

EXAMINATION REPORT OF
GUIDEONE SPECIALTY INSURANCE COMPANY
WEST DES MOINES, IOWA
AS OF DECEMBER 31, 2022

West Des Moines, Iowa
April 23, 2024

HONORABLE DOUG OMMEN
Commissioner of Insurance
State of Iowa
Des Moines, Iowa

Commissioner:

In accordance with your authorization and pursuant to Iowa statutory provisions, an examination has been made of the records, business affairs and financial condition of

GUIDEONE SPECIALTY INSURANCE COMPANY

WEST DES MOINES, IOWA

AS OF DECEMBER 31, 2022

at its Home Office, 1111 Ashworth Road, West Des Moines, Iowa.

INTRODUCTION

GuideOne Specialty Insurance Company, hereinafter referred to as the “Company”, was last examined as of December 31, 2017. The examination reported herein was conducted as an examination of an insurance holding company group by the contracting firm, Noble Consulting Services, Inc., on behalf of the Iowa Insurance Division. The parent company, GuideOne Insurance Company, and affiliates, GuideOne Property & Casualty Insurance Company, GuideOne America Insurance Company, GuideOne Elite Insurance Company, and GuideOne National Insurance Company were also examined as part of the holding company group, with a separate examination report prepared for each entity.

SCOPE OF EXAMINATION

This is the regular comprehensive financial examination of the Company covering the intervening period from January 1, 2018, to the close of business on December 31, 2022, including any material transactions and/or events occurring and noted subsequent to the examination period.

The examination was conducted in accordance with the National Association of Insurance Commissioners (NAIC) Financial Condition Examiners Handbook. The Handbook requires that we plan and perform the examination to evaluate the financial condition, identify current and prospective risks of the company and evaluate system controls and procedures used to mitigate those risks. An examination also includes identifying and evaluating significant risks that could cause an insurer’s surplus to be materially misstated both currently and prospectively.

All accounts and activities of the company were considered in accordance with the risk-focused examination process. This may include assessing significant estimates made by management and evaluating management’s compliance with Statutory Accounting Principles. The examination does not attest to the fair presentation of the financial statements included herein. If, during the course of the examination an adjustment is identified, the impact of such adjustment will be documented separately following the Company’s financial statements.

This examination report includes significant findings of fact and general information about the insurer and its financial condition.

HISTORY

The Company was incorporated on July 10, 1948, under the provisions of Chapter 491, Code of Iowa. Actual writing of business commenced on September 1, 1948.

Effective January 16, 1998, the Company changed its name from Midwest Mutual Insurance Company to Guidant Specialty Mutual Insurance Company.

Effective January 15, 1999, the Company changed its name to GuideOne Specialty Mutual Insurance Company.

Effective April 1, 2021, GuideOne Specialty Mutual Insurance Company became GuideOne Specialty Insurance Company when it converted from a mutual insurer to a stock insurer as part of the reorganization of the GuideOne group of companies to a Mutual Holding Company structure, in accordance with Iowa law. GuideOne Specialty Insurance Company is one of six Iowa-domiciled property and casualty insurers that are subsidiaries of GuideOne Mutual Holding Company which comprise the GuideOne group (“GuideOne”).

