

the terms and conditions upon which this proposed Consent Order is predicated. SAFE HARBOR shall abide by the terms and conditions of the CITIZENS depopulation plan as a condition of issuance of this Consent Order.

4. SAFE HARBOR is a Florida domiciled property and casualty insurance company authorized to transact insurance in the State of Florida.

5. On or about September 20, 2013, SAFE HARBOR submitted a proposal to remove selected personal residential policies from CITIZENS. The proposal provides for an assumption to occur on or about January 7, 2014 of up to ten thousand, five hundred and ninety-two (10,592) multiple peril policies from CITIZENS' personal lines account. SAFE HARBOR plans to assume the CITIZENS' policies over a period of time, subject to the approval by the OFFICE.

6. SAFE HARBOR understands that the selected policies to be removed from CITIZENS on or about January 7, 2014, or at a later date approved by the OFFICE and CITIZENS, will not be subject to any incentive or bonus plan pursuant to Section 627.3511, Florida Statutes, unless and until the OFFICE approves such a plan for use by CITIZENS provided such plan would be retroactive to policies subject to this Consent Order. If the OFFICE approves a bonus plan for use by other take-out companies or for other transactions during the 2014 policy year, the bonus may be paid to SAFE HARBOR in accordance with that plan and agreements between SAFE HARBOR and CITIZENS.

7. SAFE HARBOR shall enter into appropriate agreements with CITIZENS to provide the following:

a. SAFE HARBOR, at its own expense, shall give at least thirty (30) days advance notice to affected policyholders, which notice will inform policyholders of the need to

contact SAFE HARBOR before the removal date if the policyholder desires to stay with CITIZENS.

b. SAFE HARBOR shall accumulate any objections, and shall facilitate the return of any policyholder who desires to stay in CITIZENS if that policyholder expresses the desire to stay in CITIZENS within the thirty (30) day notice period prior to the removal of the policy, or within thirty (30) days after the date of the policy removal. Policyholders shall not be required to make additional payments, nor take any action other than to express the desire to remain with CITIZENS in writing or by electronic mail on or before thirty (30) days following the date of their policy removal.

c. All communications with agents and policyholders regarding any policies to be removed from CITIZENS must be done in accordance with instructions by CITIZENS and the OFFICE. SAFE HARBOR shall obtain prior approval from the OFFICE of any letters sent to policyholders regarding any policies to be removed from CITIZENS. SAFE HARBOR agrees that once opt out notices have been mailed to consumers; SAFE HARBOR cannot terminate the offer of coverage for any reason other than a consumer opt out. SAFE HARBOR agrees that subsequent non-renewals of policies assumed via this assumption will be in accordance with the Florida Insurance Code.

d. SAFE HARBOR shall at all times submit to CITIZENS any information required by the published revised 2014 Assumption Calendar. This information shall at all times be submitted timely, in accordance with the deadlines published by CITIZENS.

8. SAFE HARBOR acknowledges neither approval by CITIZENS, nor entry into this Consent Order by the OFFICE, constitutes a guarantee the above referenced policies will ultimately be available to SAFE HARBOR for removal from CITIZENS, as the availability of policies for removal may vary over time.

9. SAFE HARBOR shall limit its actual removal of policies from CITIZENS to the number and type of policies authorized by the OFFICE. The OFFICE will base its review on SAFE HARBOR'S reinsurance program, catastrophe modeling, and financial statement projections, as well as the impact on policyholders. Such reinsurance program, catastrophe modeling, and financial statement profiles shall be based upon SAFE HARBOR'S current in-force book of residential property policies, SAFE HARBOR'S projected voluntary market writings, and actual number of policies available in CITIZENS prior to the anticipated assumption date identified by SAFE HARBOR as satisfying its filed and approved underwriting guidelines.

10. SAFE HARBOR has submitted the proposed reinsurance documentation and financial projections for assumption of up to ten thousand, five hundred and ninety-two (10,592) multiple peril policies, expected to be assumed on January 7, 2014 or on subsequent dates approved by the OFFICE and CITIZENS. Each additional assumption of CITIZENS policies by SAFE HARBOR shall be subject to advance written approval by the OFFICE.

11. SAFE HARBOR'S acquisition of adequate reinsurance and maintenance of executed reinsurance agreements is material to the OFFICE'S review and analysis of SAFE HARBOR'S proposal to remove selected policies from CITIZENS and to the OFFICE'S approval of the proposal.

12. SAFE HARBOR expressly waives its rights to any hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all other and further proceedings herein to which it may be entitled by law or by rules of the OFFICE. SAFE HARBOR agrees not to appeal or otherwise contest this Consent Order in any forum now or in the future available to it, including their right to any administrative proceeding, circuit or federal court action, or any appeal.

