

BEFORE THE COMMISSIONER OF INSURANCE  
OF THE STATE OF KANSAS

**FINAL ORDER**  
DATE 5/4/2017

In the Matter of the Proposed Adoption )  
Of the Financial Condition Examination )  
Report as of December 31, 2015 ) Docket No. 5017  
Horizon Midwest Casualty Company )  
NAIC # 14401 )

**CONSENT ORDER**

NOW COMES on for formal disposition the matter of the proposed adoption of the financial condition examination as of **December 31, 2015** of the **Horizon Midwest Casualty Company (HMCC)**, a Kansas corporation. This matter is brought before the Commissioner of Insurance ("Commissioner") for adoption, rejection, or modification pursuant to the provisions of K.S.A. 40-222.

The Kansas Insurance Department ("KID") and HMCC wish to resolve this matter by entering into this Consent Order. HMCC hereby waives any and all rights to further administrative adjudication or review of this matter, including any and all rights conferred upon it under K.S.A. 77-501 *et seq.* This Consent Order constitutes the Final Order in this matter.

The Commissioner, having fully considered and reviewed the financial condition examination report, together with all written submissions, applicable rebuttals, and all relevant portions of the examiners' work papers, and further, being fully advised on all premises, hereby finds:

**Policy Reasons**

It is stated policy of the State of Kansas that whenever the Commissioner deems it necessary, an examination of the affairs and financial condition of any insurance

company in the process of organization, applying for admission, or doing business in this State can be undertaken. In all cases, such an examination must occur once every five (5) years. Through the examination process, the insurance consuming public will be well served and protected.

#### **Findings of Fact**

1. The Commissioner of Insurance has jurisdiction over this matter pursuant to K.S.A. 40-222.
2. An examination of HMCC was undertaken by the Kansas Insurance Department and was completed on **February 27, 2017**.
3. The examiner-in-charge tendered and filed with the Kansas Insurance Department a verified written report on the examination within thirty (30) days following completion of the examination, to wit: **March 2, 2017**.
4. Following receipt of the verified report, the Kansas Insurance Department transmitted the report to HMCC on **March 17, 2017**, with a notice advising HMCC of its opportunity to prepare a written submission or rebuttal with respect to any and all matters contained in the report. HMCC was further advised that any written submission or rebuttal needed to be filed with the Kansas Insurance Department no later than thirty (30) days after receipt of the verified report.
5. HMCC filed a written rebuttal of the verified report on **April 10, 2017**. Based on the written submission tendered by HMCC, the company suggested minor modifications to the verified report.
6. Within thirty days (30) days of the end of the time period allowed for written submission or rebuttal, the Commissioner of Insurance fully reviewed the report

and all written submissions and rebuttals provided by HMCC. The Commissioner of Insurance further reviewed all relevant workpapers.

7. No other written submissions or rebuttals were submitted by HMCC.

#### Conclusion of Law

8. K.S.A. 40-222(k)(2) provides:

“Within 30 days of the end of the period allowed for the receipt of written submissions or rebuttals, the commissioner shall fully consider and review the report, together with any written submissions or rebuttals and any relevant portions of the examiners workpapers and enter an order:

- (A) adopting the examination report as filed with modification or corrections. If the examination report reveals that the company is operating in violation of any law, regulation or prior order of the commissioner, the commissioner may order the company to take any action the commissioner considers necessary and appropriate to cure such violations; or
- (B) rejecting the examination report with directions to the examiners to reopen the examination for purposes of obtaining additional data, documentation or information, and refiling pursuant to subsection (k); or
- (C) call and conduct a fact-finding hearing in accordance with K.S.A. 40-281, and amendments thereto, for purposes of obtaining additional documentation, data, information and testimony.

9. Based upon the Findings of Fact enumerated in paragraphs 1-7 above, the Department conducted a thorough and accurate financial condition examination. Therefore, the report as of December 31, 2015 should be adopted.

IT IS THEREFORE, BY THE COMMISSIONER OF INSURANCE, ORDERED THAT:


1. The financial condition examination report as of December 31, 2015 of HMCC, is hereby adopted.

2. The Commissioner of Insurance retains jurisdiction over this matter to issue any and all further Orders deemed appropriate or to take such further action necessary to dispose of this matter.

