

Decision No. C23-0632

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 23A-0386T

IN THE MATTER OF JOINT APPLICATION OF INTRADO SAFETY COMMUNICATIONS, INC. AND GUARDIAN US HOLDCO LLC TO EXECUTE A TRANSFER OF INTRADO SAFETY COMMUNICATIONS, INC. CPCN TO GUARDIAN US HOLDCO LLC.

**COMMISSION DECISION
APPROVING JOINT TRANSFER**

Mailed Date: September 27, 2023

Adopted Date: September 13, 2023

I. BY THE COMMISSION

A. Statement

1.) This matter comes before the Commission for consideration of a Joint Application filed by Intrado Safety Communications, Inc. (Intrado Safety), and its indirect parent company, Guardian US Holdco LLC (Guardian and together with the Licensee, the Applicants) on July 27, 2023. The applicants hereby request approval of an internal corporate reorganization, nunc pro tunc, from the Colorado Public Utilities Commission (Commission). The transaction represented in the application was described as having taken place on June 26, 2023.

2.) We construe this filing as an application for approval of a corporate reorganization that impacts the Commission-issued telecommunications authorities held by Intrado Safety pursuant to 4 *Code of Colorado Regulations* 723-2-2110 of the Commission's Rules Regulating Telecommunications Services and Providers of Telecommunications Services.

3.) Intrado Safety (formally known as West Safety Communications, Inc.) is a wholly-owned, indirect subsidiary of Guardian. Intrado Safety was granted a Certificate of Public Convenience and Necessity (CPCN) for providing emergency communications services and systems to public safety organizations and service providers, in Proceeding No. 00A-468T, Decision No. C00-1112 on October 5, 2000. The CPCN was later transferred to Intrado Communications Inc., in 2001. Intrado Communications Inc. was sold to West Corporation in 2006, and Intrado Communications Inc. changed its name to West Safety Communications, Inc. (West Safety) in 2016. In 2020, West Safety changed its name to Intrado Safety.

4.) Guardian US Holdco LLC is a Delaware limited liability company affiliated with funds managed by Stonepeak (Stonepeak). Pre and post-reorganization corporate structure diagrams depicting Guardian's ownership and control before and after the pro forma internal reorganization. Intrado Safety continues to be the indirect, wholly owned subsidiary of Guardian, and Guardian controls Intrado Safety.

5.) Applicants, therefore, request Commission approval, nunc pro tunc, of the pro forma internal reorganization that was completed on June 26, 2023, that inserted two new corporate entities in the corporate structure above Guardian. This restructuring is in connection with a passive minority investment in Stonepeak funds by Blue Owl, as stated in the application. In order to accomplish this investment, affiliates of Guardian implemented a set of transactions which included the insertion of two new intermediate holding companies, Stonepeak GP Investors Upper Holdings LP and Stonepeak GP Investors Holdings LP, in the ownership structure above Guardian and the replacement of Stonepeak GP Investors Manager LLC with Stonepeak GP Investors Holdings Manager LLC.

6.) The Reorganization resulted in no change in the ultimate control of Intrado Safety. No assignment of licenses, operations, qualifications to operate, or its available financial, technical, and operational resources.

7.) On August 11, 2023, a notice of the Joint Application was provided to all persons, firms, or corporations interested in or affected by the grant or denial of the requested relief. Interventions were due on or before September 5, 2023. No interventions were filed.

B. Discussion

8.) The Commission has jurisdiction over this Joint Application pursuant to §§ 40-5-105, 40-15-204, and 40-15-303, C.R.S.

9.) The application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.

10.) The application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S. Applicants request Commission approval of the pro forma internal reorganization of Intrado Safety, on a *nunc pro tunc* basis. The application represents that the proposed Reorganization will have no direct effect on Intrado Safety. Intrado Safety is a competitive provider with Commission issued authorities. Except for limited circumstances (such as for providers that are recipients of state high-cost support and for the provision of basic emergency services), certifications to provide basic local exchange services are no longer regulated by the Commission. *See* § 40-15-401(1)(b), C.R.S. Similarly, the provision of any other emerging competitive services such as advanced features, premium services, intraLATA toll, non-optional operator services, and private line services, except switched access services and basic emergency services, are no longer regulated by the Commission. *See*

§§ 40-15-401(1)(e),(k),(n),(o),(s),(t), C.R.S. Consequently, the Commission does not have the authority to approve the transfers of the CPCNs or those parts of the LORs addressing advanced features, premium services, intraLATA toll, non-optional operator services, and private line services.

11.) Switched access services and the provision of basic emergency services have not been deregulated. As a result, we have the authority to review and approve/deny the transfers and encumbrances of the part of authorities held by providers that address those services.

12.) We remind applicants that public utilities remain subject to Commission oversight that includes but is not limited to, reporting and payment obligations to the Colorado High-Cost Support Mechanism and the Telecommunications Relay Services Program.

13.) We find that the proposed reorganization as represented in the application and the control of the telecommunications authorities held by the Colorado Licensee are not contrary to the public interest and therefore grant the Joint Application for corporate restructure to that extent. The Joint Application recognizes the Commission's jurisdiction as it now exists. Entities that hold Commission issued authorities remain obligated to comply with any applicable requirements or regulations as stated in Article 15 of Title 40.

II. ORDER

A. The Commission Orders That:

1.) The Joint Application to Transfer filed by Intrado Safety Communications, Inc., and Guardian US Holdco, LLC is deemed complete. The request for Commission approval of the corporate restructure involving Intrado Safety Communications, Inc. and corporate entities

inserted above Guardian US Holdco, LLC in the corporate organization structure, is granted as of the effective date of this decision.

2.) The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

3.) This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
September 13, 2023.**

(S E A L)



ATTEST: A TRUE COPY

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

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MEGAN M. GILMAN

Commissioners

Rebecca E. White,
Director

COMMISSIONER TOM PLANT
ABSENT