

**AMENDMENT NO. 1
TO SERVICES AGREEMENT
BETWEEN PROSEC PROTECTION SYSTEMS, INC.
D/B/A MCROBERTS SECURITY TECHNOLOGIES AND
NATIVIDAD MEDICAL CENTER
FOR
EQUIPMENT, SUPPLIES, INSTALLATION, MAINTENANCE AND REMOTE MONITORING
SERVICES OF THE "MY CHILD INFANT SECURITY SYSTEM"**

This Amendment No. 1 to the Services Agreement ("Agreement") which was effective on January 1, 2015 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter "NMC"), and Prosec Protection Systems, Inc. D/B/A McRoberts Security Technologies (hereinafter "CONTRACTOR"); (collectively, the County, NMC and CONTRACTOR are referred to as the "Parties"), with respect to the following:

RECITALS

WHEREAS, the Agreement with Prosec Protection Systems, Inc. D/B/A McRoberts Security Technologies was executed for Equipment, Supplies, Installation, Maintenance and Remote Monitoring Services of the "My Child Infant Security System" with a term January 1, 2015 through December 31, 2019 and a total Agreement amount not to exceed \$217,832; and

WHEREAS, NMC and Prosec Protection Systems, Inc. D/B/A McRoberts Security Technologies wish to amend the Agreement to add services which primarily include the addition of a new receiver and the relocation of an existing controller, further defined in the attached "Exhibit A-1 per Amendment No.1" for an added cost of \$18,080, thereby increasing the total Agreement amount to \$235,912 with no changes to the term dates.

AGREEMENT

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

The Agreement is hereby renewed on the terms and conditions as set forth in the Original Agreement incorporated herein by this reference, except as specifically set forth below.

1. Section 2 / Paragraph titled, "PAYMENTS BY NMC" shall be amended to the following:
"NMC shall pay the CONTRACTOR in accordance with the payment provisions set forth in EXHIBIT A plus EXHIBIT A-1 as per Amendment No. 1 attached hereto this Amendment No. 1. The total amount payable by NMC to CONTRACTOR under this Agreement shall not exceed the sum of \$235,912."
2. Section 4/ Paragraph titled, "SCOPE OF SERVICES AND ADDITIONAL PROVISIONS/EXHIBITS" shall be amended to the following:
*"The following attached exhibits are incorporated herein by reference and constitute a part of this Agreement:
Exhibit A: Scope of Services/Payment Provisions; and
Exhibit A-1: revised Scope of Services/Payment Provisions as per Amendment No. 1."*
3. Except as provided herein, all remaining terms, conditions and provisions of the Original Agreement are unchanged and unaffected by this Amendment No. 1 and shall continue in full force and effect as set forth in the Agreement and in Amendment No. 1.
4. A copy of this Amendment No. 1 shall be attached to the Original Agreement.
5. This effective date of this Amendment No. 1 shall be when signed by both parties.

IN WITNESS WHEREOF, the Parties hereto are in agreement with this Amendment No. 1 on the basis set forth in this document and have executed this Amendment No. 1 on the day and year set forth herein.

NATIVIDAD MEDICAL CENTER

By: [Signature]
Gary R. Gray, DO, CEO

Date: 2/1/18

APPROVED AS TO LEGAL PROVISIONS

By: [Signature]
Monterey County Deputy County Counsel

Date: 2/1/18

APPROVED AS TO FISCAL PROVISIONS

By: [Signature]
Monterey County Deputy Auditor/Controller

Date: 2-1-18

CONTRACTOR

Prosec Protection Systems, Inc. D/B/A
McRoberts Security Technologies

CONTRACTOR's Business Name

See instructions below

By: [Signature]
(Signature of: Chair, President, or Vice-President)

ALAN BERENSON, COO/CFO
Name and Title

Date: 12/1/17

By: _____
(Signature of: Secretary, Asst. Secretary, CFO,
Treasurer, or Asst. Treasurer)

Name and Title

Date: _____

Instructions

If **CONTRACTOR** is a corporation; including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers (two signatures required).

