

## **BVGCD Bylaws:**

### **2.6. Indemnification of Directors and Employees.**

Each director and employee is indemnified by the District against any liability imposed upon him and for any expense reasonably incurred by him in connection with any claim made against him, or any action, suit or proceeding to which he may be a party by reason of his being, or having been, a director or employee, and against such sums as counsel selected by the Board shall deem reasonable payment made in settlement of any such claim, action, suit, or proceeding; provided, however, that no director or employee shall be indemnified with respect to actual damages arising out of a cause of action for a willful act of omission, an act or omission constituting gross negligence or official misconduct, or with respect to matters for which such indemnification would be unlawful or against public policy. Any right of indemnification granted by this Section is in addition to and not in lieu of any other such right of which any director or employee of the District may at any time be entitled under the laws of the State of Texas; and if any indemnification that would otherwise be granted by this Section is disallowed by any competent court or administrative body as illegal or against public policy, then any director or employee with respect to whom such adjudication was made, and any other director or employee, shall be indemnified to the fullest extent permitted by law and public policy, it being the express intent of the District to indemnify its directors and employees to the fullest extent possible in conformity with these Bylaws, all applicable laws and public policy. The District may purchase and maintain insurance on behalf of any person who is a director or employee of the District in any capacity, or arising out of his status as such. The indemnification provided herein shall inure to the benefit of the heirs, executors, and administrators of the directors and employees of the District.

4. Discussion and possible action regarding payment of legal fees regarding Stratta and/or Fazzino litigation against the District.

- (1) Payment of legal fees in this matter serves a public interest in defending the districts legally authorized actions to adopt rules and process permit applications, as well as official immunity and the need to protect officials who are required to exercise discretion and the related public interest in encouraging the vigorous exercise of official authority  
  
and
- (2) the alleged actions of the matter were committed while the directors performing discretionary acts in good faith and within the scope of their official authority.