



SYRACUSE REGIONAL AIRPORT AUTHORITY DEFENSE AND INDEMNIFICATION POLICY

Purpose

This document formalizes the policy of the Syracuse Regional Airport Authority (the “Authority”) with respect to defense and indemnification of members, officers, staff and employees and ensuring that there is appropriate defense and indemnification of the members, officers, staff and employees in those circumstances where Authority members, officers, staff and employees are subject to civil and administrative actions or proceedings for carrying out the duties and responsibilities of the Authority. Section 18 of New York Public Officers Law, as amended, requires that the Authority provide defense and indemnification to its members, officers, staff and employees for civil and administrative actions and proceedings, but not from criminal actions and proceedings. In connection with the filing of the Authority’s annual report, the New York State Authorities Budget Office requests that the Authority advise it and confirm that the Authority has a policy on defense and indemnification.

Policy

Upon compliance by the member, officer, staff or employee of the Authority with the provisions of Section 18(5) of New York Public Officers Law, as amended, the Authority shall provide for the defense of the member, officer, staff or employee in any civil action or proceeding, state or federal, arising out of any alleged act or omission which occurred or allegedly occurred while the member, officer, staff or employee was acting within the scope of his or her public employment or duties. However, this duty to provide for a defense shall not arise where such civil action or proceeding is brought by or at the behest of the Authority.

Subject to the conditions set forth in the preceding paragraph, the member, officer, staff or employee shall be entitled to be represented by private counsel of his or her choice in any civil action or proceeding whenever the chief legal officer of the Authority or other counsel designated by the Authority determines that a conflict of interest exists, or whenever a court, upon appropriate motion or otherwise by a special proceeding, determines that a conflict of interest exists and that the member, officer, staff or employee is entitled to be represented by counsel of his or her choice, provided, however, that the chief legal officer or other counsel designated by the Authority may require, as a condition to payment of the fees and expenses of such representation, that appropriate groups of such members, officers, staff and/or employees be represented by the same counsel. Reasonable attorneys' fees and litigation expenses shall be paid by the Authority to such private counsel from time to time during the pendency of the civil action or proceeding with the approval of the Authority.

The Authority shall indemnify and save harmless its members, officers, staff and employees in the amount of any judgment obtained against such members, officers, staff and employees in a state or federal court, or in the amount of any settlement of a claim, provided that the act or omission from which such judgment or claim arose occurred while the member, officer, staff or employee was acting within the scope of his or her public employment or duties; provided further that in the case of a settlement, the duty to indemnify and save harmless shall be conditioned upon the approval of the amount of settlement by the Authority.

Except as otherwise provided by law, the duty to indemnify and save harmless prescribed by this policy and Section 18 of New York Public Officers Law, as amended, shall not arise where the injury or damage resulted from intentional wrongdoing or recklessness on the part of the Authority member, officer, staff or employee.

The Authority shall not indemnify or save harmless any member, officer, staff or employee of the Authority with respect to punitive or exemplary damages, fines or penalties, or money recovered from an member, officer, staff or employee pursuant to Section 51 of New York General Municipal Law, as amended; provided, however, the Authority shall indemnify and save harmless its members, officers, staff and employees in the amount of any costs, attorneys' fees, damages, fines or penalties which may be imposed by reason of an adjudication that an member, officer, staff or employee, acting within the scope of his or her public employment or duties, has, without willfulness or intent on his or her part, violated a prior order, judgment, consent decree or stipulation of settlement entered in any court of the State of New York or of the United States.

Upon entry of a final judgment against the member, officer, staff or employee of the Authority, or upon the settlement of the claim, the member, officer, staff or employee shall serve a copy of such judgment or settlement, personally or by certified or registered mail within thirty days of the date of entry or settlement, upon the chief administrative officer of the Authority; and if not inconsistent with the provisions of Section 18 of New York Public Officers Law, as amended, the amount of such judgment or settlement shall be paid by the Authority.

The duty to defend or indemnify and save harmless prescribed by this policy and Section 18 of New York Public Officers Law, as amended, shall be conditioned upon: (i) delivery by the Authority member, officer, staff or employee to the chief legal officer of the Authority or to its chief administrative officer a written request to provide for his or her defense together with the original or a copy of any summons, complaint, process, notice, demand or pleading within ten days after he or she is served with such document; and (ii) the full cooperation of the member, officer, staff or employee of the Authority in the defense of such action or proceeding and in defense of any action or proceeding against the Authority based upon the same act or omission, and in the prosecution of any appeal.

This policy is summarized and set forth in Section 7.1 Indemnification of the Authority's duly adopted Organizational By-Laws.

Adopted by Resolution No. 18 of 2012, August 10, 2012