

August 1, 2025

**VIA EMAIL**

Robert Byrnes, Mayor  
City of Marshall  
344 West Main Street  
Marshall, MN 56258

**Re: Request for Consent for Proposed *Pro Forma* Asset Transfer  
Involving Clarity Telecom, LLC DBA Bluepeak**

Dear Mayor Byrnes,

Clarity Telecom, LLC, DBA Bluepeak (“Bluepeak”), your current franchised Cable TV provider, notifies you that it intends to undertake a series of internal transactions that will result in the transfer of the Cable TV system and franchise currently held by Bluepeak to one of two indirect, wholly owned subsidiaries, Bluepeak BTS Borrower, LLC (“Bluepeak BTS”) or Bluepeak ABS Asset Entity I, LLC (“Bluepeak ABS”, together with Bluepeak BTS, the “Bluepeak Subsidiaries”) (the “*Pro Forma* Asset Transfer”). Upon completion of the *Pro Forma* Asset Transfer, Bluepeak will continue to operate the Cable TV system. The *Pro Forma* Asset Transfer will not cause confusion or disruption to customers because Bluepeak and the Bluepeak Subsidiaries will market and perform their respective services under the “Bluepeak” brand with which customers are familiar; will maintain the same rates and terms of service; and will use Bluepeak’s same customer service, technical, operational, and managerial personnel.

In connection with the *Pro Forma* Asset Transfer, Bluepeak hereby requests that the City grant its consent and execute the enclosed Franchise Resolution. In support of our request, enclosed is FCC Form 394 (Application for Franchise Authority Consent to Transfer of Control of Cable Television Franchise) and Exhibits describing the *Pro Forma* Asset Transfer, and a copy of a Franchise Resolution for you to pass and adopt at the City’s earliest convenience.

Please mail the executed original Resolution to my attention at:

Clarity Telecom, LLC d/b/a Bluepeak  
4600 S Ulster St, Ste 1300  
Denver, CO 80237

We are pleased with the services we provide our customers, but we also strive to improve such services. We continually upgrade not only our channel lineups and internet speeds, but our technical and customer service staffs as well. The *Pro Forma* Asset Transfer is being conducted to enable additional financing that will put Bluepeak in an even stronger position to continue its fiber deployment and to serve its customers. Based upon our record of quality service and cooperation with the public officials in the areas we service, it is our hope that you will consent to the *Pro Forma* Asset Transfer at your next available meeting.



4600 S Ulster St, Suite 1300 | Denver, CO 80237 | [www.MyBluepeak.com](http://www.MyBluepeak.com)

If you would like a representative to attend an upcoming meeting, or if you have questions or concerns, please give me a call.

Sincerely,

/s/  
\_\_\_\_\_  
Marc Krasney  
General Counsel  
Clarity Telecom, LLC  
4600 S Ulster St, Ste 1300  
Denver, CO 80237  
Phone: (720) 241-1196  
[marc.krasney@mybluepeak.com](mailto:marc.krasney@mybluepeak.com)

**FCC 394**

**APPLICATION FOR FRANCHISE AUTHORITY  
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL  
OF CABLE TELEVISION FRANCHISE**

**SECTION I. GENERAL INFORMATION**

FOR FRANCHISE AUTHORITY USE ONLY

DATE	1-Aug-25	1. Community Unit Identification Number:	MN1026
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2. Application for: ☒ Assignment of Franchise ☐ Transfer of Control

3. Franchising Authority:		Marshall, MN	
4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located:			
Marshall, MN			
5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area:			
6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee:		1-Oct-25	

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

Exhibit No.  
N/A

**PART I - TRANSFEROR/ASSIGNOR**

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

Legal name of Transferor/Assignor (if individual, list last name first)			
Clarity Telecom, LLC			
Assumed name used for doing business (if any)			
Bluepeak			
Mailing street address or P.O. Box			
4600 S. Ulster Street, Ste 1300			
City	State	ZIP Code	Telephone No. (include area code)
Denver	CO	80237	(720) 241-1196

2.(a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

Exhibit No.  
N/A

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

☐ Yes ☒ No

If No, explain in an Exhibit.

Exhibit No.  
I.I.2

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

Legal name of Transferee/Assignee (if individual, list last name first)			
Either Bluepeak BTS Borrower, LLC or Bluepeak ABS Asset Entity I, LLC			
Assumed name used for doing business (if any)			
Mailing street address or P.O. Box			
4600 S. Ulster Street, Ste 1300			
City	State	ZIP Code	Telephone No. (include area code)
Denver	CO	80237	(720) 241-1196

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

Name of contact person (list last name first)			
Krasney, Marc			
Firm or company name (if any)			
Mailing street address or P.O. Box			
4600 S. Ulster Street, Ste 1300			
City	State	ZIP Code	Telephone No. (include area code)
Denver	CO	80237	(720) 241-1196

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

Exhibit No.

