



EXAMINATION REPORT
OF
TOWER HILL PREFERRED INSURANCE
COMPANY

NAIC Company Code: 29050

Gainesville, Florida
as of
December 31, 2018

BY THE
FLORIDA
OFFICE OF INSURANCE REGULATION

TABLE OF CONTENTS

LETTER OF TRANSMITTAL
SCOPE OF EXAMINATION.....	1
SUMMARY OF SIGNIFICANT FINDINGS	2
CURRENT EXAMINATION FINDINGS	2
PREVIOUS EXAMINATION FINDINGS	2
COMPANY HISTORY.....	3
GENERAL	3
DIVIDENDS	3
CAPITAL STOCK AND CAPITAL CONTRIBUTIONS.....	3
SURPLUS NOTES	3
ACQUISITIONS, MERGERS, DISPOSALS, DISSOLUTIONS	4
MANAGEMENT AND CONTROL.....	4
CORPORATE GOVERNANCE	4
HOLDING COMPANY SYSTEM	5
TAX ALLOCATION AGREEMENT.....	6
MANAGEMENT AGREEMENT	6
MANAGING GENERAL AGENT AGREEMENT.....	6
ACCOUNTS AND RECORDS	7
CUSTODIAL AGREEMENT	7
INDEPENDENT AUDITOR AGREEMENT	7
CORPORATE RECORDS REVIEW.....	7
SIMPLIFIED ORGANIZATIONAL CHART	8
TERRITORY AND PLAN OF OPERATIONS.....	ERROR! BOOKMARK NOT DEFINED.
REINSURANCE.....	9
REINSURANCE ASSUMED.....	9
REINSURANCE CEDED.....	9
INFORMATION TECHNOLOGY REPORT	10
ASSETS.....	12
LIABILITIES, SURPLUS AND OTHER FUNDS	13
STATEMENT OF INCOME	14
RECONCILIATION OF CAPITAL AND SURPLUS.....	15
COMMENTS ON FINANCIAL STATEMENT ITEMS.....	16
LIABILITIES	16
CAPITAL AND SURPLUS	16
SUBSEQUENT EVENTS.....	17
CONCLUSION.....	18

May 27, 2020

David Altmaier
Commissioner
Office of Insurance Regulation
State of Florida
Tallahassee, Florida 32399-0326

Dear Commissioner:

Pursuant to your instructions, in compliance with Section 624.316, Florida Statutes, Rule 69O-138.005, Florida Administrative Code, and in accordance with the practices and procedures promulgated by the National Association of Insurance Commissioners ("NAIC"), we have conducted an examination as of December 31, 2018, of the financial condition and corporate affairs of

Tower Hill Preferred Insurance Company

7201 N.W. 11th Place
Gainesville, Florida 32605

hereinafter referred to as the "the Company." Such report of examination is herewith respectfully submitted.

SCOPE OF EXAMINATION

This examination covered the period of January 1, 2014 through December 31, 2018. Fieldwork, which included planning meetings held at the Florida Office of Insurance Regulation (“the Office”) commenced on April 23, 2019, and concluded as of May 20, 2020. The Company’s last full scope exam by representatives of the Office covered the period of January 1, 2009 through December 31, 2013.

The examination was conducted in accordance with the NAIC Financial Condition Examiners Handbook (“Handbook”). The Handbook requires that the examination be 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. 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 the NAIC Statements of Statutory Accounting Principles (“SSAP”).

This examination report includes information obtained from the examination of the records, accounts, files and documents of or relative to the Company and other information as permitted by Section 624.319, Florida Statutes. There may be other items identified during the examination that, due to their nature (for example, subjective conclusions or proprietary information), are not included within the examination report but separately communicated to other regulators and/or the Company.

SUMMARY OF SIGNIFICANT FINDINGS

Current Examination Findings

There were no material findings or exceptions noted during the examination as of December 31, 2018.

Previous Examination Findings

The following is an update on other significant regulatory information disclosed in the previous examination.

Related Party Activities

The Company did not timely update its consolidated holding company registration statements for Tower Hill Insurance Group to include the reinsurance data compilation agreement among affiliates executed on July 24, 2014. The Company also did not notify the Office of its intention to enter into this agreement at least 30 days prior to the execution of the agreement.

