

**Amendment No. 1 to
Rental Agreement**

This Amendment No. 1 to the Rental Agreement ("Amendment") is effective as of January 1, 2024 ("Effective Date") and made by and between Brainlab, Inc. ("Brainlab") and County of Monterey, a political subdivision of the State of California, for the provision of services at Natividad Medical Center ("Customer").

RECITALS

- A. WHEREAS, Brainlab and Customer are parties to that certain Rental Agreement dated March 3, 2023 ("Agreement"); and
- B. WHEREAS, The parties wish to amend certain terms of the Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

I. AMENDMENT TO AGREEMENT

- A. The definition of "Fee" in Section I. Definitions of the Agreement is hereby deleted and replaced with the following:

"Fee" means \$28,932.44 per month, commencing the first billing period following the installation and acceptance of the Software set forth in Exhibit A of this Amendment."
- B. The definition of "Term" in Section I. Definitions of the Agreement is hereby deleted and replaced with the following:

"Term means thirty-six (36) months commencing upon the Effective Date."
- C. The definition of "Software" in Section I. Definitions of the Agreement is amended to include the Brainlab article number listed in Exhibit A of this Amendment:

II. GENERAL

Except as expressly amended herein, the Agreement shall otherwise remain unchanged and in full force and effect. In the event of any conflict in the provisions of this Amendment and the Agreement, the provisions of this Amendment shall prevail.

(SIGNATURES ON FOLLOWING PAGE)

IN WITNESS WHEREOF, the parties have caused this Amendment to the Agreement to be executed by their duly authorized representatives.

County of Monterey

Brainlab, Inc.

BY: _____

BY: Sean M. Clark Electronically signed by: Sean Clark
Reason: I am approving this document
Date: Nov 16, 2023 18:19 CST

NAME: _____

NAME: Sean M. Clark

TITLE: _____

TITLE: President

DATE: _____

DATE: Nov 16, 2023

COM
Nov 16 2023

DocuSigned by:
Stacy Saetta
C0ECE1B99F444A9

Chief Deputy County Counsel.

11/21/2023 | 1:59 PM PST

DocuSigned by:
Jennifer Forsyth
4E7E657B75454AE

Auditor-Controller Analyst II

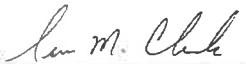
11/27/2023 | 10:10 AM PST

IN WITNESS WHEREOF, the parties have caused this Amendment to the Agreement to be executed by their duly authorized representatives.

County of Monterey

Brainlab, Inc.

BY: _____

BY:  Electronically signed by: Sean Clark
Reason: I am approving this document
Date: Nov 16, 2023 18:19 CST

NAME: _____

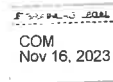
NAME: Sean M. Clark

TITLE: _____

TITLE: President

DATE: _____

DATE: Nov 16, 2023





Electronically signed by: Mark Robbins
Reason: I am approving this document
Date: Nov 21, 2023 19:41 CST

Mark Robbins

Director of Finance & Operations

Nov 21, 2023

EXHIBIT A
BRAINLAB ARTICLE AND LONG DESCRIPTION

BRAINLAB ARTICLE

Software

Brainlab Article Number	Description	Quantity
26517	AUTO-REGISTRATION SOFTWARE 3D C-ARM SPINE SUBSCRIPTION	1

LONG DESCRIPTION

26517 | AUTO-REGISTRATION SOFTWARE 3D C-ARM SPINE SUBSCRIPTION

Automatic image registration with 3D C-Arms for Spine and Trauma navigation:

- Automatic registration of intraoperative 3D C-Arm scans during open or minimally-invasive procedures
- Pre-calibrated tracking arrays and a digital protocol enable a streamlined and automatic registration process with direct and automatic exchange of DICOM data and the system status
- An intuitive GUI visualizes the system status, tracking information and enables remote camera adjustments

3D C-ARM COMPATIBILITY

(additional costs from C-arm manufacturer may apply)

- Ziehm RFD
- Siemens Arcadis Orbic
- Siemens Cios Spin
- GE OEC 3D

PLATFORM COMPATIBILITY

- Buzz Navigation (Ceiling-Mounted)
- Curve Ceiling-Mounted
- Curve 1.1
- Curve 1.2
- Curve Navigation
- Kick 2.0

