

**THE TOWN OF HUNTINGTON LOCAL DEVELOPMENT CORPORATION  
DEFENSE AND INDEMNIFICATION POLICY**

Each Board member of The Town of Huntington Local Development Corporation (the "LDC") shall be provided a defense and be indemnified by the LDC against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as director, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as director; and the LDC shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim of liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification provided for above shall not be exclusive of any rights to which any director of the corporation may otherwise be entitled by law.