

**SULLIVAN BROADBAND LOCAL DEVELOPMENT CORPORATION DEFENSE AND
INDEMNIFICATION POLICY**

Pursuant to the By-laws of the Sullivan Broadband Local Development Corporation (the "Corporation"), the Corporation shall indemnify all members of the Board of the Corporation and each officer and employee thereof, in the performance of their duties, 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 permitted under the Not-For-Profit Corporation Law of the State of New York.

On motion duly made by Director Dymond and seconded by Director Parks, the Indemnification Policy of the Sullivan Broadband Local Development Corporation was placed before the Board of Directors of the Corporation and hereby adopted 7-0.

CERTIFICATION

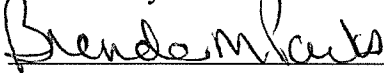
STATE OF NEW YORK) ss: COUNTY OF SULLIVAN)

I, Brenda Parks, the undersigned, Secretary of the Sullivan Broadband Local Development Corporation (the "Corporation"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the Board of Directors of the Corporation, including the policies contained therein, held on November 23, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such policies set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached policy is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 23rd day of November 2020.



Secretary to the Sullivan Broadband LDC