

STATE OF NORTH DAKOTA

BISMARCK, NORTH DAKOTA

REPORT OF EXAMINATION

OF

PRIMERO INSURANCE COMPANY

FARGO, NORTH DAKOTA

AS OF

DECEMBER 31, 2021

STATE OF NORTH DAKOTA
INSURANCE DEPARTMENT

I, the undersigned, Insurance Commissioner of the State of North Dakota do hereby certify that I have compared the annexed copy of the Report of Examination of the

Primero Insurance Company

Fargo, North Dakota

as of December 31, 2021, with the original on file in this Department and that the same is a correct transcript therefrom and of the whole of said original.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at my
office in the City of Bismarck, this 22nd day of
June, 2023.





Jon Godfread
Insurance Commissioner

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Fargo, North Dakota
May 10, 2023

Honorable Jon Godfread
Insurance Commissioner
North Dakota Insurance Department
600 East Boulevard Avenue
Bismarck, ND 58505-0320

Dear Commissioner:

Pursuant to your instructions and statutory requirements, an examination has been made of the books, records and financial condition of

Primero Insurance Company

Fargo, North Dakota

hereinafter referred to as the "Company", was last examined as of December 31, 2016, by representatives of the State of Nevada, Department of Business and Industry – Division of Insurance, in conjunction with the North Dakota Insurance Department's (hereinafter referred to as the "Department") multi-state coordinated examination of the Nodak Mutual Group ("NMG").

SCOPE OF EXAMINATION

This examination was a risk-focused financial condition examination conducted in accordance with North Dakota Century Code ("N.D.C.C.") § 26.1-03-19.3 and observed guidelines and procedures contained in the National Association of Insurance Commissioners ("NAIC") *Financial Condition Examiners Handbook*. The examination was conducted to determine the Company's financial condition, its compliance with statutes, and to review its corporate affairs and insurance operations. This statutory examination covers the five year period of January 1, 2017 through December 31, 2021, including any material transactions and/or events occurring subsequent to the examination date and noted during the course of this statutory examination.

The examination was conducted in accordance with examination policies and standards established by the Department and procedures recommended by the NAIC. In accordance with the NAIC Financial Condition Examiners Handbook, the examination was planned and performed 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. The examination also included 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. Statements were prepared by management and are therefore the responsibility of management. 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.

Concurrent examinations were made of the following NMG companies:

<u>Company and State of Domicile</u>	<u>NAIC Code</u>
Nodak Insurance Company (ND)	#34592
American West Insurance Company (ND)	#44270
Battle Creek Mutual Insurance Company (NE)	#16373
Direct Auto Insurance Company (ND)	#12721
Primero Insurance Company (ND)	#11855
Westminster American Insurance Company (ND)	#16098

This examination report includes significant findings of fact, as mentioned in the N.D.C.C. § 26.1-03-19.3, and general information about the insurer and its financial condition. There may be other items identified during the examination that, due to their nature, are not included within the examination report but are separately communicated to other regulators and/or the Company.

STATUS OF PRIOR EXAMINATION FINDINGS

Our examination included a review to determine the current status of the three exceptions commented upon in the preceding Report on Examination which covered the period from January 1, 2012, to December 31, 2016. We determined that the Company had satisfactorily addressed these findings.

SUMMARY OF SIGNIFICANT FINDINGS

There were no material adverse findings or material changes in the financial statements.

SUBSEQUENT EVENTS

No material subsequent events were noted through the date of this report.

HISTORY

The Company was incorporated as a stock insurance company on July 2, 2003, commencing business on January 1, 2004. The Company was a wholly-owned subsidiary of Tri-State, Ltd. ("Tri-State"). On December 4, 2014, Tri-State was acquired by Nodak Mutual Insurance Company (now NIC), which became the ultimate parent of the Company.

The Company filed Articles of Conversion with the Department, dated November 30, 2021, to move its statutory home address from Nevada to North Dakota.

Dividends

The Company paid no dividends to policyholders during the examination period.

Capital Contributions

The Company had no capital contributions during the examination period.

MANAGEMENT AND CONTROL

Board of Directors

Director at December 31, 2021 were as follows:

<u>Name and Address</u>	<u>Business Affiliation</u>
Michael J. Alexander Fargo, ND	President & CEO Nodak Mutual Group
Seth Daggett Fargo, ND	Executive VP, Nodak Mutual Group
Timothy Milius Fargo, ND	VP Corporate Administration, Nodak Mutual Group
John Scott, Jr. Prince Frederick, MD	President, Westminster American Insurance Company
Ryan Hill Spearfish, SD	VP, Claims Primero Insurance Company

Officers

Elected officers serving with their respective duties as of December 31, 2021, were:

<u>Officer</u>	<u>Title</u>
Michael J. Alexander	President & CEO
Seth Daggett	Treasurer
Timothy Milius	Secretary

Committees

At December 31, 2021, all chartered committees were at the NIH entity level and consisted of the Audit Committee, Executive Committee, Nominating and Governance Committee, and the Compensation Committee.