If **CONTRACTOR** is a partnership; the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (two signatures required).

If **CONTRACTOR** is contracting in an individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required).

EXHIBIT A



Purchase Order Information		Customer Information	
McRoberts Security Technologies 46 Throckmorton Street Freehold, New Jersey 07728		Date: 1.12.2015 Facility: Natividad Medical Center Address: 3441 Constitution Blvd City, State, Zip: Salinas, CA 93906	
Main: 1-800-776-7328 Fax: 1-732-886-1749		Contact: Title: Phone: Fax: e-mail:	
Dealer Information			
Contact: Kelly Skellinger Company: McRoberts Security Technologies Phone: 800-776-7328 extension 2132 Fax: 732-886-1749 e-mail: kelly.skellinger@mcrobarts1876.com			

Exhibit A - MyChild Standard Maintenance Warranted Equipment Listing

Quantity	Part Number	Description		
Computer/Annunciation Hardware - Computers supplied by Hospital				
5	AGENM01-000	iNM-Link Network Manager - Includes Battery Backup		
Application Software Licensing				
1	AR4SR32-0MY	MyChild - Server Software License - Includes paging messaging interface & Remote Monitoring Agent.		
7	AR4SW32-0MY	MyChild - Workstation Software License & Remote Monitoring Agent.		
Door Infrastructure				
16	SR3C01N	Network Door System Package includes: • Networked door controller c/w receive antenna, exciter antenna • Timer • Relay • Door Contact • Locking Storage Enclosure (7" x 8") with cam lock • Sounder with mounting bracket • Snapfile connector		
Location / Tamper Infrastructure				
114	SR4R01M	Receivers / includes: • Battery Backup provided via CPS		
Infrastructure Options				
1	WIRE	Wire- Cost of wire materials		
5	AX-AL1024ULX	24Volt Central Power Supply - UL Listed		
5	AX-PD8	24Volt Central Power Supply distribution board - UL Listed		

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EXHIBIT A



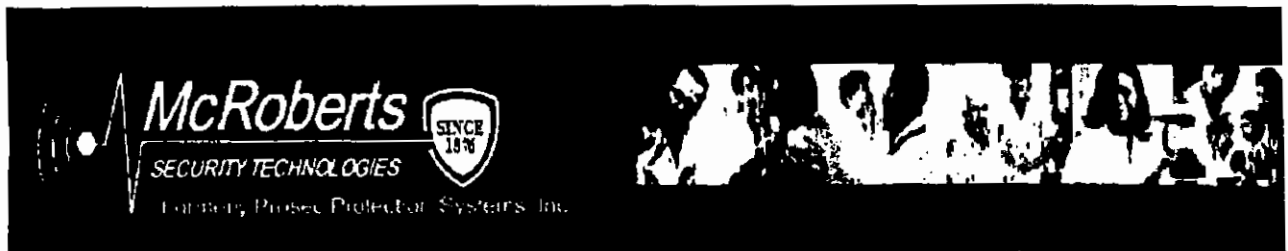
Purchase Order Information		Customer Information	
McRoberts Security Technologies 46 Throckmorton Street Freehold, New Jersey 07728		Date: 1.12.2015 Facility: Natividad Medical Center Address: 1441 Constitution Blvd City, State, Zip: Salinas, CA 93906	
Main: 1-800-776-7328 Fax: 1-732-886-1749		Contact: _____ Title: _____ Phone: _____ Fax: _____ e-mail: _____	
Dealer Information			
Contact: Kelly Skellinger Company: McRoberts Security Technologies Phone: 800-776-7328 extension 2132 Fax: 732-886-1749 e-mail: kelly.skellinger@mcroberts1876.com			
Exhibit A - MyChild Standard Maintenance Warranted Equipment Listing			

