

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

In the Matter of)	Docket No. TC _____
)	
Joint Application of Clarity Telecom, LLC)	
DBA Bluepeak and Its Subsidiaries Bluepeak)	
BTS Borrower, LLC and Bluepeak ABS Asset)	
Entity I, LLC for)	
)	
Approval of the Sale of Telephone Exchanges;)	
Transfer of Certificates of Authority; Grant of)	
Certificates of Authority; Designation as an)	
Eligible Telecommunications Carrier; and)	
Amendment of Tariffs)	

JOINT APPLICATION

The following Joint Application is submitted to the South Dakota Public Utilities Commission (the “Commission”), pursuant to SDCL §§ 49-31-59, 49-31-3, 49-31-78, and 49-31-12.4 and 12.5, by Clarity Telecom, LLC DBA Bluepeak (“Bluepeak”), on behalf of itself and its subsidiaries Bluepeak BTS Borrower, LLC (“Bluepeak BTS”) and Bluepeak ABS Asset Entity I, LLC (“Bluepeak ABS”, together with Bluepeak BTS, the “Subsidiaries”; Bluepeak and the Subsidiaries together, the “Applicants”), by and through their undersigned counsel.

Bluepeak is preparing to undertake a series of related, internal transfers of assets, including customer contracts and related telecommunications network infrastructure, between itself and its wholly owned indirect subsidiaries, Bluepeak BTS and Bluepeak ABS (the “*Pro Forma* Asset Transfer” or “Transfer”). Bluepeak is engaging in the Transfer in order to facilitate financing arrangements that will allow it to expand its fiber network deployments and provide competitive, high-speed service to more South Dakota residents and businesses.

The Applicants request any and all consents and approvals from the Commission necessary to perform the transactions contemplated under the Transfer, including but not limited to all consents and authorizations necessary for:

- (a) The completion of the *Pro Forma* Asset Transfer, as described in more detail below, pursuant to the provisions of SDCL § 49-31-59;
- (b) Bluepeak BTS following the Transfer, to: (i) own the assets transferred to Bluepeak BTS that are currently used by Bluepeak to operate certain telecommunications exchanges in South Dakota; (ii) provide regulated intrastate services to the current customers of Bluepeak; (iii) amend the certificates of authority to the name of Bluepeak BTS; (iv) be designated as an eligible telecommunications carrier (“ETC”) in the exchanges transferred to Bluepeak BTS that are currently owned and operated by Bluepeak as an ETC; and (v) amend the South Dakota Switched Access Tariffs of Bluepeak, currently on file with the Commission, to the name of Bluepeak BTS;
- (c) Bluepeak ABS, following the Transfer, to (i) own the assets transferred to Bluepeak ABS that are currently used by Bluepeak to operate certain telecommunications exchanges in South Dakota; (ii) provide regulated intrastate services to the current customers of Bluepeak; (iii) be designated as an eligible telecommunications carrier (“ETC”) in the exchanges transferred to Bluepeak ABS that are currently owned and operated by Bluepeak as an ETC; and (iv) file South Dakota Switched Access Tariffs; and
- (d) Bluepeak to relinquish its ETC designation effective upon the designation of Bluepeak ABS and Bluepeak BTS as eligible telecommunications carriers in the respective service areas transferred to each as a result of the *Pro Forma* Asset Transfer.

Applicants respectfully requests that the Commission grant all consents and approvals to allow Applicants to complete the Transfer as soon as practicable.

I. THE PARTIES

1. Clarity Telecom, LLC DBA Bluepeak (“Bluepeak”)

Clarity Telecom, LLC DBA Bluepeak (“Bluepeak”) builds and operates fiber optic networks and provides broadband Internet access, video, and voice services to consumers and businesses in six states.¹ Bluepeak is an indirect, wholly owned subsidiary of GI DI Rushmore TopCo, LLC (“Rushmore TopCo”), a Delaware limited partnership, which in turn is indirectly controlled by funds controlled by GI Partners, a private equity fund based in the United States.²

In South Dakota, Bluepeak is a rural ILEC and former cooperative that provides local exchange services in 22 rural communities in southeastern South Dakota. It is also a rural CLEC that provides facilities-based competitive voice, cable and broadband Internet access services in Sioux Falls and Rapid City, and in 23 rural communities in eastern South Dakota, as well as 14 other rural communities in an area of the Black Hills of western South Dakota. Bluepeak provides communications services over its own fiber optic, copper, and coaxial cable facilities throughout its service areas and provides interexchange services through resale arrangements with other carriers. Bluepeak is an eligible telecommunications carrier in its ILEC exchange, Study Code 391652, pursuant to the Commission’s designation order in Docket No. 14-073 issued on September 24, 2014, and is also an eligible telecommunications carrier in its CLEC service area Study Code 399006.

