

FILED

JAN 10 2006

**Cause No. 4213
Resolution 2005-5**

Benita Fox
CLERK BROWN CIRCUIT COURT

WHEREAS, the Cordry Sweetwater Conservancy District, Board of Directors, and previous Directors and Members of the Administrative Staff, heretofore and hereafter deem it necessary to be INDEMNIFIED.

BE IT RESOLVED that any person who is or was a member of the Board of Directors of Cordry Sweetwater Conservancy District, or a member of the Administrative Staff of Cordry Sweetwater Conservancy District shall be indemnified, saved harmless and defended by Cordry Sweetwater Conservancy District against expense, including attorney's fees, reasonably incurred by him/her (and not covered by any insurance) in connection with the defense of any action, suitor proceeding, civil or criminal, in which he/she is made or threatened to be made a party of being or having been in any such capacity or arising out of his/her status as such, except in relation to matters as to which he/she is adjudicated in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in the performance of his/her duties to Cordry Sweetwater Conservancy District. Cordry Sweetwater Conservancy District may also reimburse any such member of the Administrative Staff, past or present, for the reasonable cost of settlement of any such action, suit or proceeding if it shall be found by a majority of the Board of Directors not involved in the matter in controversy (whether or not a quorum) that it is or was in the best interest of Cordry Sweetwater Conservancy District that such settlement be made and that such member of the Board of Directors, or employee was guilty of negligence or misconduct, provided, however, that such indemnification and reimbursement shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any notice, by a majority vote of all the Directors entitled to vote.

This resolution shall remain in effect until revoked or rescinded by the Board of Directors of the Cordry Sweetwater Conservancy District.

Approved this 7th day of January 2006 at Nineveh, Indiana.



Norman Noe, ~~Chairman~~

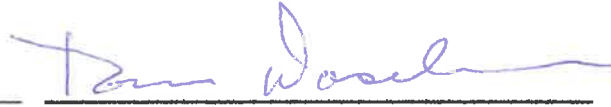


Vernon McGaha, Vice Chairman

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Horace Hays, Secretary



Tom Daseler



John Kauchak



Larry Kolar

SUBSCRIBED AND SWORN TO before a Notary Public, this 7th day of January
2006.



Martha Anderson, Notary Public

MARTHA J ANDERSON
NOTARY PUBLIC STATE OF INDIANA
BROWN COUNTY
MY COMMISSION EXP. JAN. 31, 2010