



State of Utah

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Public Service Commission

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November 9, 2022

Matthew A. Brill
Michael H. Herman
Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304

Re: Docket No. 22-2530-01, *Notice of a Pro Forma Change of Control of Mobilitie, LLC*

Messrs. Brill and Herman,

The Public Service Commission (PSC) has reviewed the notice (“Notification”) filed on September 27, 2022, by Mobilitie, LLC (“Mobilitie”) of the internal restructuring of the BAI Communications Group (“Internal Restructuring”), of which Mobilitie is a part.¹

The Notification states that Mobilitie holds a Certificate of Public Convenience and Necessity to provide public telecommunications services in Utah. Through the Internal Restructuring, certain existing intermediate entities’ assets and equity interests between Canada Pension Plan Investment Board (the ultimate majority owner and controller of the BAI Communications Group) and Mobilitie will be transferred to newly formed entities. The Internal Restructuring will involve only changes to intermediate entities — that is, those currently situated between Mobilitie’s direct parent and ultimate parents. It will not result in any change in the direct or ultimate ownership or control of Mobilitie. Mobilitie claims no PSC approval of the Internal Restructuring is required. Mobilitie states the Notification is submitted for informational purposes only to ensure the continuing accuracy of the PSC’s records.

The Division of Public Utilities (DPU) filed comments on September 29, 2022, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter under Utah Admin. Code R746-110-1. DPU states the public interest will be promoted

¹ On October 6, 2010, the PSC authorized Mobilitie to provide public telecommunications services within the State of Utah in Docket No. 10-2530-01.

Acknowledgment Letter from the PSC

Docket No. 22-2530-01

Page 2

by PSC acknowledgement of the Notification. DPU does not address whether PSC approval of the Internal Restructuring is required.

No party has identified a statutory or other legal requirement for the PSC to approve the Internal Restructuring, and no party has requested a declaratory ruling on the issue pursuant to Utah Admin. Code R746-101-1, et seq. Accordingly, the PSC acknowledges that the Notification was filed and gives notice it will take no further action in this docket unless a party files a request for agency action and explains the basis on which the PSC may or should act.

Sincerely,

/s/ Gary L. Widerburg

PSC Secretary

DW#326085