

**MORA - SAN MIGUEL ELECTRIC COOPERATIVE, INC.**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS,**  
**AGENTS AND EMPLOYEES**  
**BOARD POLICY NO. 113**  
**New Policy**

**SUBJECT:** Indemnification of Cooperative Directors, Officers, Agents and Employees

**OBJECTIVE:** (1) To provide for the Cooperative's Indemnification of the Cooperative's Directors, Officers, Agents against Liability and Related Costs for Their Acts and Omissions in Their Respective Official Capacities;

(2) To Provide for the Purchase of Insurance to Cover Such Indemnification.

**POLICY:**

The law and the Cooperative's Bylaws contain appropriate provisions mandating the indemnification of directors and officers and, if the Board so decides, Cooperative employees and/or agents. The Cooperative, by this Policy No. 113, establishes related indemnification provisions and provides for the purchase of insurance to cover such indemnification, as follows:

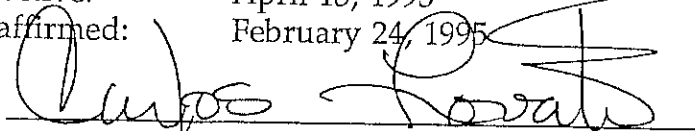
1. The Cooperative shall indemnify its directors, officers, agents and employees ("Cooperative officials") to the maximum extent allowable by the related provisions of its Bylaws and by law.
2. The indemnification shall, to the extent allowable by law, apply to former as well as existing and future directors, officers, agents and employees.
3. Such indemnification shall cover the costs, including reasonable attorneys' fees, of resisting and defending against liability claims.

The Board shall be responsible for the enforcement of this policy.

Approved: April 13, 1993

Effective: April 13, 1993

Reaffirmed: February 24, 1995

  
Board Secretary