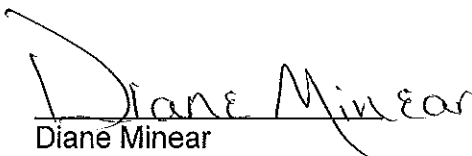
3. All administrative remedies have been exhausted.

IT IS SO ORDERED THIS 4<sup>TH</sup> DAY OF MAY, 2017 IN THE CITY OF TOPEKA,  
COUNTY OF SHAWNEE, STATE OF KANSAS.

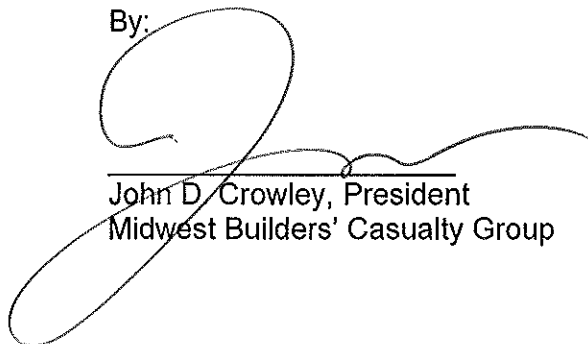


  
\_\_\_\_\_  
Ken Selzer  
Commissioner of Insurance

By:

  
\_\_\_\_\_  
Diane Minear  
General Counsel

By:

  
\_\_\_\_\_  
John D. Crowley, President  
Midwest Builders' Casualty Group

**NOTICE OF RIGHTS TO HEARING AND REVIEW**

This Order is subject to the provisions of the Kansas Judicial Review Act, K.S.A. 77-601 et seq. In the event the company files a Petition for Judicial Review, pursuant to K.S.A. 77-613(e), the agency officer to be served on behalf of the Kansas Insurance Department is:

Diane Minear, General Counsel  
Kansas Insurance Department  
420 S.W. 9<sup>th</sup> Street  
Topeka, Kansas 66612

**Certificate of Service**

The undersigned hereby certifies that he was served a true and correct copy of the above and foregoing **Consent Order** on this 4<sup>th</sup> day of May, 2017, by causing the same to be emailed to John Crowley, President, Midwest Builders' Casualty Group at [jcrowley@mwbc.com](mailto:jcrowley@mwbc.com).



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Richard Ramos  
Director, Financial Surveillance Division  
Kansas Insurance Department

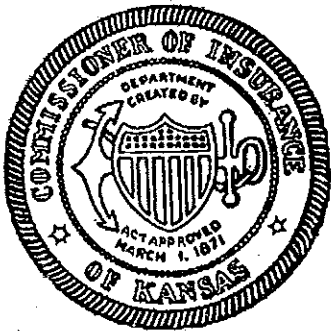
***CERTIFICATE***

I, KEN SELZER, Commissioner of Insurance of Kansas, do hereby certify that the following and hereto attached is a true copy of

REPORT OF EXAMINATION  
OF  
HORIZON MIDWEST CASUALTY COMPANY  
6201 COLLEGE BOULEVARD, SUITE 500  
OVERLAND PARK, KS 66211  
AS OF  
DECEMBER 31, 2015

the original of which is now on file and a matter of record in this office.

*In Witness Whereof*, I, KEN SELZER, Commissioner of Insurance of Kansas, have hereto affixed by signature and the seal of the Commissioner of Insurance, in the city of Topeka, Kansas this 4<sup>th</sup> day of May, 2017



A handwritten signature in black ink that reads "Ken Selzer".

\_\_\_\_\_  
*Commissioner of Insurance*

FILED  
MAY 04 2017  
KEN SELZER  
Commissioner of Insurance

**REPORT ON EXAMINATION**  
**OF**  
**HORIZON MIDWEST CASUALTY COMPANY**  
**6201 COLLEGE BOULEVARD, SUITE 500**  
**OVERLAND PARK, KANSAS 66211**  
**AS OF**  
**DECEMBER 31, 2015**

**FILED**  
**MAY 04 2017**  
**KEN SELZER**  
**Commissioner of Insurance**



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Topeka, Kansas  
February 27, 2017

Honorable Ken Selzer  
Commissioner of Insurance  
Kansas Insurance Department  
420 SW 9th Street  
Topeka, Kansas 66612-1678

Dear Commissioner:

In accordance with your authorization and pursuant to K.S.A. 40-222, *Examination of Condition of Company*, an examination has been conducted of the financial condition and business affairs of

**HORIZON MIDWEST CASUALTY COMPANY  
6201 COLLEGE BOULEVARD, SUITE 500  
OVERLAND PARK, KANSAS 66211**

hereinafter referred to as the "Company" or "HMCC". The following report on such examination is respectfully submitted.