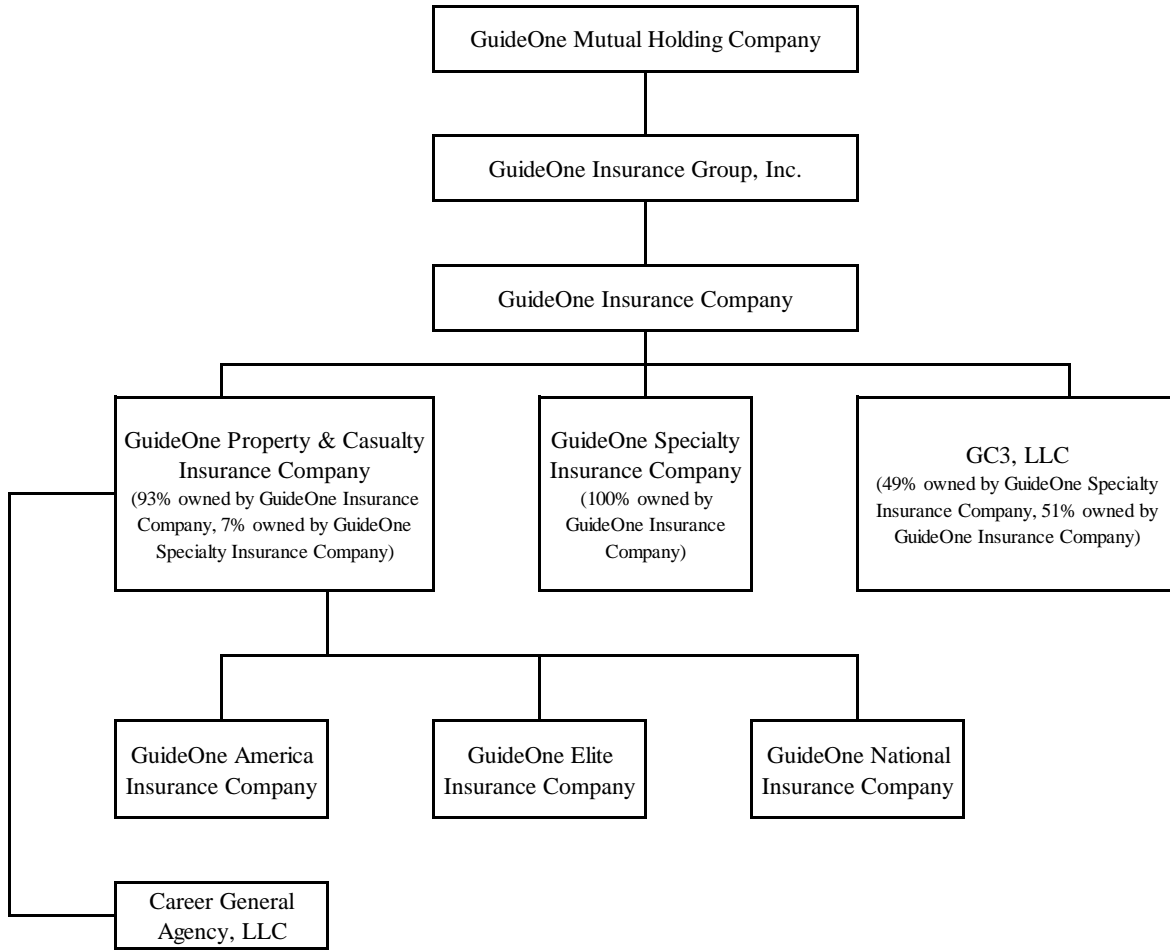
CAPITAL STOCK AND DIVIDENDS

Authorized capital stock consists of 5,000,000 shares of common stock, par value \$1 per share. Outstanding capital consists of 5,000,000 shares of common capital stock totaling \$5,000,000 and gross paid in and contributed surplus of \$2,500,000. No dividends were paid during the examination period.

HOLDING COMPANY SYSTEM

The Company is a member of a Holding Company System as defined by Chapter 521A, Code of Iowa. GuideOne Mutual Holding Company is the ultimate parent for the group. An Insurance Holding Company System Registration Statement was filed with the Iowa Insurance Division for each year of the examination period.

An organizational chart identifying the Holding Company System as of December 31, 2022, is as follows:



MANAGEMENT AND CONTROL

SHAREHOLDERS

The Bylaws provide that the regular annual meeting of the shareholders shall be held on the second Thursday in May at 10:00 a.m. for the purposes of electing directors and for the transaction of such other business as may come before the meeting.

Special meetings of the shareholders may be called by the President or by the Board of Directors, and shall be called by the Board of Directors at the request of the holders of not less than one-tenth of all outstanding shares of the Company entitled to vote at the meeting.

