

## **AUDIT COMMITTEE CHARTER**

### **BOARD OF DIRECTORS POTLATCH CORPORATION**

#### **Committee Purpose**

The Audit Committee (the “Committee”) is a standing committee established by the Board of Directors (the “Board”) of Potlatch Corporation (the “Company”) whose purposes are to:

- a. Assist Board oversight of the following:
  - (i) the integrity of the Company’s financial statements;
  - (ii) the Company’s compliance with legal and regulatory requirements;
  - (iii) the independent auditor’s qualifications and independence; and
  - (iv) the performance of the Company’s internal audit function and independent auditors; and
- b. Prepare the Audit Committee Report to be included in the Company’s annual proxy statement as required by the rules of the Securities and Exchange Commission (SEC).

The role of the Committee is to provide oversight on matters relating to accounting, financial reporting, internal controls, auditing, legal and regulatory compliance activities and other matters as the Board deems appropriate. The Committee’s role is limited to this oversight. It is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations or to determine that internal controls are adequate and appropriate. These are the responsibilities of management and the independent auditor. In adopting this Charter, the Board acknowledges that the Committee members are not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the independent auditor’s work or auditing standards. Each member of the Committee is entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary.

#### **Committee Membership and Procedures**

The Committee shall consist of a minimum of three Directors, as determined from time to time by the Board, one of whom shall be appointed as Chair of the Committee (the “Chair”). The members and the Chair of the Committee will be appointed by the Board and shall serve at the pleasure of the Board. A majority of the members of the Committee shall constitute a quorum. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all

meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making reports to the Board.

The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation).

### **Independence and Other Qualifications**

Each Director who serves on the Committee shall meet the objective test of “independence” which has been established by the Board or, in the absence of such test, the Board shall make an individual determination that such Director is independent within the meaning of any applicable law or any listing standard or rule established by the New York Stock Exchange (NYSE) and applicable to the Committee (“Listing Standard”). Each member of the Committee shall also meet any additional independence or experience requirements as may be established from time to time by the NYSE or the SEC and applicable to the Committee.

The Board shall endeavor to appoint at least one member to the Committee who is a “financial expert” as such term may be defined from time to time by the SEC.

No Director may serve as a member of the Committee if such Director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such Director to effectively serve on the Committee.

### **Committee Meetings**

The Committee shall meet at the call of the Chair upon notice given in accordance with the By-laws of the Company. Meetings may also be called, subject to required notice, at any time by any member of the Committee or by the Chairman of the Board or the Vice Chair of the Board. The Committee may include in its meetings or in separate executive sessions members of management, the Company’s internal auditors, the independent auditor or other persons employed or retained by the Company or the Committee.

### **Delegation to Subcommittee**

The Committee shall have the authority to delegate to a subcommittee consisting of one or more designated members of the Committee the authority to conduct such of the Committee’s duties and responsibilities as are provided in the resolutions of the Committee, except to the extent such delegation is limited by applicable law or listing standard. The actions of any subcommittee to whom authority is delegated under this paragraph shall be reported to the full Committee.

### **Resources and Authority**

The Committee shall have the resources and appropriate authority to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and

other retention terms of outside legal, accounting or other advisors to assist the Committee or a member of the Committee engaged in conducting the Committee's duties and responsibilities, as it deems appropriate, without seeking Board approval.

### **Duties and Responsibilities**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight role. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or Listing Standard.

#### **With respect to the independent auditor:**

1. The Committee shall be directly responsible for the appointment, retention, removal, compensation and oversight of the work of the independent auditor (including the resolution of disagreements between the Company's management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee.
2. The Committee shall pre-approve, or adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditor.
3. The Committee shall obtain and review, at least annually, a report by the independent auditor describing the following:
  - a. the auditor's internal quality control procedures;
  - b. any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor's firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor's firm, and any steps taken to deal with such issues; and
  - c. all relationships between the independent auditor and the Company, in order to assess the independent auditor's independence.
4. The Committee shall review any report by the independent auditor describing:
  - a. all critical accounting policies and practices to be used;
  - b. all alternative treatments of financial information within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

- c. any other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
5. Following each audit, the Committee shall evaluate the independent auditor's qualifications, performance and independence, including the review and evaluation of the lead partner of the independent auditor, taking into account the opinions of management and the Company's Internal Audit Director and the report referred to in paragraph 4 above and present its conclusions to the Board.
6. The Committee shall meet with the independent auditor prior to the audit for each fiscal year to review the planning, staffing and scope of the audit.

