



FILED

MAY 15 2023

INSURANCE REGULATION
Docketed by: 09

OFFICE OF INSURANCE REGULATION

MICHAEL YAWORSKY
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 308658-23-CO

Applications for the Direct Acquisitions of
GRANDE AIRE SERVICES, LLC and
GRANDE AIRE BONITA, LLC d/b/a HAINES
REFRIGERATION AND AIR CONDITIONING by
UNITED AIR TEMP, AIR CONDITIONING AND HEATING, LLC

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by UNITED AIR TEMP, AIR CONDITIONING AND HEATING, LLC (“APPLICANT”), with the FLORIDA OFFICE OF INSURANCE REGULATION (“OFFICE”) of the applications for the approval of the direct acquisitions of 100% of the membership interests of GRANDE AIRE SERVICES, LLC (“GAS”), and GRANDE AIRE BONITA, LLC D/B/A HAINES REFRIGERATION AND AIR CONDITIONING (“GAB”), pursuant to Section 628.4615, Florida Statutes (“Applications”). Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter and the parties herein.
2. APPLICANT has applied for and, subject to present and continuing satisfaction of the requirements, terms, and conditions established herein, has satisfactorily met all of the conditions precedent to the granting of approval by the OFFICE of the proposed direct acquisitions of GAS and GAB, pursuant to the requirements of the Florida Insurance Code.

3. GAS and GAB are Florida limited liability companies operating as Service Warranty Associations in Florida, pursuant to Chapter 634, Part III, Florida Statutes, and, as such, are subject to the jurisdiction and regulation of the OFFICE pursuant to the Florida Insurance Code.

4. Prior to the transaction that is subject of the Applications and this Consent Order, GAS's membership interests were held 100% by Grande Aire Holdings, Inc., which is 100% owned by Robert S. Miller. GAB's membership interests were held 100% by Grande Aire Bonita Holdings, Inc., which is 100% owned by Robert S. Miller.

5. APPLICANT is a Virginia limited liability company which is ultimately controlled by EVEREST AIR AND WATER INVESTMENT, LLC ("EVEREST"), a Delaware limited liability company, and has an ownership structure which is otherwise as disclosed in the Applications.

6. The Applications represent that APPLICANT entered into an Agreement on May 26, 2022, to purchase all of the membership interests of GAS and GAB from Robert S. Miller ("Transaction"). Details of the Agreement are as disclosed in the Applications. The Transaction closed the same day.

7. If the OFFICE determines that any individual for whom APPLICANT is required to submit background information as part of the Applications is unacceptable under the Florida Insurance Code, APPLICANT, EVEREST, GAS, and GAB shall remove or cause the removal of said person within 30 days of notice from the OFFICE and replace them with a person or persons acceptable to the OFFICE or shall undertake such other corrective action as directed by the OFFICE. Failure to act would constitute an immediate serious danger to the public and the OFFICE

may take administrative action as it deems appropriate upon the Licenses of GAS and GAB without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

8. APPLICANT represents that, as a result of this Transaction, no substantive changes are being made to GAS and GAB, including liquidating them, selling any of their assets (except for transactions such as investment portfolio transactions in the ordinary course of business), merging or consolidating them with any person or persons, or making any other major change in their business operations, management, or corporate structure. APPLICANT has advised the OFFICE of a potential future merger of GAS and GAB for which the appropriate filings will be made as necessary.

9. APPLICANT represents that there are no agreements, written or oral, related to the Applications and Transaction that have not been provided to the OFFICE.

10. APPLICANT shall, within 10 days of the execution of this Consent Order, submit, or cause to be submitted, to the OFFICE any documents evidencing completion of the Transaction not already provided to the OFFICE.

11. Any prior orders, consent orders, or corrective action plans that GAS and GAB have entered into with the OFFICE prior to the issuance of this Consent Order shall apply and remain in full force and effect for GAS and GAB, except where provisions of such orders, consent orders, or corrective action plans have expired; have been superseded by subsequent orders, consent orders, or corrective action plans; or are inconsistent with this Consent Order.

12. APPLICANT, EVEREST, GAS, and GAB affirm that all information, explanations, representations, statements, and documents provided to the OFFICE in connection with these Applications, including all attachments and supplements thereto, are true and correct and fully describe all transactions, agreements, ownership structures, understandings, and control

with regard to the acquisitions and future operations of GAS and GAB. APPLICANT, EVEREST, GAS, and GAB further agree and affirm that said information, explanations, representations, statements, and documents, including all attachments and supplements thereto, are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

13. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order.

14. APPLICANT, EVEREST, GAS, and GAB affirm that all requirements set forth herein are material to the issuance of this Consent Order.

15. APPLICANT, EVEREST, GAS, and GAB expressly waive a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further and other proceedings herein to which the parties may be entitled by law or rules of the OFFICE. APPLICANT, EVEREST, GAS, and GAB hereby knowingly and voluntarily waive all rights to challenge or to contest this Consent Order in any forum available to them, now or in the future, including the right to any administrative proceeding, state or federal court action, or any appeal.

