

Exhibit A

UCSC Online Education Revenue Sharing Policy

Pursuant to Section “3. Payment” of the Agreement, the University will pay annually to the named Course Creator(s), 40% of the net revenues (as defined below) received by the University of California Santa Cruz (“UCSC”) for the Course, as more fully described below. The remaining net revenues will be distributed on the Santa Cruz campus as follows:

Office of the Vice Provost for Academic Affairs (funds to be used only for online education course development): 35%
Campus Provost and Executive Vice Chancellor: 20%
Course Creator’s Department: 2.5%
Course Creator’s Division: 2.5%

Net revenues are defined as gross revenues (as defined below), less the University’s costs of developing the Course, including production and post-production, course content development by the instructional design team, faculty course relief provided for course development, equipment and facilities purchased or rented specifically for the Course (or a pro-rata share of such costs if the facilities are purchased or rented for more than one course), licensing of copyright and related property rights to the extent made necessary solely by the Course, and not including the University’s existing agreements with platform providers, such as Coursera, and such other costs, taxes, or reimbursements as may be necessary or required by law. Course production and post-production includes but is not limited to: video production, video post-production, content authoring and migration, tool and content accessibility review, video captioning, multimedia programming, copyright clearance, graphics, and animations. Gross revenues are defined as the total revenue received by the UCSC campus (not including revenue received only at the Office of the President) from third parties, such as platform providers and non-matriculated students, for the use of the Course Creator’s Course. Course Creator revenues paid to University employees pursuant to the Agreement represent a benefit to the employee. Prior to the implementation of any substantive change to the means for determining net revenue (as defined above), the University agrees to meet and discuss the change with the SCFA.

Credit-bearing online courses offered through UCSC Summer Session follow Summer Session revenue sharing policies and are not subject to this Exhibit [“UCSC Online Education Revenue Sharing Policy”].

When there are two or more Course Creator(s), each Course Creator shall share equally in the Course Creator’s share of revenues, unless all Course Creators previously have agreed in writing to a different distribution of such share and have provided such written agreement to UCSC in advance of the distribution. When there are two or more Course Creator(s) from different departments (or other hiring units) or divisions, each department or division shall share equally in the department’s or division’s share of revenues, unless all parties (Course Creators and

Department Chairs, and Deans if applicable) have agreed in writing to a different distribution of such share.

Distribution of revenues shall be made by the University of California Office of the President Office of Innovation Alliances & Services, pursuant to a distribution schedule to be determined from time to time in the reasonable discretion of the Office of Innovation Alliance & Services. Revenue will only be distributed when there is at least one thousand dollars in net revenue; if net revenues are less than one thousand, they will be carried forward into the next distribution cycle. The current distribution schedule is to distribute annually based on the amount received during the previous fiscal year ending June 30th, with distribution times as follows:

Course Creator: November

Funds for new online education course development: December

Campus Provost and Executive Vice Provost: December

Course Creator(s) Department: January

Course Creator(s) Division: January

In the event that a Course Creator breaches the Agreement or UCSC reasonably believes that a Course Creator has breached the Agreement, among other remedies (and without waiving any other remedies), UCSC may withhold distribution of net revenues due pending cure or other resolution of the breach.