




## INDEMNIFICATION POLICY

Policy Number	Responsible Department	Effective Date	Approval
BOD 4.01	Board of Directors	January 22, 2026	 <i>Board of Directors</i>

### I. PURPOSE:

The Rhode Island Public Transit Authority is a quasi-public corporation. The purpose of this Indemnification Policy is to ensure compliance with R.I. Gen. Laws §42-155 – Quasi Public Corporations Accountability and Transparency Act.

### II. DEFINITION:

Member: A member of RIPTA shall mean any Member of RIPTA’s Board of Directors, as appointed by the Governor of the State of Rhode Island and any employee of RIPTA.

### III. POLICY:

A Member of RIPTA shall not be personally liable to RIPTA for monetary damages for breach of the Member’s duty as a Member, except for liability for: (i) any breach of the Member’s duty of loyalty to RIPTA; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the Member derived an improper personal benefit. RIPTA shall indemnify any person who is or was a Member, officer, employee, or agent of RIPTA, or is or was serving at the request of RIPTA as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in the manner and to the fullest extent provided by applicable law, if: (i) he or she conducted himself or herself in good faith; (ii) he or she reasonably believed, in the case of conduct in his or her official capacity with RIPTA, that his or her conduct was in its best interest, and in all other cases, that his or her conduct was at least not opposed to its best interests; and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.