The Board of Directors may designate any place, either within or without the State of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

A majority of the outstanding shares of the Company entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders.

BOARD OF DIRECTORS

The Bylaws provide that the business and affairs of the Company shall be managed by a Board of Directors, of not less than five (5) nor more than twenty-one (21) members, as set by the Board. The directors are elected for a one-year term until the next annual meeting.

The board of directors shall hold a regular annual meeting of the board, as soon as practical after the adjournment of the annual meeting of the shareholders for the election of directors for the purpose of organization, election of officers and the transaction of other business.

Elected members serving as directors as of December 31, 2022, were as follows:

<u>Name and Address</u>	<u>Principal Business Affiliation</u>	<u>Term Expires</u>
Bernard L. Hengesbaugh Wheaton, IL	Chairman of the Board, President & Chief Executive Officer GuideOne Insurance Group	2023
Timothy J. Fleming West Des Moines, IA	Senior Vice President Commercial Lines GuideOne Insurance Group	2023
Kenneth G. Cadematori Madison, CT	Senior Vice President, Chief Financial Officer GuideOne Insurance Group	2023
Brian H. Nelson Altoona, IA	Senior Vice President, Chief Claims Officer GuideOne Insurance Group	2023
Patrick K. Daley Summit, NJ	Senior Vice President, Chief Underwriting Officer GuideOne Insurance Group	2023

In December 2023, Bain Capital Insurance, the insurance investing unit of Bain Capital, and GuideOne Mutual Holding Company entered into an agreement to sell the operational platform of the Company to launch The Mutual Group, a new insurance platform serving the mutual insurance industry. This transaction (effective June 1, 2024) will result in changes to Executive Management and the Board. See additional details in the Subsequent Events section of the report.

All members of the Board of Directors are employees of GuideOne Insurance Company and do not receive any compensation, other than normal salary, for duties performed as a Board Member.

OFFICERS

The Bylaws state that the officers of the Company shall be a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors may deem necessary and elected. Any two or more offices may be held by the same person except for the offices of President and Secretary.

Primary executive officers elected and serving, as of December 31, 2022, were as follows:

<u>Name</u>	<u>Title</u>
Bernard L. Hengesbaugh	Chairman of the Board, President and Chief Executive Officer
Andrew L. Noga	Senior Vice President, Secretary and General Counsel
Kenneth G. Cadematori	Senior Vice President, Chief Financial Officer & Treasurer
Adam K. Niebrugge	Senior Vice President, Chief Actuary
Richard W. Cullen	Senior Vice President, Programs
Brian H. Nelson	Senior Vice President, Chief Claims Officer
Patrick K. Daley	Senior Vice President, Chief Underwriter
Timothy J. Fleming	Senior Vice President, Commercial Lines

In December 2023, Bain Capital Insurance, the insurance investing unit of Bain Capital, and GuideOne Mutual Holding Company entered into an agreement to sell the operational platform of the Company to launch The Mutual Group, a new insurance platform serving the mutual insurance industry. This transaction (effective June 1, 2024) will result in changes to Executive Management and the Board. See additional details in the Subsequent Events section of the report.

The salaries of the above named officers are shown in Exhibit A immediately following the signature page of this report.

CONFLICT OF INTEREST STATEMENTS

The Company has a documented conflict of interest policy and an established procedure for the annual disclosure to its Board of Directors and Audit Committee of any material interest or affiliation on the part of its directors, officers or key employees which is in, or likely to, conflict with the official duties of such person. While conflicts were disclosed, none were found to have a material impact on the Company, and all were addressed by the Audit Committee.

CORPORATE RECORDS

The Articles of Incorporation were amended and restated April 1, 2021, to change from a mutual company to a stockholder company. The articles were amended to reflect the mutual to stockholder changes.

The Bylaws were amended and restated January 21, 2022, to change the annual meeting of the shareholders to the second Thursday in May of each year to be cohesive with the annual meeting dates of the other insurance company subsidiaries of GuideOne.

