

**Amendment #1 to the
Agreement Between
The Boston Consulting Group, Inc.**

And

The Board of Regents for Higher Education

The Boston Consulting Group, Inc. ("BCG" or "Contractor") shall continue to provide Strategic Planning Consulting Services to the Board of Regents for Higher Education on behalf of the Connecticut State Universities, the Connecticut Community Colleges, and Charter Oak State College ("BOR" or "Connecticut State Colleges and Universities" or "CSCU") according to the terms of the original Agreement, with the following changes:

1. The term of the Agreement is extended by six (6) months, thereby changing the end of the term from September 15, 2014 to March 15, 2015, to allow BCG adequate time to complete the originally agreed upon services.
2. Section 3 of the original Agreement is amended to read as follows:
 3. Term
Subject to the provisions of Section J. ("Termination") herein, the term of this Agreement shall commence on that date that the Agreement is approved by the Connecticut Office of the Attorney General and shall expire upon completion of the modules or by March 15, 2015, whichever occurs first. The BOR retains the right to extend the term if it so desires. Any change or extension to this Agreement shall be set forth in a written Amendment to this Agreement signed by the parties and approved by the Office of the Attorney General.
3. All other terms and conditions not changed by this Amendment #1 shall remain in full force and effect.

ACCEPTANCES AND APPROVALS

By the Contractor

The Boston Consulting Group, Inc.

Contractor (Corporate/Legal Name of Contractor)


Signature (Authorized Official)

8/27/14

Date

J. Puckett, Senior Partner and Managing Director

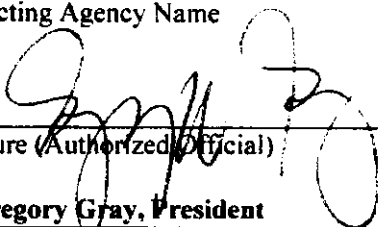
(Typed/Printed Name and Title of Authorized Official)

By the State Contracting Agency

Statutory Authority C.G.S. 10a-6, 4a-52a, 10a-151b

Board of Regents for Higher Education

Contracting Agency Name


Signature (Authorized Official)

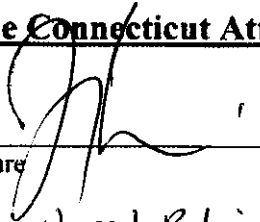
5/20/14

Date

Dr. Gregory Gray, President

(Typed/Printed Name and Title of Authorized Official)

By the Connecticut Attorney General (approved as to form)


Signature

9/12/14

Date

Joseph Rubin
(Typed/Printed Name)

ASSOC. ATTY. GENERAL
~~Assistant~~ / Associate Attorney General



**The Boston Consulting Group, Inc.
One Beacon Street
Boston, MA 02108**

SECRETARY'S CERTIFICATE

August 27, 2014

I hereby certify that I am the Assistant Secretary of The Boston Consulting Group, Inc. (the "Corporation") a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts. I further certify that under the Bylaws of Article VIII, Section 8.4 (Exhibit A), I possess the authority to provide a certificate attesting to any action taken by the shareholders, Directors, any committee or any officer or representative of the Corporation, and shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

I also certify that John P. Puckett III, also known as J. Puckett, is a duly elected Partner and Managing Director of The Boston Consulting Group, Inc. and that he has the authority to bind the Corporation with respect to all matters, and is within the scope of his authority to sign contracts and related documents and that no corporate resolution is required in connection with the execution of such documents.

IN WITNESS WHEREOF, I have hereunto set my hand and the Seal of said Corporation this 27th day of August, 2014.

Catherine P. Gover
Assistant Secretary

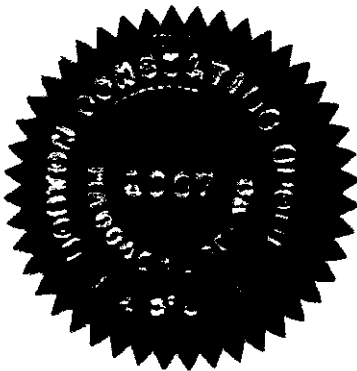


EXHIBIT A

BYLAWS

(EXTRACT)

OF

THE BOSTON CONSULTING GROUP, INC.
(a Massachusetts Corporation)

**(as amended and updated
by Nov. 10, 2005 Vote of Directors, Dec. 9, 2010 Written Action of Shareholders, May 19, 2011
Vote of Directors, November 18, 2011 Vote of Directors and November 18, 2011 Unanimous
Written Action of Voting and Non-Voting Shareholders)**

ARTICLE VIII

MISCELLANEOUS

8.4 Evidence of Authority. A certificate by the Secretary, an Assistant Secretary or a temporary Secretary as to any action taken by the shareholders, Directors, any committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.



**The Boston Consulting Group, Inc.
One Beacon Street
Boston, MA 02108**

CERTIFICATE OF THE ASSISTANT SECRETARY

August 27, 2014

I, Catherine P. Gover, Assistant Secretary of The Boston Consulting Group, Inc. a Massachusetts corporation, (the "Corporation") do hereby certify that:

1. The individual set forth below was duly elected to the office of the Corporation indicated below, has been incumbent in said office since January 1, 1996 and is authorized to bind the Corporation with respect to all matters.

NAME

TITLE

John P. Puckett III

Partner and Managing Director

IN WITNESS WHEREOF, I have hereunto set my hand and the Seal of said Corporation this 27th day of August, 2014.

Catherine P. Gover
Assistant Secretary

