

THE PRESIDIO TRUST AUDIT COMMITTEE CHARTER

The purpose of the Audit Committee (“Committee”) is to assist the Presidio Trust (“Trust”) Board of Directors (“Board”) in its oversight responsibilities relating to the integrity of the Trust’s financial statements, compliance with legal and regulatory requirements, the qualifications, independence and performance of the independent auditor, and the internal audit function. The Committee may also carry out other duties as directed by the Board.

The Committee’s oversight responsibilities will include assisting Trust staff and the independent auditor with planning and conducting audits and determining that the Trust’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations.

I. STRUCTURE AND ORGANIZATION

1. The Committee shall consist of at least one member of the Board who has financial expertise, but all members must be or become financially literate. Exceptions to this requirement must be approved by the Board. The Committee will use all diligent efforts to gain access to necessary financial management expertise whether through its members or through other means.
2. The Committee shall meet at least semi-annually or more often as necessary to act promptly on any matter within this Charter.

II. RESPONSIBILITIES

Responsibilities Related to the Trust’s Independent Auditor

1. The Committee will review and approve the appointment, replacement, reassignment or dismissal of the independent auditor. The independent auditor will report directly to the Committee.
2. The Committee will review the audit plans with Trust staff, the independent auditor and the chief internal auditor. The Committee will evaluate the qualifications, performance and independence of the independent auditor and will evaluate and approve the audit services and related fees.
3. The Committee will review with the independent auditor matters relating to the conduct of the audit, including any problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

4. The Committee will meet with Trust staff, the independent auditor and the chief internal auditor in separate sessions to discuss any matters that the Committee or the above-named parties believe should be discussed privately with the Committee.
5. The Committee will facilitate direct meetings of the independent auditor with the Board as appropriate.
6. The Committee may investigate any matter brought to its attention in connection with its responsibilities for financial oversight and compliance with regulatory requirements. The Committee has the authority to procure legal counsel, accounting advice, or other advice as appropriate in connection with its responsibilities under this Charter, subject to funding approval consistent with Trust policy.

Responsibilities Related to the Trust's Chief Internal Auditor

1. The Committee will review and approve the appointment, replacement, reassignment, or dismissal of the chief internal auditor.
2. The Committee will review at least annually the internal audit function of the Trust with the Trust's Executive Director and the independent auditor, including a general review of the internal audit plan, the internal audit organization, staffing, budget, reporting structure, objectivity and sufficiency.
3. The Committee will review the results of internal audits.

Responsibilities for Oversight of the Quality and Integrity of Accounting, Auditing and Reporting Practices of the Trust

1. The Committee will immediately inform the Board of any indication of fraud or financial mismanagement that comes to the attention of the Committee.
2. The Committee will review and discuss the annual financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with the Trust's Executive Director, the Trust's Chief Financial Officer and the independent auditor prior to issuing the financial statements. These discussions will address the quality (not just the acceptability) of the financial reporting, and such other matters, as the Committee deems appropriate.
3. The Committee will review and discuss with Trust staff and the independent auditor critical accounting policies, significant financial reporting issues and judgments made in connection with the preparation of the Trust's financial statements, including any significant changes in the Trust's selection or application of accounting principles.
4. As necessary, the Committee will discuss with Trust staff any significant financial risk exposure and the steps Trust staff has taken to monitor and control such exposures,

including the Trust's risk management policies, and legal and ethical compliance programs.

5. The Committee will review with the Trust's Executive Director, the independent auditor and the chief internal auditor the adequacy and effectiveness of the Trust's internal controls for financial reporting and computerized information systems controls.

General

1. The Committee will report to the Board on Committee matters and shall present recommendations to the Board on matters within the scope of this Charter.
2. The Committee will periodically review and assess its performance.
3. The Committee will review and reassess the adequacy of this Charter annually and may propose recommended revisions to the Board.

Nothing in this Charter shall be interpreted as inconsistent with the Presidio Trust Act or the Bylaws of the Presidio Trust.