

# Stratus Properties Inc.

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## Charter of the Audit Committee of the Board of Directors

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March 24, 2011

### I. Scope of Responsibility of Audit Committee.

#### A. General.

The Audit Committee's primary function is to assist the Board of Directors in fulfilling the Board's oversight responsibilities by monitoring (1) the Company's continuing development and performance of its system of financial reporting, auditing, internal controls and legal and regulatory compliance, (2) the operation and integrity of the system and the integrity of the financial statements, (3) performance and qualifications of the Company's independent registered public accounting firm and internal audit firm and (4) the independence of the Company's independent registered public accounting firm. In addition, the Audit Committee will prepare the report required by the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

#### B. Relationship to Other Groups.

1. *Allocation of Responsibilities.* The Company's management is principally responsible for developing and consistently applying the Company's accounting principles and practices, preparing and maintaining the integrity of the Company's financial statements and maintaining an appropriate system of internal controls. The Company's independent registered public accounting firm is responsible for auditing the Company's financial statements to obtain reasonable assurance that the financial statements are free from material misstatement. In this regard, the independent registered public accounting firm must develop an overall understanding of the Company's accounting principles and practices and internal controls to the extent necessary to support their reports on the Company's financial statements and the effectiveness of internal control over financial reporting, and for reviewing the Company's unaudited interim financial statements. The internal audit firm is responsible for objectively assessing management's accounting processes and internal controls and the extent of compliance therewith. The Audit Committee, as the delegate of the Board of Directors, is responsible for overseeing this process.

2. *Accountability of the Auditors.* The independent registered public accounting firm and internal audit firm will be advised that they are ultimately accountable to the Audit Committee.

3. *Accountability of the Audit Committee.* The Audit Committee has the ultimate authority and responsibility to select, evaluate the performance of, and, if necessary, replace the independent registered public accounting firm and internal audit firm.

4. *Communication.* The Audit Committee will strive to maintain an open and free avenue of communication among management, the independent registered public accounting firm, the internal audit firm, the Audit Committee and the Board of Directors, and will make regular reports to the Board of Directors concerning the activities and recommendations of the Audit Committee.

## **II. Composition of Audit Committee.**

The Audit Committee will be comprised of three or more directors appointed by the Board of Directors, each of whom will meet the standards of independence, experience and any other qualifications required from time to time by Nasdaq (or, if the Company's common stock is listed or traded on some other exchange or trading system, the standards of independence and any other qualifications required by the other exchange or system), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission. At least one member of the Audit Committee shall qualify as a "financial expert" (as defined by the Commission), as determined by the Board of Directors. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

## **III. Meetings of Audit Committee.**

The Audit Committee will meet at least quarterly, or more frequently if the Audit Committee determines it to be necessary. The Audit Committee will meet periodically in executive sessions with the independent registered public accounting firm and the internal audit firm, and will request that the independent registered public accounting firm and the internal audit firm bring any matters they deem to be pertinent to the attention of the Audit Committee in such sessions. The Audit Committee may also meet separately with management from time to time as the Audit Committee deems appropriate. To foster open communications, the Audit Committee may invite other directors or representatives of management, the independent registered public accounting firm or the internal audit firm to attend any of its meetings, but reserves the right in its discretion to meet at any time in executive session. The Audit Committee will maintain written minutes of all its meetings, which will be available to every member of the Board of Directors.

## **IV. Powers of Audit Committee.**

### **A. Activities and Powers Relating to the Independent Registered Public Accounting Firm Audit and Internal Audit.**

1. *Planning the Independent Registered Public Accounting Firm Audit and Internal Audit.* In connection with its oversight functions, the Audit Committee will monitor the planning of both the independent registered public accounting firm's audit of the Company's financial statements and internal controls over financial reporting and the internal audit process, including taking the following actions:

