

RailAmerica, Inc.

Executive Committee Charter

Organization

The Executive Committee (the "Committee") shall be composed of at least three directors, each of whom will meet any applicable regulatory requirements as the Board of Directors determines in its reasonable business judgment.

The Chairman of the Board will serve as Chair of the Committee and will be responsible for scheduling of regular and special meetings and the function of the Committee.

Statement of Policy

The Committee may exercise all the authority of the full Board and take any action that could be taken by the Board except those powers and duties that may not be delegated. In particular, the Committee shall provide assistance to the Board by taking action with respect to emergency matters where assembly of the full Board is impracticable or with respect to matters of an administrative or ministerial nature.

Functions and Authority

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, as in effect from time to time, and to Section 141 of the Delaware General Corporation Law. The Committee will have the full power and authority to take any action that could be taken by the Board except those powers and duties that may not be delegated. In fulfilling its duties, the Committee shall carry out the following responsibilities:

1. Taking any action with respect to emergency matters where assembly of the full Board is impracticable (as determined by the Committee in its reasonable business judgment and in which case the Committee will take all reasonable steps to notify each individual member of the Board of the actions taken by the Committee as quickly as is practicable);
2. Taking action with respect to matters of an administrative or ministerial nature; and
3. Taking such other action as may be delegated to it, from time to time, by the Board.

However, the Executive Committee shall have neither the power nor authority to initiate any of the following:

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- Any action or matter expressly required to be submitted to shareholders for approval;
- The creation or filling of vacancies in the Board of Directors;
- The adoption, amendment or repeal of the bylaws;
- Action on matters committed by the bylaws or resolution of the Board of Directors exclusively to the Audit Committee, the Compensation Committee, or the Corporate Governance and Nominating Committee.

Meetings

The Committee will hold meetings as and when the Committee deems appropriate. Officers of the Company may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee.

Minutes and Reports

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Committee will report to the Board from time to time or whenever so requested by the Board.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain special counsel and other experts or consultants.