**SCOPE OF EXAMINATION**

The examiner has performed a multi-state financial examination of HMCC, a Kansas domiciled property and casualty insurance company. The Company was incorporated on January 19, 2012 and an organizational examination was performed as of May 31, 2012. This examination covers the four-year period from June 1, 2012 through December 31, 2015. The Kansas Insurance Department (KID) performed concurrent four-year examinations as of December 31, 2015, on HMCC's affiliated company Bearing Midwest Casualty Company (BMCC) and their parent, Midwest Builders' Casualty Mutual Company (MWBC).

The examination was conducted in accordance with the rules, regulations and directives of the KID and the observed guidelines and procedures contained in the

National Association of Insurance Commissioners (NAIC) *Financial Condition Examiners Handbook* (Handbook). The Handbook requires the examiners plan and perform the examination to evaluate the financial condition, assess corporate governance, 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, as mentioned in K.S.A. 40-222, *Examination of Condition of Company*, and general information about the insurer and its financial condition. There may be other items identified during the examination that, due to their nature (e.g., subjective conclusions, proprietary information, etc.), are not included within the examination report but separately communicated to other regulators and/or the Company.

### **Independent Audit Reports**

The Company's consolidated financial statements were audited by BKD, LLP for the years ending December 31, 2012, through December 31, 2015. In each of the years under examination, the auditors concluded that the consolidated financial

statements present fairly, in all material respects, the admitted assets, liabilities and policyholders' surplus as of December 31, 2015 and the results of its operations and its cash flows for the years then ended in accordance with the accounting practices prescribed or permitted by the KID.

The independent auditor's work papers were reviewed and analyzed by the examiners; whereby significant reliance was placed on select work papers during the course of this examination.

### **SUMMARY OF SIGNIFICANT FINDINGS**

No significant findings were noted during the course of the examination.

### **COMPANY HISTORY**

The Company was incorporated on January 19, 2012 and commenced business on July 1, 2012. The articles of incorporation (articles) were approved by the Board of Directors (board) and filed with the office of the Kansas Secretary of State on January 19, 2012. Amendments to the articles were approved by the board and filed with the office of the Kansas Secretary of State on April 5, 2012 and October 24, 2016. The bylaws were approved by the board on January 4, 2012.

HMCC is a stock casualty insurer organized under the provisions of K.S.A. 40-1101 et seq., *General Provisions Relative to Casualty, Surety and Fidelity Companies*. The Company was organized as a for-profit corporation as set forth in its articles of incorporation with the nature of its business being:

*"The Corporation is authorized and empowered to transact any and all Kinds, classes, types and forms of casualty insurance, and other such insurance that the corporation is authorized or becomes authorized to transact under the laws of the state of Kansas, or any state, nation, country, territory, possession, principality or District of Columbia in which the Corporation is authorized to do business and to reinsure any*

*such insurance risk or any part thereof ceded to it by other insurance companies”.*

HMCC is a mono-liner insurer providing workers' compensation insurance to individual owners or entities in the construction industry. The Company utilizes the business model employed by its parent, MWBC, except the Company will utilize reduced workers' compensation rates and will issue non-participating policies.

### **Capital Stock**

The Company's articles authorize the issuance of 5,000,000 shares of common stock at \$1.00 par value per share. In May 2012 the Company completed the sale of 1,250,000 shares of common stock, \$1.00 par value per share, to MWBC; the sale price was \$2.00 per share and resulted in capital stock of \$1,250,000 and gross paid in and contributed surplus of \$1,250,000.

### **MANAGEMENT AND CONTROL**

The Company's articles consist of eleven (11) articles identifying management of the Company is vested in the Board. The articles further recognize the registered holders of any shares of the Company as the owner of such shares.

The Company's bylaws consist of eight articles providing the framework for the operation and management of the Company. Each registered holder of Company issued stock will be entitled to one (1) vote for each share of issued stock of the Company. Special meetings of the board may be called by the Board of Directors, the Chairman of the board, the Secretary or the registered holder of common stock of not less than thirty-five percent (35%) of the Company's outstanding shares of common stock. The board is comprised of at least five (5) and not more than twenty-five (25) Directors. Each Director's term will continue until a successor is elected and qualified or

until the earlier of a Director's resignation or death. In the stockholder's annual meeting of September 2012 the stockholders approved for the composition of the Company's board will mirror the composition of MWBC's board.