- a. select, retain and approve the independent registered public accounting firm and pre-approve all audit services, audit-related services and other services permitted by law and Audit Committee policy (including the fees and terms of such services) to be performed for the Company by the independent registered public

accounting firm, subject to the de minimus exceptions for services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Audit Committee prior to the completion of the audit;

b. select, retain and approve the internal audit firm and pre-approve all services permitted by law and Audit Committee policy (including the fees and terms of such services) to be performed for the Company by the internal audit firm;

c. discuss with the independent registered public accounting firm and the internal audit firm the nature and amount of fees relating to services performed for the Company and confirm with its independent registered public accounting firm that such services (1) do not violate the Audit Committee's policy against its independent registered public accounting firm performing business consulting services and (2) do not impair the independence of its independent registered public accounting firm under applicable professional standards and regulatory requirements;

d. as required, form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of permitted services, provided that decisions of such subcommittee to grant preapprovals will be presented to the full Audit Committee at its next scheduled meeting;

e. ensure the rotation of all audit partners (as defined by the Commission) of the independent registered public accounting firm having primary responsibility for the audit and the reviewing audit partner of the independent registered public accounting firm as required by law;

f. discuss with the independent registered public accounting firm and the internal audit firm the scope and comprehensiveness of their respective audit plans prior to their respective audits; and

g. discuss with the independent registered public accounting firm and the internal audit firm the results of their processes to assess risk in the context of their respective audit engagements, including all pertinent issues or concerns regarding their client relationship with the Company raised in their internal client retention assessment or similar process.

2. *Review of the Audit of the Independent Registered Public Accounting Firm.* The Audit Committee will review the results of the annual audit of the independent registered public accounting firm with the independent registered public accounting firm and will:

a. obtain and review timely reports by the independent registered public accounting firm describing:

(1) all critical accounting policies and practices used;

(2) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with

management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm;

(3) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences;

(4) at least annually, the independent registered public accounting firm's internal quality-control procedures; and

(5) at least annually, any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting 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 registered public accounting firm, and any steps taken to deal with any such issues;

b. on an annual basis, obtain from the independent registered public accounting firm a written communication describing all relationships between the independent registered public accounting firm and the Company, discuss with the independent registered public accounting firm the potential effects of those relationships on independence and obtain a written affirmation that the independent registered public accounting firm is independent, both as required by Public Company Accounting Oversight Board Rule 3526, Communication with Audit Committees Concerning Independence, as may be modified or supplemented from time to time;

c. discuss the Company's annual audited financial statements, quarterly financial statements and related footnotes with the independent registered public accounting firm and management, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";

d. review other sections of the Company's annual report or Form 10-K that pertain principally to financial matters;

e. review management's process and report of its assessment of the effectiveness of internal control over financial reporting as of the end of the most recent fiscal year and the independent registered public accounting firm's report on management's assessment;

f. review with management, the independent registered public accounting firm and the internal audit firm the following:

(1) the adequacy and effectiveness of internal control over financial reporting, including any deficiencies or material weaknesses identified by management in connection with its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act; and

(2) any significant changes in internal control over financial reporting;

g. review the type and presentation of information to be included in earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;

h. review and discuss with management and the independent registered public accounting firm any significant policies relating to risk assessment and risk management, and the steps management has taken to monitor, control and minimize the Company's major financial risk exposures, if any;

i. review with the independent registered public accounting firm any audit problems or difficulties and management's response, including: (1) any restrictions on the scope of activities or on access to requested information and any significant disagreements with management and (2) any recommendations made by the independent registered public accounting firm as a result of the audit;

j. review the accounting implications of significant new transactions;

k. review and discuss with management and the independent registered public accounting firm any significant changes required in the independent registered public accounting firm's audit plan for future years; and

l. review the extent to which the Company has implemented changes and improvements in financial and accounting practices or internal controls that the independent registered public accounting firm previously recommended or the Audit Committee previously approved, and any special audit steps taken in light of material control deficiencies.

3. *Review of Internal Audit.* The Audit Committee will review the results of the internal audit process with the internal audit firm, including the following matters:

a. significant audit findings;

b. the integrity and adequacy of the Company's management reporting processes, internal controls and corporate compliance procedures;

c. review with the internal audit firm any audit problems or difficulties with management's response;

d. significant changes required in the internal audit firm's audit plan for future years; and

e. the extent to which the Company has implemented changes and improvements in management reporting practices or internal controls that the internal audit firm previously recommended or the Audit Committee previously approved.

