

**COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL
DEVELOPMENT AGENCY**

DEFENSE AND INDEMNIFICATION POLICY

In accordance with Section 2824 of the Public Authorities Law, the Counties of Warren and Washington Industrial Development Agency (the "Agency") adopts the following defense and indemnification policy (the "Policy"):

The Agency shall indemnify and hold harmless the officers and members from and against all costs, losses, liabilities and damages paid or accrued by an officer or member acting in his capacity in connection with the Agency, to the fullest extent permitted by Article 18A of the New York State General Municipal Law and any other applicable laws of the State of New York.

A copy of this Policy shall be disclosed to any and all prospective members.

This Policy was duly adopted by the Counties of Warren and Washington Industrial Development Agency on September 25, 2006.

Ratified: February 14, 2011.