

**Erie County Industrial Development Agency (“ECIDA”),
Buffalo and Erie County Regional Development Corporation
 (“RDC”), Buffalo and Erie County Industrial Land
Development Corporation (“ILDC”), Buffalo Niagara Regional
Development Corporation (“BNRDC”) and ATC of Buffalo
and Erie County, Inc. (“ATC”)**

DEFENSE AND INDEMNIFICATION POLICY

This Defense and Indemnification Policy is adopted in accordance with Section 2824 of the Public Authorities Law and applies to all directors, officers and employees of the Erie County Industrial Development Agency (ECIDA) and its affiliates: Buffalo and Erie County Regional Development Corporation (RDC), Buffalo and Erie County Industrial Land Development Corporation (ILDC), Buffalo Niagara Regional Development Corporation (“BNRDC”), ATC of Buffalo and Erie County (ATC) and any other affiliated entities that may hereafter be established by ECIDA (hereinafter collectively referred to as the “Agency”) upon approval by the respective Boards of each corporation.

The Agency shall indemnify all members of the Board of the Agency 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 Agency or on its behalf, in accordance with the By-Laws or to the extent permitted by law.

Approved and adopted this 20th day of April, 2009 by the respective Boards of each corporation referenced above.