(d) Indicate the address where the system's records will be maintained.

Street address		
4600 S. Ulster Street, Ste 1300		
City	State	ZIP Code
Denver	CO	80237

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

Exhibit No.

I.II.2

SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

☐ Corporation

a. Jurisdiction of incorporation:

b. Date of incorporation:

c. For profit or not-for-profit:

d. Name and address of registered agent in jurisdiction:

☐ Limited Partnership

a. Jurisdiction in which formed:

b. Date of formation:

c. Name and address of registered agent in jurisdiction:

☐ General Partnership

a. Jurisdiction whose laws govern formation:

b. Date of formation:

☐ Individual

☒ Other. Describe in an Exhibit.

Exhibit No.

II.1

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one column for each individual or entity. Attach additional pages if necessary. (Read carefully - the lettered items below refer to corresponding lines in the following table.)

(a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.

(b) Citizenship.

(c) Relationship to the transferee/assignee (e.g., officer, director, etc.).

(d) Number of shares or nature of partnership interest.

(e) Number of votes.

(f) Percentage of votes.

(a) Please see Exhibit II.2		
(b)		
(c)		
(d)		
(e)		
(f )		

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

If the answer is No, explain in an Exhibit.

☐ Yes ☒ No

Exhibit No.  
II.3

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority?

If the answer is Yes, describe circumstances in an Exhibit.

☐ Yes ☒ No

Exhibit No.

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

☐ Yes ☒ No

Exhibit No.

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

If Yes, provide particulars in an Exhibit.

☐ Yes ☒ No

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

If No, attach as an Exhibit a full explanation.

☒ Yes ☐ No

Exhibit No.  
II.7

### SECTION III. TRANSFEEE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.
2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principals, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

☒ Yes ☐ No

Exhibit No.  
III

### SECTION IV. TRANSFEEE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS


Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.  
IV

## SECTION V - CERTIFICATIONS

### Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

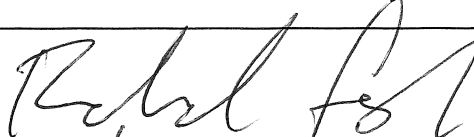
I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date 7/31/25
	Print full name Richard Fish
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Chief Executive Officer <input type="checkbox"/> Other. Explain: Authorized Person	

### Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.	Signature 
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.	Date 7/31/25
	Print full name Richard Fish
Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) Chief Executive Officer <input type="checkbox"/> Other. Explain: Authorized Person	

### **Exhibit I.I.2: Transaction Documentation**

Definitive documentation for the *Pro Forma* Asset Transfer have not yet been finalized.



### **Exhibit I.II.2: Planned Changes to Terms and Conditions**

There are currently no changes planned to the current terms and conditions of service or operations of the system by Franchisee.

**Exhibit II.1: Form of Business Organization of Transferee**

Both of the potential transferees, Bluepeak BTS Borrower LLC and Bluepeak ABS Asset Entity I, LLC are Delaware limited liability companies.

The contact information for the transferees' registered agent in Delaware is

Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

## **Exhibit II.2: Ownership Information of Transferee**

Bluepeak BTS Borrower LLC and Bluepeak Asset Entity I, LLC are both wholly owned, indirect subsidiaries of the current Franchisee, Bluepeak. Completion of the *Pro Forma* Asset Transfer will not result in any change in the ownership of Bluepeak. The following entities own more than 5% of the ownership interests in Bluepeak and of the Franchisee upon completion of the *Pro Forma* Asset Transfer:

### **For Bluepeak BTS Borrower, LLC**

- |  |  |
|--|--|
| a. Name and principal place of business: | Bluepeak BTS Guarantor, LLC (“Bluepeak Guarantor”)<br>4600 S Ulster St, Ste 1300<br>Denver, CO 80237   |
| b. Citizenship:                          | United States (Delaware)   |
| c. Relationship to transferee:           | Sole member  |
| d. Number of shares/Nature of interest:  | As the sole member, Bluepeak Guarantor owns the entirety of the interest in Bluepeak BTS Borrower, LLC |
| e. Number of votes                       | Bluepeak Guarantor controls Bluepeak BTS Borrower, LLC   |
| f. Percentage of votes:                  | 100%   |

### **For Bluepeak ABS Asset Entity I, LLC**

- |  |   |
|--|---|
| a. Name and principal place of business: | Bluepeak ABS Issuer, LLC (“Bluepeak Issuer”)<br>4600 S Ulster St, Ste 1300<br>Denver, CO 80237            |
| b. Citizenship:                          | United States (Delaware)  |
| c. Relationship to transferee:           | Sole member   |
| d. Number of shares/Nature of interest:  | As the sole member, Bluepeak Issuer owns the entirety of the interest in Bluepeak ABS Asset Entity I, LLC |
| e. Number of votes                       | Bluepeak Issuer controls Bluepeak ABS Asset Entity I, LLC   |
| f. Percentage of votes:                  | 100%  |

**EXHIBIT II.3: Statement Regarding Qualification to Transact Business**

Transferee has registered to do business in Minnesota and South Dakota and will be qualified to transact business in additional states prior to the completion of the *Pro Forma* Asset Transfer.

