

**RESOLUTION RE: PROVIDING FOR THE DEFENSE AND INDEMNIFICATION
OF OFFICERS AND EMPLOYEES OF THE WANAUKE
VALLEY REGIONAL SEWERAGE AUTHORITY**

BE IT RESOLVED by the Board of Commissioners of the Wanaque Valley Regional Sewerage Authority (WVRSA) that the policy below, with regards to the defense and indemnification of officers and employees of the WVRSA, is hereby authorized and adopted.

Section 1.

Except as hereinafter provided, the WVRSA Board of Commissioners shall, upon request of any present or former official, employee or appointee of the WVRSA provide for indemnification and legal defense of any civil action brought against said person or persons arising from an act of omission falling within the scope of their public duties.

Section 2.

Pursuant to N.J.S.A. 59:10-4 *et seq*, the indemnification of defense provided for in this ordinance shall include exemplary or punitive damages resulting from the employee's civil violation of State or federal law if, in the opinion of the WVRSA Board of Commissioners the acts committed upon which the damages are based did not constitute actual fraud, actual malice, willful misconduct or an intentional wrong doing. capacity.

Section 3.

The terms of this resolution and definition of official, employee and appointee are to be construed liberally in order to effectuate the purposes of this resolution except that these terms shall not mean a) any person who is not a natural person; b) any person while providing goods or services of any kind under any contract with the WVRSA except an employment contract; c) any person while providing legal or engineering services for compensation unless said person is a full-time employee of the WVRSA; and d) any person who as a condition of her or his appointment or contract is required to indemnify and defend the WVRSA and/or secure insurance.

Section 4.

The WVRSA shall provide for defense of and indemnify any present or former official, employee or appointee of the WVRSA who becomes a defendant in a civil action if the person or persons involved a) acted or failed to act in a matter in which the WVRSA has or had an interest; b) acted or failed to act in the discharge of a duty imposed or authorized by law; c) acted or failed to take action in good faith. For purposes of this resolution, the duty and authority of the WVRSA to defend and indemnify shall extend to cross-claim or counter claim against said person.

Section 5.

In any other action or proceeding, including criminal proceedings, the WVRSA may provide for the defense of a present or former official, employee or appointee, if the WVRSA Board of Commissioners concludes that such representation is in the best interest of the WVRSA and that the person to be defended acted or failed to act in accord with the standards set forth in this resolution.

Section 6.

Whenever the WVRSA provides for the defense of any action set forth herein and as a condition of such defense, the WVRSA may assume exclusive control over the representation of such persons defended and such person shall cooperate fully with the WVRSA Board of Commissioners.

Section 7.

The WVRSA may provide for the defense pursuant to this resolution by authorizing its attorney to act in behalf of the person being defended or by employing other counsel for this purpose or by asserting the right of the WVRSA under any appropriate insurance policy that requires the insurer to provide defense.

Section 8.

This resolution shall take effect immediately upon passage.

Adopted this 22nd day of April 2020
and certified to be a true copy of the original

Elizabeth Parrinello

Elizabeth Parrinello, Recording Secretary

Commissioner	Motion	Second	Ayes	Nays	Abstain	Absent
Allen		X	X			
Conlon			X			
Levine	X		X			
Taukus						X
Covelli			X			