



THE COMMONWEALTH OF MASSACHUSETTS
OFFICE OF CONSUMER AFFAIRS AND BUSINESS
REGULATION
DIVISION OF INSURANCE

REPORT OF EXAMINATION OF
BAY STATE INSURANCE COMPANY

Andover, Massachusetts

As of December 31, 2019

NAIC GROUP CODE 0022

NAIC COMPANY CODE 19763

EMPLOYERS ID NO. 04-2200004

BAY STATE INSURANCE COMPANY

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COMMONWEALTH OF MASSACHUSETTS
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May 21, 2021

Honorable Gary D. Anderson
Commissioner of Insurance
Commonwealth of Massachusetts
Division of Insurance
1000 Washington Street, Suite 810
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Honorable Commissioner:

Pursuant to your instructions and in accordance with Massachusetts General Laws, Chapter 175, Section 4, an examination has been made of the financial condition and affairs of the

BAY STATE INSURANCE COMPANY

at its home office located at 95 Old River Road, Andover, MA, 01810-1078. Due to the COVID-19 pandemic, the examination was conducted remotely. The following report thereon is respectfully submitted.

SCOPE OF EXAMINATION

The Bay State Insurance Company (“Company”) was last examined as of December 31, 2014 by the Massachusetts Division of Insurance (“Division”). The current examination was conducted by the Division and covers the five year period from January 1, 2015 through December 31, 2019, including any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination.

Concurrent with this examination, the following insurance affiliates in the Andover Insurance Group were also examined and separate reports have been issued:

Merrimack Mutual Fire Insurance Company
Cambridge Mutual Fire Insurance Company

The current examination was conducted in accordance with standards and procedures established by the National Association of Insurance Commissioners (“NAIC”) Financial Condition (E) Committee and prescribed by the current NAIC *Financial Condition Examiners Handbook*, the examination standards of the Division and with Massachusetts General Laws. The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify current and prospective risks of the Company by obtaining information about the Company, including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks.

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 the Massachusetts General Laws, Chapter 175, Section 4, 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.

The Company is audited annually by PricewaterhouseCoopers LLP, an independent certified public accounting firm. The firm expressed unqualified opinions on the Company’s financial statements for the calendar years 2015 through 2019. A review and use of the Certified Public Accountants’ workpapers were made to the extent deemed appropriate and effective. An independent consulting firm, Risk and Regulatory Consulting, LLC (“RRC”) was retained by the Division to evaluate the adequacy of the Company’s loss and loss adjustment expense reserves as of December 31, 2019. Additionally, RRC reviewed the adequacy and effectiveness of the IT controls to determine the level of reliance to be placed on the information generated by the data processing systems.

SUMMARY OF SIGNIFICANT FINDINGS OF FACT

There were no significant findings during the previous examination and there are no significant findings related to the current examination.

COMPANY HISTORY

General

The Company is a stock company and was incorporated on May 31, 1955 under the laws of the Commonwealth of Massachusetts and commenced business on July 1, 1955. The Merrimack Mutual Fire Insurance Company is the lead company of the Andover Group. Under the same management are the Merrimack Mutual Fire Insurance Company and the Cambridge Mutual Fire Insurance Company.

Capital Stock

As of December 31, 2019, the authorized and outstanding capital stock of the Company consisted of 100,000 shares of common stock with a par value of \$35 per share, all of which was owned by Merrimack Mutual Fire Insurance Company, and/or directors and certain officers of the Company.

MANAGEMENT AND CONTROL

Annual Meeting

In accordance with the bylaws, the Annual Meeting of the Stockholders is held on the second Monday in May of each year. One-third in interest of the Capital Stock issued and outstanding and entitled to vote shall constitute a quorum. The minutes indicated that a quorum was obtained at each annual meeting held during the examination period.

Board of Directors

The bylaws provide that the business and affairs of the Company shall be managed by the Board of Directors ("the Board") except as otherwise provided by the Articles of Incorporation or by a valid shareholder agreement. The Board shall consist of not fewer than five or more than fifteen directors with the number determined at each annual meeting by resolution of the stockholders. Each director holds office for a term of four years and each director shall be a stockholder of the Company. Upon expiration or resignation, his/her successor is elected at the next Annual Meeting.

The bylaws do not specify the number of meetings to be held during a year. The minutes of the Board meetings indicated that meetings were held four times per year during the examination period. At any meeting of the Board a majority of directors in office (minimum of four), shall constitute a quorum. The minutes indicated that a quorum was obtained at all meetings of the Board held during the examination period.