The board has authorized an audit and investment committee to recommend an independent audit firm and act as a liaison between the audit company and the board, report to the board on internal controls and policy/procedure improvement recommended by the audit firm, and to direct investment activity and ensure investment compliance to Company requirements.

**Directors**

The following table provides a listing of members of the board as duly elected and serving in that capacity as of December 31, 2015:

<b>NAME</b>	<b>EMPLOYER</b>
Stephen D. Dunn*	JE Dunn Construction Corporation
Charles W. Haren III	Haren & Laughlin Construction Company, Inc.
Mark R. Teahan*	George J. Shaw Construction Company
Joseph T. Fahey*	J.M. Fahey Construction Company
David L. Snodgrass	Snodgrass & Sons Construction Company, Inc.
James W. Carson	Carson-Mitchell, Inc.
Leon J. Keller	Meyer Electric Company, Inc.

\* Member of the Audit & Investment Committee

**Officers**

The bylaws provide for the board to elect a President, Secretary and Treasurer to one (1) year terms. When necessary the board may elect additional officers. Elected officers will serve at the pleasure of the board or such other period and identified at the time of the officer's election or until the resignation, removal or death. The officers listed

in the table below were duly elected by the board and were serving in this capacity as of December 31, 2015:

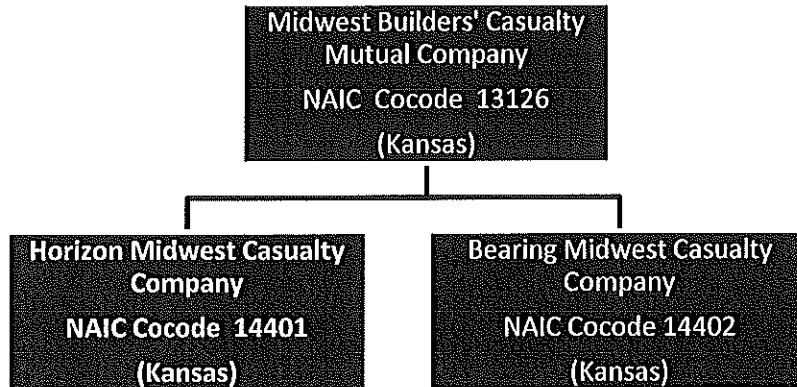
<b>NAME</b>	<b>POSITION</b>
John D. Crowley	President
Melinda L. Yancey	Secretary
Shannon L. Barberich	Treasurer

The minutes of the annual stockholder meetings, board of directors and audit and investment committee were reviewed and supported the approval of transactions and events of the Company during the period under review and subsequent to December 31, 2015.

#### **Insurance Holding Company System**

K.S.A. 40-3301, et seq., *Insurance Holding Companies*, requires a domestic insurer that is part of an insurance holding company system to file appropriate registration statements with the Commissioner of Insurance. The Company has submitted Form "B" and "C" registration statements to the KID for each of the years under examination. A review of the registration statements indicated that the Company is properly reporting items and events as required by statute.

The following organizational chart illustrates the identities and intercompany relationships among insurance and non-insurance companies, if any, and the controlling entities thereof, as of December 31, 2015.



HMCC and its affiliate BMCC share a common board of directors and senior management of MWBC. HMCC has not received from MWBC any capital surplus infusion beyond its initial capitalization.

#### **Intercompany/Cost Sharing Agreements**

The Company and BMCC entered into an Administrative Services Agreement, effective August 22, 2012, with MWBC. The services the Company receives from MWBC include, but are not limited to, producer management, reinsurance, legal, facilities management, tax and audit services, accounting, financial management and printing and supplies for the successful operation of the Company. The Company receives quarterly billings and is responsible for submitting payment within a specified number of days from its receipt of the billing.

The Company and BMCC entered into a Tax Allocation Agreement, effective October 12, 2015, with MWBC. Each member of the group agrees to file consolidated federal income tax returns for any year, as determined by MWBC. Each member's federal income tax liability is limited to their federal income tax liability as if the member had filed separately from the group. Losses of any member may be carried backward or forward for the benefit of any member of the group, as allowed by the Internal



Revenue Code or Treasury Regulation. State tax returns will be handled on a consistent basis as the federal tax filings.