CORPORATE RECORDS

Articles of Incorporation and Bylaws

The Company amended and restated its Articles of Incorporation and Bylaws on November 30, 2021, in conjunction with its redomestication from Nevada to North Dakota. Key changes include a reduction in the minimum number of Directors to one and the change in home office to the Group's main Fargo office.

Board of Directors and Committee Minutes

The recorded minutes of the Board of Directors for the Company were reviewed for the period under examination. The minutes of the Board adequately documented its meetings and approval of Company transactions and events, including the authorization of investments in accordance with its Bylaws, N.D.C.C. § 26.1-05-18 and N.D. Admin. Code § 45-03-12-05.

Conflict of Interest

The Company has adopted a policy requiring annual disclosure of conflicts of interest in accordance with the guidelines of the NAIC Financial Condition Examiners Handbook. Signed statements are reviewed annually by the Board of Directors. The conflict of interest statements for the years 2017 through 2021 were reviewed and no material undisclosed conflicts were noted.

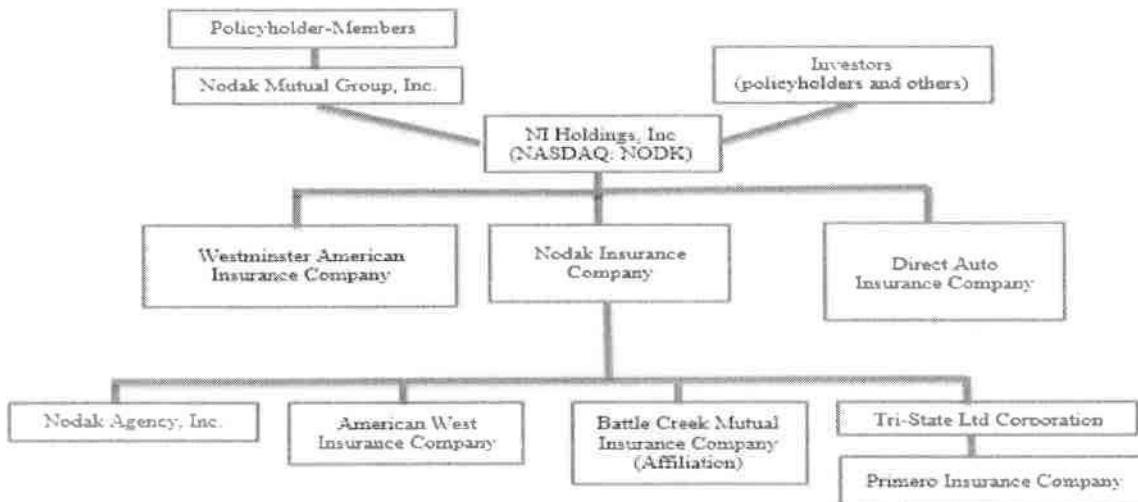
FIDELITY BOND AND OTHER INSURANCE

At December 31, 2021, the Company was protected against fraudulent or dishonest acts of its employees by a financial institution bond. The bond insures the Company and affiliates up to \$5,000,000, which is above the NAIC suggested minimum amount of fidelity insurance.

The examination determined that the Company's other coverages were adequate. The NMG affiliated entities are also named insureds on all policies.

AFFILIATED COMPANIES

The Company is a stock insurance company, owned by NMG. The Company is a member of an insurance holding company system. The organizational chart as of December 31, 2021, reflecting the holding company system is shown below:



Nodak Insurance Company (NIC) – (formerly Nodak Mutual Insurance Company) NIC is a North Dakota domestic insurance company, licensed to do business in two states. NIC was incorporated on April 15, 1946, and provides coverage for personal auto, farmowners, homeowners, crop hail and multiple peril crop insurance.

Nodak Agency Incorporated (NAI) – Effective January 1, 2008, NAI no longer transacts business but is being retained by the parent for possible future use.

American West Insurance Company (AWIC) – On March 31, 2001, the Company purchased and issued all outstanding common shares of AWIC, a North Dakota domiciled property and casualty insurer. AWIC is currently licensed to write business in Idaho, Minnesota, Montana, North Dakota, Oregon, South Dakota, Washington, and Wisconsin, but only produces business in Minnesota, North Dakota, and South Dakota. AWIC primarily produces farm, home, and auto business.

Battle Creek Mutual Insurance Company (BCMIC) – On March 4, 2011, NMIC entered into an affiliation agreement with BCMIC, a Nebraska domestic insurance company. Through the affiliation agreement, NIC appoints two-thirds of the directors to serve on the BCMIC Board of Directors.

