

RESOLUTION No. 954

**A RESOLUTION OF THE BOARD OF COMMISSIONERS TO ALLOW
INDEMNIFICATION OF OFFICERS, EMPLOYEES, AND AGENTS AGAINST COSTS
OF DEFENSE AND/OR JUDGMENT AND/OR SETTLEMENT.**

WHEREAS, RCW 54.16.097 provides that whenever any action, claim, or proceeding is instituted against any person who is or was an officer, employee, or agent of a public utility district established under this title arising out of the performance or failure of performance of duties for, or employment with any such district, the commission of the district may grant a request by such person that the attorney of the district's choosing be authorized to defend said claim, suit, or proceeding, and the costs of defense, attorney's fees, and any obligation for payment arising from such action may be paid from the district's funds; Provided, that costs of defense and/or judgment or settlement against such person shall not be paid in any case where the court has found that such person was not acting in good faith or within the scope of his or her employment with or duties for the district; and

WHEREAS, it is deemed in the best interest of the District and public to defend and indemnify employees of the District against claims, actions, suits, or proceedings, when duties are performed within the scope of their employment, on behalf of the District, in good faith.

NOW, THEREFORE, BE IT RESOLVED, by the Commissioners of Kittitas County PUD No.1 as follows:

The District will indemnify its officers, employees, and agents, in accordance with RCW 54.16.097, provided however:

Any Officer, employee, or agent of the District wishing to avail themselves of the protections established under this Resolution shall promptly notify management, in writing, immediately upon having been informed of such claim, action or proceeding. Such individual shall provide, in writing, the full facts and circumstances known to such person, together with all copies of any summons, demand, claim, complaint, or other information in his or her possession relative to the claim. All requests for indemnification must be submitted in writing.

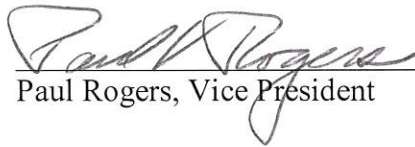
The Board of Commissioners shall have the right to grant or not grant indemnification, based upon their judgment, which must be voted upon and passed during a meeting of the Board.

Indemnification shall not be granted where a person is not acting in good faith or within the scope of his or her employment or duties for the District. Should the Board of Commissioners initially grant indemnification, and a court at a later date determine that such person was not acting in good faith or within the scope of his employment, all indemnification activities and payments shall immediately cease, and the District shall pursue recovery of any amounts previously paid from the appropriate parties.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Commissioners of Kittitas County PUD No.1, have executed this Resolution of the Board of Commissioners on this 26th day of September 2017.



Shan Rowbotham, President



Paul Rogers, Vice President



Joe O'Leary, Secretary