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

17. APPLICANT, EVEREST, GAS, and GAB agree that, upon execution of this Consent Order by the OFFICE, failure to adhere to one or more of the terms and conditions contained herein may result, without further proceedings, in the OFFICE suspending, revoking, or taking other administrative action as it deems appropriate upon the Licenses of GAS and GAB in this state in accordance with Sections 120.569(2)(n) and 120.60(6), Florida Statutes.


18. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed and docketed a copy of this Consent Order bearing the notarized signatures of the authorized representatives of APPLICANT, EVEREST, GAS, and GAB.

WHEREFORE, subject to the terms and conditions set forth above, the Applications for the direct acquisitions of GRANDE AIRE SERVICES, LLC, and GRANDE AIRE BONITA, LLC D/B/A HAINES REFRIGERATION AND AIR CONDITIONING, by UNITED AIR TEMP, AIR CONDITIONING AND HEATING, LLC, pursuant to Section 628.4615, Florida Statutes, is APPROVED.

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

DONE and ORDERED this 15th day of May, 2023.




Michael Yaworsky, Commissioner
Office of Insurance Regulation

By execution hereof, GRANDE AIRE SERVICES, LLC, consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind GRANDE AIRE SERVICES, LLC, to the terms and conditions of this Consent Order.

GRANDE AIRE SERVICES, LLC

By: [Signature]

Print Name: MIKE GIORDANO

Title: CEO

Date: 5/10/23

STATE OF Virginia

COUNTY OF Fairfax

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 10th day of May, 2023, by Mike Giordano (name of person) as CEO (type of authority: e.g., officer, trustee, attorney in fact) for Grande Aire Services, LLC (company name).

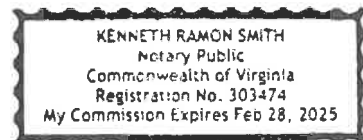
[Signature]
(Signature of the Notary)

Kenneth R. Smith
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification

Type of Identification Produced _____

My Commission Expires: 2/28/2025



By execution hereof, GRANDE AIRE BONITA, LLC D/B/A HAINES REFRIGERATION AND AIR CONDITIONING consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind GRANDE AIRE BONITA, LLC D/B/A HAINES REFRIGERATION AND AIR CONDITIONING to the terms and conditions of this Consent Order.

GRANDE AIRE BONITA, LLC D/B/A HAINES REFRIGERATION AND AIR CONDITIONING

By: [Signature]

Print Name: MIKE GIORDANO

Title: CEO

Date: 5/18/23

STATE OF Virginia

COUNTY OF Fairfax

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 10th day of May 2023, by Mike Giordano (name of person)

as CEO (type of authority; e.g., officer, trustee, attorney in fact) for Grande Aire Bonita, LLC Haines (company name)

[Signature]

(Signature of the Notary)

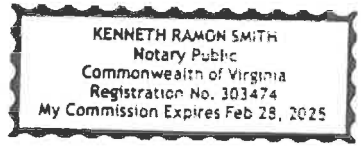
Kenneth R. Smith

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification

Type of Identification Produced _____

My Commission Expires: 2/28/2025



... of the ... Department ...

Virginia Department of Public Safety
DMV/Driver's License

Name: [Handwritten Name]
Card No.: [Handwritten Number]
Exp: [Handwritten Date]
Div: [Handwritten Division]

STATE of Virginia
COUNTY of Fairfax

I, the undersigned, do hereby acknowledge before me by means of a photocopy
of the following identification card of _____ day of _____ 2023, by

_____ for _____

Signature of Notary Public
My Commission Expires _____

By execution hereof, EVEREST AIR AND WATER INVESTMENT, LLC, consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind EVEREST AIR AND WATER INVESTMENT, LLC, to the terms and conditions of this Consent Order.

EVEREST AIR AND WATER INVESTMENT, LLC

By: Robert Calton III

Print Name: ROBERT CALTON, III

Title: MANAGER

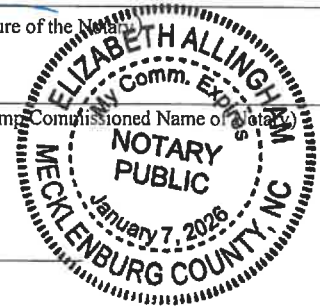
Date: 5/10/23

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

The foregoing instrument was acknowledged before me by means of physical presence
or online notarization, this 10th day of May 2023, by Robert Calton III
(name of person)
as manager for Everest Air + Water
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

E. All
(Signature of the Notary)

(Print, Type or Stamp Commissioned Name of Notary)



Personally Known OR Produced Identification
Type of Identification Produced _____
My Commission Expires: January 7, 2026

COPIES FURNISHED TO:

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MICHAEL GIORDANO, JR., CHIEF EXECUTIVE OFFICER

GRANDE AIRE SERVICES, LLC

GRANDE AIRE BONITA, LLC D/B/A

HAINES REFRIGERATION AND AIR CONDITIONING

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