

TUXEDO FARMS LOCAL DEVELOPMENT CORPORATION

DEFENSE AND INDEMNIFICATION POLICY

Pursuant to the By-laws of the Tuxedo Farms Local Development Corporation (the "Corporation"), the Corporation shall indemnify all members of the Board of Directors of the Corporation 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 Corporation or on its behalf, to the full extent to which indemnification is permitted under the Not-For-Profit Corporation Law of the State of New York.

Approved and adopted this 29th day of January, 2015

Restated this 10th day of September, 2020

Restated this 17th day of February 2021