¹ Bluepeak provides services in Minnesota, North Dakota, Oklahoma, South Dakota, Texas, and Wyoming.

² Rushmore TopCo acquired Bluepeak in 2021. *See* Letter from Darla Pollman Rogers, Counsel to Clarity Telecom, LLC, to Patricia Van Gerpen, Executive Director, South Dakota Public Utilities Commission, re Clarity Telecom, LLC d/b/a Vast Broadband Tariff No. 1, Docket No. TC21-037 (filed June 7, 2021).

2. Bluepeak BTS Borrower, LLC (“Bluepeak BTS”)

Bluepeak BTS is a Delaware limited liability company and newly formed for purposes of the Transfer. It is a wholly owned, indirect subsidiary of Bluepeak.

3. Bluepeak ABS Asset Entity I, LLC (“Bluepeak ABS”)

Bluepeak ABS is a Delaware limited liability company and newly formed for purposes of the Transfer. It is a wholly owned, indirect subsidiary of Bluepeak.

II. DESCRIPTION OF THE *PRO FORMA* ASSET TRANSFER

The *Pro Forma* Asset Transfer is part of a series of related, internal asset transfers to be conducted by Bluepeak in connection with its plan to raise additional financing for fiber network upgrades and operations. The *Pro Forma* Asset Transfer consists of several steps that will occur concurrently at closing upon the satisfaction of certain customary conditions, including the receipt of the approval of this Commission and other required regulatory consents.

First, Bluepeak will transfer certain network facilities, customer contracts, and required licenses and authorizations, among other assets (collectively, the “Transferred Assets”), to each of the Subsidiaries. Bluepeak’s South Dakota ILEC assets and authorization, and some or all of its CLEC assets and authorization will be transferred to Bluepeak BTS. Bluepeak may transfer some of its CLEC assets to Bluepeak ABS. Bluepeak will also enter into management agreements with the Subsidiaries, pursuant to which Bluepeak will continue to operate and manage all aspects of the communications services to be provided by the Subsidiaries.

The *Pro Forma* Asset Transfer will be seamless to Bluepeak’s customers, who will continue to receive services on the same rates, terms and conditions in effect prior to the *Pro Forma* Asset Transfer. As noted above, Bluepeak will continue to manage the network facilities and all other operational aspects of its Subsidiaries’ business, ensuring continuity of service and

personnel. Further, the Subsidiaries will continue to provide services under the “Bluepeak” brand.

Exhibit A contains diagrams of the corporate organization structure of the Applicants before and after the Transfer.

III. PUBLIC INTEREST CONSIDERATIONS

1. Statutory Standards – Protection of the Public Interest

Applicants respectfully submit that approval of the *Pro Forma* Asset Transfer will serve the public interest because it will enable additional financing that will put Bluepeak in an even stronger position to continue its fiber deployment and to serve its residential and business customers. The Subsidiaries will continue to provide service under the same brand at the same rates, terms, and conditions as currently offered by Bluepeak. Bluepeak will continue to manage the Subsidiaries’ networks, ensuring continuity of operations and personnel. Moreover, because the Transfer is entirely a *pro forma* internal asset transfer, it will have no negative effect on competition. Applicants will promptly notify its customers of the Transfer and the change in customers’ provider of record from Bluepeak to Bluepeak BTS or Bluepeak ABS, as applicable.

Further, in accordance with the provisions of SDCL § 49-31-59, the proposed transaction is in the public’s best interest for the following reasons:

(a) Adequacy of local service. The Subsidiaries will utilize state-of-art networking technology and its in-house customer service and marketing capabilities to ensure high-quality service. Bluepeak already has a strong track record of operating its networks and performing the requisite customer service, technical service, billing, payment, and data processing needed to operate a competitive network, and these functions will carry on seamlessly after the Transfer. The Subsidiaries will maintain

Bluepeak's management and customer service operations within the state, with the same local customer service and technical support infrastructure to ensure high-quality service.