13. SAFE HARBOR represents all explanations and documents made or submitted to the OFFICE as part of its proposal to remove selected policies from CITIZENS, including all attachments and supplements thereto, fully describe all transactions, agreements, and understandings relating to the removal of policies from CITIZENS by SAFE HARBOR. However, all draft documents and non-executed agreements relating to SAFE HARBOR'S plan shall not be deemed approved by this Consent Order until such time as executed agreements or final documents are submitted and approved by the OFFICE.

14. The parties agree this Consent Order will be deemed executed when the OFFICE has signed a copy of this Consent Order bearing signature of SAFE HARBOR, or its authorized representative, notwithstanding the fact the copy was transmitted to the OFFICE electronically. SAFE HARBOR agrees the signature of its representative as affixed to this Consent Order shall be under seal of a Notary Public.

15. Each party to this action shall bear its own costs and attorney fees.

IT IS THEREFORE ORDERED that:

(A) Upon consideration of the proposal to remove selected policies from CITIZENS, including its attachments, the OFFICE approves the proposal to remove selected policies from

CITIZENS, subject to adherence to the terms and conditions of this Consent Order by SAFE HARBOR.

(B) The OFFICE approves the assumption of up to ten thousand, five hundred and ninety-two (10,592) multiple peril policies, consisting of ten thousand, five hundred and ninety-two (10,592) policies from the personal lines account, for the initial assumption starting on or about January 7, 2014, in accordance with the proposal to remove selected policies from CITIZENS, any agreement(s) between SAFE HARBOR and CITIZENS, and this Consent Order.

(C) Regarding all reinsurance matters relating to policies removed from CITIZENS, for a period of three (3) years immediately following the date of entry of this Consent Order, SAFE HARBOR shall:

(i) Maintain substantially the same reinsurance coverage as evidenced to the OFFICE in the proposal to remove selected policies from CITIZENS;

(ii) Submit to the OFFICE any and all replacement or additional reinsurance agreement(s), or amendment(s) to reinsurance agreement(s) that materially change the reinsurance coverage in (C)(i). The agreement(s), amendment(s) or plans shall be submitted to the OFFICE for review, and approval, sixty (60) days prior to the date of effectuation of any such agreement(s) or amendment(s);

(iii) Notify the OFFICE of any termination of any of its reinsurance agreements. The notification shall be made to the OFFICE in writing sixty (60) days prior to the effective date of any such termination;

(iv) Submit in writing to the OFFICE the proposed utilization of any substitute or additional reinsurers for the OFFICE'S review and approval sixty (60) days prior to the companies being utilized within SAFE HARBOR'S reinsurance program. SAFE HARBOR

shall further immediately submit to the OFFICE all information as requested which the OFFICE deems necessary for the OFFICE to complete its review; and

(v) Cede reinsurance, or otherwise contract for reinsurance, only with reinsurers who are authorized and/or approved by the OFFICE, or such other reinsurers as may be approved in advance and in writing by the OFFICE. SAFE HARBOR shall comply with the requirements of Section 624.610, Florida Statutes, with regard to all of its reinsurance arrangements.

(D) For the three (3) years immediately following the date of entry of this Consent Order, SAFE HARBOR shall file with the OFFICE, on an annual basis no later than June 1 of each year, a catastrophe loss model with probable maximum loss estimate amounts from a one hundred-year storm based upon the exposure information gathered from all of its policies in force as of April 15 of each year which would be affected by a catastrophe. SAFE HARBOR shall include in this filing an exposure management plan, which will identify the company's ability to provide satisfactory financial capacity to cover the company's exposure to catastrophic hurricane loss. The plan shall identify the reinsurance coverage and surplus levels being utilized to maintain a satisfactory financial capacity with regard to catastrophe exposure. SAFE HARBOR shall also include within the plan specific actions intended to limit catastrophic exposures to the company's financial capacity. Based upon the OFFICE'S review of the models and plans, SAFE HARBOR may be required at the OFFICE'S sole discretion to take corrective action to cure any overexposure identified by the OFFICE. Such action may also include obtaining additional amounts of reinsurance coverage as directed by the OFFICE or suspend writing of any additional business, including the CITIZENS policies.

(E) Any and all policies removed from CITIZENS by SAFE HARBOR shall provide coverage substantially equivalent to that afforded by CITIZENS. Any and all policies removed from CITIZENS by SAFE HARBOR, pursuant to its proposal to remove selected policies from CITIZENS, must be renewable by the policyholder at approved rates and upon the same terms at the first such renewal onto SAFE HARBOR'S policy form, unless such policies are canceled by SAFE HARBOR for a lawful reason.

(F) At the time SAFE HARBOR removes any policy of insurance from CITIZENS, SAFE HARBOR shall either obtain a new policy application from each affected policyholder or maintain in its files a copy of the policyholder's application on file with CITIZENS. If SAFE HARBOR chooses the latter option, SAFE HARBOR shall nevertheless be required to obtain a new policy application from each affected policyholder no later than twenty-four (24) months from the effective date of any policy of insurance removed from CITIZENS. SAFE HARBOR may not initiate any retrospective increase in rates or the premium or any retrospective decrease in coverage provided under the assumed CITIZENS policy (if applicable) as a result of the information obtained from or through the new policy applications.

