

**Seligman Select Municipal Fund, Inc.**  
**(the "Fund")**

**Nominating Committee Charter**

**(Adopted as of March 18, 2004)**

The Board of Directors of the Fund (the "Board") has adopted this Charter to govern the activities of the Nominating Committee (the "Committee") of the Board.

***Statement of Purposes and Responsibilities***

The primary purposes and responsibilities of the Committee are (i) to identify individuals qualified to become members of the Board in the event that a position is vacated or created, (ii) to consider all candidates proposed to become members of the Board, subject to the procedures and policies set forth in this Charter, the Fund's Bylaws or resolutions of the Board, (iii) to select and nominate, or recommend for nomination by the Board, candidates for election as Directors (iv) to set any necessary standards or qualifications for service on the Board, and (v) to make recommendations with respect to compensation of the Independent Directors (as defined below).

***Organization and Governance***

The Committee shall be composed of as many Directors as the Board shall determine in accordance with the Fund's Bylaws, but in any event not less than two (2) Directors. The Committee must consist entirely of Board members who are not "interested persons" of the Fund, as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended ("Independent Directors"). The Board may remove or replace any member of the Committee at any time in its sole discretion.

One or more members of the Committee may be designated by the Board as the Committee's chairman or co-chairman, as the case may be.

Committee meetings shall be held in accordance with the Fund's Bylaws as and when the Committee or the Board determines necessary or appropriate. Except as may be otherwise set forth in the Fund's Bylaws, the chairman, a co-chairman, any two members of the Committee or the Fund's secretary may set the time and place of its meeting unless the Board shall otherwise provide.

***Criteria for Director Nominees***

The Committee may take into account a wide variety of factors in considering Director candidates, including (but not limited to): (i) the candidate's knowledge in matters relating to the investment company industry; (ii) any experience possessed by the candidate as a director or senior officer of other public or private companies; (iii) the candidate's educational background; (iv) the candidate's reputation for high ethical standards and personal and professional integrity; (v) any specific financial, technical or other expertise possessed by the candidate, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications; (vi) the candidate's perceived ability to contribute to the ongoing functions of the Board, including the candidate's ability and commitment to attend meetings regularly, work collaboratively with other members of the Board and carry out his or her duties in the best interests of the Fund; (vii) the candidate's ability to qualify as an Independent Director; and (viii) such other criteria as the

Nominating Committee determines to be relevant in light of the existing composition of the Board and any anticipated vacancies or other factors.

### ***Identification of Nominees***

In identifying potential nominees for the Board, the Committee may consider candidates recommended by one or more of the following sources: (i) the Fund's Directors, (ii) the Fund's officers, (iii) the Fund's investment adviser(s), (iv) the Fund's stockholders (see below) and (v) any other source the Committee deems to be appropriate. The Committee will not consider self-nominated candidates or candidates nominated by members of a candidate's family, including such candidate's spouse, children, parents, uncles, aunts, grandparents, nieces and nephews. The Committee may, but is not required to, retain a third party search firm at the Fund's expense to identify potential candidates.

### ***Consideration of Candidates Recommended by Stockholders***

The Committee will consider and evaluate nominee candidates properly submitted by stockholders on the same basis as it considers and evaluates candidates recommended by other sources. Appendix A to this Charter, as it may be amended from time to time by the Committee, sets forth qualifications and procedures that must be met or followed by stockholders to properly submit a nominee candidate to the Committee (recommendations not properly submitted in accordance with Appendix A will not be considered by the Committee).

## **Appendix A**

### **Procedures for Stockholders to Submit Nominee Candidates**

**(As of March 18, 2004)**

A Fund stockholder must follow the following procedures to properly submit a nominee recommendation for the Committee's consideration.

