OF THE BOARD ON WHICH HE SERVES:

(1) IN GOOD FAITH;

(2) IN A MANNER HE REASONABLY BELIEVES TO BE IN THE BEST INTERESTS OF THE CORPORATION; AND

(3) WITH THE CARE THAT AN ORDINARILY PRUDENT PERSON IN A LIKE POSITION WOULD USE UNDER SIMILAR CIRCUMSTANCES.

(B) (1) IN PERFORMING HIS DUTIES, A DIRECTOR IS ENTITLED TO RELY ON ANY INFORMATION, OPINION, REPORT, OR STATEMENT, INCLUDING ANY FINANCIAL STATEMENT OR OTHER FINANCIAL DATA, PREPARED OR PRESENTED BY:

(I) AN OFFICER OR EMPLOYEE OF THE CORPORATION WHOM THE DIRECTOR REASONABLY BELIEVES TO BE RELIABLE AND COMPETENT IN THE MATTERS PRESENTED;

(II) A LAWYER, PUBLIC ACCOUNTANT, OR OTHER PERSON, AS TO A MATTER WHICH THE DIRECTOR REASONABLY BELIEVES TO BE WITHIN THE PERSON'S PROFESSIONAL OR EXPERT COMPETENCE; OR

(III) A COMMITTEE OF THE BOARD ON WHICH THE DIRECTOR DOES NOT SERVE, AS TO A MATTER WITHIN ITS DESIGNATED AUTHORITY, IF THE DIRECTOR REASONABLY BELIEVES THE COMMITTEE TO MERIT CONFIDENCE.

(2) A DIRECTOR IS NOT ACTING IN GOOD FAITH IF HE HAS ANY KNOWLEDGE CONCERNING THE MATTER IN QUESTION WHICH WOULD CAUSE SUCH RELIANCE TO BE UNWARRANTED.

(C) A PERSON WHO PERFORMS HIS DUTIES IN ACCORDANCE WITH THE STANDARD PROVIDED IN THIS SECTION HAS NO LIABILITY BY REASON OF BEING OR HAVING BEEN A DIRECTOR OF A CORPORATION, UNLESS, IN A SITUATION TO WHICH §2-419(D) OF THIS SUBTITLE APPLIES, A CONTRACT OR TRANSACTION IS DETERMINED NOT TO HAVE BEEN FAIR AND REASONABLE TO THE CORPORATION.

2-416.

(A) A CORPORATION MAY LEND MONEY TO, GUARANTEE AN OBLIGATION OF, OR OTHERWISE ASSIST AN OFFICER OR OTHER EMPLOYEE OF THE CORPORATION OR OF ITS DIRECT OR INDIRECT SUBSIDIARY, INCLUDING AN OFFICER OR EMPLOYEE WHO IS A DIRECTOR OF THE CORPORATION OR THE SUBSIDIARY, IF THE LOAN, GUARANTEE, OR ASSISTANCE:

(1) IN THE JUDGMENT OF THE DIRECTORS, REASONABLY MAY BE EXPECTED TO BENEFIT THE CORPORATION; OR

(2) IS AN ADVANCE MADE AGAINST INDEMNIFICATION IN ACCORDANCE WITH § 2-418(F) OF THIS SUBTITLE.