(b) Reasonableness of local rates. There will be no change in rates for local telephone services offered in Bluepeak's local exchanges following the transfer to the Subsidiaries.

(c) Public Safety. The Subsidiaries will provide state-of-the-art telecommunications services in the same manner as Bluepeak in their respective service areas. Bluepeak presently provides enhanced 911 services in all its local telephone exchanges, which will be continued by Bluepeak BTS and Bluepeak ABS.

(d) Taxes. The Subsidiaries will be subject to the same methods of calculating and paying taxes in the State of South Dakota as those to which Bluepeak is subject, and there will therefore be no reduction in tax revenues to the State of South Dakota resulting solely from the Transfer.

(e) Ability and Commitment. The Subsidiaries are committed to providing modern, state-of-the art telecommunications service. Bluepeak plans to continue its investment in a high-speed fiber optic cable network that will provide faster, high-capacity service to South Dakota residents and businesses. Further, Bluepeak has demonstrated its commitment to South Dakota by providing telecommunications service to 54,834 subscribers in the state. In addition to telecommunications service, Bluepeak offers various other communications services in its own service territory, including high-speed internet access service to approximately 53,000 South Dakota subscribers.

(f) Notice. The Applicants plan to jointly issue a letter to each of the persons and entities receiving local telephone exchange service in the local exchanges to notify such persons and entities of the Transfer. The notification will direct customers to the Commission if there are any questions or concerns. This will be in addition to the statutory Notification contemplated in SDCL § 49-31-59.

2. Services and Operations

The Transfer will not cause any change to the end-user service provided by Bluepeak, including local services provided to any residential or business customers of Bluepeak and interexchange service. Any future changes to such services made by either of the Subsidiaries will be made only as provided by applicable law and regulations. Both Bluepeak BTS and Bluepeak ABS will be subject to applicable regulation for services and service quality, as modified by future Commission decisions, to the same extent as Bluepeak. Finally, there will be no changes to network routing arrangements or to NXX codes because of this Transfer.

3. Existing Agreements

Existing agreements between Bluepeak and other carriers will continue, and said agreements will be assumed by Bluepeak BTS or Bluepeak ABS, respectively, based on the applicable service area.

IV. CERTIFICATES OF AUTHORITY

In conjunction with the filing of this Application, Bluepeak BTS is requesting a transfer of Bluepeak's Certificate of Authority to provide resold and facilities-based local exchange telecommunications services and interexchange services in the State of South Dakota. Bluepeak ABS is applying for a new Certificate of Authority to provide resold and facilities-based local exchange telecommunications services and interexchange services in the State of South Dakota.

In accordance with ARSD 20:10:24:04.01 and 20:10:24:02, Bluepeak BTS and Bluepeak ABS provide the following information:

1. The applicants' name, address, telephone number, web page URL, and email address:

Bluepeak BTS Borrower LLC

4600 S Ulster St, Ste 1300
Denver, CO 80237
Phone: (720) 241-1196
Attn: Marc Krasney
Email: marc.krasney@mybluepeak.com
Website: <https://www.mybluepeak.com/>

Bluepeak ABS Asset Entity I, LLC

4600 S Ulster St, Ste 1300
Denver, CO 80237
Phone: (720) 241-1196
Attn: Marc Krasney
Email: marc.krasney@mybluepeak.com
Website: <https://www.mybluepeak.com/>

2. A description of the legal and organizational structure of the applicants' company:

Bluepeak BTS is a Delaware limited liability company and formed on July 30, 2025 for purposes of the Transfer. It is a wholly owned indirect subsidiary of Bluepeak.

Bluepeak ABS is a Delaware limited liability company and formed on July 30, 2025 for purposes of the Transfer. It is a wholly owned indirect subsidiary of Bluepeak.

3. The name under which the applicants will provide services if different than in subdivision (1) of this section:

Bluepeak BTS and Bluepeak ABS will provide service under the name Bluepeak.

