

ALBANY COUNTY PINE HILLS LAND AUTHORITY
INDEMNIFICATION OF MEMBERS, OFFICERS & EMPLOYEES

The Authority shall indemnify every Authority Member, officer and employee against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her as a consequence of his or her being made a party to or being threatened to be made a party to any threatened, pending or contemplated civil or administrative action, suit or proceeding, by reason of his or her being or having been a Member, officer or employee of the Authority, except in such cases where he or she is adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his or her duties or adjudged to have not acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Authority and its Members. If a Member, officer or employee claims reimbursement or indemnification hereunder based upon settlement of a matter, he or she shall be indemnified only if the Board (with any Member seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interests of the Authority and, if a majority of the Members request it, such approval is based on an opinion of independent counsel supporting the propriety of such indemnification and reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights such Member, officer or employee may have. The Board shall notify all Members that it has approved an indemnification payment at least ten (10) days prior to making such payment.