

FREIGHTCAR AMERICA, INC.

CHARTER OF THE STRATEGY AND GROWTH COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The principal purposes of the Strategy and Growth Committee (the “Committee”) of FreightCar America, Inc. (the “Company”) are to provide guidance to management in its development of the Company’s corporate strategy and to provide recommendations to the Board of Directors (the “Board”) with respect to its review and approval of the corporate strategy.

II. Membership

The Committee shall be composed of not less than three members, who shall be appointed annually by the Board, and who shall serve at the discretion of the Board. The Board shall designate one member of the Committee as its Chairman.

III. Structure and Operation

A. Meetings

The Committee shall meet at least once per year and at such other times as directed by the Chairman of the Committee. A quorum of two members of the Committee is required for each meeting.

B. Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. In particular, the Committee shall have direct and unrestricted access to the Company’s management and non-management personnel and all corporate records; it shall have authority to select, retain and terminate the engagement of any consultant in connection with the performance of its duties and to approve the terms of the engagement, including the fees to be paid to the consultant; and it shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

C. Delegation of Authority

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

IV. Duties and Responsibilities

The Committee shall perform the following functions for the Company and such other duties and responsibilities as are delegated to it by the Board:

A. Review Responsibilities

1. Review the Company's corporate strategy, including any significant acquisitions or divestitures or other material transactions involving the Company.
2. As part of its review of the Company's corporate strategy, provide advice to management and the Board, as appropriate, with respect to issues raised by such review.

B. Reporting Responsibilities

1. Report activities of the Committee to the Board periodically, and no less than on an annual basis.
2. Conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter.
3. Review and reassess the adequacy of this Charter on an annual basis and submit any recommended changes to the Board for approval.