**TERRITORY AND PLAN OF OPERATION**

As of December 31, 2015, the Company is authorized to transact business in the following states:

Arkansas                      Kansas                                      Missouri                                      Nebraska

The NAIC Schedule T Exceptions Report was reviewed for each of the states where the Company is licensed. No exceptions were noted.

Annual direct written premiums during the examination years were: 2012 - \$0, 2013 - \$0, 2014 - \$6,938 and 2015 - \$12,561.

**GROWTH OF COMPANY**

The exhibit below shows the Company's financial growth (in thousands) for the period of December 31, 2011 through December 31, 2015. The financial growth amounts were obtained from annual statements filed by the Company.

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
<i>(in thousands)</i>					
Admitted Assets	\$0	\$2,518	\$2,535	\$2,563	\$2,571
Liabilities	0	26	23	18	22
Capital and Surplus	0	2,492	2,512	2,544	2,548
Net Underwriting Gain/(Loss)	0	(26)	0	0	0
Net Income Gain/(Loss)	0	(8)	19	25	24
Net Premiums Written	0	0	0	0	0

**REINSURANCE**

All reinsurance agreements reviewed during the course of the examination contained insolvency and cancellation clauses as required by paragraph (c) of K.S.A. 40-221a, *Reinsurance of Risks of and by Kansas Companies*. All reinsurance agreements reviewed provided for the transfer of risk.

### **Assumed Reinsurance**

The Company assumes reinsurance for those states it is licensed in and in which the state's worker's compensation reinsurance pool is managed by the National Council on Compensation Insurance.

### **Ceded Reinsurance**

The Company cedes all direct and assumed liabilities from losses and loss adjustment expenses through a 100% quota share reinsurance agreement with MWBC, effective June 14, 2012. This reinsurance agreement will continue until terminated upon the mutual agreement of all parties

## **FINANCIAL STATEMENTS**

The following financial statements are based on the statutory financial statements filed by the Company with the KID and present the financial condition of the Company for the period ending December 31, 2015. The accompanying comments on financial statements reflect any examination adjustments to the amounts reported in the annual statement and should be considered an integral part of the financial statements.

**HORIZON MIDWEST CASUALTY COMPANY  
ANALYSIS OF ASSETS  
AS OF DECEMBER 31, 2015**

	Assets	Assets Nonadmitted	Net Admitted Assets
Bonds	\$ 2,419,747	\$ 19,699	\$ 2,400,048
Common stocks	77,842		77,842
Cash and short-term investments	79,441		79,441
Investment income due and accrued	13,335		13,335
Uncollected premiums and agents' balances in the course of collection			-
Amounts recoverable from reinsurers			-
Current federal and foreign income tax recoverable			-
Net deferred tax asset			-
EDP equipment and software			-
Furniture and equipment			-
Receivables from parent, subsidiaries and affiliates			-
Aggregate write-ins for other than invested assets			-
<b>Totals</b>	<b>\$ 2,590,365</b>	<b>\$ 19,699</b>	<b>\$ 2,570,666</b>

**HORIZON MIDWEST CASUALTY COMPANY  
LIABILITIES, SURPLUS AND OTHER FUNDS  
AS OF DECEMBER 31, 2015**

Losses	\$	-
Loss adjustment expense		-
Other expenses		-
Taxes, licenses and fees		885
Current federal and foreign income taxes		11,383
Unearned premiums		-
Advance premiums		-
Ceded reinsurance premiums payable		-
Amounts withheld or retained by company for others		-
Payable to parent, subsidiaries and affiliates		9,963
Total liabilities		<u>22,231</u>
Common capital stock		1,250,000
Gross paid in and contributed surplus		1,250,000
Unassigned funds		48,433
Surplus as regards policyholders		<u>2,548,433</u>
Totals	<u>\$</u>	<u>2,570,664</u>

**HORIZON MIDWEST CASUALTY COMPANY  
STATEMENT OF INCOME  
CAPITAL AND SURPLUS ACCOUNT  
FOR THE YEAR ENDED DECEMBER 31, 2015**