Bay State Insurance Company

At December 31, 2019 the Board was comprised of twelve directors which are in compliance with the Company's bylaws. The Director's names and business affiliation were as follows:

<u>Director</u>	<u>Business Affiliation</u>
John Appleton	Retired, Senior Vice President Fidelity Investments
Malcolm W. Brawn	President and Chief Executive Officer The Andover Companies
David F. Dietz	Retired Partner Goodwin Procter
Charles J. DiGrande	President The Andover Companies
Amy L. DiPerna	Vice President and Treasurer The Andover Companies
Thomas J. Hollister	Chief Financial Officer Harvard University
Paul J. Jacques	Vice President CVS Health/Omnicare
Stephen E. Randall	Vice President The Andover Companies
Thomas J. Ridge	Chairman Ridge Global, LLC
David A. Splaine	President Spinnaker and Associates
John A. Swift	Vice President The Andover Companies
Janet A. Wallace	Vice President and Secretary The Andover Companies

Investment Committee

The Board of Directors appointed an Investment Committee in accordance with the bylaws. The Committee has enacted an Investment Policy to guide the Company's investments in accordance with Massachusetts General Laws with prudent quality and diversification of the investments. The

Bay State Insurance Company

directors serving on this Committee at December 31, 2019 were as follows: John Appleton, Chairman, Malcolm Brawn, Thomas Hollister and Amy DiPerna.

Audit Committee

The Audit Committee consists of five independent Board members including a certified public accountant and this Committee also jointly serves for Merrimack Mutual Fire Insurance Company (“Merrimack”) and Cambridge Mutual Fire Insurance Company (“Cambridge”). The Committee serves as an independent and objective party to monitor the Companies’ financial reporting processes and internal controls. Directors serving on this Committee at December 31, 2019 were as follows: David Dietz, Chairman, John Appleton, Thomas Hollister, Paul Jacques and David Splaine.

In addition to the committees named above, the Andover Companies boards have a Compensation Committee, Corporate Governance Committee, and Administrative committees for the Retirement Plan and the 401k Plan.

Officers

The bylaws of the Company provide that the officers of the Company shall be a President, a Treasurer, a Secretary and other officers as deemed necessary. Pursuant to the bylaws, the officers of the Company are elected by the Board of Directors at the first meeting of the Board held after the Annual Meeting.

The elected officers and their respective titles at December 31, 2019 follow:

<u>Name</u>	<u>Title</u>
Malcolm W. Brawn	President and Chief Executive Officer
Charles J. DiGrande	Vice President
Amy L. DiPerna	Vice President and Treasurer
Janet A. Wallace	Vice President and Secretary
Paul R. Nadeau	Vice President
Stephen E. Randall	Vice President
John A. Swift	Vice President