4. The location of the applicants' principal office, if any, in this state and the name and address of its current registered agent, if applicable:

The principal office of both Bluepeak BTS and Bluepeak ABS is:

4600 S Ulster St, Ste 1300
Denver, CO 80237

The Registered Agent in South Dakota is:

C T CORPORATION SYSTEM

The Registered Agent Address is:

319 S Coteau St
Pierre, SD 57501

5. A copy of the applicants' certificate of authority to transact business in South Dakota from the Secretary of State:

See **Exhibit B-1 and Exhibit B-2.**

6. A description of the applicants' experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services:

Bluepeak has provided telecommunications, video, and broadband services in South Dakota since it acquired the assets of Knology CT, Knology Plains, and Knology Black Hills in 2014. Bluepeak currently also provides telecommunications, video, and broadband services in Minnesota, North Dakota, Oklahoma, Texas, and Wyoming.

The Subsidiaries are newly created entities, but as described above, Bluepeak will continue to manage and operate the Subsidiaries' network and business following the *Pro Forma* Asset Transfer.

7. Names and addresses of applicants' affiliates, subsidiaries, and parent organizations, if any:

Both Bluepeak BTS and Bluepeak ABS are indirect, wholly owned subsidiaries of Bluepeak, which has its principal offices at 4600 S Ulster St, Ste 1300 Denver, CO 80237.

Bluepeak is wholly owned and controlled by GI DI Rushmore TopCo, LLC, a Delaware limited liability company that is primarily owned and controlled by private equity funds GI Partners Data Infrastructure Fund LP and GI Partners Data Infrastructure Fund-A LP (collectively "GI Partners").

8. A list and specific description of the telecommunications services the applicants intend to offer:

Bluepeak BTS will offer the same services previously offered by Bluepeak in Bluepeak's ILEC service area and in certain CLEC service areas. As an ILEC, Bluepeak BTS will provide local exchange services in 22 rural communities in southeastern South Dakota. As a CLEC, Bluepeak BTS will provide facilities-based

competitive voice, cable and broadband Internet access services. Bluepeak BTS will also offer interexchange services through resale arrangements with other carriers.

Bluepeak ABS will offer the same services previously offered by Bluepeak in certain CLEC service areas. Bluepeak ABS will provide facilities-based competitive voice, cable, and broadband Internet access services, as well interexchange services through resale arrangements with other carriers.

Following the *Pro Forma* Asset Transfer, the Subsidiaries will also provide voice, broadband, and video services in parts of Minnesota, North Dakota, Oklahoma, Texas, and Wyoming, where Bluepeak currently offers service. The Subsidiaries will provide services over fiber optic, copper, and coaxial cable facilities throughout their service areas. As stated above, the Subsidiaries will also offer interexchange services through resale arrangements with other carriers.

9. A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicants.

Bluepeak BTS and Bluepeak ABS will provide service as identified in **Exhibit C**.

10. Information regarding the technical competence of the applicants to provide its proposed local exchange services including:

As noted above, Bluepeak will continue to operate and manage the Subsidiaries' network and business following the *Pro Forma* Asset Transfer. Bluepeak has the managerial and technical qualifications necessary to provide the proposed services in South Dakota, as demonstrated by its track record of over a decade operating in the state.

11. Information explaining how the applicants will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services:

Bluepeak presently provides enhanced 911 services in all its local telephone exchanges, which will be continued by Bluepeak BTS and Bluepeak ABS.

12. For the most recent 12-month period, financial statements of the applicants including a balance sheet, income statement, and cash flow statement. The applicants shall provide audited financial statements, if available.

See attached **Confidential Exhibit D** for the financial statements of Bluepeak for the fiscal years ending on December 31, 2024 and December 31, 2023. Bluepeak BTS and Bluepeak ABS are newly formed entities and do not have their own financial statements.

- 13.** Information detailing the following matters associated with interconnection to provide proposed local exchange services: (a) the identity of all local exchange carriers with which the applicants plans to interconnect; (b) the likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and (c) a copy of any request for interconnection made by the applicants to any local exchange carrier:

Bluepeak BTS and Bluepeak ABS will assume Bluepeak's interconnection agreements applicable to their respective service areas following the *Pro Forma* Asset Transfer. Other than a change in the legal entity that is the counterparty, Bluepeak does not expect any changes to its interconnection arrangements as a result of the *Pro Forma* Asset Transfer.

