

**THE DREYFUS FAMILY OF FUNDS
BNY MELLON FUNDS TRUST**

Audit Committee Charter

I. Audit Committee Membership and Qualifications

The Audit Committee shall consist of at least three members appointed by the Fund's Board of Directors/Trustees (the "Board"). The Board may replace members of the Audit Committee for any reason.

No member of the Audit Committee shall be an "interested person" of the Fund, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended, nor shall any member receive any compensation from the Fund except compensation for service as a member of the Board or a committee of the Board. Each member must otherwise be "independent" under the rules of the New York Stock Exchange (the "NYSE"), the NYSE American Stock Exchange (the "NYSE AMEX") and the rules adopted under Section 301 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"), as applicable.

Each member of the Audit Committee must be able to read and understand financial statements (including the Fund's balance sheet, income statement and cash flow statement) and otherwise be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable time after appointment to the Audit Committee. At least one member of the Audit Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment.¹ The Board also must annually determine whether any member of the Audit Committee is an "audit committee financial expert" ("ACFE"), within the meaning of the rules adopted and implemented under Section 407 of Sarbanes-Oxley. If the Board has determined that a member of the Audit Committee is an ACFE, it may presume that such member has accounting or related financial management expertise.²

II. Purposes of the Audit Committee

The purposes of the Audit Committee are to:

- (a) oversee the accounting and financial reporting processes of the Fund and the audits of the Fund's financial statements;
- (b) assist Board oversight of (i) the integrity of the Fund's financial statements, (ii) the Fund's compliance with legal and regulatory requirements, and (iii) the independent auditors' qualifications, independence and performance; and
- (c) for NYSE- and NYSE AMEX-listed Funds, prepare an Audit Committee report as required by the Securities and Exchange Commission (the "SEC") to be included in the Fund's annual

¹ In addition, for NYSE AMEX-listed Funds, one member must be financially sophisticated, in that he or she has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the individual's financial sophistication, such as being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. No member of the Audit Committee of a NYSE AMEX-listed Fund may be a NYSE AMEX employee or a NYSE AMEX member who is active on its trading floor.

² For NYSE AMEX-listed Funds, the Board also may presume that an ACFE is "financially sophisticated."

proxy statement.

III. Role and Responsibilities of the Audit Committee

The function of the Audit Committee is oversight; it is Fund management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting and the independent auditors' responsibility to plan and carry out a proper audit. Specifically, the Fund's management is responsible for (a) preparation, presentation and integrity of the Fund's financial statements, (b) maintenance of appropriate accounting and financial reporting principles and policies and (c) maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out an audit consistent with applicable legal and professional standards and the terms of their engagement letter.

Although the Audit Committee is expected to take a detached and questioning approach to the matters that come before it, the review of the Fund's financial statements by the Committee is not an audit, nor does the Committee's review substitute for the responsibilities of the Fund's management for preparing, or the independent auditors for auditing, the financial statements. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not employees of the Fund and are not, and do not represent themselves to be, accountants or auditors by profession. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures.

Each member of the Audit Committee shall be entitled to rely on the (i) integrity of those persons and organizations within and outside the Fund from which he or she receives information and (ii) accuracy of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board). In addition, the evaluation of the Fund's financial statements by the Audit Committee is not of the same scope as, and does not involve the extent of detail as, audits performed by the independent auditors, nor does the Audit Committee's evaluation substitute for the responsibilities of the Fund's management for preparing, or the independent auditors for auditing the financial statements.

IV. Duties and Responsibilities of the Audit Committee

To carry out its purposes, the Audit Committee shall have the following duties and responsibilities:

(a) to have direct responsibility for the appointment, compensation, retention and oversight of the Fund's independent auditors and, in connection therewith, to review and evaluate matters potentially affecting the independence and capabilities of the auditors;

(b) to review and pre-approve (including associated fees) all audit and other services to be provided by the independent auditors to the Fund and all non-audit services to be provided by the independent auditors to the Fund's investment adviser (the "Adviser") or any entity controlling, controlled by or under common control with the investment adviser (an "Adviser Affiliate") that provides ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund;

(c) to establish, to the extent permitted by law and deemed appropriate by the Audit Committee, detailed pre-approval policies and procedures for services described in (b) above;

