



SMART GROWTH AND REGIONAL COLLABORATION

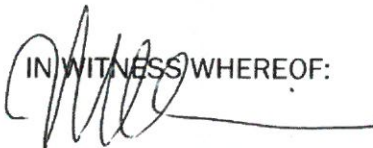
CONTRACT FOR PROFESSIONAL SERVICES
BY AND BETWEEN
METROPOLITAN AREA PLANNING COUNCIL
AND
MHQ, INC.

Time Amendment #1
June 2017

The attached contract for Professional Services By and Between Metropolitan Area Planning Council and MHQ, Inc., dated June 24, 2016, is hereby amended to:

- 1. Extend the time period for completion of all work related to the original contract, GBPC 2016 Aftermarket Equipment, to June 30, 2018 per Part III of the attached RFP.

Signatures

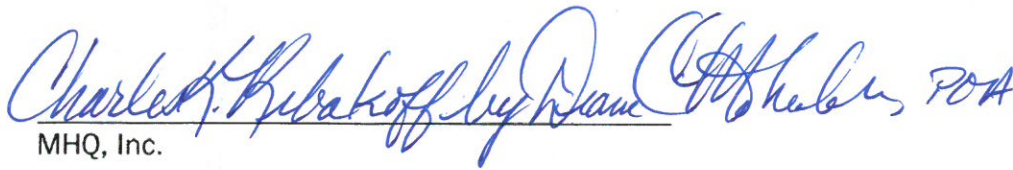
IN WITNESS WHEREOF:


Metropolitan Area Planning Council

Marc D. Draisen
Printed Name

6/9/17
Date

Executive Director
Title


MHQ, Inc.

Charles Ribakoff
Printed Name

7-28-17
Date

President
Title

POWER OF ATTORNEY

I, **CHARLES K. RIBAKOFF II**, of 274 Beacon Street, Boston, Massachusetts, do hereby CONSTITUTE AND APPOINT **DIANE C. MOHIELDIN**, of 11 Clason Road, Worcester, Massachusetts, as my true and lawful attorney for me and in my name, place, and stead, to do all things and to execute, acknowledge and deliver all papers of every description and kind in connection with any property, right or claim, or any matter affecting my interests or well being, which I may now or hereafter have as fully and effectually as I could do if personally present, and, without limiting in any manner the generality of the foregoing powers, especially:

(1) To execute on my behalf and in my stead any and all instruments, documents, applications, agreements, certificates, authorizations, affidavits and other papers related to any business activity in which I am engaged, either personally or as owner or officer; and

(2) To do all other things and execute, acknowledge, and deliver all papers that may be necessary, proper, or convenient in order to carry into effect any or all of the powers described in the foregoing.

THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY MY SUBSEQUENT DISABILITY OR INCAPACITY.

My said attorney shall have no affirmative duty to exercise the powers granted under this instrument and will not be liable to me or to any third party for the failure to exercise any power hereunder.

I hereby ratify all such acts that my said attorney in fact may perform under color of or in pursuance of this appointment; and in case of my death, declare same binding upon my heirs, executors, administrators, legatees, and devisees as the same would have been upon me if living as to all interested parties or persons not having received reliable information of my death, insofar as same may legally be done.

I authorize my said attorney to execute, from time to time, an affidavit stating that, to his knowledge, this power of attorney has not been terminated by revocation or by my death, which affidavit shall constitute conclusive proof of the nonrevocation or nontermination of this power of attorney as of that time. If the exercise of this power of attorney requires the execution and delivery of any recordable instrument, such affidavit, when authenticated for record, shall be recordable for all purposes.

Unless this power of attorney states a time of termination, the authority conferred on my said attorney herein shall continue notwithstanding the passage of time since the execution of this instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of June, 2017.

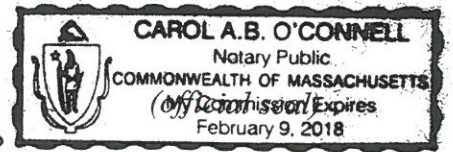
Dora A. Kleiner
Witness

Charles K. Ribakoff II
CHARLES K. RIBAKOFF II

THE COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

On this 9th day of June, 2017, before me, the undersigned notary public, personally appeared Charles K. Ribakoff II, proved to me through satisfactory evidence of identification, which was photographic identification with signature issued by a federal or state governmental agency, oath or affirmation of a credible witness, personal knowledge of the undersigned, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose and as his free act and deed.



Carol A.B. O'Connell
Notary Public

My commission expires: February 9, 2018