Tri-State Limited Corporation – On December 8, 2014, the Nevada Insurance Commissioner approved the Company's acquisition of Tri-State Limited, a South Dakota corporation and 100 percent owner of PIC.

Primero Insurance Company (PIC) – The Company specializes in writing non-standard automobile coverage and is licensed in Nevada, Arizona, South Dakota and North Dakota. The Company was redomesticated to North Dakota in 2021.

Direct Auto Insurance Company (DAIC) – On August 31, 2018, the Nodak Group acquired DAIC. The Company was redomesticated to North Dakota in 2021. DAIC is only licensed in Illinois and specializes in private passenger auto liability and auto physical damage coverages.

Westminster American Insurance Company – (WAIC) – The Company was acquired by the Nodak Group in 2020 and redomesticated to North Dakota in 2021. The Company primarily writes commercial multiple peril coverages in the Mid-Atlantic region, but is licensed in 18 jurisdictions.

AFFILIATED AGREEMENTS

Intercompany Services and Cost Allocation Agreement

In response to a 2016 examination finding, the Company entered into a Service Agreement with NIC, effective January 1, 2018. Under this agreement, NIC agreed to provide the Company with all accounting administration and payment processing duties including data collection, tax reporting, general ledger maintenance, expense processing, marketing, human resources, and actuarial support. For these services, the Company agreed to share the costs with NIC at a rate proportionate with the results of annual time studies, billed monthly.

During the exam, the Company could not provide evidence supporting these allocations took place.

TERRITORY AND PLAN OF OPERATION

At December 31, 2021, the Company was licensed to transact property and casualty insurance in the states of Arizona, Nevada, North Dakota and South Dakota. The Company writes non-standard personal automobile bodily injury and property damage liability insurance coverage in all the above listed states. Additionally, it offers Surety-Notary Bond coverage in the states of North and South Dakota and mobile home coverage in the state of South Dakota. The Company's non-standard auto insurance coverage is offered as a thirty-day or a six-month policy. Policies are marketed through independent agents in each state.

REINSURANCE

The Group entered a Reinsurance Pooling Agreement in 2020, whereby Group members ceded 100 percent of their direct written premiums to NIC and received the following retrocession amounts:

Pool Member	Participation Percentage
Nodak Insurance Company	66%
Direct Auto Insurance Company	13%
Westminster American Insurance Company	9%
American West Insurance Company	7%
Primero Insurance Company	3%
Battle Creek Mutual Insurance Company	2%

Pool participation was initially determined based on the Group members' respective surplus. The Group will reevaluate the participation percentages every five years to ensure appropriateness. The Group did not adequately define the basis for which corporate management, accounting and

financial reporting, or information technology expenses were to be allocated among the group members. After these and other shared expenses are allocated among the members, all expenses are ceded to NIC, then retroceded based on pool participation.

The Group manages catastrophic and aggregate exposures for pool members through the pool. There are no material external reinsurance contracts at the PIC entity level.

All treaties contained appropriate risk transfer and included an insolvency clause and entire agreement clause as required by N.D.C.C. § 26.1-02-21.

ACCOUNTS AND RECORDS

The Company's accounting procedures, internal controls, and transaction cycles were reviewed during the course of the examination and a trial balance as of December 31, 2021 was traced to the appropriate schedules of the Company's 2021 Annual Statement. The Company's ledgers are maintained electronically. Revenues and expenses were test checked to the extent deemed necessary.

The Company is annually audited by an outside firm of independent certified public accountants. The work papers of this firm were made available to the Examiners and were used to extent deemed appropriate for this examination.

Safekeeping Agreement

During the period under examination, the Company's securities were held by Wells Fargo Bank, N.A. The safekeeping agreement contained all of the provisions required by N.D. Admin. Code § 45-03-23-02.

FINANCIAL STATEMENTS

The following pages present a Statement of Assets and a Statement of Liabilities, Surplus, and Other Funds as of December 31, 2021. These statements are followed by supporting statements and reconciliations presented in the following order:

Summary of Income, Year 2021

Reconciliation of Capital and Surplus, January 1, 2017, through December 31, 2021

These financial statements are based on the statutory financial statements filed by the Company with the Department and present the financial condition of the Company for the period ending December 31, 2021. 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.