LIMITED PLATFORM COMPATIBILITY

- Curve 1.0 (requires Performance Upgrade Kit for Curve)
- Kick 1.0 (requires Performance Upgrade Kit for Kick)

REQUIREMENTS

- Accessory Package Spine Basic
- Navigation Software Spine & Trauma 3D
- Registration Kit depending on the 3D C-Arm model

- Includes related software updates and upgrades within terms of use - additional service costs occur, if not installed remotely via Brainlab Connected Care
- Includes 24 hours, 7 days a week phone support hotline operated by technical professionals
- With regular updates and upgrades of the software the technical requirements for the hardware might change over the course of the subscription period and compatibility of hardware with software might be affected. Brainlab shall not be responsible and/or liable if this requirement is not met



Natividad Medical Center
1441 Constitution Boulevard
Salinas, California, 93906-3100
United States

Brainlab, Inc.
5 Westbrook Corporate Center · Suite 1000
Westchester · IL 60154 · USA

phone: +1 708 409 1343
fax: +1 708 409 1619

Westchester, October 31, 2023
Quotation QN-NMCSU-CSY-124

The prices and conditions set forth in this quotation are valid for a period of 90 days from the date of its issue.
The attached terms with the title 'Standard Terms and Conditions-Brainlab, Inc.' are hereby incorporated and form an integral part of this quotation.

Delivery: DDP (Incoterms 2020)

Payment Terms: 30% Order Confirmation, 60% Delivery, 10% Acceptance

Pos.	Art No.	Description	Qty	Single USD	USD
AUTOMATIC PATIENT REGISTRATION					
1	B19169	AUTO-REGISTRATION HARDWARE FLUORO 3D FOR GE OEC 3D	1	20,525.00	20,525.00
		SUB-TOTAL			20,525.00
ONE-TIME SERVICES SURGERY					
2	81001-06	INTEGRATION AND VERIFICATION OF THIRD PARTY DEVICES (1 VISIT)	1	3,700.00	3,700.00
		SUB-TOTAL			3,700.00
SPARE PARTS SPINE & TRAUMA					
3	19148-01	CALIBRATION PHANTOM ICT	1	3,300.00	3,300.00
		SUB-TOTAL			3,300.00



Pos	Art No.	Description	Qty	Single USD	USD
FREIGHT, INSURANCE AND FEES					
4	50780	FREIGHT, INSURANCE AND FEES	1	190.00	190.00
		SUB-TOTAL			190.00
Capital Investment					
		TOTAL EXCL. TAX			27,715.00
		3.00 % Blended Discounts			-831.45
		DISCOUNTED PRICE (EXCL. TAX)			26,883.55

John C

Scott Casey
Area Account Manager
scott.casey@brainlab.com



Medical devices included

Please see below a table showing the relation between quoted articles and medical devices (UDI-DI).

UDI-DI is the medical device Unique Device Identifier – Device Identifier.

Pos.	Art.No.	Quoted Item Name	UDI-DI	EU Declaration of Conformity Name
1	B19169	AUTO-REGISTRATION HARDWARE FLUORO 3D FOR GE OEC 3D		
	19154-01	C-ARM REFERENCE UNIT RIGHT	04056481113957	C-arm Adapter + C-arm Reference
	19154-02	C-ARM REFERENCE UNIT LEFT	04056481113940	C-arm Adapter + C-arm Reference
	19154-07	C-ARM ADAPTER FOR GE OEC 3D LEFT	04056481143930	C-arm Adapter + C-arm Reference
	19154-08	C-ARM ADAPTER FOR GE OEC 3D RIGHT	04056481143947	C-arm Adapter + C-arm Reference
	52317	STERILIZATION TRAY REGISTRATION 3D C-ARM	04056481122737	Sterilization Tray
3	19148-01A	CALIBRATION PHANTOM ICT		Cranial ENT 3.1



AUTOMATIC PATIENT REGISTRATION

1 | B19169 | AUTO-REGISTRATION HARDWARE FLUORO 3D FOR GE OEC 3D

The Auto-Registration Hardware Fluoro 3D for GE OEC 3D enables the integration of a GE OEC 3D with automatic image registration (AIR).

REQUIREMENTS

- AUTO-REGISTRATION SOFTWARE FLUORO 3D (# 22265 or #26517)
- NAVIGATION SOFTWARE SPINE & TRAUMA 3D (# 22268 or #26509)

19154-01 | C-ARM REFERENCE UNIT RIGHT

The C-Arm Reference Unit with 6 marker sphere geometry is designed to be mounted in combination with the C-Arm Adapter for Ziehm RFD 3D Right, C-Arm Adapter for Siemens Cios Spin Right or C-Arm Adapter for GE OEC 3D Right on the right side of the C-Arm.

