THE COMMONWEALTH OF MASSACHUSETTS

OFFICE OF CONSUMER AFFAIRS AND BUSINESS REGULATION

DIVISION OF INSURANCE

REPORT OF EXAMINATION

OF THE

HVAC COMPENSATION CORPORATION

C/O TD INSURANCE/FUTURECOMP

123 INTERSTATE DRIVE

WEST SPRINGFIELD, MASSACHUSETTS 01089

As of DECEMBER 31, 2010

N.A.I.C. GROUP CODE NONE

N.A.I.C. COMPANY CODE NONE

EMPLOYER ID NUMBER 04-3167335

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COMMONWEALTH OF MASSACHUSETTS
Office of Consumer Affairs and Business Regulation
DIVISION OF INSURANCE
1000 Washington Street, Suite 810 • Boston, MA 02118-6200
(617) 521-7794 • http://www.mass.gov/doi

DEVAL L. PATRICK
GOVERNOR

TIMOTHY P. MURRAY
LIEUTENANT GOVERNOR

GREGORY BIALECKI
SECRETARY OF HOUSING AND ECONOMIC DEVELOPMENT

BARBARA ANTHONY
UNDERSECRETARY OF CONSUMER AFFAIRS AND BUSINESS REGULATION

JOSEPH G. MURPHY
COMMISSIONER OF INSURANCE

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March 12, 2012

The Honorable Joseph G. Murphy
Commissioner of Insurance
The Commonwealth of Massachusetts
Division of Insurance
1000 Washington Street, Suite 810
Boston, Massachusetts 02118-6200

Commissioner Murphy:

Pursuant to your specific instructions and by authority of Section 25I, of Chapter 152 of Massachusetts General Laws ("MGL"), an examination has been made of the transactions and financial condition as of December 31, 2010 of the

HVAC COMPENSATION CORPORATION

at its main administrative office located at c/o TD Insurance/FutureComp, 123 Interstate Drive, West Springfield, Massachusetts 01090. The following report thereon is respectfully submitted.

SCOPE OF EXAMINATION

HVAC Compensation Corporation, (herein after referred to as "HVAC" or the "Group") was last examined by the Massachusetts Division of Insurance ("Division") as of December 31, 2007. The present examination of the Group was conducted by the Division and covers the transactions of the Group from January 1, 2008, through December 31, 2010, including any material transactions and/or events occurring subsequent to the examination date and noted in the course of the examination.

The examination was conducted in accordance with the NAIC Financial Condition Examiners Handbook. The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify 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. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with Statutory Accounting Principles and annual statement instructions, when applicable to Massachusetts regulations.

All accounts and activities of the company were considered in accordance with the risk-focused examination process.

In addition to a review of the financial condition of the Group, the examination included a review of the Group's business policies and practices, available corporate records, reinsurance treaties, fidelity bonds and other insurance, and other pertinent matters to provide reasonable assurance that the Group was in compliance with applicable laws, rules, and regulations. In planning and conducting the examination, consideration was given to the concepts of materiality and risk and examination efforts were directed accordingly.

The Group has been audited annually by Feeley & Driscoll, P.C., an independent certified public accounting firm. The firm expressed unqualified opinions on the Group's statutory financial reports for each of the three years under examination. Review and use of the certified public accountants work papers were made to the extent deemed appropriate and effective.

This Report of Examination is written on an exception basis.

Status of Findings of the Prior Examination

Reportable findings: None

HISTORY

The Group was organized on July 28, 1992, and commenced business within the Commonwealth of Massachusetts on October 1, 1992, pursuant to and in accordance with Massachusetts General Law, Chapter 180, to establish a not-for-profit association of employers to constitute a workers' compensation self-insurance group. The Group was created consistent with Massachusetts General Law, Chapter 152, Section 25E through 25U and 67.00 et seq. of Commonwealth of Massachusetts Regulation 211 to provide workers' compensation coverage for a group of eligible

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contractors which are engaged principally in the heating, ventilating, air conditioning, sheet metal or mechanical contracting trades within the Commonwealth of Massachusetts.