The Company did not file its reinsurance data compilation service agreement as part of its holding company registration statement, but did provide it during the examination.

Subsequent Actions

The Company disclosed this agreement in the consolidated holding company registration statements during the current examination period. However, The Office has no record of prior notice (i.e., a Form D) being filed with the Office concerning this agreement as required by Rule 69O-143.047, Florida Administrative Code.

Subsequent Event: The agreement expired on May 31, 2019.

COMPANY HISTORY

General

The Company was incorporated on November 26, 1986, and commenced writing business on January 1, 1987, as Regency Insurance Company, domiciled in North Carolina. The Company was then owned by Regency Financial Corporation, a subsidiary of Frontier Insurance Group Inc. Regency Insurance Company was purchased by Tower Hill Insurance Company on May 12, 2000. A Certificate of Domestication and Articles of Incorporation were approved effective January 13, 2004, upon transfer of domicile from North Carolina to the State of Florida. The Office approved the name change to Tower Hill Preferred Insurance Company which was filed on March 19, 2004. The Company completed an approved statutory merger with Hillcrest Insurance Company (Hillcrest), effective June 1, 2010.

The Company is wholly owned by Tomoka Re Holdings Inc. (Tomoka Re), a Florida based holding company and the Company's ultimate parent is Tower Hill Insurance Holdings (THIH). The Company, together with the other four Tower Hill Insurance Companies, share common management.

Dividends

The Company declared and paid dividends to its stockholder(s) in 2018 and 2016 in the amounts of \$539,268 and \$5,000,000, respectively.

Capital Stock and Capital Contributions

As of December 31, 2018, the Company's capitalization was as follows:

Number of authorized common capital shares	100,000
Number of shares issued and outstanding	100,000
Total common capital stock	\$100,000
Par value per share	\$1.00

Surplus Notes

On February 2, 2007, a surplus note in the amount of \$2,000,000 was issued to Hillcrest Holdings, LLC (the former parent company of Hillcrest) in exchange for cash. On November 18, 2008 an addendum was submitted to reduce the surplus note to \$1,400,000. As a result of the Company's

merger with Hillcrest in 2010, the Company became obligated to repay the surplus note previously issued by Hillcrest. The Company obtained permission from the Office on September 30, 2018 to pay the note in full. As of December 31, 2019, the outstanding balance of the surplus note was zero.

Acquisitions, Mergers, Disposals, Dissolutions

The Company had no acquisitions, mergers, disposals, or dissolutions during the period of this examination.

MANAGEMENT AND CONTROL

Corporate Governance

Directors serving as of December 31, 2018, are shown below:

Directors		
Name	City, State	Principal Occupation, Company Name
William John Shively (a)	Lexington, Kentucky	Co-Chief Executive Officer Tower Hill Insurance Group
Scott Kevin Billings	Fort Worth, Texas	Managing Member Blackeyed Distilling Company
Donald Carl Matz, Jr.	Gainesville, Florida	President, Tower Hill Insurance Group
Timothy John Meenan	Tallahassee, Florida	Managing Shareholder Meenan Regulatory and Legislative Attorneys
Kathy Smith Petrone	Tampa, Florida	Owner Tower Hill Preferred Insurance Company
Ernest Anthony Petrone	Tampa, Florida	Owner Tower Hill Preferred Insurance Company

a) William J. Shively was the Chairman of the Board as of December 31, 2018.

In accordance with the Company's Bylaws, the Board appointed the following Senior Officers:

Senior Officers		
Name	City, State	Title
William John Shively	Lexington, Kentucky	Chief Executive Officer
Donald Carl Matz, Jr.	Gainesville, Florida	President
Stephen Eric Allnut	Willison, Florida	Chief Underwriting Officer
Benjamin Lane Bussey III	Jacksonville, Florida	Chief Financial Officer/Treasurer
Scott Parker Rowe	Newberry, Florida	Secretary/Chief Compliance Officer

The following were the principal internal board committees and their members as of December 31, 2018.

Audit Committee		
Name	City, State	Title, Company Name
Scott Kevin Billings ⁽¹⁾	Fort Worth, Texas	Managing Member Blackeyed Distilling Company
Timothy John Meenan	Tallahassee, Florida	Managing Shareholder Meenan Regulatory and Legislative Attorneys
Kathy Smith Petrone	Orlando, Florida	Owner Tower Hill Preferred Insurance Company

¹ Chairman

Holding Company System

The most recent holding company registration statement was filed with the Office on April 1, 2020.

