

Decision No. C22-0730

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO**

PROCEEDING NO. 22A-0427T

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IN THE MATTER OF THE JOINT APPLICATION OF INTRADO CORPORATION AND  
GUARDIAN US HOLDCO LLC TO EXECUTE AN INDIRECT TRANSFER OF CONTROL  
OF INTRADO SAFETY COMMUNICATIONS, INC.

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**COMMISSION DECISION  
APPROVING JOINT TRANSFER**

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Mailed Date: November 18, 2022  
Adopted Date: November 16, 2022

**I. BY THE COMMISSION**

**A. Statement**

1. This matter comes before the Commission for consideration of a Joint Application filed by Intrado Corporation (Intrado), together with Intrado's wholly owned indirect subsidiary Intrado Safety Communications, Inc. (Intrado Safety or Licensee), and Guardian US Holdco LLC (Guardian), collectively, with Intrado and Licensee, the Applicants on October 7, 2022. The applicants request Commission authorization to allow Applicants to consummate a stock purchase transaction (Transaction) whereby Guardian will acquire ultimate control of Intrado Safety.

2. We construe this filing as an application for approval of the transfer of control of the Commission issued telecommunications authorities held by the Licensee 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 (formerly known as West Corporation) is a Delaware corporation. Through Intrado Safety and its other subsidiaries, Intrado is a global provider of communications and network infrastructure services primarily to business customers throughout the United States and internationally. Emergency communications services are provided by Intrado Life and Safety, Inc. (Intrado Life), with data and voice provided by several of Intrado's subsidiaries, including Intrado Safety<sup>1</sup>.

4. Intrado Safety (formally known as West Safety Communications, Inc) is a wholly owned, indirect subsidiary of Intrado. 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.

5. Guardian US Holdco LLC is a Delaware limited liability company affiliated with funds managed by Stonepeak (Stonepeak). Upon consummation of the Proposed Transaction, Intrado Safety will be the indirect, wholly owned subsidiary of Transferee, and Transferee will control Intrado Safety.

6. Applicants, therefore, request Commission authorization to complete the consummation of a stock purchase, providing additional sources of capital and managerial resources to Intrado Safety. As stated in the application, the proposed Transaction will occur at the parent level and

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<sup>1</sup> Intrado Communications, LLC, a subsidiary of Intrado Corporation, holds Commission issued authority, but is not a part of this Transaction and will remain with Intrado Corporation.

only will result in a change in the ultimate ownership of Intrado Safety. No assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. The proposed Transaction also will not change the rates, terms, and conditions under which Intrado Safety provides service to existing customers.

7. Guardian and certain of Intrado's parent companies entered into a Stock Purchase Agreement on September 16, 2022. Guardian will acquire Intrado Safety and certain other Intrado Subsidiaries through a series of multi-step transactions in exchange for cash payment. Parties intend to consummate the Transaction after such approvals have been received and the other closing conditions set forth in the Agreement are satisfied or waived. As a result of the Transaction, Intrado Safety will become a wholly owned, indirect subsidiary of Guardian.

8. On October 10, 2022, 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 November 9, 2022. No interventions were filed.

9. Additional information was requested to determine the impact of the transaction on the existing contract between CenturyLink QC (CLQC) and Intrado in support of offering emergency services to telecommunications providers. The responses provided stated that the existing contract for emergency services is between CLQC and Intrado Life & Safety, Inc. and will not be directly impacted by the Transaction.

## **B. Discussion**

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

11. The application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.
12. The application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.
13. Applicants request Commission approval of the transfer of indirect control of Licensee to Guardian. Guardian does not hold any Commission issued telecommunications authorities.
14. The application represents that the proposed Transaction will have no direct effect on Licensee, its customers, or operations. Licensee will continue to provide high-quality services at the same rates and on the same terms and conditions as are currently in effect. Guardian is managerially, technically, and financially well-qualified to complete the Transaction and assume indirect ownership and control of Licensee.
15. Licensee 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),(i), (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.

16. 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.

17. 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.

18. We find that the proposed transfer of control of the telecommunications authorities held by the Colorado Licensee is not contrary to the public interest and therefore grant the Joint Application for transfer of control 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 Corporation, Intrado Safety Communications, Inc., and Guardian US Holdco, LLC is deemed complete. The request to transfer control of Intrado Safety Communications, Inc. to Guardian US Holdco, LLC is granted.

2. Intrado Corporation, Intrado Safety Communications, Inc., Guardian US Holdco, LLC, or their authorized representatives shall jointly notify the Commission if the transfer has been terminated or is not completed within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. The

notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. 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.

4. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING  
November 16, 2022.**

( S E A L )



ATTEST: A TRUE COPY

Doug Dean,  
Director

THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF COLORADO

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JOHN GAVAN

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Commissioners