

**EXHIBIT H**

The Defense and Indemnification Policy

**WAYNE COUNTY CIVIC FACILITY DEVELOPMENT CORPORATION**

**DEFENSE AND INDEMNIFICATION POLICY**

Pursuant to the By-Laws of the Wayne County Civic Facility 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.

Approved and re-adopted this 24th day of March, 2016.