

**CORTLAND COUNTY DEVELOPMENT CORP.
DEFENSE AND INDEMNIFICATION**

The Cortland County Development Corp. (the "Corporation") shall defend and indemnify all members and directors of the Corporation, including each officer and employee thereof, in accordance with provisions for such defense and indemnification set forth with specificity in the Bylaws of the Corporation and, to the extent authorized by the Corporation, each other person authorized to act for the Corporation to the full extent to which such indemnification is permitted under the General Municipal Law of the State of New York.