

**DNP SELECT INCOME FUND INC.  
DUFF & PHELPS UTILITY AND INFRASTRUCTURE FUND INC.  
DTF TAX-FREE INCOME INC.**

**JOINT CONTRACTS COMMITTEE CHARTER**

**Amended December 17, 2015**

**PURPOSE**

- The Contracts Committee has been established by the Board of Directors (the “Board”) of each of the above-captioned funds (each, a “Fund”) to review the performance of, and the reasonableness of the fees paid to, the Fund’s investment adviser (the “Investment Adviser”) and the Fund’s administrator (the “Administrator”) and to make recommendations to the Board regarding the Fund’s contractual arrangements for investment advisory, administrative and other services, including the terms of such contracts and the continuation of such contracts.

**COMPOSITION**

- The Contracts Committee shall consist of at least three directors, including a chairman, appointed by the Board upon the recommendation of the Nominating and Governance Committee. Contracts Committee members may be removed and replaced by the Board at any time.
- Each member of the Contracts Committee shall be independent of the Investment Adviser and the Administrator.
- Except as expressly provided in this Charter, the Bylaws of the Fund, the Corporate Governance Guidelines of the Fund, the rules of the NYSE or any applicable law or regulation, the Contracts Committee shall establish its own rules of procedure.

**RESPONSIBILITIES AND POWERS**

- To carry out its purposes, the Contracts Committee shall have the following responsibilities and powers:

***General***

- Meet at least twice a year, or more frequently as circumstances may require.
- Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

- ❑ Review annually the Contracts Committee’s own performance and report the results of such review to the Board.
- ❑ Form and delegate authority to subcommittees when appropriate.

***Oversight of the Investment Adviser, the Administrator, and other service providers***

- ❑ Review at least annually, and monitor on an ongoing basis, the quality of the performance of the Investment Adviser and the Administrator in providing services that are in the best interests of the Fund and its shareholders.
- ❑ Review at least annually the reasonableness of the fees paid to the Investment Adviser and the Administrator.
- ❑ Discuss with the Investment Adviser and the Administrator the guidelines and policies that govern the process by which each of them assesses and manages the Fund’s major risk exposures.
- ❑ In light of such reviews and discussions, at least annually, make recommendations to the Board regarding the Fund’s contractual arrangements for investment advisory and administrative services, including the terms of such contracts and the continuation of such contracts.
- ❑ Review and monitor, on an as-needed basis, the services provided by other service providers to the Fund (e.g., custodians and transfer agents), and make recommendations to the Board regarding the Fund’s contractual arrangements with such service providers, to the extent the Committee deems appropriate.
- ❑ Evaluate, based on periodic reports from the Investment Adviser, the Administrator and other pertinent parties identified by the Committee, the cybersecurity risks posed to the Fund, and make recommendations to the Board regarding the same, to the extent the Committee deems appropriate.
- ❑ In connection with the formulation of such recommendations, obtain and review such information and meet with such persons as the Committee considers appropriate.
- ❑ Review with the Fund’s outside counsel any legal matters that the counsel believes are relevant to the Fund’s contractual arrangements for investment management, administrative and other services.
- ❑ To the extent the Committee deems necessary or appropriate, retain special consultants to advise the Committee.
- ❑ To the extent the Committee deems necessary or appropriate, request any officer of the Fund, any employee or representative of the Investment Adviser, the Administrator, or other service providers to the Fund, or the Fund’s outside counsel to attend any meeting

of the Contracts Committee or to meet with any members of, or consultants to, the Committee.

***Reporting Responsibilities***

- ❑ Keep regular minutes of Committee meetings and report the same to the Board when required.
- ❑ Report to the Board on the Committee's activities on a regular basis and make such recommendations for action by the Board as the Committee may deem appropriate.
- ❑ Review and approve any disclosures contained in the Fund's public filings relating to the approval of investment advisory and administration contracts.