Standard Equipment Warranty:			
1		On-site Standard Equipment Warranty covers McRoberts provided and installed system components including infrastructure components, software, and software support for server and consoles. McRoberts will provide 7x24x365 telephone support, problem management services, parts, labor and travel during normal business hours.	\$28,800.00 \$ 28,800.00
Optional - Remote Monitoring Service:			
1		Remote Monitoring Service - Server Computer. Customer to supply secure TCP/IP connectivity.	\$1,999.00 \$ 1,999.00
5		Remote Monitoring Service - Workstation Computer. Customer to supply secure TCP/IP connectivity.	\$499.00 \$ 2,495.00
Preventative Maintenance Visit Program:			
1		1 Preventative Maintenance Visit per year - in addition to the standard coverage, this is an optional maintenance check up for tuning and adjusting the system. Requires Maintenance Agreement	\$5,015.46 \$ 5,015.46
			Total Annual
			\$38,309.46
Service Units:			
8000	To be billed as needed	Service Units: additional funds made available on the contract to cover any billable service call performed throughout the term. Actual charges will be billed at the in-warranty rates. Equipment charges, Emergency, week-end and holiday hours are covered in the Service Unit program.	\$1.00 \$ 8,000.00

MyChild Infant Security System Standard Warranty is calculated on the current market value of the installed infrastructure equipment. Any changes to the system may result in the addition or removal of equipment and may alter the estimated cost calculation. Also any alterations of services being rendered may also effect the estimated cost calculation.

(Signature)
INITIALS
1/12/15

EXHIBIT A



Purchase Order Information		Customer Information	
McRoberts Security Technologies 46 Throckmorton Street Freehold, New Jersey 07728		Date: 10.29.2013 Facility: Natividad Medical Center Address: 1441 Constitution Blvd City, State, Zip: Salinas, CA 93906	
Main: 1-800-776-7328 Fax: 1-732-886-1749		Contact: Title: Phone: Fax: e-mail:	
Dealer Information Contact: Kelly Skellinger Company: McRoberts Security Technologies Phone: 800-776-7328 extension 2132 Fax: 732-886-1749 e-mail: kelly.skellinger@mcroberts1876.com			

Exhibit A - MyChild Standard Maintenance Warranted Equipment Listing (January 2015 - June 2018)

Quantity	Part Number	Description		
Computer/Annunciation Hardware - Computers supplied by Hospital				
5	AGENM01-000	iNM-Link Network Manager - Includes Battery Backup		
Application Software Licensing				
1	AR4SR32-0MY	MyChild - Server Software License - Includes paging messaging interface & Remote Monitoring Agent.		
7	AR4SW32-0MY	MyChild - Workstation Software License & Remote Monitoring Agent.		
Door Infrastructure				
16	SR3C01N	Network Door System Package includes: • Networked door controller c/w receive antenna, exciter antenna • Timer • Relay • Door Contact • Locking Storage Enclosure (7" x 8") with cam lock • Sounder with mounting bracket • Snaplite connector		
Location / Tamper Infrastructure				
114	SR4R01M	Receivers / includes: • Battery Backup provided via CPS		
Infrastructure Options				
1	WIRE	Wire- Cost of wire materials		
5	AX-AL1024ULX	24Volt Central Power Supply - UL Listed		
5	AX-PDB	24Volt Central Power Supply distribution board - UL Listed		