INTERCOMPANY AGREEMENTS

Intercompany Operating Agreement

This agreement is between GuideOne Insurance Company and all companies within the GuideOne Insurance Group (“the Group”). GuideOne Insurance Company is obligated to provide employee and administrative services; office facilities; office supplies, equipment, furniture and fixtures, vehicles and other property. Costs are allocated to the companies of the Group based on acceptable accounting allocations. All intercompany balances shall be settled or paid no later than 90 days from the date of billing.

Consolidated Federal Income Tax Agreement

The following Companies file a consolidated Federal income tax return:

GuideOne Insurance Company
GuideOne America Insurance Company
GuideOne Elite Insurance Company
GuideOne National Insurance Company
GuideOne Property and Casualty Company
GuideOne Specialty Insurance Company

The written agreement, approved by the Board of Directors, states that the Parent and Subsidiaries agree that the consolidated tax liability for each year shall be allocated to the members of the group on the basis of the percentage of the total tax which the tax of such member, if computed on a separate return, would bear to the total amount of the taxes for all members of the group so computed.

FIDELITY BONDS AND OTHER INSURANCE

A \$10,000,000 fidelity bond, that meets the NAIC recommended minimum amount, covers the Company and named affiliates. Other coverages in place appear to adequately protect the interests of the Company. All policies are placed with companies authorized to transact business in the State of Iowa.

EMPLOYEES' WELFARE

Personnel services are provided to the insurance entities by GuideOne Insurance Company, through the intercompany operating agreement. Eligible employees are provided the following core benefits:

401(k) Savings Plan and Employee Incentive Plan
Basic Employee Life Insurance
Basic Accidental Death & Dismemberment Insurance
Medical, Dental and Vision Plans on a contributory basis
Telemedicine
Paid time off
Flexible Spending Plan
Prepaid Legal Expense on a contributory basis
Long and Short-term Disability

REINSURANCE

POOLING

The following GuideOne companies are parties to an Inter-company Pooling Agreement whereby the companies cede all insurance business to GuideOne Insurance Company, the Pool administrator. GuideOne Insurance Company retains 64% of the net business and cedes 20% to GuideOne Property & Casualty Insurance Company and 16% to the Company.

GuideOne Insurance Company
GuideOne Specialty Insurance Company (the Company)
GuideOne Property & Casualty Insurance Company
GuideOne America Insurance Company
GuideOne Elite Insurance Company
GuideOne National Insurance Company

Cessions to excess of loss, quota share and 100% fronting arrangements with non-affiliated reinsurers are prior to inter-company pooling. All pool members are parties to the various reinsurance agreements with non-affiliated reinsurers.

CEDED REINSURANCE

The Company maintains treaty reinsurance contracts with third-party reinsurers that cover the Group's Core and Program segments; and a combination of facultative and treaty reinsurance that covers the open market Specialty Excess & Surplus (E&S) business that was discontinued starting in 2022. The discontinued E&S segment's treaties in effect as of December 31, 2022, consisted of treaties specific to the energy and financial lines of business, and facultative reinsurance on other property business.

The ongoing reinsurance program representing Core and Program writings has remained largely unchanged over the course of the examination period with the primary differences relating to changes in annual aggregate deductibles and layer coverage amounts. The casualty program consists of casualty excess of loss agreements which covered the commercial auto liability; senior living centers general liability (GL); sexual abuse and molestation (SAM); GL exclusive of SAM; umbrella; and workers' compensation medical and indemnity lines of business. One construction-related program also maintained quota share reinsurance specific to that program. The property program includes non-catastrophe property quota share, property excess per risk, and property excess catastrophe related to the property lines of business. The company also maintains cyber and boiler/machinery reinsurance with reinsurance partners that provide those products.