4. *Post-Audit Review Activities.* In connection with or following the completion of its review of the independent registered public accounting firm's audit and the internal audit firm's audit, the Audit Committee or its Chairman may in their discretion meet with the independent registered public accounting firm, the internal audit firm or management to discuss any changes required in the audit plans for future periods and any other appropriate matters regarding the audit process.

5. *Funding.* The Audit Committee will determine the appropriate funding needed by the Audit Committee for payment of:

- a. compensation to the independent registered public accounting firm;
- b. compensation to any independent legal, accounting or other consultants employed by the Audit Committee as necessary to advise the Audit Committee; and
- c. ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

B. Other Powers.

To the extent the Audit Committee deems necessary or appropriate, it will also:

1. retain and consult periodically with independent legal, accounting or other consultants as necessary to advise the Audit Committee;
2. establish and periodically review procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
3. establish clear hiring policies for employees or former employees of the current or former independent registered public accounting firm that meet Commission regulations and applicable stock exchange listing standards;
4. review with management and the independent registered public accounting firm the effect of regulatory and accounting changes on the financial statements during the prior year, including material off-balance sheet transactions, complex or unusual transactions and highly judgmental areas, recent professional and regulatory pronouncements, and in instances where alternative accounting treatments are permitted, reasons for the accounting treatment selected;
5. discuss with the independent registered public accounting firm the nature of disagreements among audit engagement personnel, between audit engagement personnel and the independent reviewing partner and/or any other audit firm personnel consulted regarding appropriate accounting and disclosure for significant events or transactions;
6. request management or the independent registered public accounting firm

to provide analyses or reports regarding (1) any “second opinion” sought by management from an audit firm other than the Company’s independent registered public accounting firm, or (2) any other information that the Audit Committee deems necessary to perform its oversight functions;

7. discuss with the independent registered public accounting firm their views regarding the completeness and clarity of the Company’s financial disclosures, the quality of the Company’s accounting principles as applied, the underlying estimates and other significant judgments that management made in preparing the financial statements, the compatibility of the Company’s principles and judgments with prevailing practices and standards and, to the extent permitted by their professional standards, their assessment of the overall degree of quality of the Company’s reported financial results based on the results of their audits;

8. discuss with the independent registered public accounting firm the nature and amount of all adjustments resulting from their audit, whether recorded by the Company or not, and discuss with management the reasons why any unrecorded adjustments were not included in results for the period;

9. conduct or authorize investigations into any matters within the Audit Committee’s scope of responsibilities, as the Audit Committee determines to be necessary or appropriate to enable it to carry out its duties;

10. review periodically the effectiveness and adequacy of the Company’s corporate compliance procedures, including the Company’s ethics and business conduct policy, and consider and recommend to the Board of Directors any proposed changes that the Audit Committee deems appropriate or advisable;

11. review periodically with the Company’s legal counsel pending and threatened litigation, inquiries received from governmental agencies, or any other legal matters that may have a material impact on the Company’s financial statements, internal controls, or corporate compliance procedures;

12. review the integrity and adequacy of, and if necessary, recommend changes and improvements in, the Company’s disclosure policies, as well as in the internal controls of the Company; communicate recommended changes and improvements to management and the Board of Directors; and take appropriate steps to assure that recommended changes and improvements are implemented;

13. review summaries of the expense account of the chairman and the chief executive officer;

14. undertake any special projects assigned by the Board of Directors;

15. issue any reports or perform any other duties required by (a) the Company’s certificate of incorporation or by-laws, (b) applicable law or (c) rules or regulations of the Securities and Exchange Commission, Nasdaq or any other self-regulatory organization having jurisdiction over the affairs of the Audit Committee; and

16. consider and act upon any other matters concerning the financial affairs of the Company as the Audit Committee, in its discretion, may determine to be advisable in

connection with its oversight functions.

**V. Review of Charter and Audit Committee's Performance.**

The Audit Committee will review this Charter annually, and may consider, adopt and submit to the Board of Directors any proposed changes that the Audit Committee deems appropriate or advisable. The Audit Committee will also annually review and evaluate its own performance.

*While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent registered public accounting firm.*

As amended by the Audit Committee and the Board of Directors on March 24, 2011.