**Primero Insurance Company
Statement of Assets
December 31, 2021**

	Ledger & Non-Ledger Assets	Assets Not Admitted	Net Admitted Assets
Bonds	\$10,693,507		\$10,693,507
Stocks:			
Common	2,536,297		2,536,297
Real Estate			
Properties Occupied by Company	400,340		400,340
Cash	330,429		330,429
Investment Income Due and Accrued	47,060		47,060
Uncollected Premiums	2,130,910		2,130,910
Deferred Premiums	384,224		384,224
Reinsurance Recoverable	2,385,046		2,385,046
Net Deferred Tax Asset	61,705		61,705
Company Vehicles	4,410	4,410	
Totals	\$18,973,929	\$4,410	\$18,969,519

**Primero Insurance Company
Liabilities, Surplus, and Other Funds
December 31, 2021**

Losses		\$2,995,065
Reinsurance Payable on Paid Losses and LAE		2,077,996
Loss Adjustment Expenses		558,780
Commissions Payable		179,983
Other Expenses		86,728
Taxes, Licenses, and Fees		51,272
Unearned Premiums		3,816,468
Ceded Reinsurance Premiums Payable		2,198,227
Remittances and Items Not Allocated		1,127
Payable to Parent, Subsidiaries or Affiliates		51,394
Funds Held (Nodak)		<u>(3,185,508)</u>
Total Liabilities		8,831,532
Common Capital Stock	\$1,500,000	
Gross Paid In and Contributed Surplus	7,759,204	
Unassigned Funds (Surplus)	<u>878,783</u>	
Surplus as Regards Policyholders		<u>10,137,987</u>
Total Liabilities and Surplus		<u>\$18,969,519</u>

**Primer Insurance Company
Statement of Income
December 31, 2021**

Underwriting Income

Premiums Earned		\$8,987,678
Deductions:		
Losses Incurred	\$5,979,100	
Loss Adjustment Expenses Incurred	512,272	
Other Underwriting Expenses Incurred	<u>2,798,118</u>	
Total Underwriting Deductions		<u>9,289,490</u>
Net Underwriting Gain or (Loss)		<u>(\$301,812)</u>

Investment Income

Net Investment Income Earned	\$193,232	
Net Realized Capital Gains or (Losses)	<u>187,011</u>	
Net Investment Gain or (Loss)		<u>\$380,243</u>

Other Income

Net Gain (Loss) from Agents' Balances Charged Off	(\$1,739)	
Finance and Service Charges Not Included in Premiums	49,207	
Miscellaneous Income	<u>2,708</u>	
Total Other Income		<u>\$50,176</u>
Net Income Before Federal Income Taxes		\$128,607
Federal Income Taxes Incurred		<u>1,682</u>
Net Income		<u>\$126,925</u>

Primero Insurance Company
Reconciliation of Capital and Surplus Account
January 1, 2017, Through December 31, 2021

	2021	2020	2019	2018	2017
Surplus as Regards Policyholders, December 31, Prior Year	\$9,818,186	\$8,726,861	\$9,766,837	\$8,936,496	\$8,616,143
Net Income	126,925	1,022,974	(1,255,939)	1,060,929	208,242
Change in Net Unrealized Capital Gains or (Losses)	174,091	4,347	227,657	(233,788)	156,670
Change in Net Deferred Income Tax	18,705	64,004	(11,614)	3,199	(44,558)
Change in Nonadmitted Assets	80		(80)		
Change in Surplus for the Year	319,800	1,091,325	(1,039,976)	830,341	320,354
Surplus as Regards Policyholders, December 31, Current Year	\$10,137,987	\$9,818,186	\$8,726,861	\$9,766,837	\$8,936,496

CONCLUSION

The financial condition of the Company, as of December 31, 2021, as determined by this examination is summarized as follows:

ADMITTED ASSETS		<u>\$18,969,519</u>
Total Liabilities	\$ 8,831,532	
Surplus as Regards Policyholders	<u>10,137,987</u>	
LIABILITIES, SURPLUS, AND OTHER FUNDS		<u>\$18,969,519</u>

No adjustment of the balance sheet amounts reported by the Company in its 2021 Annual Statement was made by this examination.

Since the last examination conducted as of December 31, 2016, the Company's admitted assets have increased \$2,739,000, its total liabilities have increased \$1,217,156 and its surplus as regards policyholders has increased \$1,521,844.

In addition to the undersigned, the following people also participated on this examination:

Actuarial Specialists – Risk and Regulatory Consulting, LLC
Scott Merkord, FCAS, MAAA, CPCU
Dave Heppin, FCAS, MAAA

IT Specialists – Jennan Enterprises
Joseph Detrick, CPA, CISA, CFE, AES
Jenny Jeffers, CISA, AES, CFE (Fraud)

North Dakota Insurance Department Staff
Matt Fischer, CFE, Chief Examiner
Pat Hendrickson, AFE, Financial Analyst
and staff actuary Mike Andring, FCAS, MAAA.

The courteous cooperation extended by the officers and employees of the Company during the course of the examination is gratefully acknowledged.

Respectfully submitted,



Colton Schulz, CISA, CFE, CFE (Fraud)
Supervising Examiner
North Dakota Insurance Department

COMMENTS & RECOMMENDATIONS

It is recommended that the Group draft and file an expense management agreement which addresses an allocation scheme for the above captioned shared corporate expenses, in compliance with SSAP 70.