(d) to consider whether the independent auditors' provision of any non-audit services to the Fund, the Adviser or an Adviser Affiliate not pre-approved by the Audit Committee are compatible with maintaining the independence of the independent auditors;

(e) to meet with the Fund's independent auditors, including separate meetings as necessary, to: (i) review the arrangements for and scope of the annual audit and any special audits; (ii) review with the independent auditors any problems or difficulties the auditors encountered in the course of the audit work, including any restrictions on their activities or access to requested information and any significant disagreements with Fund management; (iii) review all critical accounting policies and practices applied by the Fund in preparing its financial statements; (iv) discuss any accounting adjustments noted or proposed by the independent auditors that were "passed" as immaterial or otherwise; (v) any communications between the audit team and the independent auditing firm's national office respecting auditing or accounting issues presented by the engagement; (vi) review any material written communications between the independent auditors and the Fund, including any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Fund, report or recommendation on internal controls, schedule of unadjusted differences, engagement letter and independence letter; and (vii) review the form of independent auditors' report to the Board and Fund shareholders (for NYSE- and NYSE AMEX-listed Funds, the form of the auditors' report must be reviewed in advance of filing with the SEC);

(f) to review (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Fund's selection or application of accounting principles, and major issues as to the adequacy of the Fund's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by Fund management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and (iii) the effect of regulatory and accounting initiatives on the financial statements of the Fund;

(g) to discuss: (i) the annual audited financial statements with management and the independent auditors, including management's discussion of Fund performance ("MDFP") (NYSE- and NYSE AMEX-listed Funds); (ii) for NYSE-listed Funds, semi-annual financial statements, including MDFP; and (iii) for NYSE-listed Funds, generally the type and presentation of information to be included in any earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), including any financial information and earnings guidance provided to analysts and rating agencies (which discussions may be general in nature, such as the types of information to be disclosed and the type of presentation to be made), provided that each earnings release or guidance need not be discussed in advance;

(h) to at least annually, ensure receipt of a formal written statement from the independent auditors delineating all relationships between the independent auditors and the Fund, consistent with Independent Standards Board Standard 1, in order to evaluate the independent auditors' qualifications, performance and independence, including the review and evaluation of the lead partner of the independent auditors, so that the Audit Committee can actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors, taking into account the opinions of Fund management and to further consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself, and to present conclusions of the review to the Board;

(i) to at least annually, obtain and review a report by the independent auditors describing: (i) the independent auditing firm's internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the 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 firm, and any steps taken to deal with any such issues;

(j) to set clear policies relating to the hiring by entities within the Fund's investment company complex³ of employees or former employees of the independent auditors, in compliance with the requirements of Sarbanes-Oxley;⁴

(k) to establish procedures for the receipt, retention, and treatment of complaints received by the Fund relating to accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Fund or the Fund's Adviser, administrator, principal underwriter or any other provider of accounting related services for the Fund, of concerns regarding questionable accounting or auditing matters pertaining to the Fund;⁵

(l) to periodically meet separately with the Fund's management and with the independent auditors;

(m) to discuss with management, in a general manner, but not as a committee to assume responsibility for, the Fund's processes with respect to risk assessment and risk management;

(n) to report its activities regularly to the Board, including any issues that arise with respect to (i) the quality or integrity of the Fund's financial statements, (ii) the Fund's compliance with legal or regulatory requirements, or (iii) the performance and independence of the independent auditors (including the Audit Committee's conclusions with respect to IV (h) above), and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate;

(o) to prepare and review with the Board an annual performance evaluation of the Audit Committee, conducted in such manner as the Committee deems appropriate, which evaluation must compare the performance of the Audit Committee with the requirements of this Charter; and

(p) to perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the powers provided in this Charter.

V. Operations of the Audit Committee

The Audit Committee shall meet regularly, as frequently as circumstances dictate or as required by the NYSE or the NYSE AMEX (but no less frequently than annually), and is empowered to hold special meetings as circumstances require. The Audit Committee may request that non-members attend a meeting of the Audit Committee or meet with any members of, or consultants to, the Audit Committee. Members of the Audit Committee may participate in a meeting of the Audit Committee by means of conference call, or similar communications equipment by means of which all persons participating in the

³ "Investment company complex" includes: (1) The Dreyfus Corporation ("Dreyfus"), (2) any entity controlling, controlled by or under common control with Dreyfus, if the entity is an investment adviser or sponsor or is engaged in the business of providing administrative, custodian, underwriting or transfer agent services to any investment company, investment adviser or sponsor, and (3) any investment company, hedge fund or unregistered fund that has an investment adviser included in (1) or (2).

