

BATAVIA DEVELOPMENT CORPORATION DEFENSE AND INDEMNIFICATION POLICY

Pursuant to the By-laws of the Batavia Development Corporation (“BDC”), the BDC shall indemnify all members of the Board 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 or on behalf of the BDC, to the full extent to which indemnification is permitted under the General Municipal Law of the State of New York

Approved and Adopted this 18 day of October, 2012.