

**GRIFFISS UTILITY SERVICES CORPORATION**

**DEFENSE AND INDEMNIFICATION POLICY**

Adopted as of 3/29/13

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 Griffiss Utility Services Corporation ("GUSC") upon approval by the Board of Directors (the "Board") of GUSC.

GUSC shall indemnify all members of the Board and the officers and employees thereof, in the performance of their duties, and to the extent authorized by the Board, each other person authorized to act for GUSC or on its behalf, in accordance with the By-Laws or to the extent permitted by law.