Specific coverages included the following details:

Property

Property per risk excess of loss treaties for accident year 2022 had terms of \$8 million excess of \$2 million with an annual aggregate deductible of \$8 million for the first layer, and \$15 million excess of \$10 million coverage for the second layer. A semi-automatic facultative facility for \$50 million excess of \$25 million was also in place, plus additional stand-alone facultative placed when needed. Additionally, a program segment-specific property excess per risk treaty had terms of \$25 million excess of \$20 million.

A property quota share treaty began June 1, 2021, whereby 50% of all non-catastrophe church property was ceded.

Property catastrophe excess of loss treaties provided layers of \$10 million excess of \$25 million, \$107.5 million excess of \$35 million, and \$30 million excess of \$232.5 million. Additionally, 2nd and 3rd event catastrophe excess of loss; catastrophe excess of loss weighted index, and aggregate excess of loss treaties were also in place.

Boiler and machinery, cyber (Core, business owner policy, and certain programs), and excess per loss (business owner policy and certain programs) is 100% ceded.

Casualty

Casualty excess of loss treaties having multiple layers for accident year 2022 had terms of \$8 million excess of \$2 million with an annual aggregate deductible of \$12 million, then \$15 million excess of \$10 million, then \$10 million excess of \$25 million covering all casualty business. The upper layers that provide coverage beyond individual policy limits were considered casualty catastrophe layers and included clash coverage.

STATUTORY DEPOSIT

The book/adjusted carrying value of special deposits held in trust, which are not held for the protection of all policyholders, are as follows:

Arkansas	\$ 229,442	California	\$ 3,666,720
Delaware	109,733	Georgia	119,709
Nevada	329,083	New Mexico	399,216
North Carolina	399,029	Oregon	369,276

The book/adjusted carrying value of special deposits held in trust for the protection of all policyholders is \$3,437,912 as of December 31, 2022.

TERRITORY AND PLAN OF OPERATION

The Company writes exposures across all industries and offers coverage for property, casualty and financial lines exposure.

The Company is licensed in 48 states and the District of Columbia and utilizes a network of Managing General Agents and wholesale brokers.

In March 2023, GuideOne announced the exit of Excess and Surplus property lines of business in order to focus on the casualty lines of business.

GROWTH OF COMPANY

The following historical data, taken from the Company's filed annual statements for the years indicated, reflects the financial position of the Company:

<u>Year</u>	<u>Admitted Assets</u>	<u>Surplus to Policyholders</u>	<u>Net Premiums Earned</u>	<u>Net Losses Incurred</u>	<u>Investment Income Earned</u>
2018	\$ 226,678,327	\$ 78,590,087	\$ 68,268,580	\$ 33,673,748	\$ 8,086,967
2019	217,557,520	81,497,885	73,356,869	36,317,557	3,320,684
2020	243,491,179	80,152,656	89,220,492	49,898,820	3,035,808
2021	285,959,411	83,789,931	91,561,594	52,960,385	3,505,605
2022	291,736,976	74,230,002	115,750,566	77,673,913	4,037,936

ACCOUNTS AND RECORDS

The figures contained in the Company's filed annual statements for the years under review were found to be in agreement or reconciled to those recorded in the general ledger for assets, liabilities, income, and disbursement accounts. The accounting records are generally maintained using electronically processed data, however various subsidiary records are maintained using manually prepared excel worksheets. Supporting electronic data files were reconciled to financial policy and claim records and confirmed in accordance with Financial Condition Examiners Handbook guidance.

During the course of the examination, no material aggregate surplus difference was identified from the amount reflected in the financial statements, as presented in the annual statement at December 31, 2022.

SUBSEQUENT EVENTS

On December 29, 2023, Bain Capital Insurance, the insurance investing unit of Bain Capital, entered into an agreement with GuideOne Mutual Holding Company to acquire the operational platform of the Company to launch The Mutual Group (TMG). TMG will act as an insurance operations service provider for the small to mid-sized mutual insurance industry. Services provided will include underwriting, reinsurance purchasing, policy administration, billing, and claims administration, with the GuideOne insurance group being the first client for TMG. A transition agreement is in place as the Company implements the change.