EXHIBIT A

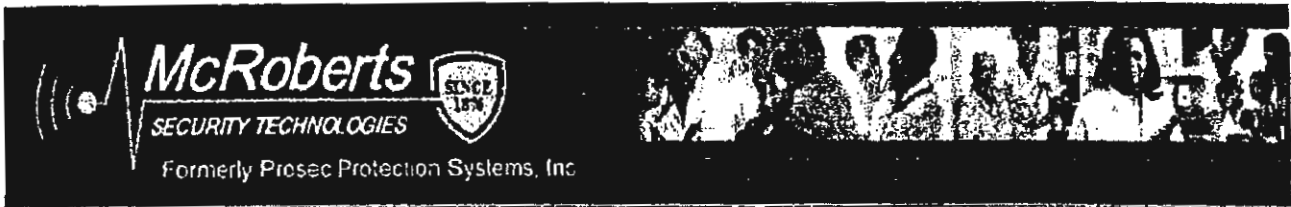


Purchase Order Information		Customer Information	
McRoberts Security Technologies 46 Throckmorton Street Freehold, New Jersey 07728		Date: 10/29/2013 Facility: Natividad Medical Center Address: 1441 Constitution Blvd City, State, Zip: Salinas, CA 93906	
Main: 1-800-778-7328 Fax: 1-732-886-1749		Contact: _____ Title: _____ Phone: _____ Fax: _____ e-mail: _____	
Dealer Information			
Contact: Kelly Skellinger Company: McRoberts Security Technologies Phone: 800-778-7328 extension 2132 Fax: 732-886-1749 e-mail: kelly.skellinger@mcroberts1876.com			
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Total Annual			\$38,309.46
Service Units:			
8000	<i>To be billed as needed</i>	Service Units: additional funds made available on the contract to cover any billable service call performed throughout the term. Actual charges will be billed at the in-warranty rates. Equipment charges, Emergency, week-end and holiday hours are covered in the Service Unit program.	\$1.00 \$ 8,000.00

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McRoberts Security Technologies		Date:	1.12.2015
46 Throckmorton Street	Main: 1-800-775-7328	Facility:	Natividad Medical Center
Freehold, New Jersey 07728	Fax: 1-732-885-1749	Address:	1441 Constitution Blvd
		City, State, Zip:	Salinas, CA 93906

Annual Support and Service Summary				
<i>Includes Additional Equipment added to the original system & OB Overflow in Building 100</i>	Annual Support Cost Summary		YR 1	Year 1
				Standard Price
		Maintenance and Standard Warranty		\$31,451.76
		Service Units		\$8,000.00
		TOTAL Annual Fee		\$39,451.76
	Annual Support Cost Summary		YR 2	Year 2
				Standard Price
		Maintenance and Standard Warranty		\$31,451.76
		Service Units		\$8,000.00
		TOTAL Annual Fee		\$39,451.76
	Annual Support Cost Summary		YR 3	Year 3
				Standard Price
		Maintenance and Standard Warranty		\$38,309.46
		Service Units		\$8,000.00
		TOTAL Annual Fee		\$46,309.46
	Annual Support Cost Summary		YR 4	Year 4
				Standard Price
		Maintenance and Standard Warranty		\$38,309.46
		Service Units		\$8,000.00
		TOTAL Annual Fee		\$46,309.46
Annual Support Cost Summary		YR 5	Year 5	
			Standard Price	
	Maintenance and Standard Warranty		\$38,309.46	
	Preventative Maintenance Visits		\$8,000.00	
	TOTAL Annual Fee		\$46,309.46	

I acknowledge that I have read the above and agree to the McRoberts Security Technologies Limited Warranties and items chosen above. I also have read the McRoberts Security Technologies Limited Warranty and agree to the terms and conditions.

Signature: _____ Date: _____ Print Name: _____

[Handwritten Signature]

EXHIBIT A-1



Purchase Order Information	Customer Information
McRoberts Security Technologies Suite 307, 409 Joyce Kilmer Ave. New Brunswick, NJ 08901 Phone: 800-776-7328	Date: 9/19/2017 Facility: Natividad Medical Center Address: 1441 Constitution Blvd. City, State, Zip: Salinas, CA 93912 Main Contact: April Ritchie Title: Director of Women's & Children's Services Phone: 831-772-7577 Fax: 831-769-8601 Email: ritchead@natividad.com
Dealer Information	
Contact: Faro LevySmith Company: McRoberts Security Technologies Phone: 800-776-7328 ext 2129 Fax: 732-886-1749 Email: faro.levysmith@mcroberts1876.com	

MyChild quotation - Quote valid for 180 days

OPP-6591 equipment relocation and system expansion MyChild 5.4.1.3 C TLM system 2nd floor

