

# FRANKLIN COUNTY CIVIC DEVELOPMENT CORPORATION

## DEFENSE AND INDEMNIFICATION POLICY

Adopted by Resolution on July 14, 2010

### I. Introduction

This Defense and Indemnification Policy (the “*Indemnification Policy*”) of the Franklin County Civic Development Corporation (the “*Corporation*”) is adopted by resolution and shall apply to all members of the board of directors (the “*Board*”) and all officers and employees of the Corporation

### II. Operative Policy

Pursuant to the By-Laws of the Corporation, the Corporation shall indemnify all members of the Board and each officer and employee thereof in the performance of their duties, and, to the extent authorized by the Board, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law of the State of New York.

Any and all previously-approved defense and indemnification policies of the Corporation are hereby rescinded.