- Removable, used sterile (maximum number of 150 sterilization cycles allowed)

REQUIREMENTS:

- DISPOSABLE REFLECTIVE MARKER SPHERE (# 41773)

19154-02 | C-ARM REFERENCE UNIT LEFT

The C-Arm Reference Unit with 6 marker sphere geometry is designed to be mounted in combination with the C-Arm Adapter for Ziehm RFD 3D Left, C-Arm Adapter for Siemens Cios Spin Left or C-Arm Adapter GE OEC 3D Left on the left side of the C-Arm.

- Removable, used sterile (maximum number of 150 sterilization cycles allowed)

REQUIREMENTS:

- DISPOSABLE REFLECTIVE MARKER SPHERE (# 41773)

19154-07 | C-ARM ADAPTER FOR GE OEC 3D LEFT

The C-Arm Adapter for GE OEC 3D left is designed as an interface for attaching the C-Arm Reference Unit to the C-Arm.

- Allows reproducible and pre-calibrated attachment of the reference unit over the drape for maximum visibility and accuracy
- Permanently attached to the C-Arm
- Used unsterile



19154-08 | C-ARM ADAPTER FOR GE OEC 3D RIGHT

The C-Arm Adapter for GE OEC 3D right is designed as an interface for attaching the C-Arm Reference Unit to the C-Arm.

- Allows reproducible and pre-calibrated attachment of the reference unit over the drape for maximum visibility and accuracy
- Permanently attached to the C-Arm
- Used unsterile

52317 | STERILIZATION TRAY REGISTRATION 3D C-ARM

For safe, efficient sterilization (autoclaving) and storage of the Auto-Registration Hardware Fluoro 3D for Ziehm Vision RFD 3D, Auto-Registration Hardware Fluoro 3D for Siemens Cios Spin or Auto-Registration Hardware Fluoro 3D for GE OEC 3D.

- Standard sterilization container dimensions
- Sterilization Tray Name: DrapeLink for C-Arm

ONE-TIME SERVICES SURGERY

2 | 81001-06 | INTEGRATION AND VERIFICATION OF THIRD PARTY DEVICES (1 VISIT)

One day visit applying to either 2D C-Arms, 3D C-Arms, iMRI, Ultrasound image, Microscope and CT Scanners (i.e. Angio, ICT) including a complete verification of system accuracy and software and hardware functionality. It also covers necessary configuration, tests and quality assurance of intra-operative data transfer, video routing (inputs and outputs) and streaming and recording functionalities. Depending on which is applicable, it will also include:

2D C-Arm:

- Testing and verification of 2D C-Arm integration
- Complete system verification, software and hardware functionality and accuracy

3D C-Arm:

- 3D Navigation calibration of the 3D C-Arm using a calibration phantom
- Testing and verification of data transfer by scanning and simulating data transfer specific steps
- Complete system verification, software and hardware functionality and accuracy

CT Scanners (Angio, ICT):

- Calibration of the CT scanner using a calibration phantom
- Testing and verification of data transfer by scanning and simulating data transfer specific steps
- Complete system verification, software and hardware functionality and accuracy

iMRI:

- Checking of registration matrix (if applicable)
- Testing and verification of data transfer by scanning and simulating data transfer specific steps

Ultrasound:

- Calibration of the Ultrasound image using a calibration phantom
- Testing and verification of Ultrasound equipment integration



Microscope:

- Testing and verification of Microscope integration
- Complete system verification, software and hardware functionality and accuracy

Please notice that for certain testing, verification or accuracy checks the requirement that a 3rd party equipment personnel (e.g. Siemens, Ziehm technician etc.) be on site may be applicable during the Brainlab service visit.

SPARE PARTS SPINE & TRAUMA

3 | 19148-01 | CALIBRATION PHANTOM ICT

Calibration phantom to calibrate a CT, 3D Angio, Conebeam-CT scanner for Automatic Image Registration and verify the accuracy.

- Reference lines to align with CT laser
- Notches for verification of registration accuracy

FREIGHT, INSURANCE AND FEES

4 | 50780 | FREIGHT, INSURANCE AND FEES