Holding Company

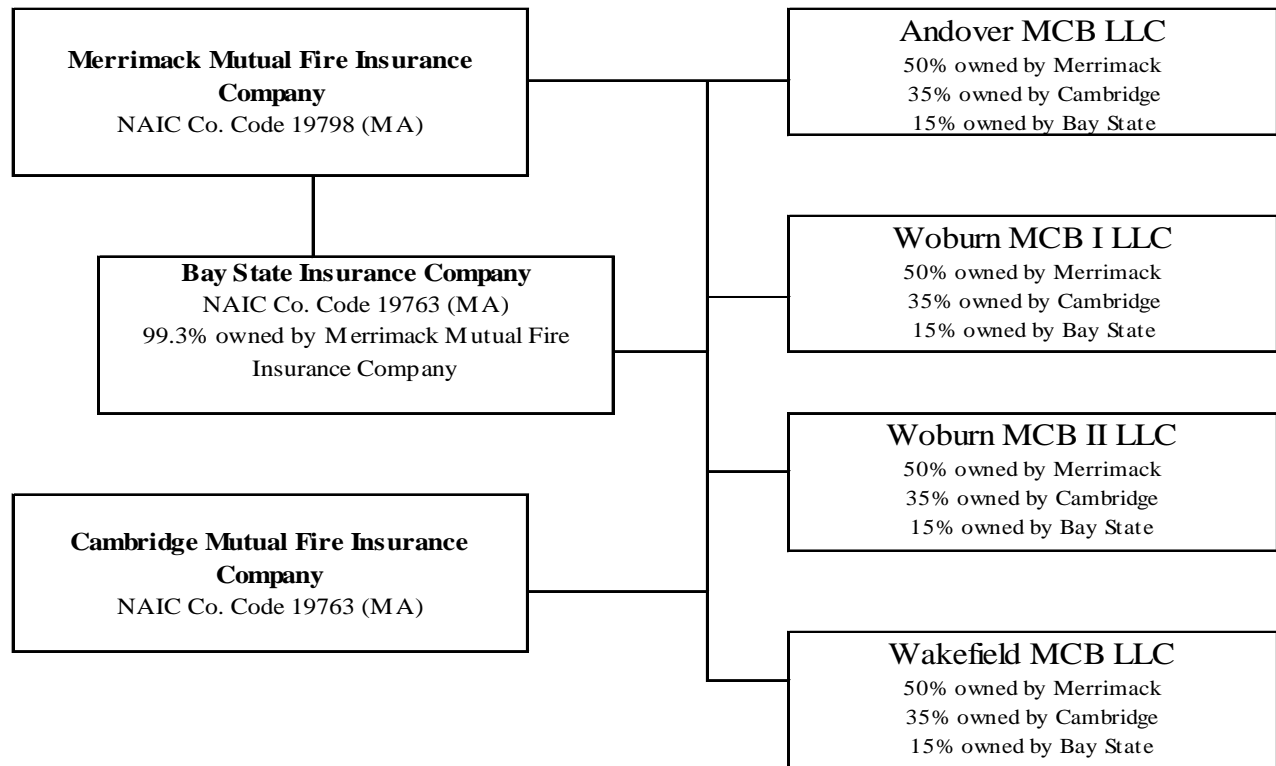
As stated in the Insurance Holding Company System Form B, as filed with the Massachusetts Division of Insurance, the Company is a member of a holding company system and is subject to the registration requirements of Chapter 175, Section 206C and 211 CMR 7.00 of the

Bay State Insurance Company

Massachusetts General Laws. The Company shares common management with Merrimack and Cambridge.

Organization Chart

At December 31, 2019, the Company is a member of the following organizational structure:



Transactions and Agreements with Subsidiaries and Affiliates

The Company has the following intercompany agreements in place with their affiliates, Merrimack Mutual Fire Insurance Company and Cambridge Mutual Fire Insurance Company:

Management and Reinsurance Agreement

The Company participates in a Management and Reinsurance Agreement with its affiliates, Merrimack and Cambridge. Under this agreement all net insurance shall be pooled and distributed in the following proportions: Merrimack 50%, Cambridge 35% and Bay State 15%. Merrimack provides all employees, management and administration services for Cambridge and Bay State. Cambridge and Bay State reimburse Merrimack for the expenses incurred in providing these services based on the percentage set forth above.

Bay State Insurance Company

Tax Sharing Agreement

The Company participates in a consolidated Federal Income Tax return with Merrimack Mutual Fire Insurance Company. There is a written tax sharing agreement whereby the allocation is made primarily on a separate return basis. Intercompany tax balances are settled when due.

TERRITORY AND PLAN OF OPERATION

The Company is licensed to write business in nine states; all of the New England states, New Jersey, New York and Illinois.

The Company specializes in providing homeowners, commercial multiple peril and fire coverages through its appointed independent agents.

Treatment of Policyholders – Market Conduct

During the course of the examination, a general review was made of the manner in which the Company conducts its business practices and fulfills its contractual obligations to members and claimants. This review was limited in nature and was substantially narrower than a full scope market conduct examination.

Dividends to Stockholders

No stockholder dividends were declared or paid during the examination period.

REINSURANCE

The Company and its affiliates operate under a pooling agreement as described in the “Management and Reinsurance Agreement” section of this report. Assumed and ceded reinsurance with unaffiliated companies is also subject to the intercompany pooling agreement.

Ceded Reinsurance

On behalf of Cambridge and Bay State, Merrimack has entered into various reinsurance agreements to protect their exposure.

Joint reinsurance arrangements are maintained for all companies in the Group. The largest amount retained on any one risk is \$2.0 million on personal umbrella with per risk coverage providing protection of \$3.0 million excess of the \$2.0 million retention. Property catastrophe reinsurance provides protection of 97.7% of \$1.1 billion excess \$100 million per occurrence with an aggregate limit of \$2.2 billion. Coverage is placed by brokers and split among many participating reinsurers.