During the period under review, the Group has engaged FutureComp a registered trademark of TD Insurance, Inc. (the "Administrator") to perform and manage the day-to-day activities of the Group through a written administrative services agreement.

TERRITORY AND PLAN OF OPERATION

The Group is a self-insurance group permitted to transact workers' compensation business only in the Commonwealth of Massachusetts.

MANAGEMENT

Pursuant to the bylaws, the affairs of the Group shall be managed by the Board of Trustees, who shall have and may exercise all the powers of the Group except those powers reserved to the members by law, the Articles of Organization or the By-laws. To assist in the management of the Group, the Board of Trustees shall appoint an Administrator to perform and manage the day-to-day activities of the Group. The Board of Trustees shall have the power to adopt and issue rules, regulations, policies and procedures which shall be binding upon the members and the Administrator.

Corporate Records

The Articles of Organization and Bylaws were reviewed. The minutes of the Board of Trustees were reviewed for the period under examination. For that period, votes and authorizations were found to be in order and the records indicated that the group appeared to be conducting its affairs in compliance with its By-laws and the laws of the Commonwealth of Massachusetts.

Annual Meeting

According to the By-laws as amended, the annual meeting of the members shall be held on the third Thursday of February, or such date as may be designated by the Board of Trustees, of each year or, if the date is a legal holiday in the place where the meeting is to be held, then on the next succeeding day not a legal holiday.

Board of Trustees

In accordance with the Group's By-laws, the Board of Trustees shall at any time consist of a number of individuals not to exceed the number of members of the Group at the time, but in no event be fewer than three. The term of office of each Trustee shall be three years. At the third annual meeting of the members, the members shall elect Trustees to replace those Trustees whose terms of office are expiring. A trustee may serve for an unlimited number of years.

The members of the Board of Trustees serving as December 31, 2010, were as follows:

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Name of Trustee	Affiliation
Richard Donohue	Harrington Brothers Corporation
Kevin R. Gill	McCusker Gill, Inc.
Jay Layden	Hamel & McAlister, Inc.
Paul Lebel Jr.	Lebel, Inc/Walsh Mechanical Contractors
William J. Lynch	William F. Lynch Company, Inc.
James M. Morgan	Worcester Air Conditioning, LLC
Philip J. Sacco	Apex Corporation

At any meeting of the Trustees, a majority of the Trustees then in office shall constitute a quorum. A quorum of Trustees was not present at the fourth quarterly meeting held on November 11, 2008. The minutes indicated that a quorum was obtained at all of the other meetings of the Board of Trustees held during the examination period

In accordance with provisions of 211 CMR 67.07 (1) all Trustees serving are residents of the Commonwealth or officers of corporations authorized to do business in the Commonwealth.

Officers

Pursuant to the bylaws, the officers of the Group shall be a president, treasurer, clerk and such other officers, if any, as the Trustees may determine. The Group may also have such agents, if any, as the Trustees may appoint. The president and treasurer of the Group must be a Trustee. The officers shall be elected annually by the Trustees at their first meeting following the annual meeting of the members.

The elected officers and their respective titles at December 31, 2010, follow:

Name of Officers	Title
Kevin R. Gill	President
William J. Lynch	Vice President
Jay Layden	Treasurer
Jay Layden	Secretary

Conflict of Interest Procedures

The Group has adopted a policy statement pertaining to conflict of interest in accordance with Question 17 of the General Interrogatories of the Annual Statement. The Group has an established procedure for the disclosure to the Board of Trustees of any material interest or

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affiliation on the part of any officer or Trustee which is in or is likely to conflict with their official duties.

DISASTER RECOVERY and BUSINESS CONTINUITY

The Administrator has a formal disaster plan for the continuity of the Group's business operations in the event of any disaster. The total recovery effort is governed by the TD Bank Insurance Business Continuity Plan. The plan was made available to the examiner for review and determined to have addressed adequately the process in which to resume certain critical business functions of the Group.

FIDELITY BONDS AND OTHER INSURANCE

In accordance with MGL Chapter 152, Section 25G and 211 CMR 67.08, the Group's Administrator maintains fidelity coverage with an authorized Massachusetts insurer. The aggregate limit of liability provides coverage above the prescribed minimum set forth by the NAIC's schedule of suggested minimum amounts of fidelity insurance.

