

**CAYUGA COUNTY DEVELOPMENT CORPORATION
DEFENSE AND INDEMNIFICATION POLICY**

Pursuant to the By-Laws of the Cayuga County Development Corporation (the "Corporation"), the Corporation shall indemnify all directors of the Board of Directors of the Corporation and each officer and employee thereof, in the performance of their duties, and to the extent authorized by the Board of Directors, 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.

Approved and adopted this 5th day of October 2016.