



**ENERGY IMPROVEMENT CORPORATION
A NEW YORK STATE LOCAL DEVELOPMENT CORPORATION**

DEFENSE AND INDEMNIFICATION POLICY

Pursuant to Section 7.1 of Article VII of the Bylaws of the Energy Improvement Corporation, Local Development Corporation (the "EIC"), the Corporation shall indemnify each member, each Director, each officer, and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the full extent to which indemnification is required by the By-Laws and/or under the Not-For-Profit Corporation Law.