

**ALPINE TOTAL DYNAMIC DIVIDEND FUND  
ALPINE GLOBAL DYNAMIC DIVIDEND FUND  
ALPINE GLOBAL PREMIER PROPERTIES FUND  
ALPINE INCOME TRUST  
ALPINE SERIES TRUST  
ALPINE EQUITY TRUST**

**AMENDED AND RESTATED CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**I. ESTABLISHMENT AND PURPOSE**

The Board of Trustees (the “Board”) of the Alpine Global Dynamic Dividend Fund, the Alpine Global Premier Properties Fund, the Alpine Total Dynamic Dividend Fund, the Alpine Series Trust, the Alpine Equity Trust, and the Alpine Income Trust (the “Trusts”) hereby establishes the Nominating and Corporate Governance Committee (the “Committee”). The primary purpose of the Committee is to make nominations for Trustee membership on the Board and to review corporate governance procedures.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be composed entirely of Trustees who are not “interested persons” of the Trusts (the “Independent Trustees”), as defined in the Investment Company Act of 1940, as amended (the “1940 Act”). Members of the Committee may designate one member to serve as Chairman (the “Chairman”). Members of the Committee shall serve at the pleasure of the Board.

**III. MEETINGS**

The Committee will meet not less frequently than annually. The Chairman will establish an Agenda for each meeting. Special meetings shall be called as circumstances require. The Chairman may invite Trust officers and other interested parties to participate in meetings. The Committee, in its discretion, may meet in an executive session outside the presence of the Trust officers and other parties.

A majority of the Committee’s members will constitute a quorum. At any meeting of the Committee, the decision of a majority of the members present and voting will be determinative as to any matter submitted to a vote.

**IV. AMENDMENTS**

This Charter shall be amended by a vote of a majority of the Board members. The Committee shall periodically review this Charter, at least annually, and recommend any changes to the Board.

**V. DUTIES AND RESPONSIBILITIES**

**a. Board Nominations and Functions**

- i. The Committee shall select and nominate all persons for election or

appointment as Independent Trustees of the Trusts. Nominees for Independent Trustee shall be selected and approved by all of the incumbent Independent Trustees then serving on the Board. The Committee shall evaluate candidates' qualifications for Board membership and, in connection with Independent Trustee candidates, their independence from the Trusts' investment adviser and other principal service providers. Persons selected as Independent Trustee candidates must be independent in terms of both the letter and the spirit of the 1940 Act. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence (e.g., business, financial or family relationships with investment advisers and other service providers). In determining a nominee's qualifications for Board membership, the Committee may consider such factors as it may determine to be relevant to fulfilling the role of being a member of the Board.

- ii. Although shareholders of the Trusts may not nominate individuals for election to the Board of Trustees of the trusts, the Committee shall consider Trustee candidates recommended by shareholders of the Trusts. Any such candidates shall be considered and evaluated based upon the criteria applied to candidates presented to the Committee by a search firm or other non-shareholder sources.
- iii. The Committee periodically shall review the composition of the Board to determine whether it may be appropriate to add individuals with specific backgrounds, diversity or skill sets.
- iv. The Committee periodically shall review corporate governance procedures and shall recommend any appropriate changes to the Board. Among other matters, the Committee periodically shall review (a) the Board's policies on Trustee compensation and reimbursement for expenses associated with and attendance at Board and Committee meetings and at industry conferences, and (b) the Board's effectiveness and operations, including the process by which other statutory or regulatory obligations are fulfilled, and shall recommend any appropriate changes to the Board.
- v. The Committee annually shall review the Trustee and Officer Questionnaires completed by each Trustee of the Board. If the Committee determines that the composition of the Board requires adjustment (due to a change in the status of any Independent Trustee or otherwise), the Committee may recommend to the Board the removal, replacement, or retirement of an incumbent Trustee and may recommend the selection and nomination or appointment (as appropriate) of an appropriate candidate, to adjust the composition of the Board, as necessary.
- vi. The Committee shall oversee implementation of the Board's policies regarding annual self-evaluation of the Board and of each Committee in

existence unless the particular committee elects to be responsible for self-evaluation.

- vii. The Committee shall review and make recommendations to the Board regarding the proxy voting guidelines, policies, and procedures of all new Trust investment advisers and sub-investment advisers. Annually, the Committee shall review changes to and certifications with respect to the proxy voting guidelines, policies, and procedures of all investment advisers and sub-investment advisers of the Trusts that previously were considered by the Board.
- viii. The Committee periodically shall review Trustee compensation and shall recommend any appropriate changes to the Independent Trustees as a group.

**b. Committee Nominations and Functions**

- i. The Committee shall review as necessary the responsibilities of any and all Board committees, whether there is a continuing need for each committee, whether there is a need for additional committees of the Board, and whether committees should be combined or reorganized. The Committee shall make recommendations for any such action to the full Board.
- ii. The Committee shall make nominations for membership on all Board committees and shall review committee assignments as necessary.

**c. Other Powers and Responsibilities**

- i. The Committee shall be required to review the Committee's effectiveness by conducting an annual self-assessment.
- ii. The Committee is empowered to hold special meetings as circumstances require.
- iii. The Committee shall (i) monitor the performance of legal counsel employed by the Independent Trustees, (ii) monitor the independence of legal counsel employed by the Independent Trustees in accordance with requirements of the 1940 Act; and (iii) be responsible for the supervision of counsel for the Independent Trustees.
- iv. The Committee shall (i) monitor the performance of the Chief Compliance Officer employed by the Trusts; and (ii) be responsible for the supervision and compensation of the Chief Compliance Officer.
- v. The Committee shall review and, as necessary, make recommendations regarding each Trust's policy regarding general shareholder communications to the Board, and review shareholder communications to the Board.

- vi. The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary and appropriate.
- vii. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel and other experts or consultants (including any search firm used to identify Independent Trustee candidates). Any expenses incurred in discharging the Committee's responsibilities shall be borne by each Trust.
- viii. The Committee periodically shall review orientation and training materials for new Trustees.
- ix. The Committee shall have, and shall undertake, such other responsibilities as may be delegated to the Committee by the Board.
- x. The Committee shall review the Charter as deemed appropriate and shall recommend any changes thereto to the Board. The Board shall initially review this Charter, and thereafter shall annually approve this Charter and review any changes to this Charter recommended by the Committee.

**Adopted on June 22, 2009 by the Board of Trustees of, Alpine Total Dynamic Dividend Fund, Alpine Global Dynamic Dividend Fund, Alpine Global Premier Properties Fund, Alpine Income Trust, Alpine Series Trust, and Alpine Equity Trust**