**With respect to the Company's financial statements, the Committee shall:**

7. Review and discuss with the independent auditor (a) the matters related to the conduct of the audit required to be discussed by Statement on Auditing Standards No. 114, as it may be modified or supplemented, including the independent auditor's judgment as to the quality of the Company's accounting principles as applied in its financial reporting, and (b) together with the Internal Audit Director and management, the adequacy and effectiveness of the Company's internal control structure and procedures. The Committee shall consider any recommendations for improvement of the internal controls.
8. Review and discuss the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
9. Discuss press releases related to the Company's earnings (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.
10. Review with the independent auditor any difficulties the independent auditor has encountered in the course of its audit, including any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management and management's response and the responsibilities, budget and staffing of the Company's internal audit function.
11. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
12. Review analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

13. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
14. Review with the independent auditor and management the impact on the Company's financial statements of significant events, transactions or changes in accounting principles or estimates that potentially affect the quality of financial reporting, prior to filing of periodic reports with the SEC or as soon as practicable if the communications cannot be made prior to filing.
15. Review the form of opinion the independent auditor proposes to render to the Board and stockholders.
16. Recommend to the Board, based on the Committee's review and discussions with management, the Internal Audit Director and independent auditor, whether the Company's financial statements should be included in its Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of the Form 10-K).

**With respect to the internal audit function, the Committee shall:**

17. Oversee the appointment or replacement and compensation of personnel involved in the internal audit function to provide ongoing assessments of the Company's risk management processes and system of internal control. The internal audit function may be staffed by employees or by an outside firm, other than the Company's independent auditor, engaged by the Committee. The Internal Audit Director shall report to the Committee.
18. Review with the Internal Audit Director the scope and plan of the work to be done by the internal auditors and the results of such work.

**With respect to other matters, the Committee shall:**

19. Periodically, meet separately with management, the Internal Audit Director and the independent auditor.
20. Oversee the adoption and disclosure of the Company's Corporate Conduct and Ethics Policy for Directors and Employees (the "Ethics Policy"), including:
  - a. reviewing on an annual basis with management the Ethics Policy and the implementation and effectiveness of compliance programs thereunder; and
  - b. reviewing any proposed waiver of the Ethics Policy and making a recommendation to the Board with respect to the disposition of any proposed waiver.
21. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

22. Discuss with the Company's General Counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies.
23. Discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including discussing the guidelines and policies to govern the process by which management assesses and manages the Company's exposure to risk.
24. Set clear hiring policies for employees or former employees of the independent auditor.
25. Review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.
26. Inquire of the Company's Chief Executive Officer and Chief Financial Officer in connection with their process for certification of periodic reports filed with the SEC as to (i) the existence of any significant deficiencies in the design or operation of internal controls or material weaknesses therein, (ii) the existence of any fraud involving management or other employees who have a significant role in the Company's internal controls, or (iii) the effectiveness of the Company's disclosure controls and procedures.
27. Prepare the report required by SEC rules to be included in the Company's annual stockholders' meeting proxy statement.
28. Review and consider "related person transactions" under, and take other actions contemplated by, the Company's Related Person Transactions Policy.
29. Recommend to the Board any revisions to this Charter deemed appropriate by the Committee.

### **Performance Evaluation**

The Committee shall produce and provide to the Board annually, a self-evaluation of the Committee, which evaluation shall assess the Committee's performance of its duties and responsibilities set forth in this Charter. The self-evaluation shall be conducted in such manner as the Committee deems appropriate.