



FULTON COUNTY CENTER FOR REGIONAL GROWTH

Defense and Indemnification Policy

In accordance with Section 2824 (1) of Public Authority Law (PAL) of the State of New York, the following policy has been established by Fulton County Center for Regional Growth (CRG):

Generally: CRG shall indemnify every CRG Director and Officer against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her as a consequence of his being made a party to or being threatened to be made a party to any threatened, pending or contemplated civil or administrative action, suit or proceeding, by reason of his being or having been a Director or Officer of CRG.

Misconduct or Gross Negligence: Except in such cases where a Director or Officer is adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his or her duties or adjudged to have not acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of CRG and its members.

Reimbursement: If a Director or Officer claims reimbursement or indemnification hereunder based upon settlement of a matter, he or she shall be indemnified only if the Board (with any Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interests of CRG and, if a majority of the Directors request it, such approval is based on an opinion of independent counsel supporting the propriety of such indemnification and reimbursement.

Exclusivity: The foregoing right of indemnification shall be in addition to and not exclusive of all other rights such Director or Officer may have.

Notice: The Board shall notify all Directors that is has approved and indemnification payment at least ten (10) days prior to making such payment.