Quantity	Part Number	Description	Unit Price	Extended Price
<i>Bundled Computer/Annunciation Hardware</i>				
1	804A3101	INM Network Manager - includes UPS backup	\$1,050.00	\$1,050.00
<i>Door Infrastructure</i>				
1	804A3001	Standardized exciter antenna with cable	\$425.00	\$425.00
<i>Location / Timber Infrastructure</i>				
9	SR4R01M - Package	R4 receiver package: • T-bar • Double gang box • Mud ring • Staple connector PLEASE NOTE: Receiver count may vary depending on actual square footage, building materials, and potential RF presence. RSSI measurement will be conducted in conjunction with installation to ensure adequate coverage.	\$400.00	\$3,600.00
<i>Accessory Infrastructure</i>				
1	AX-AL1024ULX & AX-P08 Bundle	Central Power Supply Bundle 24Volt Central power supply 10amp - UL listed 24Volt Central power supply distribution board - UL listed	\$900.00	\$900.00
1		Cabling - materials	\$956.00	\$956.00
Equipment Subtotal:			\$6,931.00	\$6,931.00
<i>Services</i>				
1		Interface labor - Relocation of existing door controller	\$150.00	\$150.00
1		System installation: installation, configuration, construction materials, testing, CAD drawing and project management Excludes installation of individual elevator controllers (to be provided by elevator contractor)	\$10,729.32	\$10,729.32
1		Dust containment service Note: Customer to provide applicable equipment	\$269.34	\$269.34
Services Subtotal:			\$11,148.66	\$11,148.66
Equipment Subtotal:			\$6,931.00	\$6,931.00
SYSTEM TOTAL:			\$18,079.66	\$18,079.66

CONTACT INFORMATION

Department	Name	Title	Phone	Email
Facility/Engineering	Jeff Cloek	Eng. Director	831-783-2614	cloekJA@natividad.ca
Security	Tim Wheelus	Security Supervisor		wheelusTJ@natividad.ca
Information Security	Ari Entin	I.T. Director	831-783-2564	entinA@natividad.ca
Biomedical	Moses Guillard	Biomed. Eng.	831-783-2611	moses.guillard@natividad.ca
Clinical Nursing	April Ritchie	Nursing Director	831-772-7577	ritchead@natividad.ca
Accounts Payable	Kristin Aldrich	Mgmt Analyst II	831-783-2627	aldrichK@natividad.ca

NMC ROUTING FORM	Date: 01/24/18
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AGREEMENT
 AMENDMENT
 BOARD REPORT FOR PRE-APPROVAL

Vendor Name: Prosec Protection Systems, Inc. dba McRoberts Security Technology
Title/Brief Description of Document: Amendment No. 1 for equipment, supplies, installation, maintenance and remote monitoring services.

Return to: NMC (CONTRACTS DIVISION) **Name/Ph:** Emieline Elias 831-783-2618

This Agreement or Amendment requires Board Approval: Yes No

NMC INTERNAL CHECKLIST AND ADDITIONAL INFO	
<input checked="" type="checkbox"/> VDR & Non-Resident State Forms Verified	Name of person requesting the NMC Contracts Division process this document: April Ritchie Director of Women's and Children's Services, 831-772-7577
<input checked="" type="checkbox"/> Insurance & Endorsement Current	

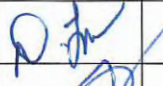
Approval Guidelines for All Agreements:

When using County boilerplate Agreement and PSA:

Route to vendor first for signature unless there have been line-outs made to the boilerplate wording. Line outs should be approved by County Counsel first.

When using non-standard Agreement:

Departments are required to obtain County Counsel's signature prior to obtaining the vendor's signature for any agreement that does **not** utilize a pre-approved boilerplate document.

ROUTING AND APPROVALS*			
<i>Each Approving Authority is requested to forward the Service Contract to the next Approving Authority in the order listed herein. Thank you.</i>			
	Approving Authority:	Approval Initials	Date Reviewed
1st	NMC Administration (required)		1-31-18
2nd	County Counsel (required)		2/1/18
3rd	Auditor-Controller (required)		2-1-18
	Return to NMC		

* In the event that one of the approving authorities has an issue with the document and will not sign, the document shall be returned immediately to the originating department's key contact person identified herein along with a brief written explanation regarding the issue. Once that issue is corrected, the originating department shall restart the routing process again from the beginning by resubmitting the document through the approval process. The original Routing Form should be included for reference.

MYA #: