

(I) A WRITTEN AFFIRMATION BY THE DIRECTOR OF THE DIRECTOR'S GOOD FAITH BELIEF THAT THE STANDARD OF CONDUCT NECESSARY FOR INDEMNIFICATION BY THE CORPORATION AS AUTHORIZED IN THIS SECTION HAS BEEN MET; AND

(II) A WRITTEN UNDERTAKING BY OR ON BEHALF OF THE DIRECTOR TO REPAY ~~SUCH~~ THE AMOUNT IF IT SHALL ULTIMATELY BE DETERMINED THAT ~~SUCH~~ THE STANDARD OF CONDUCT HAS NOT BEEN MET.

(2) THE UNDERTAKING REQUIRED BY SUBPARAGRAPH (II) OF PARAGRAPH (1) OF THIS SUBSECTION SHALL BE AN UNLIMITED GENERAL OBLIGATION OF THE DIRECTOR BUT NEED NOT BE SECURED AND MAY BE ACCEPTED WITHOUT REFERENCE TO FINANCIAL ABILITY TO MAKE THE REPAYMENT.

(3) DETERMINATIONS AND AUTHORIZATIONS OF PAYMENTS UNDER THIS SUBSECTION SHALL BE IN THE MANNER SPECIFIED IN SUBSECTION (E) OF THIS SECTION.

(G) A PROVISION FOR THE CORPORATION TO INDEMNIFY A DIRECTOR WHO IS MADE A PARTY TO A PROCEEDING, WHETHER CONTAINED IN THE CHARTER, THE BYLAWS, A RESOLUTION OF STOCKHOLDERS OR DIRECTORS, AN AGREEMENT OR OTHERWISE, EXCEPT AS CONTEMPLATED BY SUBSECTION (K) OF THIS SECTION, ~~MAY--NOT~~ BE IS NOT VALID UNLESS CONSISTENT WITH THIS SECTION OR, TO THE EXTENT THAT INDEMNITY HEREUNDER UNDER THIS SECTION IS LIMITED BY THE CHARTER, CONSISTENT ~~THEREWITH~~ WITH THE CHARTER.

(H) THIS SECTION DOES NOT LIMIT THE CORPORATION'S POWER TO PAY OR REIMBURSE EXPENSES INCURRED BY A DIRECTOR IN CONNECTION WITH AN APPEARANCE AS A WITNESS IN A PROCEEDING AT A TIME WHEN THE DIRECTOR HAS NOT BEEN MADE A NAMED DEFENDANT OR RESPONDENT IN THE PROCEEDING.

(I) FOR PURPOSES OF THIS SECTION:

(1) THE CORPORATION SHALL BE DEEMED TO HAVE REQUESTED A DIRECTOR TO SERVE AN EMPLOYEE BENEFIT PLAN WHERE THE PERFORMANCE OF THE DIRECTOR'S DUTIES TO THE CORPORATION ALSO IMPOSES DUTIES ON, OR OTHERWISE INVOLVES SERVICES BY, THE DIRECTOR TO THE PLAN OR PARTICIPANTS OR BENEFICIARIES OF THE PLAN;

(2) EXCISE TAXES ASSESSED ON A DIRECTOR WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN PURSUANT TO APPLICABLE LAW SHALL BE DEEMED FINES; AND

(3) ACTION TAKEN OR OMITTED BY THE DIRECTOR WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN IN THE PERFORMANCE OF THE DIRECTOR'S DUTIES FOR A PURPOSE REASONABLY BELIEVED BY THE DIRECTOR TO BE IN THE INTEREST OF THE PARTICIPANTS AND BENEFICIARIES OF THE PLAN SHALL BE DEEMED TO BE FOR A PURPOSE WHICH IS NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION.