

CSX CORPORATION

Board of Directors

Public Affairs Committee Charter

Purpose

The Public Affairs Committee's ("Committee") primary function is to assist the Board of Directors ("Board") by addressing significant and emerging public policy issues facing CSX Corporation ("Corporation"), and monitoring how the Corporation's activities and practices affect its public reputation.

Membership and Operations

The Committee shall consist of no fewer than three directors. Members of the Committee and the Committee Chair shall be elected by the Board annually after reviewing the recommendation of the Governance Committee. Members shall serve until their successors have been duly elected and qualified. Any member of the Committee may resign at any time by giving written notice of his or her intention to do so to the Chairman of the Board or the Corporate Secretary, or may be removed, with or without cause, at any time by the Board.

The Committee shall meet at such times as it determines to be appropriate or at the call of the Committee Chair, in no case fewer than three times each year. The Committee Chair shall prepare or approve an agenda in advance of each meeting. Each member is free to suggest the inclusion of items not on the agenda.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the affirmative vote of the majority of those present shall be necessary for any action by the Committee.

The Committee shall keep minutes, report its activities to the full Board on a regular basis and make recommendations with respect to the matters covered by this Charter and other matters as the Committee may deem necessary or appropriate.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To receive and review reports from management regarding: (i) significant legal, legislative and regulatory initiatives and rulemaking by federal, state, local and foreign government authorities, (ii) political, social and environmental trends, and (iii) other public issues and trends of significance that affect the Corporation's operations or public image.
2. To monitor relationships with external constituencies and provide oversight of the Corporation's community affairs activities, including the corporate philanthropy policy.

3. To periodically review, and where required pursuant to the Corporation's political giving policy provide approval of: (i) corporate campaign contributions to state and local candidates, (ii) political contributions from its employee-funded Political Action Committee (PAC), known as the CSX Good Government Fund (GGF), and (iii) independent election expenditures and contributions to trade associations for political purposes.
4. To provide oversight of the Corporation's compliance with legal requirements and internal policies relating to equal employment, diversity in the workplace, employee and public safety, and environmental protection, as well as how the Corporation's procedures and processes affect employee satisfaction, morale and effectiveness.
5. To review the CSX Corporate Social Responsibility Report on an annual basis.
6. To review at least annually the Corporation's public safety initiatives and major incidents exposure and mitigation efforts.
7. To review this Charter at least annually with the advice of the Governance Committee.
8. In addition to the foregoing, the Committee shall: (i) report to the Board periodically regarding significant public affairs issues affecting the Corporation, (ii) make recommendations to the Board regarding shareholder proposals that relate to public affairs, and (iii) perform such other functions as may be delegated to the Committee by the Board.

Delegation to Subcommittee

The Committee may, as appropriate and consistent with applicable regulations, laws and listing standards, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Evaluation

At least annually, the Committee shall conduct an evaluation of its performance. The evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.

Resources and Authority

The Committee shall have available to it the resources and authority appropriate to discharge its duties and responsibilities, including support from management personnel. The Committee shall also have the sole authority to select, retain and terminate (and approve or ratify the fees and other retention terms of) special or independent counsel, accountants, consultants and other advisors, as it deems necessary or appropriate without seeking approval of the Board or management. The Corporation shall provide appropriate funding to the Committee to allow the Committee to compensate any advisors retained by the Committee and to pay for ordinary administrative expenses of the Committee.