

H-GAC
Houston-Galveston Area Council
P.O. Box 22777 · 3555 Timmons · Houston, Texas 77227-2777

FULL CONTRACT ASSIGNMENT AND ASSUMPTION AGREEMENT

This Contract Assignment and Assumption Agreement is made by and between the Houston-Galveston Area Council hereinafter referred to as H-GAC, **BGSF, Inc.**, (Contractor) at 5850 Granite Parkway, Suite 730, Plano, Texas 75024 and **INSPYR Solutions, LLC**, (New Supplier) at 600 Corporate Drive, Suite 500, Fort Lauderdale, Florida 33334.

WHEREAS, Contractor has first made H-GAC aware of the need for a Full Assignment of the original Agreement to the new Contractor. This notice should be made to H-GAC via a letter or formal notice provided to H-GAC detailing the reason(s) for the Assignment. This formal notice from the Contractor will be included as Attachment A of this Assignment Agreement.

WHEREAS, New Contractor entered into a Contract, with H-GAC, identified as Contract **TS06-25**, for the sale of **Temporary Staffing, Direct-Hire and Other Employer Services** to various End User governmental agencies participating in H-GAC's Cooperative Purchasing Program; and

WHEREAS, Contractor wishes to assign the full performance of its obligations under the Contract to the new Contractor, effective on the Effective Date defined below; for the duration of the contract through the End Date of the Agreement, May 31, 2029.

WHEREAS, New Contractor is willing to accept such assignment, perform as stipulated in the original Contract (a copy of which will be provided to the new Contractor) and comply with all the General and Special Provisions.

WHEREAS, H-GAC is willing to consent to such assignment on the terms stated herein;

NOW THEREFORE, the parties agree as follows:

1. Contractor hereby assigns to new Contractor all its rights and obligations, including payment, under the Contract on the Effective Date (defined below). New Contractor will continue to be responsible for all actions taken by previous Contractor and Purchase Orders (if applicable) processed under the Contract prior to the Effective Date of this Assignment Agreement.
2. New Contractor hereby accepts the assignment of previous Contractor's rights under the Contract, including payment, and assumes all of previous Contractor's obligations under the Contract from and after the Effective Date. New Contractor agrees to perform the duties of the previous Contractor under the Contract and to comply with all Contract General and Special Provisions commencing on the Effective Date.
3. H-GAC acronym hereby consents to such assignment and assumption.

Unless otherwise noted, this Agreement goes into effect on the date signed by H-GAC (the "Effective Date"). All other terms and conditions of the Contract shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Full Contract Assignment and Assumption Agreement to be executed by their respective duly authorized representatives.

H-GAC *Ron Papsdorf*
Signature

Name Ron Papsdorf

Title Executive Director

Date 25-Aug-2026

BGSF, Inc

Keith R. Schroeder
Signature

Name Keith R. Schroeder

Title Co-CEO and CFO

Date 24-Aug-2026

INSPYR Solutions, LLC

Scott Forester
Signature

Name Scott Forester

Title CFO

Date 24-Aug-2026

Attachment A - Formal Notice of Assignment

INSPYR Solutions Announces Acquisition of BGSF's Professional Services Division in Significant Expansion

FORT LAUDERDALE, FL, UNITED STATES, September 8, 2025 /EINPresswire.com/ -- INSPYR Solutions, a portfolio company of A&M Capital Partners and a leading provider of technology and talent solutions, announced today that it has acquired BGSF's Professional Services Division. The company will integrate the team into its existing Professional Services division.



BGSF's Professional Services Division has built a reputation for quality consulting, managed services, and workforce solutions, making it a synergistic match for INSPYR Solutions. This acquisition will further enhance INSPYR Solutions' existing technology and talent solutions by expanding its service offerings and augmenting its professional services partnerships with the addition of Oracle, SAP, ServiceNow, Workday, and Workiva.

"This acquisition represents a bold step forward in our mission to redefine what's possible in the world of professional services and technology solutions," said Trent Beekman, CEO of INSPYR Solutions. "We're combining our strengths to create something greater than the sum of its parts. Together, we're now uniquely positioned to deliver smarter, faster, and more scalable solutions to our clients while unlocking new opportunities for innovation and growth. This is an exciting step forward as we integrate our teams and work to shape the future of our company as well as the professional services industry."

Eric Peters, President, Professional Services Division, commented, "Joining INSPYR Solutions marks an energizing new chapter for our team because we share a common vision for delivering innovative technology solutions that make a real impact for our clients. With the strength, scale, and expertise of INSPYR Solutions behind us, the possibilities are limitless. I'm very optimistic about what we can achieve together and look forward to building a future defined by growth, collaboration, and excellence."

About INSPYR Solutions

Technology is our focus and quality is our commitment. As a national expert in delivering flexible technology and talent solutions, we strategically align industry and technical expertise with our clients' business objectives and cultural needs. Our solutions are tailored to each client and include a wide variety of professional services, project, and talent solutions. By always striving for excellence and focusing on the human aspect of our business, we work seamlessly with our talent and clients to match the right solutions to the right opportunities. Learn more about us at www.inspyrsolutions.com.

About A&M Capital Partners

A&M Capital Partners is Alvarez & Marsal Capital's flagship investment strategy focused on middle-market control transactions in North America with total assets under management of \$3.1 billion. A&M Capital Partners has a strong and referenceable track record of serving as a trusted partner to founders, corporates and management teams, providing the capital and strategic assistance required to take businesses to the next level of success. A&M Capital Partners invests in businesses across a wide range of sectors including Business Services, Industrials, Manufacturing, Food & Beverage, Healthcare, Consumer & Retail, Government Services, Financial Services and Energy Services.

