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## **Defense and Indemnification Policy**

The County of Franklin Industrial Development Agency (the "Agency"), shall save harmless and indemnify any person who is serving or has served as a director, officer or as employee of the Agency against any financial loss arising out of or in connection with any claim, demand, suit or judgment, based on a cause of action involving allegations that pecuniary harm was sustained by any person as a result of any transaction, act or omission to act of the Agency or of any action or inaction or vote of any director, officer or employee of such Agency unless such individual is found by a final judicial determination not to have acted in good faith for a purpose such person reasonably believed to be in the best interests of the Agency or not to have had reasonable cause to believe that his conduct was lawful. Provided, however, that such individual must transmit to the Agency's counsel any notice of claim, summons or complaint or other analogous paper served on such individual within ten (10) days of its receipt unless prevented from doing so by compelling circumstances.

The Agency's counsel shall, without charge to the individual Director, officer or employee, represent any such individual unless unable to do so by reason of conflict of interest. In the event that the Agency's counsel is unable to provide such representation, the Agency shall indemnify the individual for any reasonable litigation expense incurred by that individual.