⁴ Attached as Appendix A hereto.

⁵ Attached as Appendix B hereto.

meeting can hear each other, and may act by written consent to the extent permitted by law and the Fund's by-laws.

The Audit Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Fund shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to (a) the independent auditors for preparing or issuing an audit report or performing other audit, review or attest services for the Fund or (b) any advisers employed by the Audit Committee. The Fund shall also provide appropriate funding for ordinary administrative expenses of the Audit Committee that are necessary and appropriate in carrying out its duties.

The Audit Committee shall review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board. The Board also shall review and approve this Charter at least annually.

The Audit Committee, in its discretion, may delegate all or a portion of its duties and responsibilities to a subcommittee of the Audit Committee, including the authority to pre-approve any audit or non-audit services to be performed for the Fund, the Adviser or any Adviser Affiliate by the independent auditors, provided any such approvals are presented to the Audit Committee at its next scheduled meeting.

Each Fund shall comply with the NYSE or NYSE AMEX certification requirements, if applicable.

Amended and Restated: April 2012

**Hiring Policy for Current and Former Employees of
the Independent Auditors**

In connection with the rules adopted by the Securities and Exchange Commission (the "Commission") under the Sarbanes-Oxley Act of 2002 relating to auditor independence, the Audit Committee of the Fund adopts this policy (the "Policy") to be followed by the Fund and other entities within the Fund's Investment Company Complex.⁶

During an Audit and Professional Engagement Period (with respect to the Fund's engagement of the independent auditors), the independent auditors shall not have an employment relationship with the Fund or another entity within the definition of Audit Client in respect of the Fund (the "Audit Client"):

- (1) A current partner, principal, shareholder or professional employee of the independent auditors shall not be employed by the Audit Client or serve as a member of the board of directors or similar management or governing body of the Audit Client.
- (2) A Close Family Member of a Covered Person⁷ of the independent auditors shall not be in an Accounting Role or Financial Reporting Oversight Role at the Audit Client (and shall not have been in such a role during any period covered by an audit for which the Covered Person of the independent auditors was a Covered Person).
- (3) A former partner, principal, shareholder or professional employee of the independent auditors may not be in an Accounting Role or Financial Reporting Oversight Role (a) at the Fund, if Rule 2-01(c)(2)(iii)(C)(1) or (2) apply, or (b) at the Fund or another entity within the definition of Audit Client, unless the requirements of Rule 2-01(c)(2)(iii)(A) are satisfied.

This Policy shall be read to be consistent with the provisions of Rule 2-01(c)(2)(i) – (iii) of Regulation S-X (the "Applicable Reg. S-X Provisions") as they may be interpreted or amended from time to time. In the event of any inconsistencies between this Policy and the Applicable Reg. S-X Provisions, the Applicable Reg. S-X Provisions shall control.

⁶ Capitalized but undefined terms have the meanings as defined in Rule 2-01 of Regulation S-X.

⁷ A Covered Person includes members of the Audit Engagement Team, the Chain of Command and certain other partners, principals, shareholders and employees of the independent auditors.

Complaint Procedures for Accounting and Auditing Matters

Reporting Persons (defined below) of each fund in The Dreyfus Family of Funds (each, a "Fund") are encouraged to submit good faith complaints regarding accounting or auditing matters without fear of dismissal or retaliation of any kind.

To facilitate the reporting of these complaints, the Fund's Audit Committee has established the following guidelines and procedures for the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls or auditing matters (collectively, "Accounting Matters"), including the confidential, anonymous submission by Reporting Persons of concerns regarding questionable accounting or auditing matters.

- (1) Reporting Persons. "Reporting Persons" means officers of the Fund and relevant employees of each of the following entities (each, an "Accounting Service Provider"): the Fund; The Dreyfus Corporation (the "Adviser"); any sub-investment advisers; MBSC Securities Corporation; and any other provider of accounting related services.
- (2) Receipt of Complaints. Persons with complaints or concerns regarding Accounting Matters may submit their complaints to the Fund's Chief Legal Officer ("CLO") or Chief Compliance Officer ("CCO").

