

**THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
CIVIC DEVELOPMENT CORPORATION**

DEFENSE AND INDEMNIFICATION POLICY

Approved and Adopted: May 12, 2010

Pursuant to the Bylaws of The St. Lawrence County Industrial Development Agency Civic Development Corporation (the "Corporation"), the Corporation shall indemnify all members of the Board of the Corporation and each officer and employees 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Any and all previously-approved Defense and Indemnification policies of the Corporation are hereby rescinded.