### **Exhibit II.7: Statement Regarding Pledge of Stock**

The Parties contemplate that Franchisee's stock may be pledged as debt to secure financing, however the specific terms of financing have not been determined. The Parties understand that certain rights on default may require approval of the Federal Communications Commission, applicable state regulators, and/or this franchising authority before being exercised.

### **Exhibit III: Transferee's Financial Qualifications**

As a wholly owned indirect subsidiary, Franchisee will continue to rely on the financial qualifications of its indirect parent, Clarity Telecom, LLC DBA Bluepeak ("Bluepeak"). Confidential Attachment A hereto, which is provided under seal, contains the most recent full year of audited financial statements of Bluepeak.

#### **Exhibit IV: Transferee's Technical Qualifications**

Following completion of the *Pro Forma* Asset Transfer, the Franchisee's cable system will continue to be managed and operated by Bluepeak's existing technical and operational personnel, and will continue to be led by a management team with decades of industry experience.

The biographies of Franchisee's key management personnel are as follows:

##### **Richard Fish (Chief Executive Officer):**

Mr. Fish is the Chief Executive Officer of Bluepeak and has held multiple senior roles in the cable television and telecommunications industry, including with the previous owners of the Franchisee's cable systems. From January 2013 to April 2020, Mr. Fish served as the Chief Financial Officer of WOW! Before that role, Mr. Fish was Chief Operating Officer of Northwoods Capital Management from 2011 to 2012, and previously held leadership positions at various telecommunications companies, including Deltacom (CFO & EVP; 2005 – 2011) and ICG Communications (CFO & EVP; 2000 – 2004). Earlier in his career, Mr. Fish spent 7 years at AT&T (1993 – 2000) and 6 years at Arthur Andersen (1987 – 1993). Mr. Fish Holds a B.S. in Accounting & Finance from University of Nebraska-Lincoln.

##### **Cash Hagen (Chief Operating Officer):**

Mr. Hagen is currently the Chief Operating Officer of Bluepeak. Before assuming that role, Mr. Hagen was the COO of Evolution Digital, a provider of broadband and video services to residential customers in Colorado, and earlier had served as Chief Operating Officer of WOW! from 2016 to 2018 and as its Chief Technology Officer from 2008 to 2016. Prior to joining WOW!, Mr. Hagen served in various leadership roles in technology, business development, and sales at Nortel Networks from 2003 to 2008. Mr. Hagen holds an M.B.A. from Benedictine University and a B.S. from Lindenwood University.

##### **Julie Smoots (Chief Financial Officer):**

As Chief Financial Officer, Julie Smoots ensures Bluepeak's financial decisions fuel both growth and great service. With leadership experience at WOW!, EarthLink, ICG Communications and The Coleman Company, she brings a strong foundation in strategic finance to her role. Julie earned her finance degree from Indiana University's Kelley School of Business and is focused on making smart, forward-thinking investments that power better internet for customers.

**CONFIDENTIAL ATTACHMENT A**

**Financial Statements of Clarity Telecom, LLC**

**(CONFIDENTIAL – FILED UNDER SEAL)**

Bluepeak, Bluepeak BTS, and Bluepeak ABS request that the Financial Statements of Clarity Telecom, LLC provided as this Confidential Attachment A be afforded the highest level of confidential treatment, be made available only to those officials and personnel of the City reviewing the request for consent, and not be released or otherwise made available to the public.

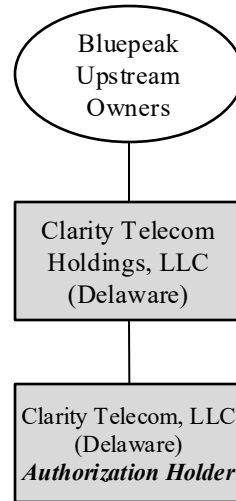
Confidential treatment of the Financial Statements is requested because it contains confidential and propriety financial and business information that is maintained as confidential by Clarity Telecom, LLC, is not publicly available and, if released, could be used by competitors of Franchisee and the parties to the Agreement to cause competitive harm. Accordingly, Bluepeak, Bluepeak BTS, and Bluepeak ABS request that the City accord the Financial Statements confidential treatment as described above.



**ATTACHMENT B**

**Corporate Ownership Structures of Franchisee  
Before and After the *Pro Forma* Asset Transfer**

# Bluepeak Ownership Structure Before *Pro Forma* Asset Transfer



# Bluepeak Ownership Structure After *Pro Forma* Asset Transfer