Persons who are uncomfortable submitting complaints to the CLO or CCO, including complaints involving the CLO and/or CCO, may submit complaints directly to the Fund's Audit Committee Chair (together with the CLO and CCO, "Complaint Officers"). Complaints may be submitted on an anonymous basis. Complaints should be clearly marked "Personal and Confidential—To Be Opened Only By Addressee" and, if applicable, should specify the relevant Fund(s). Complaints should be submitted as follows:

Chief Legal Officer of The Dreyfus Family of Funds
c/o The Dreyfus Corporation Legal Department
200 Park Avenue, 8th Floor East
New York, New York 10166

or

Audit Committee Chair of _____ (please specify Fund(s))
c/o Secretary of _____ (please specify Fund(s))
200 Park Avenue, 8th Floor West
New York, New York 10166

The Audit Committee shall have overall responsibility for the implementation of these procedures.

- (3) Scope of Matters Covered by These Procedures. Questionable Accounting Matters include, without limitation:
 - fraud, misrepresentation or deliberate error in the recording and maintaining of the Fund's financial records or in the preparation, assessment, review or audit of any Fund financial statement;

- deficiencies in, noncompliance with, or false certification in respect of the internal control over financial reporting for the Fund or the disclosure controls and procedures for the Fund relating to Accounting Matters;
- misrepresentation or false statement to, or by, a Reporting Person who is a senior officer or accountant, or to an employee of the Fund's independent auditor regarding a matter contained in the Fund's financial records, financial statements or audit reports; and
- attempts to inappropriately influence the Fund's independent auditors.

(4) Treatment, Investigation and Documentation of Complaints. Upon receipt of a complaint, a Complaint Officer⁸ will, when possible, acknowledge receipt of the complaint to the person submitting the complaint. If the Complaint Officer determines that the complaint relates to Accounting Matters and deems it appropriate, the Complaint Officer shall cause an investigation into the complaint, retaining outside auditors, counsel or other experts if he or she deems appropriate. The Complaint Officer will seek to maintain confidentiality to the extent possible, consistent with the completion of a thorough review, and will endeavor to take prompt corrective action when, in his or her judgment, he or she considers such action appropriate. The Complaint Officer shall document receipt of a complaint, any investigation (or, if none, the reasons therefor) and the nature of any corrective actions taken.

(5) No Retaliation. Neither the Fund's Board nor the Audit Committee will retaliate or tolerate any evidence of retaliation by Fund management or any other person or group, directly or indirectly, against persons who lawfully provide information in good faith in accordance with these procedures or applicable laws or rules or as otherwise specified by or pursuant to Section 806 of the Sarbanes-Oxley Act of 2002. The Complaint Officers are authorized to address any acts of retaliation, retribution or adverse action, including (x) if such acts are by an Accounting Service Provider or its Reporting Persons, recommending that the Board evaluate the relationship with the Accounting Service Provider and take any necessary action, (y) recommending to the employer of the person engaging in such conduct that disciplinary action be taken against such person or (z) recommending any other action as the Complaint Officers consider appropriate.

(6) Provision of Notice to Accounting Service Providers and Officers of the Fund. The Complaint Officers shall provide a copy of these procedures to each Accounting Service Provider and shall direct Accounting Service Providers to provide a copy of such procedures to Reporting Persons.

(7) Reporting and Retention of Complaints and Investigations. A periodic summary of Complaint Officers' documentation referred to above shall be prepared for the Audit Committee, provided that any material matters shall be reported promptly to the Audit Committee and then to the Fund's independent auditors if appropriate. The Audit Committee may take such further action as it may deem appropriate. The Fund shall maintain and preserve for a period of not less than six years from the end of the fiscal year during which any entry was made (the first two years in an easily accessible place), copies of any written complaints and any report or documentation made by a Complaint Officer or the Audit Committee pursuant to these procedures.

⁸ For any activities other than receiving complaints, a Complaint Officer may determine to have a designee or another Complaint Officer perform the activities required by these procedures, as appropriate.