(G) For a period of three (3) years immediately following the date of entry of this Consent Order, SAFE HARBOR shall abide by the proposal to remove selected policies from CITIZENS in all material respects. Further, SAFE HARBOR shall abide by all terms and provisions of any agreement(s) entered into with CITIZENS.

(H) Regarding required documentation to be maintained by SAFE HARBOR relating to policies removed from CITIZENS:

(i) SAFE HARBOR is required to track all agents, as well as the related policy information, who have declined to participate in the takeout process. This information

shall be submitted to Citizens by the deadline published in the Citizens Assumption Calendar. Citizens will then mail out notices informing the policyholders of the agent's declination. This will allow the affected policyholders the opportunity to address the declination with their agent and possibly receive their agent's approval in time to be included in the current takeout. At no time shall SAFE HARBOR contact a potential policyholder without the agent's appointment;

(ii) SAFE HARBOR is required to track all agents, as well as the related policy information, who after discussing with the policyholder, decide to participate in the takeout process and submit this information to Citizens by the deadline published in the revised 2014 Assumption Calendar;

(iii) SAFE HARBOR is required to keep a record of all agents who decline participation along with an explanation for the declination; and

(iv) When contacting an agent regarding a potential takeout policy, SAFE HARBOR is required to provide each agent with the policy form to be used, appointment contract and a copy of SAFE HARBOR'S most currently available financial statement.

(I) SAFE HARBOR is required to comply with the following requirements when soliciting an agent's permission to participate in the assumption process:

(i) SAFE HARBOR must utilize email and at least one other method for contact (i.e. call, fax or regular mail);

(ii) SAFE HARBOR must send out a direct solicitation to the agent of record and copy the agency principal;

(iii) SAFE HARBOR must provide all agents a minimum of fourteen (14) days to review the solicitation. This will allow agents adequate time to research the company and make an informed decision;

(iv) SAFE HARBOR must provide a copy of the appointment contract. SAFE HARBOR may opt to provide the agent a link to its website containing the required information;

(v) SAFE HARBOR must provide a copy of the policy form. SAFE HARBOR may opt to provide the agent a link to its website containing the required information;

(vi) SAFE HARBOR must provide a chart identifying any differences in coverage from Citizens, which will help both the agent and the policyholder in making an informed decision;

(vii) SAFE HARBOR must provide a list of policies specific to the agent that it would like to assume;

(viii) SAFE HARBOR must provide a contact number of qualified staff to answer agent's questions; and

(ix) SAFE HARBOR must provide an overview of its strategy for handling claims (cat and non-cat).

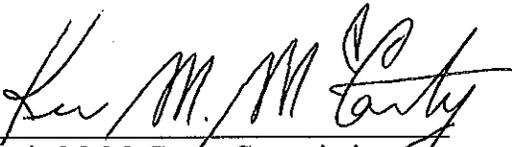
(J) Should the OFFICE determine SAFE HARBOR has failed to materially comply with terms of this Consent Order, the proposal to remove selected policies from CITIZENS, including its attachments, and amendments thereto as submitted to the OFFICE, or terms of any agreement(s) with CITIZENS, SAFE HARBOR shall, upon receipt of notice of such material non-compliance, have sixty (60) days to cure its material non-compliance. In the event SAFE HARBOR fails to cure any such material non-compliance within the sixty (60) day period, SAFE HARBOR expressly agrees the OFFICE may enter an order directing it to immediately cease writing personal lines residential property coverage or other lines of insurance within the State of Florida, or imposing such other sanctions authorized by statute, rule or restrictions, as may be deemed appropriate by the OFFICE.

WHEREFORE, the proposal to remove up to ten thousand, five hundred and ninety-two (10,592) multiple peril policies, consisting of ten thousand, five hundred and ninety-two (10,592) policies from the personal lines account, for the initial assumption starting on or about January 7, 2014, subject to the terms and conditions of this Consent Order, are hereby APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 25th day of October, 2013.




Kevin M. McCarty, Commissioner
Office of Insurance Regulation

By execution hereof, SAFE HARBOR INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions therein. The undersigned represents that he has the authority to bind SAFE HARBOR INSURANCE COMPANY to the terms and conditions of this Consent Order.

SAFE HARBOR INSURANCE COMPANY

William Emerson Roche
William Emerson Roche, President

Corporate Seal

STATE OF New York
COUNTY OF New York

The foregoing instrument was acknowledged before me this 25 day of October 2013,

by William E. Roche as PRESIDENT
(name of person) (type of authority e.g. officer, trustee attorney in fact)

for SAFE HARBOR INSURANCE
(company name)

Edith Luciano
(Signature of the Notary)

EDITH LUCIANO
Notary Public, State of New York
No. 0311502568 of Notary
Qualified in Nassau County
Commission Expires January 18, 2014
01LA 5022568

Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____

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