Rector of the Board of Visitors of Virginia Commonwealth University; a former Trustee of the VCU Medical Center; and a former Trustee of New York University. He currently serves as a Trustee and Chairman of Holy Cross Hospital.

Selected Director Qualifications:

Chief executive officer position with several publicly held companies

Very substantial experience in the government and commercial services sector

Experience on boards of other publicly held companies

Experience in leading acquisitions in the government services sector

Dr. Ernest J. Moniz, age 68, has served as a director of ICF International since June 2011. Dr. Moniz is the Cecil and Ida Green Professor of Physics and Engineering Systems, Director of the Energy Initiative, and Director of the Laboratory for Energy and Environment at the Massachusetts Institute of Technology, where he has served on the faculty since 1973. Dr. Moniz served as Under Secretary of the Department of Energy (*DOE*) from October 1997 until January 2001. He is a member of President Obama's Council of Advisors on Science and Technology (*PCAST*) and of the Department of Defense Threat Reduction Advisory Committee. He recently served on the DOE Blue Ribbon Commission on America's Nuclear Future. Dr. Moniz is a member of the board of directors of American Science & Engineering, Inc., a public company provider of x-ray inspection systems, the shares of which are publicly traded on Nasdaq. Dr. Moniz received a Bachelor of Science degree summa cum laude in physics from Boston College, a doctorate in theoretical physics from Stanford University, and honorary doctorates from the University of Athens, the University of Erlangen-Nuremberg, and Michigan State University. Dr. Moniz is a Fellow of the American Association for the Advancement of Science, the Humboldt Foundation, and the American Physical Society and a member of the Council on Foreign Relations.

Selected Director Qualifications:

Substantial expertise in the energy field

Extensive experience within the government, particularly with regard to energy policy

Service on boards of other public companies

Directors Whose Term of Office Expires in 2015 - Class III Directors

Cheryl W. Grisé, age 60, has served as a director of ICF International since September 2012. Prior to joining the Board, Ms. Grisé was executive vice president of Northeast Utilities, a public utility holding company, from December 2005 until her retirement in July 2007. Ms. Grisé served in various senior management positions at Northeast Utilities, after her employment in 1980, including President-Utility Group and chief executive officer of all Northeast Utilities operating subsidiaries. Ms. Grisé was a director of Dana Corporation (now known as Dana Holding Corporation) from December 2002 until January 2008 and she currently serves on the boards of MetLife, Inc., a major multi-line insurance carrier (where she is lead director), PulteGroup, Inc. (formerly known as Pulte Homes, Inc.), a large commercial home builder, and

Edgar Filing: ICF International, Inc. - Form DEF 14A

Pall Corporation, a manufacturer of fluid purification devices. She is also a member of the board of Kingswood-Oxford School and a trustee emeritus of the University of Connecticut Foundation. Ms. Grisé received her B.A. in Education from the

Table of Contents

University of North Carolina and her J.D. from Thomas Jefferson School of Law and completed the Executive Management Program at Yale University School of Organization and Management.

Selected Director Qualifications:

Director experience serving on boards of other public companies

Demonstrated business and financial acumen and experience

Extensive management experience in the electric and natural gas utility industry

Sudhakar Kesavan, age 58, has served as a director of ICF International since June 1999 and serves as the Chairman and Chief Executive Officer of ICF International and its wholly owned subsidiary, ICF Consulting Group, Inc. (**ICF Consulting**). In 1997, Mr. Kesavan was named President of ICF Consulting when it was a subsidiary of ICF Kaiser (**Kaiser**). In 1999, ICF Consulting was divested from Kaiser and became a wholly owned subsidiary of the Company through a joint effort of the management of ICF Consulting and CM Equity Partners. Mr. Kesavan also currently serves on the board of directors of ABM Industries, Inc., a NYSE listed company. Mr. Kesavan received his Master of Science degree from the Technology and Policy Program at the Massachusetts Institute of Technology, his postgraduate diploma in management from the Indian Institute of Management, Ahmedabad, and his Bachelor of Technology degree (chemical engineering) from the Indian Institute of Technology, Kanpur. Mr. Kesavan is the Executive Vice Chair of the Northern Virginia Technology Council. He also serves as Board Member Emeritus on the Board of the Rainforest Alliance, a New York-based non-profit environmental organization.

Selected Director Qualifications:

Chief Executive Officer since the Company was purchased in 1999

Chief Executive Officer who has overseen the Company's very substantial growth while maintaining a stable, professional workforce

Experience leading both organic growth and acquisition activities

S. Lawrence Kocot, age 53, is currently a Visiting Fellow in the Economic Studies Program and the Deputy Director of the Engelberg Center for Health Care Reform at the Brookings Institution. Mr. Kocot is also Senior Counsel at Dentons, US LLP. From 2004 to 2007, Mr. Kocot served as a Senior Advisor to the Administrator at the Centers for Medicare & Medicaid Services at the U.S. Department of Health and Human Services. In this capacity, Mr. Kocot was involved in a wide range of health care policy issues and operations related to Medicare and Medicaid. Notably, he was a key member of the management and operations team responsible for the national launch and operation of the Medicare Prescription Drug Benefit (Part D). Prior to his federal government service, Mr. Kocot served for nearly a decade as senior vice president and general counsel at the National Association of Chain Drug Stores (**NACDS**). Before joining NACDS, Mr. Kocot was active in the management of small businesses, including a startup pharmacy benefits management company. Additionally, Mr. Kocot was a Fellow in International Security Studies at the Center for Strategic and International Studies (**CSIS**), and an adjunct fellow at CSIS for several years thereafter. From 2002 to 2012, Mr. Kocot served as a Member of Virginia's Commonwealth Health Research Board (Chairman, 2005 to 2008; Vice Chairman, 2003 to 2005). Mr. Kocot was interim President and CEO and is currently a member of the board of directors of the Partnership for a Healthier America. Mr. Kocot received his Bachelor's and M.P.A. degrees from the University of Massachusetts at Amherst and his J.D. and LL.M. degrees from the Georgetown University Law Center.

Selected Director Qualifications:

Substantial experience in advising and representing both private and governmental entities

Significant expertise in the healthcare sector

Current and prior experience as a Board member

Table of Contents

The Governance and Nominating Committee maintains, and periodically updates, non-exclusive Board selection guidelines to assist the committee in evaluating candidates for the Board. These guidelines, and an indication of which of the guideline criteria are particularly satisfied by each nominee and continuing director, are summarized below:

Guideline Criteria	Eileen O Shea Auen	Edward H. Bersoff	Srikant M. Datar	Cheryl W. Grisé	Sudhakar Kesavan	S. Lawrence Kocot	Ernest J. Moniz	Peter M. Schulte
Reputation for integrity, honesty and adherence to high ethical standards	X	X	X	X	X	X	X	X
Demonstrated business and financial acumen and experience	X	X	X	X	X	X	X	X
Willingness and ability to contribute positively to the collegial decision-making process of the Board	X	X	X	X	X	X	X	X