



HERKIMER LOCAL DEVELOPMENT CORPORATION

DEFENSE AND INDEMNIFICATION POLICY

The Herkimer Local Development Corporation (the “Corporation”) shall hold harmless and indemnify any person who is serving or has served as a director, officer or as employee of the Corporation against any financial loss arising out of or in connection with any claim, demand, suit or judgment, based on a cause of action involving allegations that pecuniary harm was sustained by any person as a result of any transaction, act or omission to act of the Corporation or of any action or inaction or vote of any director, officer or employee of such Corporation unless such individual is found by a final judicial determination not to have acted in good faith for a purpose such person reasonably believed to be in the best interests of the Corporation or not to have had reasonable cause to believe that his conduct was lawful; provided, however, that such individual must transmit to the Corporation’s counsel any notice of claim, summons or complaint or other analogous paper served on such individual within ten (10) days of its receipt unless prevented from doing so by compelling circumstances.

The Corporation’s counsel shall, without charge to the individual director, officer or employee, represent any such individual unless unable to do so by reason of conflict of interest. In the event that the Corporation’s counsel is unable to provide such representation, the Corporation shall indemnify the individual for any reasonable litigation expense incurred by such individual.

Adopted: January 30, 2024