

**RESOLUTION NO. 644-16**

**A RESOLUTION OF THE COMMISSION OF THE PORT OF PORT TOWNSEND AUTHORIZING THE DEFENSE AND INDEMNITY OF PORT EMPLOYEES AND OFFICERS FOR ACTIONS PERFORMED IN GOOD FAITH AND ON BEHALF OF THE PORT**

**WHEREAS**, the Port of Port Townsend (the "Port"), a Washington municipal corporation, employs and authorizes individuals to carry out the duties and functions of the Port; and

**WHEREAS**, individuals who are currently or at one time were employed by, or acting on behalf of, the Port may be subject to actions, claims or proceedings arising out of such individuals' performance or failure of performance of their duties for the Port; and

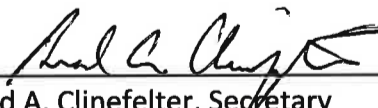
**WHEREAS**, pursuant to RCW 53.08.208, as amended, it is proper for the Port to defend and indemnify its present and past employees and officers against any action, claim or proceeding arising out of any such employee's or officer's performance or failure of performance of his or her duties for the Port when such employee or officer was acting in good faith and within the scope of his or her employment with or duties for the Port.

**NOW, THEREFORE, BE IT RESOLVED** that, whenever any action, claim, or proceeding is instituted against any individual who is or was an employee or officer of the Port, arising out of that individual's performance or failure of performance of employment with, or duties for, the Port, and if the Port Commission determines such employee or officer was acting in good faith and within the scope of his or her employment with or duties for the Port, the Port Commission shall grant a request by that individual that the attorney of the Port's choosing be authorized to defend said action, claim or proceeding, and the costs of defense, attorney fees, and any obligation for payment arising from such action, claim or proceeding not otherwise paid by insurance shall be paid from the Port's funds; PROVIDED, however, that the costs of defense and/or judgment or settlement against such individual shall not be paid in any case in which the court finds that such individual was not acting in good faith or within the scope of his or her employment with or duties for the Port, notwithstanding the Port Commission's finding to the contrary; and

**BE IT FURTHER RESOLVED THAT** this Resolution No. 644-16 supersedes all prior resolutions authorizing the payment of legal defense costs for the Port's employees, officers and agents for actions performed in good faith and on behalf of the Port, and any such prior resolution is hereby rescinded.

**ADOPTED** by the Commission of the Port of Port Townsend at a regular meeting thereof held this 23<sup>rd</sup> day of March 2016.


**ATTEST:**

  
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Brad A. Clinefelter, Secretary

  
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Peter W. Hanke, President

  
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Steven R. Tucker, Vice President

**APPROVED AS TO FORM:**

*for*   
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Carolyn C. Lake, Goodstein Law Group  
Port Attorney