1. A stockholder or group of stockholders (referred to in either case as a "Nominating Stockholder") that, individually or as a group, has beneficially owned at least \$10,000 of the Fund's common stock for at least one year prior to the date the Nominating Stockholder submits a candidate for nomination as a Director may submit one candidate to the Committee for consideration at an annual meeting or other meeting of stockholders at which directors will be elected. Nominations will not be considered except in connection with such meetings of stockholders.
2. The Nominating Stockholder must submit any such recommendation (a "Stockholder Recommendation") in writing to the Fund via first class mail, to the attention of the Secretary, at the address of the principal executive offices of the Fund.
3. The Stockholder Recommendation must be mailed via first class mail and received at the principal executive offices of the Fund not less than one hundred twenty (120) calendar days before the date of the Fund's proxy statement released to stockholders in connection with the previous year's annual meeting. If an annual meeting of stockholders was not held in the previous year, the Stockholder Recommendation must be so delivered or mailed and received by a date specified in a public notice by the Fund. Such public notice shall be made at least 30 calendar days prior to the deadline for submission of Stockholder Recommendations for the upcoming annual

meeting of stockholders (for this purpose, a special meeting at which directors will be elected shall be considered an annual meeting), which is expected under normal circumstances to be approximately 120 calendar days prior to the anticipated date of the proxy statement for such meeting. Such public notice may be given in a stockholder report or other mailing to stockholders or by any other means deemed by the Nominating Committee or the Board of Directors to be reasonably calculated to inform stockholders.

4. The Stockholder Recommendation must include:

(i) a statement in writing setting forth

A) the name, date of birth, business address and residence address of the person recommended by the Nominating Stockholder (the "candidate");

B) any position or business relationship of the candidate, currently or within the preceding five years, with the Nominating Stockholder or an Associated Person of the Nominating Stockholder;

C) the class or series and number of all shares of the Fund owned of record or beneficially by the candidate, as reported to such Nominating Stockholder by the candidate;

D) any other information regarding the candidate that is required to be disclosed about a nominee in a proxy statement or other filing required to be made in connection with the solicitation of proxies for election of Directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations promulgated thereunder;

E) whether the Nominating Stockholder believes that the candidate is or will be an "interested person" of the Fund (as defined in the Investment Company Act of 1940, as amended) and, if believed not to be an "interested person," information regarding the candidate that will be sufficient for the Fund to make such determination; and

F) information as to the candidate's knowledge of the investment company industry, experience as a director or senior officer of public or private companies, directorships on the boards of other registered investment companies and educational background;

(ii) the written and signed consent of the candidate to be named as a nominee and to serve as a Director if elected;

(iii) the written and signed agreement of the candidate to complete a directors' and officers' questionnaire if elected;

(iv) the Nominating Stockholder's name as it appears on the Fund's books and consent to be named as such by the Fund;

(v) the class or series and number of all shares of the Fund owned beneficially and of record by the Nominating Stockholder and any Associated Person of the Nominating Stockholder and the dates on which such shares were acquired, specifying the number of shares owned beneficially but not of record by each and identifying the nominee holders for the Nominating Stockholder and each such Associated Person of the Nominating Stockholder; and

(vi) a description of all arrangements or understandings between the Nominating Stockholder (including any member of a group that constitutes a Nominating Stockholder), the candidate and/or

any other person or persons (including their names) pursuant to which the recommendation is being made by the Nominating Stockholder.

"Associated Person of the Nominating Stockholder" as used in this paragraph 4 means any person required to be identified pursuant to clause (vi) and any other person controlling, controlled by or under common control with, directly or indirectly, the Nominating Stockholder or any person required to be identified pursuant to clause (vi).

5. The Committee may require the Nominating Stockholder to furnish such other information as it may reasonably require or deem necessary to verify any information furnished pursuant to paragraph 4 above or to determine the qualifications and eligibility of the candidate proposed by the Nominating Stockholder to serve on the Board. If the Nominating Stockholder fails to provide such other information in writing within seven days of receipt of written request from the Committee, the recommendation of such candidate as a nominee will be deemed not properly submitted and will not be considered by the Committee.