

## **INDEMNIFICATION OF TRUSTEES**

. **Right of Indemnification.** The Trustees of the Freeholders and Commonality of the Town of East Hampton (the “Trustees”), existing as one body corporated and politic, in deed and name, having been duly created to carry out the obligations under the Dongan Patent, and with the powers thereunder, as affirmed in the New York State Constitution of 1777 and by subsequent State legislation, have authority to take all acts necessary to carry out their mission. In order to do so, the Trustees of the Freeholders and Commonality of the Town of East Hampton will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she (or his/her testator or intestate) was a Trustee of the Freeholders and Commonality of the Town of East Hampton. Such indemnification will be in accordance with and to the fullest extent permitted by New York state law or other applicable law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the Trustee is in office at the time of the action or proceeding. However, the Trustees will indemnify a Trustee in connection with an action or proceeding initiated by that Trustee only if the action or proceeding was authorized by the Trustees.

**Section 1. Advancement of Expenses.** The Trustees may pay expenses incurred by a Trustee in connection with an action or proceeding described in Section 1 of this Resolution in advance of the final disposition of that action or proceeding. Such advances may be paid only if (a) the Trustee agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and (b) the advance is approved by the Trustees acting by a quorum consisting of Trustees who are not parties to the action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Trustees. To the extent permitted by law, the Trustees may advance expenses under this provision without having to find that the Trustee met the applicable standard of conduct required for indemnification.

**Section 2. Availability and Interpretation.** To the extent permitted under applicable law, the rights provided in Sections 1 and 2 of this Article:

(a) will be available with respect to events occurring prior to the adoption of this Resolution;

(b) will continue to exist after any rescission or restrictive amendment of this Resolution with respect to events occurring prior to such rescission or amendment;

(c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and

(d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer seeking such rights were parties to a separate written agreement.

Section 3. Other Rights. The rights provided in Sections 1 and 2 of this Resolution are not exclusive of any other rights to which a Trustee or other person may now or subsequently be otherwise entitled, whether contained in the by-laws of the Trustees, a resolution of the Trustees or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections 1 and 2 of this Resolution are not exclusive of any rights, pursuant to statute or otherwise, of a Trustee or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Trustees or otherwise.

Section 4. Severability. If this Resolution or any part of it is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Resolution will remain fully enforceable.