The following agreements were in effect between the Company and its affiliates:

Tax Allocation Agreement

The Company, along with Tomoka Re, filed a consolidated federal income tax return as of December 31, 2018. The consolidated return was prepared as if each individual corporation filed a separate return based on the income, losses, deductions and credit of such individual corporation. Tax payments by the Company were made to Tomoka Re.

Management Agreement

The Company entered into a Management Agreement with Tomoka Re on January 13, 2004 to provide certain management services including, legal counsel, accounting, investments and financial management, reinsurance assistance, risk management, human resources, administrative services, communication and information technology services, marketing services consulting and other such services as may be necessary. The agreement continues in force for a term of five (5) years and will automatically renew for successive five (5) year periods, unless otherwise terminated within the guidelines of the agreement. The management fee paid by the Company each month was equal to two percent (2%) of earned premium on new and renewed business. Fees incurred under this agreement during 2018 amounted to \$2,010,372.

Managing General Agent Agreement

The Company entered into a Managing General Agency Agreement with its affiliate, Tower Hill Insurance Group, LLC (MGA) on January 1, 2008. The terms of the contract give the MGA authority for underwriting, premium collection, claims adjustment, and claims payment. All premium collection is facilitated through the MGA. The underwriting authority of the MGA to issue policies under this agreement is continuous until terminated. This agreement may be terminated by either party without cause, by giving the other party not less than 90 days prior written notice of such termination. The MGA retains all policy and billing fees collected by the Company, less applicable premium taxes relative to such policy fees.

In addition to the foregoing provisions, the MGA is entitled to charge and retain installment fees, actual inspection fees incurred, and a per policy fee of \$25. Claims administration services were also included in the agreement. Claims administration fees were calculated according to a fee schedule based on size of claim. Fees incurred under this agreement during 2018 amounted to \$1,314,050.

Reinsurance Data Compilation Agreement

The Company entered into a Reinsurance Data Compilation Agreement with its affiliate, Tomoka Reinsurance Intermediaries, Inc. (“Tomoka”) and non-affiliate TigerRisk Partners LLC (“TigerRisk”) effective June 1, 2018. Pursuant to this Agreement, Tomoka provides the Company data review and compilation services, and TigerRisk uses this information to provide reinsurance intermediary services to the Company. TigerRisk and Tomoka divide any related reinsurance brokerage revenue fifty percent. The Office has no record of prior notice (i.e., a Form D) being filed with the Office concerning this agreement as required by Rule 69O-143.047, Florida Administrative Code. **Subsequent Event:** This agreement terminated effective May 31, 2019.

ACCOUNTS AND RECORDS

The Company maintained its principal operational offices in Gainesville, Florida. The Company and non-affiliates had the following agreements:

Custodial Agreement

The Company maintained a custodial agreement with Regions Bank executed on April 20, 2016.