- 14.** A description of how the applicants intend to market their local exchange services, their target market, whether the applicants engage in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services:

The Subsidiaries will continue to offer services under the Bluepeak brand, and Bluepeak will continue to engage in the same marketing activities as it currently does. The Subsidiaries will not engage in multilevel marketing. The Subsidiaries will market their services through their website and by radio, television, and print. Their target market will be the same service areas currently served by Bluepeak.

- 15.** If the applicants are seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicants expect to meet the service obligations imposed pursuant to § 20:10:32:15 and applicants' plans for meeting the service obligations:

Bluepeak is currently an eligible telecommunications carrier in South Dakota and meets the requirements pursuant to 47 U.S.C. § 214(e)(1) (September 10, 1998) and applicable federal regulations. Upon receive of the Commission's approval and following the consummation of the *Pro Forma* Asset Transfer, Bluepeak BTS will operate as an eligible telecommunications carrier via the Transfer, and Bluepeak ABS will receive a new eligible telecommunications carrier designation. Each will satisfy applicable requirements.

- 16.** A list of the states in which the applicants are registered or certified to provide telecommunications services, whether the applicants have ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicants are in good standing with the appropriate regulatory agency in the states where they are registered or certified, and a detailed explanation of why the applicants are not in good standing in a given state, if applicable:

Bluepeak BTS and Bluepeak ABS are not currently registered or certified to provide telecommunications services in any state and have never been denied registration or certification in any state.

- 17.** The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicants' representative to whom all inquiries must be made regarding customer complaints and other regulatory matters:

Contact Name: Ms. Carolyn McCarthy
Contact Address: 4600 S Ulster St Ste 1300 Denver, CO 80237 United States
Contact Email: compliance.team@mybluepeak.com
Contact Phone: (303) 376-7312

- 18.** Information concerning how the applicants plan to bill and collect charges from customers:

Bluepeak BTS and Bluepeak ABS will bill customers directly on a monthly basis by utilizing their own software and a third-party billing company for distribution of billings, which will be managed by Bluepeak. All billing statements will list appropriate contact information to contact Bluepeak BTS or Bluepeak ABS, including a name, address and a toll-free telephone number for customer inquiries or concerns.

- 19.** Information concerning the applicants' policies relating to solicitation of new customers and a description of the efforts the applicants shall use to prevent the unauthorized switching of local service and interexchange customers.

Bluepeak BTS and Bluepeak ABS will comply with the rules of the FCC and the Commission relating to solicitation of new customers, including obtaining the necessary authorization from new customers in accordance with these rules to prevent unauthorized switching of local service and interexchange carriers.

- 20.** The number and nature of complaints filed against the applicants with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered:

No complaints have been filed.

- 21.** Information concerning how the applicants will make available to any person information concerning the applicants' current rates, terms, and conditions for all of their telecommunications services:

Current rates, terms, and conditions for telecommunications services will be listed on the Applicants' website and available to the customer upon request in the local offices.

- 22.** Information concerning how the applicants will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change:

Bluepeak BTS and Bluepeak ABS, as applicable, will provide written notice at least thirty days in advance of any materially adverse change to any rate, term, or condition of any telecommunications service.

- 23.** A written request for waiver of those rules believed to be inapplicable:

None

- 24.** Federal tax identification number and South Dakota sales tax number:

For Bluepeak BTS

Federal tax identification number: 46-2667900

Sales Tax license number: forthcoming—South Dakota business registration filed on August 1, 2025

For Bluepeak ABS

Federal tax identification number: 46-2667900

Sales Tax license number: forthcoming—South Dakota business registration filed on August 1, 2025

- 25.** Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

The Applicants have no further information in support of this application.

V. ETC DESIGNATIONS

1. Application for and Relinquishment of ETC Designation

In accordance with ARSD 20:10:32:43, Bluepeak requests that the Commission approve the relinquishment of its ETC designation, and Bluepeak BTS requests that it be designated as an eligible telecommunications carrier in the exchanges that will be transferred to Bluepeak BTS as part of the *Pro Forma* Asset Transfer. Bluepeak ABS is applying for a new ETC designation for

purposes of continuing to provide Lifeline service to qualifying customer in the current Bluepeak CLEC service areas that will be transferred to Bluepeak ABS as part of the *Pro Forma* Asset Transfer.