Effective 1, 2024, Tim Fleming, stepped down as Senior Vice President Commercial Lines of GuideOne and was named Chief Executive Officer of TMG.

Also, as part of the transaction, the following management changes will be effective June 1, 2024:

- Bernie Hengesbaugh, to step down as President and Chief Executive Officer of GuideOne and serve as Executive Board Chair and Transition Officer of GuideOne
- Ken Cadematori, Chief Financial Officer to succeed Bernie Hengesbaugh as President and Chief Executive Officer of GuideOne
- Adam Niebrugge, Chief Actuary to succeed Ken Cadematori as Chief Financial Officer of GuideOne
- Paul Knutson, to step down as Senior Vice President, Alternate Distribution & Reinsurance of GuideOne to serve as Senior Vice President, Business Development of TMG
- Brian Nelson, to step down as Senior Vice President, Chief Claims Officer of GuideOne to serve as Senior Vice President, Chief Claims Officer of TMG
- Chris Steele, to step down as Vice President Operations of GuideOne to serve as Senior Vice President, Enterprise Operations of TMG

In addition, Richard Cullen left the company April 7, 2023. Paul Knutson assumed the role of Senior Vice President, Alternative Distribution and Reinsurance effective May 1, 2023. Patrick Daley left the company December 15, 2023. Joe Strickland assumed the role of Vice President, Chief underwriting Officer effective October 9, 2023.

FINANCIAL STATEMENTS
AND COMMENTS THEREON

NOTE: The following financial statements are based on the statutory financial statements filed by the Company with the Iowa Insurance Division and present the financial condition of the Company for the period ending December 31, 2022.

STATEMENT OF ASSETS AND LIABILITIES

ASSETS

	<u>Ledger</u>	<u>Not Admitted</u>	<u>Admitted</u>
Bonds	\$159,463,504		\$159,463,504
Common stocks	20,913,417		20,913,417
Mortgage loans on real estate – first liens	13,394,322		13,394,322
Cash and short-term investments	23,024,041		23,024,041
Other invested assets	8,125,206		8,125,206
Investment income due and accrued	1,165,725		1,165,725
Uncollected premiums	18,172,920	\$ 93,178	18,079,742
Deferred premiums	24,973,094	47,953	24,925,141
Amounts recoverable from reinsurers	15,059,231		15,059,231
Funds held by reinsured companies	1,570,015		1,570,015
Net deferred tax asset	6,709,500	3,148,232	3,561,268
Guaranty funds receivable or on deposit	145,669		145,669
Policyholder recoupment recoverable	170,221		170,221
Other insurance receivables	<u>2,139,474</u>		<u>2,139,474</u>
 Total assets	 <u>\$295,026,339</u>	 <u>\$3,289,363</u>	 <u>\$291,736,976</u>

LIABILITIES, SURPLUS AND OTHER FUNDS

Losses	\$ 119,169,326
Reinsurance payable on paid losses	1,362,115
Loss adjustment expenses	12,607,240
Commissions payable, contingent and other	4,317,421
Other expenses	21,954,868
Taxes, licenses and fees	966,245
Current federal and foreign taxes	609,323
Unearned premiums	62,913,763
Advance premium	720,168
Ceded reinsurance premiums payable	13,375,868
Funds held by company under reinsurance treaties	7,842,773
Amounts withheld or retained	(13,098)
Remittance and items not allocated	748,254
Drafts outstanding	1,388
Payable to parent and affiliates	249,959
Retroactive reinsurance recoverable	<u>(9,559,629)</u>
Total liabilities	<u>\$ 217,506,974</u>
Surplus reserve fund	\$ 1,250,000
Common capital stock	5,000,000
Surplus notes	5,000,000
Gross paid in and contributed capital	2,500,000
Unassigned funds (surplus)	<u>60,480,002</u>
Surplus as regards policyholders	<u>\$ 74,230,002</u>
Total liabilities and surplus	<u>\$ 291,736,976</u>