Independent Auditor Agreement

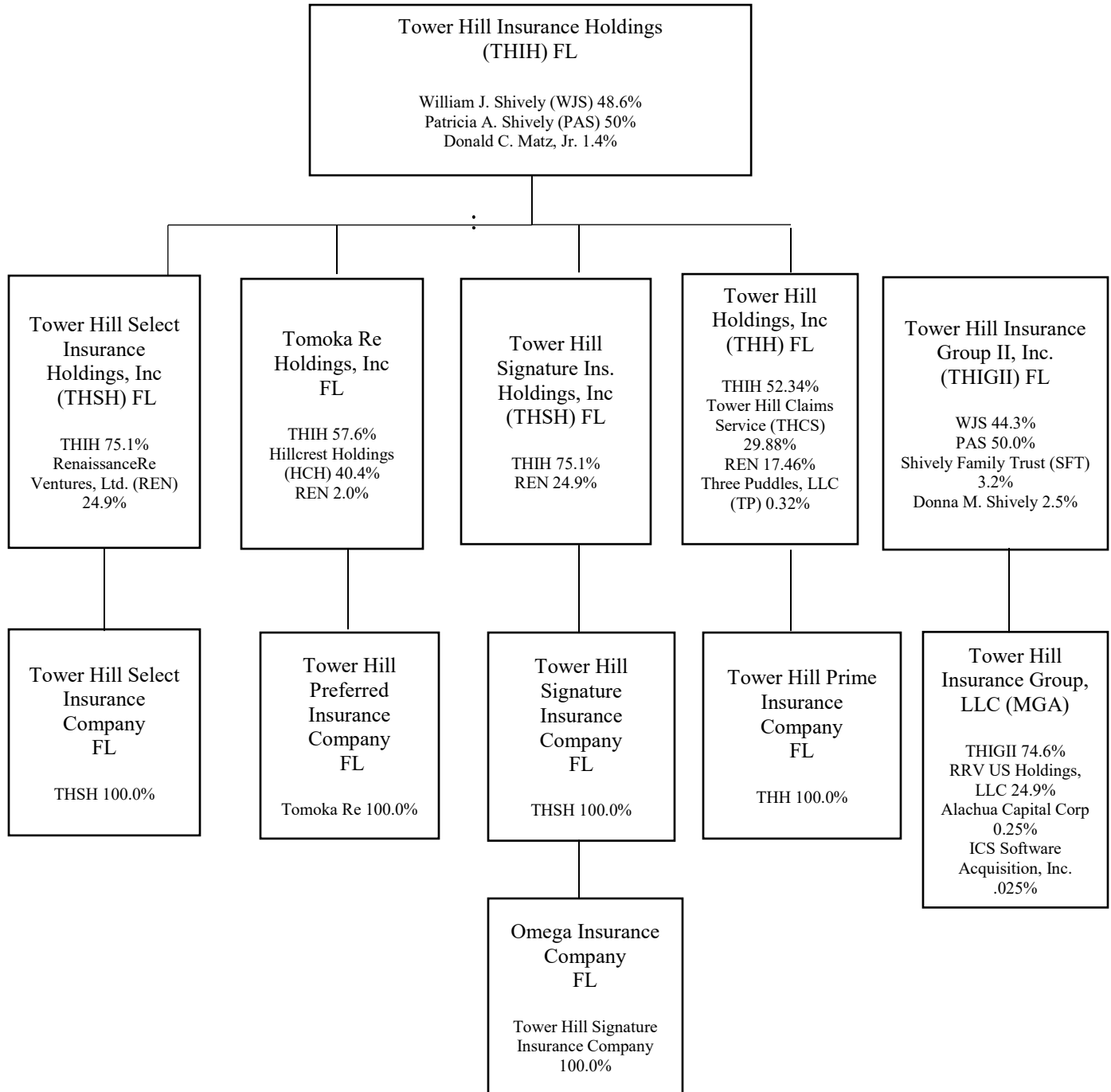
An independent CPA firm PricewaterhouseCoopers LLP audited the Company’s statutory basis financial statements annually for the years 2017 and 2018. Supporting work papers were prepared by the CPA firm. KPMG audited the Company’s statutory basis financial statements annually for the years 2016, 2015 and 2014.

Corporate Records Review

The recorded minutes of the Shareholder(s), Board of Directors (Board) and certain internal committees were reviewed for the period under examination. The recorded minutes of the Board documented its meetings and approval of Company transactions and events, including the authorization of investments.

**Tower Hill Preferred Insurance Company
Simplified Organizational Chart
December 31, 2018**

A simplified organizational chart as of December 31, 2018, reflecting the holding company system, is shown below. Schedule Y of the Company's 2018 annual statement provided a list of all related companies of the holding company group.



TERRITORY AND PLAN OF OPERATIONS

The Company was authorized to transact insurance in Florida on January 1, 1987, and is currently authorized for Homeowners Multi-Peril and Inland Marine as of December 31, 2018. The Company also offers flood policies through the National Flood Insurance program. All risk for the National Flood Insurance Program is ceded to the Federal Government.

REINSURANCE

The reinsurance agreements reviewed complied with NAIC standards with respect to the standard insolvency clause, arbitration clause, intermediary clause, transfer of risk, reporting and settlement information deadlines.

Reinsurance Assumed

The Company did not assume any reinsurance during the period of this examination.

