

TRIVIEW METROPOLITAN DISTRICT

RESOLUTION 04-2016

RESOLUTION OF THE BOARD OF DIRECTORS OF TRIVIEW METROPOLITAN DISTRICT AFFIRMING POLICY IN REGARDS TO INDEMNIFICATION OF DIRECTORS AND EMPLOYEES

WHEREAS, the Board of Directors of Triview Metropolitan District adopted a policy in 2012 regarding indemnification of directors and employees: and

WHEREAS, said policy is in addition to errors and omissions coverages which may exist for the individual board members or employees; and

WHEREAS, said policy is in addition to any other protections provided by law including but not limited to the Colorado Governmental Immunity Act.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Triview Metropolitan District reaffirms and re-enacts said policy as follows:

INDEMNIFICATION OF DIRECTORS AND EMPLOYEES. The District shall defend, hold harmless and indemnify any Director, officer, agent or employee, whether elective or appointive, against any tort or liability claim or demand, without limitation, arising out of any alleged act or omission occurring during the performance of official duty, as more fully defined by law or by an indemnification resolution, if any. The provisions of this section shall be supplemental and subject to and, to the extent of any inconsistency therewith, shall be modified by the provisions of the Colorado Governmental Immunity Act, C.R.S. 24-10-101, et seq.

SCOPE OF INDEMNIFICATION. The District may indemnify a person made a party to a proceeding because the person is or was a director or employee acting in the scope of the person's duty or office, against liability incurred in the proceeding if the person's conduct was in good faith and the person reasonably believed that such conduct was in the best interests of the District.

RESOLUTION OF PROCEEDINGS. The termination of a proceeding by judgment, order, settlement, or its equivalent is not, of itself, determinative that the director or employee did not meet the standards of conduct required in order to the District to defend, indemnify and hold harmless the individual.

NO INDEMNIFICATION. The District may not indemnify a director or employee in the event the individual is found to have derived an improper personal benefit, whether or not involving action in an official capacity.

LIMITATION. Indemnification permitted under this Resolution is limited to reasonable expenses incurred in connection with the proceeding including but not limited to reasonable attorney fees. The Board of Directors in its sole discretion may pay any judgment entered against an individual except that the Board shall have no authority whatsoever to pay punitive damages should they be assessed against any individual.

EFFECTIVE COVERAGE. The provisions of this Resolution shall apply to all current employees and directors of the District and may, in the sole discretion of the Board of Directors of the District, be implemented on behalf of former directors or employees who acted in good faith in a manner believed to have been in the best interests of the District. In no event shall this Resolution apply to situation in which the limitation of actions applies prohibiting the institution of any proceedings.

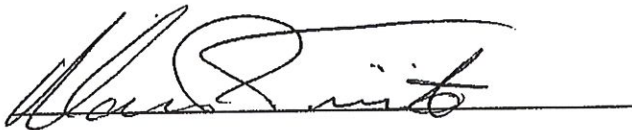
THEREFORE, this Resolution is enacted by the Board of Directors of the District on the ~~17th day of May~~, 2016.

14th day of June



President
Triview Metropolitan District

ATTEST:



Secretary
Triview Metropolitan District