About Alvarez & Marsal Capital

Alvarez & Marsal Capital is a multi-strategy private equity investment firm with over \$4.65 billion in assets under management across six funds and four investment strategies. The firm is led by a highly experienced investment team, which is augmented by a strategic association with Alvarez & Marsal ("A&M"), one of the largest operationally-focused advisory firms in the world. Alvarez & Marsal Capital combines a focus on middle-market private equity investing, with deep operational expertise, industry knowledge and global corporate relationships, making Alvarez & Marsal Capital an attractive partner to management teams and business owners. Alvarez & Marsal Capital is headquartered in Greenwich, CT with offices in Los Angeles, CA and London, England. For more information, visit www.a-mcapital.com.

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Contact

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From: [Kandi Guest](#)
To: [Bell, Beatrice](#); [Steve Boardman](#)
Cc: [Matt Murray](#)
Subject: RE: Name Change-BGSF Professional, LLC was acquired by INSPYR Solutions, LLC
Date: Thursday, July 23, 2026 5:58:36 PM
Attachments: [2026 INSPYR Solutions, LLC W9.pdf](#)

CAUTION: This message originated outside of H-GAC. Please do not click links or open attachments unless you recognize the source and know the content is safe. Report any suspicious email using the Phish Alert button.

Hi Beatrice,

Please see the attached for W9. I will work on getting novation agreement to you for review.

Kandi Guest

Contract Administrator

INSPYR Solutions

From: Bell, Beatrice <Beatrice.Bell@h-gac.com>
Sent: Thursday, July 23, 2026 3:47 PM
To: Steve Boardman <sboardman@inspyrsolutions.com>
Cc: Kandi Guest <kguest@inspyrsolutions.com>; Matt Murray <mmurray@inspyrsolutions.com>
Subject: FW: Name Change-BGSF Professional, LLC was acquired by INSPYR Solutions, LLC
Importance: High

CAUTION: *This message originated from outside of the INSPYR Solutions network. If the sender's name matches an internal user, please consider the message SPAM*

Good Afternoon,

This email is to confirm that you requested a name change from BGSF Professional, LLC to INSPYR Solutions, LLC and you have provided a W9.”

Thank you,

BEATRICE BELL, CTCM

Contract Coordinator

[Houston-Galveston Area Council](#)

[3555 Timmons Lane, Suite 120](#)

[Houston, TX 77027](#)

[Mailing Address: P.O. Box 22777](#)

[Houston, TX 77227](#)

Direct | 832-681-2577

[h-gac.com](#)

From: Bell, Beatrice

Sent: Wednesday, July 15, 2026 4:28 PM

To: sboardman@inspyrsolutions.com

Cc: Kandi Guest <kguest@inspyrsolutions.com>; Matt Murray <mmurray@inspyrsolutions.com>

Subject: Name Change-BGSF Professional, LLC was acquired by INSPYR Solutions, LLC

Importance: High

Good Afternoon,

Stuart Sides provided the W-9. (See attachment above)

Please provide a novation letter on company letterhead with provisions stating the following:

- HGACBuy contract title and number: **Temporary Staffing, Direct-Hire and Other Employer Services TS06-25**
- The action/changes to the company and effective date(s):
- How the contract will be affected:
- the novation shall occur on the same date as execution of this agreement that there are no outstanding and unperformed obligations and liabilities:
- Signature by Supplier 1 (**BGSF Professional, LLC**):
- Signature by Supplier 2 (**INSPYR Solutions, LLC**):

Thank you,

BEATRICE BELL, CTCM

Contract Coordinator

[Houston-Galveston Area Council](#)

[3555 Timmons Lane, Suite 120](#)

[Houston, TX 77027](#)

[Mailing Address: P.O. Box 22777](#)

[Houston, TX 77227](#)

Direct | 832-681-2577

h-gac.com

Signatures

Ron Papsdorf

Signed by Ron Papsdorf on 25-Aug-2026

Job Title: **Executive Director**
Company: **Houston-Galveston Area Council**

Scott Forester

Signed by Scott Forester on 24-Aug-2026

Job Title: **CFO**
Company: **INSPYR Solutions, LLC**

Keith R. Schroeder

Signed by Keith R. Schroeder on 24-Aug-2026

Job Title: **Co-CEO and CFO**
Company: **BGSF, Inc**

eSign Audit Trail

File name:
Full_Contract_Assignment_and_Assumption_Agreement_template_BGSF_Inc_assigned_by_INSPYR_Solutions_LLC_Final.pdf
Document ID: **ddfa7732-b9ac-4296-8cd8-085c1ee8cd40**
Status: **Completed**

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	Signed by Scott Forester	24-Aug-2026 16:02.23 UTC	Location: Wilmington, NC 28411, United States 70.61.213.58
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Viewed by
Scott Forester

24-Aug-2026
16:01.29 UTC

Location: Boydton, VA 23917, United States
104.47.70.126



Viewed by
Scott Forester

24-Aug-2026
15:38.09 UTC

Location: Wilmington, NC 28411, United States
70.61.213.58



Viewed by
Scott Forester

24-Aug-2026
15:38.08 UTC

Location: Boydton, VA 23917, United States
104.47.70.126



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Scott Forester

24-Aug-2026
15:38.08 UTC

Location: WA , United States
104.47.55.126



Signed by
Keith R. Schroeder

24-Aug-2026
15:35.29 UTC

Location: Chicago, IL 60611, United States
73.210.13.74



Viewed by
Keith R. Schroeder

24-Aug-2026
15:34.08 UTC

Location: Chicago, IL 60611, United States
73.210.13.74



Started by
Beatrice Bell (beatrice.bell@h-gac.com)

24-Aug-2026
15:30.02 UTC

Location: Houston, TX 77057, United States
66.196.238.186



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