<u>Underwriting Income:</u>	
Premiums earned	\$ -
<u>Deduct:</u>	
Losses incurred	-
Loss expenses incurred	-
Other underwriting expenses incurred	-
Total underwriting deductions	-
Net underwriting gain or (loss)	-
<u>Investment Income:</u>	
Net investment income earned	34,101
Net realized capital gains or (losses)	842
Net investment gain or (loss)	34,943
<u>Other Income:</u>	
Net gain (loss) from agents' or premium balances charged off	-
Finance and service charges not included in premiums	-
Aggregate write-ins for miscellaneous income	-
Total other income	-
Net income before dividends to policyholders and before federal income taxes	34,943
Dividends to policyholders	-
Net income after dividends to policyholders and before federal income taxes	34,943
Federal income taxes incurred	10,949
Net income	\$ 23,994

**CAPITAL AND SURPLUS ACCOUNT**

Surplus as regards policyholders, December 31, 2014	\$ 2,544,664
Net income	23,994
Change in net unrealized capital gains (losses)	(348)
Change in net deferred income tax	(179)
Change in nonadmitted assets	(19,699)
Change in provision for reinsurance	-
Aggregate write-ins for gains and losses in surplus	-
Change in surplus as regards policyholders for the year	3,768
Surplus as regards policyholders, December 31, 2013	\$ 2,548,432

**HORIZON MIDWEST CASUALTY COMPANY  
CAPITAL AND SURPLUS ACCOUNT  
RECONCILIATION OF CAPITAL AND SURPLUS SINCE LAST EXAMINATION**

Surplus as regards policyholders, December 31, 2011			\$ <u>          -</u>
Net income	2012	(7,674)	
	2013	19,458	
	2014	25,129	
	2015	<u>23,994</u>	60,907
Change in net unrealized capital gains or (losses)	2012	-	
	2013	-	
	2014	5,116	
	2015	<u>(348)</u>	4,768
Change in net deferred income tax	2012	-	
	2013	-	
	2014	2,635	
	2015	<u>(179)</u>	2,456
Change in nonadmitted assets	2012	-	
	2013	-	
	2014	-	
	2015	<u>(19,699)</u>	(19,699)
Capital change: Paid in	2012	1,250,000	
	2013	-	
	2014	-	
	2015	<u>-</u>	1,250,000
Surplus changes: Paid in	2012	1,250,000	
	2013	-	
	2014	-	
	2015	<u>-</u>	<u>1,250,000</u>
Surplus as regards policyholders, December 31, 2015			<u>\$ 2,548,432</u>

### **ANALYSIS OF CHANGES IN FINANCIAL STATEMENTS**

No adjustments were made to surplus as a result of this examination. The capital and surplus of the Company, as of December 31, 2015, was \$2,548,433, which was the same amount, reported by the Company in its 2015 filed Annual Statement.

### **COMMENTS ON FINANCIAL STATEMENTS**

There were no issues or comments of a significant nature that warranted inclusion in the report of examination.

### **SUBSEQUENT EVENTS**

There were no events subsequent to December 31, 2015 that had a significant impact on the financial statements of the Company

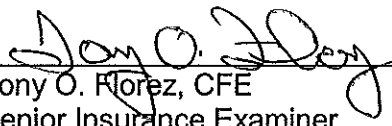
### **SUMMARY OF RECOMMENDATIONS**

There were no recommendations noted for inclusion in the report of examination.

**CONCLUSION**

The assistance and cooperation by the officers of the Company during the course of this examination is hereby acknowledged and appreciated. In addition to the undersigned, Mr. Shane Mead, CISA, CISM, CRISC, an information technology examiner representing the Kansas Insurance Department, participated in this examination.

Respectfully submitted,

  
\_\_\_\_\_  
Tony O. Florez, CFE  
Senior Insurance Examiner  
Examiner-in-Charge



**EXHIBIT 5**  
**EXAMINER'S AFFIDAVIT AS TO STANDARDS AND**  
**PROCEDURES USED IN AN EXAMINATION**

State of Kansas

County of Shawnee

Tony O. Florez being duly sworn, states as follows:

1. I have authority to represent the Kansas Insurance Department in the examination of Horizon Midwest Casualty Company.
2. The Kansas Insurance Department is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.
3. I have reviewed the examination work papers and examination report, and the examination of Horizon Midwest Casualty Company was performed in a manner consistent with the standards and procedures required by K.S.A. 40-222.

The affiant says nothing further.

Tony O. Florez  
Examiner's Signature

Subscribed and sworn before me by Tony Florez on this  
17<sup>th</sup> day of March, 2017.



Vicki L. Roy  
Notary Public

My commission expires 10/13/2017  
(date)