

## Director's Marketplace Certificate Holder's Agreement

The Test Candidate and Test Passing Certificate holder (both called "Certificate Holder") voluntarily enters into an agreement with DirectorsMarketplace.org, ESOPMarketplace, LLC, PTCFO, Inc, and all of their family of websites (called "The Association"). The Association agrees to provide Certificate Holder with a process to educate and attest to the Certificate Holder's effort to improve and comprehend their own personal professional development and associated responsibilities as an ESOP Fiduciary, Director, or Trustee.

Certificate Holder agrees that the content provided by DirectorsMarketplace.org and/or The Association represents a small portion of body of the overall knowledge, and is provided to enhance, not complete, their personal body of knowledge with regards to fiduciary education. The Certificate earned is without any guarantees, warranties or assertions, implied or expressed. Certificate Holder agrees The Association is providing their educational service without membership requirements and at a reasonable price. The Certificate Holder agrees that they are responsible for broadening their knowledge beyond the exam as part of the Certificate process.

Certificate Holder also acknowledges that the educational content provided by The Association is current only as of the date of the Certificate, requiring an annual reexamination and/or maintaining personal "continuing education units" or CEU's, as laws and other conditions change. Certificate Holder further affirms that the Certificate will lapse in 365 days after passing the exam. Certificate Holder agrees that they are personally responsible for maintaining their level of education while they are an ESOP Fiduciary. If the Certificate lapses, or is revoked, the Certificate Holder, will have 90 days to restore their Certificate, or they agree to remove their Certificate from public use or display.

Certificate Holder acknowledges that the exam is Pass/Fail subject to a predetermined amount of test questions correctly answered. The Association assures the results of the exam will be held in strict confidence, not to be shared with others.

In no event will DirectorsMarketplace.org and/or The Association be liable for (I) any incidental, consequential, or indirect damages (including, but not limited to, damages for loss of profits, business interruption, loss of programs or information, and the like) arising out of the use of the Certificate, (II) any claim attributable to errors, omissions, or other inaccuracies in the DirectorsMarketplace.org and/or The Association electronic content and/or materials or information downloaded through them, or hyperlinked by them, or (III) acts or conduct by a current or former Certificate Holder that results in claims of fiduciary liability. If your state does not allow the exclusion or limitation of liability for consequential or incidental damages, liability is limited to the greatest extent permitted by law. Please also note that as a fiduciary, you are also responsible for your own actions relating to your plan. You understand that you cannot delegate, release, or assign that responsibility to anyone else.

**INDEMNIFICATION: Certificate Holder acknowledges that there are serious personal liabilities associated with becoming an ESOP or ERISA Fiduciary. Certificate Holder agrees to indemnify, defend, and hold harmless DirectorsMarketplace.org and/or the**

**Association, its officers, directors, employees, agents, licensors, suppliers, and any third party information providers to our online system from and against all losses, expenses, damages, and costs, including reasonable attorneys' fees, resulting from any violation of this Agreement by you. Certificate holder agrees to pay all legal and related costs in a timely way, that are imposed on DirectorsMarketplace.org and/or the Association, when caused, in whole or in part, by the Certificate Holder's actions and decisions. Certificate Holder also acknowledges that they are solely responsible for their own actions and decisions, and assume all liabilities for being an ESOP fiduciary.**

In the event a Certificate Holder does not follow the rules and laws as agreed above, The Association reserves the right to revoke the certificate at any time, without reimbursement of examination fees or other costs.