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Quota share coverage is also maintained for commercial property risks as is facultative reinsurance, when needed.

Each treaty reviewed contained an insolvency clause in accordance with Massachusetts General Law, Chapter 175 Section 20A.

Assumed Reinsurance

Merrimack assumes business from ten quota share agreements with the participation percentage varying by treaty. Coverage is primarily property catastrophe quota share on excess of loss coverage.

On July 1, 2008 the Company and its affiliated companies, Merrimack and Cambridge, collectively known as The Andover Companies, entered into an agreement with Quincy Mutual Fire Insurance Company and its affiliated insurance companies known as the Quincy Mutual Group (“Quincy”). The agreement is named the Andover Quincy Underwriting Alliance (“AQUA”), pursuant to which Quincy auto policies will be marketed and written through independent agents of Andover. The AQUA agreement applies only to Massachusetts private passenger automobile insurance business.

Concurrent with the AQUA agreement, the Andover Companies and Quincy entered into a quota share reinsurance contract applicable to the business subject to the AQUA agreement. Under the terms of the quota share contract, Quincy ceded 12.5% of the business to Andover for the 2019 underwriting year.

Pools

The Company participates in the Associated Inland Marine (“AIM”) pool which was established as a means for insurers to underwrite larger policies and spread the risk among the members. The AIM pool is for inland marine personal line policies and membership is composed of New England Mutual Companies. Additionally, the Company participates in various state mandated pools and various FAIR plans.

Bay State Insurance Company

FINANCIAL STATEMENTS

The following financial exhibits are based on the statutory financial statements prepared by management and filed by the Company with the Division and present the financial condition of the Company for the period ending December 31, 2019. The financial statements are the responsibility of Company management.

Statement of Assets, Liabilities, Surplus and Other Funds As of December 31, 2019

Statement of Income As of December 31, 2019

Reconciliation of Capital and Surplus For the Five-Year Period Ended December 31, 2019

Bay State Insurance Company
Statement of Assets, Liabilities, Surplus and Other Funds
As of December 31, 2019

Assets	<u>As Reported by the Company</u>
Bonds	\$ 79,088,346
Common stocks	407,291,773
Cash and short-term investments	53,719,293
Other invested assets	<u>14,263,127</u>
Subtotals, cash and invested assets	554,362,539
Investment income due and accrued	1,316,836
Premiums and considerations:	
Uncollected premiums and agents' balances in the course of collection	56,642,021
Deferred premiums, agents' balances and installments booked but deferred and not yet due	9,649,712
Amounts recoverable from reinsurers	7,461,324
Funds held by reinsured companies	1,396,096
Current federal income tax	488,292
Guaranty funds receivable or on deposit	25,200
Electronic data processing equipment	140,738
Aggregate write-ins for other-than-invested assets	<u>4,043,550</u>
Total Assets	<u><u>\$ 635,526,307</u></u>

Bay State Insurance Company
Statement of Assets, Liabilities, Surplus and Other Funds (Continued)
As of December 31, 2019

Liabilities	<u>As Reported by the Company</u>
Losses	\$ 61,804,714
Reinsurance payable on paid loss and LAE	33,485,824
Loss adjustment expenses	6,276,450
Commissions payable	2,463,600
Other expenses	20,888,400
Taxes, licenses and fees	381,450
Net deferred tax liability	29,244,130
Unearned premiums	47,366,311
Advance premiums	1,218,450
Ceded reinsurance premiums payable	10,812,944
Amounts withheld	6,012
Drafts outstanding	3,028,473
Payable to parent, subsidiaries and affiliates	1,529,671
Aggregate write-ins for liabilities	<u>12,850,800</u>
Total Liabilities	<u>231,357,229</u>
Common capital stock	3,500,000
Unassigned funds (surplus)	<u>400,669,078</u>
Surplus as regards policyholders	<u>404,169,078</u>
Total Liabilities, Capital and Surplus	<u>\$ 635,526,307</u>

Bay State Insurance Company
Statement of Income
For the Year Ended December 31, 2019