Reinsurance Ceded

The Company has entered into several reinsurance contracts to protect itself from excessive homeowners' multiple peril losses and from catastrophic events. During the years ended December 31, 2018 and 2017, the Company ceded premiums under quota share, catastrophe excess of loss, and accident year excess of loss reinsurance agreements.

The Company entered a new quota-share reinsurance agreement effective June 1, 2018 on all in force, new and renewal business. Under the new quota share, the Company will cede 42% of new, renewal and in force business while retaining 58%. Previously the Company ceded 40% while retaining 60%. This change resulted in a decrease in the net reserve for unearned premiums

of approximately \$1,100,000 and an increase in amounts due to reinsurers of approximately \$500,000 (written premiums less related expenses) which is settled within 90 days. The effect of these transactions on the Statement of Operations was an increase in underwriting income of approximately \$500,000 pre-tax representing the immediate recognition of commissions ceded associated with the change in unearned premiums (as required by SAP). The after-tax effect on surplus was an increase of approximately \$400,000. This was a result of the combination of current and deferred taxes which resulted in a 21% overall effective tax rate on the transaction. In accordance with statutory accounting, current taxes are reported in the Statement of Operations, while deferred taxes are reported as a change in surplus.

INFORMATION TECHNOLOGY REPORT

Jenny Jeffers, AES, CISA, IT Specialist, Jennan Enterprises, LLC performed an evaluation of the information technology and computer systems of the Company. Results of the evaluation were noted in the Information Technology Report provided to the Company.

STATUTORY DEPOSITS

Cash in the amount of \$760,322 was deposited with the State of Florida as required by Section 624.411, Florida Statutes.

FINANCIAL STATEMENTS

The following includes the Company's statutory Statement of Assets, Liabilities, Surplus and Other Funds; the statutory Statement of Operations; the statutory Statement of Cash Flow; and the statutory Analysis of Changes in Surplus for the year ended December 31, 2018. The financial statements are based on the statutory financial statements filed by the Company with the Florida Office of Insurance Regulation and present the financial condition of the Company for the period ending December 31, 2018. (Note: Failure of the columns to add to the totals reflected in this Report is due to rounding.)

Tower Hill Preferred Insurance Company
Assets
December 31, 2018

	Per Company	Examination Adjustments	Per Examination
Bonds	\$66,923,948	\$ -	\$66,923,948
Common Stocks	5,508,652		5,508,652
Mortgage loans	2,702,900		2,702,900
Cash and Short-Term Investments	13,066,367		13,066,367
Receivable for securities	775		775
Investment income due and accrued	421,584		421,584
Uncollected premium and agents' balances	6,672,631		6,672,631
Reinsurance recoverable	(3,640,245)		(3,640,245)
Federal income tax recoverable	2,069,174		2,069,174
Net deferred tax asset	1,054,593		1,054,593
Receivable from parents, subsidiaries and affiliates	23,676		23,676
Aggregate write-in for other than invested assets	244,023		244,023
Totals	<u>\$95,048,078</u>	<u>\$ -</u>	<u>\$95,048,078</u>

**Tower Hill Preferred Insurance Company
Liabilities, Surplus and Other Funds
December 31, 2018**

	Per Company	Examination Adjustments	Per Examination
Losses	\$ 17,764,647	\$ -	\$ 17,764,647
Loss adjustment expenses	2,577,791		2,577,791
Commissions payable	185,971		185,971
Other expenses	218,226		218,226
Taxes, licenses and fees	517,247		517,247
Unearned premium	19,330,659		19,330,659
Ceded reinsurance premiums payable	11,603,969		11,603,969
Amounts withheld	749,670		749,670
Aggregate write-ins for liabilities	21,000		21,000
Total Liabilities	<u>\$ 52,969,180</u>	<u>\$ -</u>	<u>\$ 52,969,180</u>
Common capital stock	\$ 100,000		\$ 100,000
Gross paid in and contributed surplus	39,468,328		39,468,328
Unassigned funds (surplus)	2,510,570		2,510,570
Surplus as regards policyholders	<u>42,078,898</u>	<u>-</u>	<u>42,078,898</u>
Total liabilities, surplus and other funds	<u>\$ 95,048,078</u>	<u>\$ -</u>	<u>\$ 95,048,078</u>