In support of said petition, Bluepeak states as follows:

- (a) The name, address, and telephone number of the applicants and their designated contact person:

Bluepeak BTS Borrower LLC

4600 S Ulster St, Ste 1300

Denver, CO 80237

Phone: (720) 241-1196

Attn: Marc Krasney

Email: marc.krasney@mybluepeak.com

Website: <https://www.mybluepeak.com/>

Bluepeak ABS Asset Entity I, LLC

4600 S Ulster St, Ste 1300

Denver, CO 80237

Phone: (720) 241-1196

Attn: Marc Krasney

Email: marc.krasney@mybluepeak.com

Website: <https://www.mybluepeak.com/>

- (b) The proposed effective date of the designation of eligible telecommunications carrier status:

The proposed effective date of designation of ETC status would be following the closing of the *Pro Forma* Asset Transfer identified herein.

- (c) Identification of the service area, including a detailed map, for which the designation is sought:

See **Exhibit E**.

- (d) A statement supporting the petition which specifies why the requested designation satisfies the requirements for eligible telecommunications designation and receiving federal universal service support under 47 C.F.R. § 54.201 (January 1, 2006):

The Commission has previously granted an ETC designation to Bluepeak. Bluepeak BTS and Bluepeak ABS will provide the same service and continue to serve the public interest by being designated as ETCs.

- (e) If the applicants are seeking additional time to complete network upgrades pursuant to C.F.R. § 54.101(c) (January 1, 2006), the applicants shall list the reasons why additional time is needed and the estimated length of time to complete the network upgrades:

N/A

- (f) A statement specifying why the applicants' proposed designation is in the public interest.

Applicants' application is in the public interest, as described above in Part III.

2. Bluepeak BTS and Bluepeak ABS Satisfy All Federal ETC Requirements under 47 C.F.R. § 54.201

- i. Section 54.201(d) of the FCC's rules provide that carriers designated as ETCs shall, throughout the designated ETC service area, (1) offer the services that are supported by federal universal service support mechanisms either using their own facilities or a combination of their own facilities and resale of another carrier's services, and (2) advertise the availability of such services and the charges therefore using media of general distribution. The nine services which are supported by the federal USF are:
1. Voice grade access to the public switched network;
 2. local usage;
 3. dual tone multi-frequency signaling or its functional equivalent;
 4. single-party service or its functional equivalent;
 5. access to emergency services;
 6. access to operator services;
 7. access to interexchange services;
 8. access to directory assistance;
 9. toll limitation for qualifying low-income consumers.
- ii. Bluepeak was granted ETC designation in the exchanges of Parker, Hurley, Flyger, Irene, Wakonda, Alsen, Beresford, Worthing, and Lennox. In its Order, the Commission found that Bluepeak provided all of the above services.
- iii. After Bluepeak BTS and Bluepeak ABS acquire the assets contemplated in the Transfer, they will each, as applicable, continue to provide the services currently provided by Bluepeak. There will be no discontinuance, reduction, or impairment of any services offered by Bluepeak as a result of the Transfer.

- iv. Bluepeak BTS and Bluepeak ABS will advertise the availability of each of the supported services, throughout their service areas, by media of general distribution. The methods of advertising may include websites, radio, television, and newspapers. In addition, Bluepeak BTS and Bluepeak ABS will advertise the availability of Lifeline and Linkup benefits throughout the applicable service areas in the same manner as Bluepeak did before.

3. Description of Commitment to Provide Services

Bluepeak BTS and Bluepeak ABS certify that they will:

- A. Provide services on a timely basis to requesting customers within their proposed designated service area where its network already provides coverage to the potential customer's premises; and
- B. If the potential customer is within the applicable entity's proposed designated service area but outside the designated network, the applicable entity will provide service within a reasonable period of time, if the service does not impose excessive or unreasonable cost, by:
 - 1. Modifying or replacing the requesting customer's equipment;
 - 2. Extending the facilities, such as constructing or expanding its facilities;
 - 3. Adjusting network or customer facilities;
 - 4. Reselling services of another carrier's facilities to provide service; or
 - 5. Employing, leasing, or constructing additional network facilities.

4. Five-Year Plan and Two-Year Plan

Bluepeak BTS and Bluepeak ABS will adopt the five-year plan and the two-year plan, each as submitted by Bluepeak in its latest annual certification docket (TC25-030).

5. Ability to Remain Functional in Emergency Situations

After the Transfer, Bluepeak BTS and Bluepeak ABS will provide the same emergency capabilities currently offered by Bluepeak.