	As Reported by the Company
Premiums earned	\$ 96,640,034
Deductions:	
Losses incurred	53,471,767
Loss expenses incurred	6,590,115
Other underwriting expenses incurred	41,167,175
Total underwriting deductions	<u>101,229,057</u>
Net underwriting gain (loss)	<u>(4,589,023)</u>
Net investment income earned	13,942,647
Net realized capital gains	<u>12,405,267</u>
Net investment gain	<u>26,347,914</u>
Net gain (loss) from agents' balances or premium balances charged off	(9,523)
Finance and service charges not included in premiums	131,570
Aggregate write-ins for miscellaneous income	<u>510,975</u>
Total other income	<u>633,022</u>
Net income before dividends to policyholders and before federal and foreign income taxes	22,391,914
Federal and foreign income taxes incurred	<u>2,279,804</u>
Net Income	<u><u>\$ 20,112,109</u></u>

Bay State Insurance Company
Reconciliation of Capital and Surplus
For the Five Year Period Ended December 31, 2019

	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Capital and surplus, December 31, prior year	\$ 331,912,086	\$ 367,916,173	\$ 300,043,307	\$ 284,522,057	\$ 287,275,364
Net income	20,112,109	2,879,732	10,820,713	15,268,232	4,797,944
Change in net unrealized capital gains or (losses)	50,856,348	(32,969,796)	58,505,950	3,048,420	(7,901,065)
Change in net deferred income tax	1,429,228	2,358,369	3,555,009	(779,401)	(388,726)
Change in nonadmitted assets	135,558	(2,502,492)	(2,793,456)	(1,459,501)	(2,457,810)
Aggregate write-ins for gains and losses in surplus	<u>(276,252)</u>	<u>(5,769,900)</u>	<u>(2,215,350)</u>	<u>(556,500)</u>	<u>3,196,350</u>
Net change in capital and surplus for the year	<u>72,256,991</u>	<u>(36,004,087)</u>	<u>67,872,866</u>	<u>15,521,250</u>	<u>(2,753,307)</u>
Capital and surplus, December 31, current year	<u>\$ 404,169,078</u>	<u>\$ 331,912,086</u>	<u>\$ 367,916,173</u>	<u>\$ 300,043,307</u>	<u>\$ 284,522,057</u>

ANALYSIS OF CHANGES IN FINANCIAL STATEMENTS RESULTING FROM THE EXAMINATION

There have been no changes made to the financial statements as a result of the examination.

COMMENTS ON FINANCIAL STATEMENT ITEMS

As a result of the examination, no issues with non-compliance, adverse findings, or material changes to the financial statements were identified.

The Division requested that Risk and Regulatory Consultants LLC review the reasonableness of the Loss and Loss Adjustment Expense Reserves (the “Reserves”) of the Company as of December 31, 2019. The review was conducted in a manner consistent with the Code of Professional Conduct and Qualification Standards of the American Academy of Actuaries and the Standards of Practice adopted by the Actuarial Standards Board.

RRC’s actuarial review utilized year-end paid and incurred loss data developed through December 31, 2019. The table below summarizes a comparison of RRC’s range of reasonable net estimates for the Reserves to the Company’s carried net Reserves as of December 31, 2019.

**COMPARISON OF INDICATED NET RESERVES
TO CARRIED RESERVES as of 12/31/19**

	Low Point of Range	Selected Estimate	High Point of Range
RRC Total Net Loss & Loss Adjustment Expense Reserves	\$59,030,340	\$62,137,200	\$68,351,920
Total Company Carried Net Loss & LAE Reserves	68,082,900	68,082,900	68,082,900
Difference	(9,052,560)	(5,945,700)	268,020

The Company’s total net carried reserves are above RRC’s selected estimate and below their high point. Therefore the Division concludes the Company’s reserves are a reasonable estimate of their ultimate liability.

SUBSEQUENT EVENTS

In March 2020 the World Health Organization declared Coronavirus disease (COVID-19) a pandemic. As of the date of this report, there was significant uncertainty on the effect that the pandemic would have on the insurance industry, economy, and society at large. Any impact to the

Bay State Insurance Company

Company will take time to assess and will be specific to the class and mix of business they underwrite. The Division will continue to monitor how the pandemic might impact the Company.

SUMMARY OF RECOMMENDATIONS

There were no significant recommendations noted by the examination team for improvements in process, activities and/or controls that should be noted in this report.

SIGNATURE PAGE

Acknowledgement is made of the cooperation and courtesies extended by the officers and employees of the Company during the examination.

The assistance rendered by Risk and Regulatory Consulting, LLC who participated in this examination is hereby acknowledged.

Kenneth R. Plumb

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Commonwealth of Massachusetts
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Arthur C. Hughes

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