



**Kanopy Inc.
Invoice**

Invoice Date: 01 March 2021

Invoice Number: KDEP - 7986

Billing Address:



Order Summary:

This Invoice is entered into between Institution and Kanopy pursuant to the current Master Agreement between them. Any capitalized term not defined herein shall have the meaning ascribed to it in the Master Agreement. By issuing payment hereunder or accessing or using the Offerings identified herein, Institution agrees to be bound by this Invoice.

Offering	Total (USD)
Patron Driven Acquisition (PDA) Program <ul style="list-style-type: none">Default Content Cost: \$75-\$150 (one-year license)	

Notes:

- Definition:** As used herein, a "PDA Play" is incurred on a Title when an End User accesses the Title in a unique session and 30 seconds or more of consecutive footage is watched.
- Content Trigger:** In the event that any Title incurs four or more PDA Plays during any twelve (12)-month period, a one-year license shall be triggered to the Title for the Institution (each, a "Triggered License") and the Institution will be obligated to pay the Default Content Cost for such Title. The Triggered License for each such Title will commence the date the Triggered License is invoiced, and the Title will be available for unlimited viewing by End Users for one year thereafter at no additional cost. Institution may extend any Triggered License to longer time periods as available and while the Triggered License remains valid, subject to the written consent of Kanopy and payment of any applicable additional fees by Institution. Once a Triggered License expires for a Title, the Title will fall back into the "PDA pool" and will be subject again to the PDA program rules set forth above in this paragraph. \$8,000.00
- Processing:** Triggered Licenses will be processed periodically to the Institution (quarterly or monthly, at the discretion of Kanopy). Institution will be notified of all Triggered Licenses and sent an invoice. Institution may request early processing of Triggered Licenses at any time
- Disputes:** If Institution disputes the validity of a Triggered License, it shall send Kanopy written notice of such dispute can within fourteen (14) days after the date of invoice for the applicable Triggered License.
- Budgeting:** Institution may deposit non-refundable funds for this PDA program upfront, to be drawn upon by Kanopy for payment of Triggered Licenses as they are

triggered, or pay upon invoice. Institution may set and adjust a fixed budget for this PDA program ("Budget") in the Service at any time and adjust other settings within the Service for the purposes of monitoring its activity under this program and receipt of notifications and alerts regarding the status of the Budget and other information relating to this program.

- **Managing Program:** Institution may turn off its participation in this program at any time by sending written notice to Kanopy. Although Kanopy may send Institution alerts regarding the status of Budgets established, Institution's participation in this program will not be automatically turned off upon depletion of the Budget. To turn off participation, the Institution must provide written notice to Kanopy requesting that Kanopy turn off participation and any specifics around that process (a specific date, etc). Kanopy will turn off the Institution's participation according with the Institution's written notice, without regard to the amount remaining in the Budget. Institution shall solely be responsible for managing the Budget and payment of all Triggered License fees in excess of the Budget. In the event that Institution's participation is turned off, End Users shall retain access to Titles covered by Triggered Licenses for the remainder of the applicable Triggered Licence terms, but End Users will not be able to access any other Titles under this program.

Subtotal:	\$8,000.00
Taxes	\$0.00

Total:	\$8,000.00

Payment Terms:
30 days from date of invoice

Direct deposit can be made to:

ABA Routing: 121140399
Acct # 3302131786
Silicon Valley Bank
3003 Tasman Dr.
Santa Clara, CA 95054
408.654.7400

Check can be made to:

Kanopy Inc.
781 Beach St, Suite 200
San Francisco, CA 94109

Remittance advice:

accounts@kanopy.com

t (+1) 415-513-1026 Kanopy Inc., EIN 99-0377373
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