6. Ability to Satisfy Consumer Protection and Service Quality Standards

Bluepeak BTS and Bluepeak ABS will comply with all applicable regulations for services, including consumer protection and service quality standards to the same extent as their predecessor.

7. Offering of Comparable Local Usage Plans

Bluepeak BTS and Bluepeak ABS will continue to offer the same rate plans as Bluepeak.

8. Provisioning of Equal Access

Bluepeak BTS and Bluepeak ABS will be able to provide equal access within their service areas, in the same manner as Bluepeak.

9. The Application is in the Public Interest

The Application is in the public interest, as described above in Part III.

VI. TARIFF AMENDMENTS

Pursuant to SDCL § 49-31-12, Applicants are requesting approval of any amendment to the South Dakota Access Tariff of Bluepeak to reflect that Bluepeak BTS and Bluepeak ABS, as applicable, will be operating under these tariffs. Applicants will submit revised tariff pages following approval of the transaction.

VII. POST-APPROVAL STATUS

1. Status Following Amendments and Issuance

Following the transfer of Certificates of Authority to Bluepeak BTS, the granting of a Certificate of Authority to Bluepeak ABS, and completion of the Transfer, there will be no remaining regulated telecommunications arrangements in South Dakota that will remain in the name of Clarity Telecom, LLC. As noted above, Bluepeak BTS and Bluepeak ABS will continue to operate under the Bluepeak brand.

2. Filing and Status Following the Purchase

Following the Transfer: (a) Bluepeak will cease to offer service in South Dakota; (b) revisions will be made to existing tariffs to substitute the name Bluepeak BTS and Bluepeak ABS, as applicable; and (c) all filings necessary to reflect assumption of interconnection and telecommunications agreements of Bluepeak will be made.

VII. REQUESTED APPROVAL OF TRANSFER AND PROCEDURE

To minimize the period of uncertainty and to facilitate the Transfer, Applicants respectfully requests that the Commission grant all consents and approvals to allow Applicants to complete the Transfer as soon as practicable. Approval by the Commission, along with transfers and amendments as provided herein, are an essential condition to completion of the Transfer, and the Transfer cannot be completed without approval of this Commission.

VIII. CONCLUSION

1. Certifications

The Chief Executive Officer of Bluepeak, Bluepeak ABS, and Bluepeak BTS certifies as to the truth and accuracy of each of the statements, representations, and warranties contained in this Application, as evidenced by the Officer's Certification of Accuracy executed and attached hereto as **Exhibit F**.

2. FCC Applications

In connection with the proposed transaction and as required by federal law, Bluepeak BTS and Bluepeak ABS will each file a notice within 30 days after the consummation of the Transfer with the Federal Communications Commission.

WHEREFORE, Applicants respectfully request that the Commission grant as follows:

1. Approval pursuant to SDCL § 49-31-59 of the proposed transfer of the exchanges in Bluepeak's ILEC service area from Bluepeak to Bluepeak BTS, in the manner set forth in this Application and in the Transfer;
2. Approval pursuant to SDCL § 49-31-59 of the proposed transfer of certain exchanges in Bluepeak's CLEC service area from Bluepeak to Bluepeak BTS and Bluepeak ABS, in the manner set forth in this Application and in the Transfer;

3. Approval pursuant to SDCL § 49-31-3 of transfer of the Certificates of Authority from Bluepeak to Bluepeak BTS;
4. Issuance pursuant to SDCL § 49-31-69 of a Certificates of Authority to Bluepeak ABS to provide resold and facilities-based local exchange telecommunications services and interexchange services in the State of South Dakota
5. Approval pursuant to the provision of SDCL § 49-31-78 of the relinquishment of Bluepeak's ETC status and designation of Bluepeak BTS as an ETC within the service areas transferred to Bluepeak BTS, as well as the grant of a new ETC designation for Bluepeak ABS in the service areas transferred to Bluepeak ABS;
6. Amendment of the relevant tariffs to reflect the change to Bluepeak BTS and Bluepeak ABS, as applicable;
7. Such other relief, consents, or authorizations as the Commission deems necessary or appropriate and in the public interest to consummate the transactions described in this Application.

Dated this first day of August 2025

Respectfully submitted,

/s/ _____
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