

TERMS OF REFERENCE

THE UNITED STATES-BRAZIL CEO FORUM

I. The Assistant to the President for Economic Policy and Director of the National Economic Council, and the U.S. Secretary of Commerce, on the U.S. side; and the Planalto Casa Civil Minister (Presidential Chief of Staff) and the Brazilian Minister of Development, Industry and Foreign Trade, on the Brazil side; (jointly, the "Participants"), will convene and chair the United States - Brazil CEO Forum (the "Forum"). The Forum is to consist of both private- and public-sector members as described in these terms of reference. The Forum is intended to bring together the respective business communities of the United States and Brazil to discuss issues of mutual interest, particularly ways to strengthen the economic and commercial ties between the two countries, and communicate their joint recommendations to the U.S and Brazilian governments. These Terms of Reference are intended to provide a general framework to guide the Forum's work program.

II. The Forum is designed to facilitate the exchange of information and encourage bilateral discussions that address how the United States and Brazilian governments can:

- A. Promote trade, industry and investment as a means toward economic growth;
- B. Improve competitiveness through innovation and entrepreneurship;
- C. Partner in skills development to create solutions in education and workforce development;
- D. Promote technology exchanges in key areas; and
- E. Support an enabling environment for the rapid and secure movement of goods.

III. The private sector members of the Forum are to be Chief Executives or Presidents of private sector companies that have demonstrated a strong interest in U.S.-Brazil trade and economic development. Private-sector members are not to be representatives of associations, but rather leaders of individual companies presently doing business in Brazil and the United States. Private sector members should represent a diversity of sectors, be able to offer a broad perspective and business experience to the discussions, and be capable of addressing crosscutting issues that affect the entire business community. To the extent possible, private sector members also should represent a cross-section of small, medium and large firms.

IV. The private-sector members of the Forum are to provide joint recommendations to the two governments that reflect private sector views, needs, and concerns regarding creating an environment in which their respective private sectors can partner, thrive and enhance bilateral commercial ties that could form the basis for expanded trade between the United States and Brazil.

- A. The private-sector members are to be a single Committee (the "Committee") comprised of two sections (the "Sections"), a United States Section and a Brazilian Section, which will work closely to provide joint recommendations to the two governments. Each

Section is to be composed of approximately six to eight private sector members, representing the views and interests of the private sector business community.

- B. The Participants are to appoint the members to their respective Section, and advise the Participants of the other country of the persons so appointed in advance of any person's participation in any meeting of the Forum. The Participants are to appoint their own Section chairperson (the "Section chairpersons"). In Forum meetings, the Committee is to be limited to the appointed members; substitutes or alternates are not to be designated.
- C. All recommendations for the two governments are to be provided by the Committee through the Forum, and the Committee may meet separately from the Forum to develop joint recommendations. Each Section may also meet separately from the Committee as may be necessary. The members of the Committee are to serve at the discretion of the Participants that appointed them. Members normally are to serve two-year terms but may be reappointed.

V. The Participants are to convene an initial meeting and subsequent meetings, as necessary, to receive joint recommendations from the Committee. The Forum is expected to meet twice a year, once in Brazil and once in the United States. The Forum is to be conducted on the basis of mutual consent and may, as necessary, adopt procedures and work programs. The Forum is to meet at times and places determined by the Participants in consultation with the Section Chairpersons. Prior to each meeting, and in consultation with the Participants, the Committee members are to work together to prepare a joint report for the Forum to be delivered to high-level officials of the United States and Brazil summarizing specific recommendations. In consultation with the Section chairpersons, the Participants are to establish specific goals for each meeting of the Forum.

VI. The Section chairpersons are to organize Committee meetings, teleconferences, and exchanges involving both Brazilian and U.S. private sector members, in order to develop a set of joint policy recommendations. The Participants may request the Committee to prepare additional reports. The Section chairpersons are to be responsible for ensuring that the views of each Section are fully conveyed within the Forum. Any report decided upon during the work of the Forum should be produced in the Portuguese and English languages.

VII. The Participants are responsible for the administrative operations of the Forum. The Participants are to provide at least one assistant from a relevant section or department of each government to work with the Section chairpersons to arrange the organizational and other matters in connection with the meetings of the Forum. The Participants and Section chairpersons should finalize agendas for the Forum meetings not later than one week prior to the meeting.

VIII. Senior-level government officials, including those who lead the U.S.-Brazil bilateral working groups on economic growth, agriculture, energy, commerce, science and technology, and other work groups, are to meet with the Forum, as appropriate, to receive and discuss the joint recommendations.

IX. Committee members are to serve without compensation for their participation in Forum activities. Travel and related expenses associated with members' participation in Forum meetings, including Committee and Section meetings, are to be borne by the members. Activities of the U.S. and Brazilian governments under these Terms of Reference are subject to the availability of appropriated funds and to the respective laws and regulations of the United States and Brazil.

X. These Terms of Reference may be modified by joint action of the U.S. and Brazilian governments at any time.

Signed by Clifford M. Sobel
For the United States of America
Date: March 20, 2007

Signed by Luiz Fernando Furlan
For the Federative Republic of Brazil
Date: March 16, 2007