STATEMENT OF INCOME

Underwriting Income

Premiums earned		\$ 115,750,566
 <u>Deductions</u>		
Losses incurred	\$77,673,913	
Loss adjustment expenses incurred	8,893,189	
Other underwriting expenses incurred	<u>38,373,413</u>	
Total underwriting deductions		<u>124,940,515</u>
Net underwriting gain (loss)		\$ (9,189,950)

Investment Income

Net investment income earned	\$ 4,037,936	
Net realized capital gains (losses)	<u>(776,785)</u>	
Net investment gain		3,261,151

Other Income

Net (loss) from agents' balances charged off	\$ (98,331)	
Finance and service charges not included in premiums	117,523	
Retroactive reinsurance income	<u>68,800</u>	
Total other income		<u>87,992</u>
Net income before federal income tax		\$ (5,840,807)
Federal and foreign income taxes incurred		<u>(122,080)</u>
Net income		\$ <u>(5,718,727)</u>

CAPITAL AND SURPLUS ACCOUNT

Surplus as regards policyholders, December 31, 2021	\$ 83,789,931
 <u>Gains and (Losses) in Surplus</u>	
Net Income	\$ (5,718,727)
Change in net unrealized capital gains or (losses)	(3,579,296)
Change in net deferred income tax	2,241,449
Change in non-admitted assets	<u>(2,503,355)</u>
Change in surplus as regards policyholders for the year	<u>\$ (9,559,929)</u>
Surplus as regards policyholders, December 31, 2022	<u>\$ 74,230,002</u>

CASH FLOW STATEMENT

Cash from Operations

Premiums collected net of reinsurance	\$110,247,289	
Net investment income	4,197,810	
Miscellaneous income	<u>186,323</u>	
Total		\$114,631,422
Benefit and loss related payments	\$ 62,177,981	
Commissions, expenses paid and aggregate write-ins for deductions	<u>48,248,559</u>	
Total		110,426,539
Net cash from operations		<u>\$ 4,204,882</u>

Cash from Investments

Proceeds from investments sold, matured or repaid		
Bonds	\$ 12,639,786	
Stocks	45,249	
Mortgage loans	320,222	
Other invested assets	1,435,621	
Total investment proceeds		<u>\$ 14,440,878</u>
Cost of investments acquired (long-term only):		
Bonds	\$ 12,234,557	
Stocks	2,325,441	
Mortgage loans	4,012,750	
Other invested assets	54,141	
Total investments acquired		<u>\$ 18,626,889</u>
Net cash from investments		<u>\$(4,186,012)</u>

Cash from Financing and Miscellaneous Sources

Other cash provided (applied)	\$ 10,708,914	
Net cash from financing and miscellaneous sources		<u>\$ 10,708,914</u>

RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS

Net change in cash and short-term investments	\$ 10,727,784
Cash and short-term investments:	
Beginning of year	<u>12,296,257</u>
End of year	<u>\$ 23,024,041</u>

CONCLUSION

Acknowledgment is hereby made of the cooperation and assistance extended by the officers and employees of the Company during this examination.

In addition to the undersigned, examiners from the Iowa Insurance Division and Noble Consulting Services, Inc. participated in the examination and the preparation of this report.

A review of loss and loss adjusting expense reserves was performed under the direction of Robert Daniel, ACAS, MAAA, Director & Consulting Actuary, Merlinos & Associates.

A review of the information technology system was performed by Carol Riley, AES, CISA, CGEIT, CRISC, CDPSE, IT examiner for Noble Consulting Services, Inc.

Respectfully submitted,

/s/ Dan McBay

Dan McBay, CFE, CPA, CGMA, ARc
Examiner-in-Charge
Noble Consulting Services,, Inc. on behalf of the
Iowa Insurance Division

/s/ Amanda Theisen

Amanda Theisen, CFE, PIR, MCM
Supervisor and Assistant Chief Examiner
Iowa Insurance Division