**Tower Hill Preferred Insurance Company
Statement of Income
December 31, 2018**

Underwriting Income

Premiums earned	\$39,497,494
Deductions	
Losses incurred	\$25,960,769
Loss expenses incurred	3,443,786
Other underwriting expenses incurred	12,821,053
Total underwriting deductions	<u>\$42,225,608</u>
Net underwriting gain or (loss)	<u>\$ (2,728,114)</u>

Investment Income

Net investment income earned	\$ 1,321,291
Net realized capital gains or (losses)	343,351
Net investment gain or (loss)	<u>\$ 1,664,642</u>
Net income before federal & foreign income taxes	\$ (1,063,472)
Federal & foreign income taxes	(328,233)
Net Income	<u>\$ (735,239)</u>

Capital and Surplus Account

Surplus as regards policyholders, December 31 prior year	\$45,329,603
Net Income	\$ (735,239)
Net unrealized capital gains or losses	(704,129)
Change in deferred income tax	19,029
Change in non-admitted assets	(21,098)
Change in provision for reinsurance	130,000
Change in surplus notes	(1,400,000)
Dividends to stockholders	(539,268)
Change in surplus as regards policyholders for the year	<u>\$ (3,250,705)</u>
Surplus as regards policyholders, December 31 current year	<u>\$42,078,898</u>

**Tower Hill Preferred Insurance Company
Reconciliation of Capital and Surplus
December 31, 2018**

Capital & Surplus Change during Examination Period

Surplus at December 31, 2013, per Examination			\$39,225,397
	<u>Increase</u>	<u>Decrease</u>	
Net Income (loss)	\$10,151,300	\$ -	
Change in net unrealized capital gain (loss)	78,560		
Change in net deferred income tax		434,381	
Change in non-admitted assets		4,710	
Change in provision for reinsurance	2,000		
Change in surplus notes		1,400,000	
Dividends to stockholders		5,539,268	
Net increase (or decrease)			<u>\$ 2,853,501</u>
Surplus at December 31, 2018, per Examination			<u>\$42,078,898</u>

No adjustments were made to surplus as regards policyholders as a result of the examination.

COMMENTS ON FINANCIAL STATEMENT ITEMS

Liabilities

Losses and Loss Adjustment Expenses

Stanislav Eratt, FIA FCAS CERA, Director, Willis Towers Watson, appointed by the Board, rendered an opinion that the amounts carried in the balance sheet as of December 31, 2018, made a reasonable provision for all unpaid loss and loss expense obligations of the Company under the terms of its policies and agreements.

The Office consulting actuary, Brent Sallay, FCAS, MAAA, Senior Consulting Actuary, of Taylor-Walker Consulting, LLP, reviewed the loss and loss adjustment expense work papers provided by the Company and he was in concurrence with this opinion.

Capital and Surplus

The amount of capital and surplus reported by the Company of \$42,078,898, exceeded the minimum of \$10,000,000 required by Section 624.408, Florida Statutes.

SUBSEQUENT EVENTS

No subsequent events that have not already been disclosed elsewhere in the report.

CONCLUSION

The insurance examination practices and procedures as promulgated by the NAIC have been followed in ascertaining the financial condition of Tower Hill Preferred Insurance Company as of December 31, 2018, consistent with the insurance laws of the State of Florida.

In addition to the undersigned, Jeffrey Good, CFE, CIE, and Michael Masuen, CFE, CISA, Participating Examiners, of The NOVO Consulting Group, LLC, also participated in the examination. Members of the Office who participated in the examination include Jeffrey Rockwell, Examination Manager and Christopher Brown, Participating Examiner. Additionally, Brent Sallay, FCAS, MAAA, Senior Consulting Actuary, and Sonya Bergquist, Actuarial Analyst, of Taylor-Walker Consulting, LLP and Jenny Jeffers, AES, CISA, IT Specialist, and Joanna J. Latham, IT Specialist of Jennan Enterprises, LLC are recognized for participation in the examination.

Respectfully submitted,

Lori Ruggiero

Lori Ruggiero, CFE, CIE, MCM
The Novo Consulting Group, LLC
Representing the Florida Office of Insurance Regulation

Daniel W. Applegarth

Daniel W. Applegarth, CFE, CPA, PIR
Chief Financial Examiner
P&C Financial Oversight
Florida Office of Insurance Regulation