



State of Utah

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July 21, 2023

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Re: Docket No. 23-2569-01, *Tempo Telecom, LLC's Notice of Transfer of Control to Insight Mobile, Inc.*

All,

The Public Service Commission (PSC) has reviewed the notice ("Notification") filed on June 7, 2023, by Tempo Telecom LLC ("Tempo") and Insight Mobile, Inc. ("Insight"), of a change of the ultimate control of Tempo. Currently, Lingo Management, LLC ("Lingo") owns 100 percent of Tempo. Tempo is an Eligible Telecommunications Carrier (ETC) as designated by the PSC on April 23, 2014.¹

The Notification represents that "[p]ursuant to a Membership Interest Purchase Agreement (the 'Agreement'), dated January 24, 2023, [Lingo] and [Insight] have agreed that [Lingo] will transfer 100 percent of the outstanding membership interests in Tempo to [Insight] (the 'Transaction')." ² The Notification claims no PSC approval of the transfer of indirect control is required.³

The Division of Public Utilities (DPU) filed comments on June 27, 2023, recommending the PSC acknowledge the Notification and requesting informal adjudication of the matter. DPU states the public interest will be promoted by acknowledging the Notification. DPU concludes that applicants are in compliance with

¹ *In the Matter of the Petition of Tempo Telecom, LLC for Designation as an Eligible Telecommunications Carrier in the State of Utah*, Docket No. 13-2569-01, Order Approving Settlement Stipulation and Application for Designation as an Eligible Telecommunications Carrier (April 23, 2014).

² Notification at 1.

³ *Id.*

Utah Admin. Code R746-349-7. DPU does not address whether the Transaction requires PSC approval.

No party has identified a statutory or other legal requirement for the PSC to approve the proposed Transaction, 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.⁴

Sincerely,

/s/ Gary L. Widerburg
PSC Secretary
DW#328913

⁴ The PSC understands that “[a]ny transfer of ownership or control of an ETC with an approved Lifeline compliance plan requires approval [from the Federal Communications Commission (the “FCC”)] of an amended compliance plan in advance of the transaction” and that “[t]his includes renewing compliance plan approval for changes in the corporate structure of the ETC.” See *Wireline Competition Bureau Reminds Carriers of Eligible Telecommunications Carrier Designation and Compliance Plan Approval Requirements for Receipt of Federal Universal Service Support*, Public Notice, 29 FCC Rcd 9144, 9145 (WCB 2014). The PSC also understands that Tempo is in the process of seeking approval of its Second Updated Compliance Plan in accordance with the FCC requirement. The PSC requests Tempo provide the PSC with notification of the FCC’s approval of Tempo’s Second Updated Compliance Plan to demonstrate it continues to qualify for ETC status in Utah.