

March 17, 2026

North Central Texas Council of Governments (NCTCOG)
TXShare Cooperative Program
P.O. Box 5889
Arlington, TX 76005-5888

Attn: Jonathan Blackman

Re: Notice of Assignment and Amendment – Master Agreement #2021-083
Public Sector Procurement Consulting Services

Dear Mr. Blackman,

This letter serves as formal written notice regarding the transition and requested modification of Master Agreement #2021-083 (the “Agreement”) between Periscope Holdings Inc. (“PHI”) and the North Central Texas Council of Governments (“NCTCOG”), operating as the TXShare Cooperative.

Effective March 16, 2026, the NIGP Consulting program will transition from management under PHI to direct operation and administration by NIGP. While NIGP has always retained ownership of the NIGP Consulting program, PHI has historically managed the program under a separate management agreement. That management agreement will expire June 30, 2026. NIGP will assume full operational responsibility immediately. This includes the management of the TXShare cooperative contract.

Accordingly, and pursuant to Article IX, Clause 9.13 (Assignment) and Clause 9.15 (Amendment) of the Agreement, this letter constitutes formal notice that PHI and NIGP mutually agree to assign and amend the Agreement such that NIGP becomes the legal party responsible for all rights, obligations, and requirements under Master Agreement #2021-083, subject to NCTCOG’s written consent.

NIGP intends to fully assume and perform all duties, responsibilities, and obligations of PHI under the Agreement without interruption of services. This transition is administrative in nature and is intended to ensure continuity and alignment with the program’s ownership.

For clarity:

- Existing contracts executed under PHI that utilize the TXShare cooperative will remain in full force and effect and will not be impacted by this transition. NIGP Consulting will honor all such agreements through their respective terms.

- All new contracts executed under the NIGP Consulting program that leverage the TXShare cooperative will be entered into directly with NIGP as the contracting party.
- There will be no disruption to participating government entities currently utilizing the cooperative contract.

Upon approval of this assignment and amendment, all contract notices and correspondence should be directed to:

NIGP

Attn: Marcheta Gillespie, Executive Director, NIGP Consulting
12007 Sunrise Valley Drive, Suite 110
Reston, VA 20191
Phone: 703-736-8900
Email: MGillespie@nigp.org

Both PHI and NIGP respectfully request NCTCOG's written consent to this assignment and amendment in accordance with the terms of the Agreement. We are committed to ensuring a seamless transition and continued high-quality delivery of public sector procurement consulting services.

Please do not hesitate to contact us should you require additional documentation or have any questions regarding this transition.

Sincerely,

Marcheta Gillespie, FNIGP, NIGP-CPP, CPPO, C.P.M., CPPB, CPM
President, NIGP Consulting

Acknowledged and Accepted:

Chris Van Beke, (title)
Periscope Holdings Inc



Date: March 18, 2026

Debbie Trueblood, Chief Executive Officer
NIGP



Date: 3/18/26

Acknowledged and Accepted:

(Authorized Representative, Title)
North Central Texas Council of Governments (NCTCOG)

Date: _____