211 CMR 67.08 (2)(d), states that the Group shall have a security deposit or bond not less than $100,000 and any securities or certificates of deposit shall have a remaining maturity of one year or less from their time of purchase. At December 31, 2010, the Group did not have a security deposit that followed these criteria.

EXCESS INSURANCE

The Group follows a general procedure of insuring exposures which exceed specified limits.

The Group maintains specific excess workers compensation and employers liability insurance policies with unaffiliated excess insurance carriers authorized to transact reinsurance in the Commonwealth of Massachusetts. They are rated (A+), (A), or (A-) by A.M. Best & Company. Under the policies the Group initially retained the first $250,000 of each occurrence and subsequently increased their per occurrence retention limit to $500,000 at December 31, 2010, on each individual accident.

Excess insurance agreements for accident years 1994, 1995, 1996 and 1997 have been commuted. As a result, the Group no longer has insurance in place for these accident years.

The Group remains primarily liable for its obligations under its reinsurance contracts. In the event the reinsurer would be unable to pay its portion of any losses incurred, the Group would be liable for such obligations.

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ACCOUNTS AND RECORDS

The trial balances, general ledgers and audited financial statements provided by the Group were reviewed for the years ending December 31, 2010, 2009, and 2008. The financial accounting records are processed and maintained by FutureComp automated administrative system. An independent statutory accounting specialist is utilized to review the financial records and to prepare the quarterly filings to the Division of Insurance. The system supports statutory reporting and accounting requirements as set by the NAIC for the Group's business operations.

General ledger account balances were reconciled and traced to amounts reported in the Annual Statement for 2010. All balance sheet accounts were summarized and traced to the appropriate asset exhibits and liability lines within the Group's Annual Statement. Selected income and expense allocations and postings were sampled and verified for reasonableness.

The internal control structure for the Group and for selected accounting streams was discussed with the Administrator. Reliance upon the controls was utilized as appropriate in the selection of examination procedures.

FINANCIAL STATEMENTS

The following financial statements comply with Statements of Statutory Accounting Principles promulgated by the NAIC in its Accounting Practices and Procedures Manual and with practices prescribed or permitted by the Massachusetts Division of Insurance which adopted the codification of statutory accounting principles effective January 1, 2001.

These financial statements reflect the Group's assets and liabilities as determined by the examination, which include a review of the following:

Statement of Assets and Liabilities as of December 31, 2010
Statement of Income for the year ended December 31, 2010

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Statement of Admitted Assets Liabilities
As of December 31, 2010

Assets	Per Statement	Adjustments	Per Examination	Note
Bonds	$2,702,595		$2,702,595	
Cash and short-term investments	885,565		885,565	
Investment income due & accrued	43,384		43,384	
Uncollected premiums	123,808		123,808	
Amounts recoverable from reinsurers	6,319		6,319	
Other receivable	6,787		6,787	
Total Assets	$3,768,458		$3,768,458	

Liabilities	Per Statement	Adjustments	Per Examination	Note
Losses	$2,614,553		$2,614,553	1
Loss adjustment expense	232,228		232,228	1
Other expenses	39,522	(4,456)	35,066	2
Taxes, licenses and fees	35,066	4,456	39,522	3
Dividends unpaid	413,501		413,501	
Funds held from members to meet statutory requirement	433,588		433,588	
Total Liabilities	$3,768,458		$3,768,458	

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Statement of Income
As of December 31, 2010

	Per Statement	Adjustments	Per Examination	Note
Underwriting Income	$961,732		$961,732	
Losses incurred	887,003		887,003	
Loss adjustment expenses incurred	227,554		227,554	
Other underwriting expenses incurred	298,021		298,021	
Total underwriting deductions	1,412,578		1,412,578	
Net underwriting gain (loss)	(450,846)		(450,846)	
Net investment Income earned	89,930		89,930	
Net realized capital gains (losses)	3,842		3,842	
Net investment gain (loss)	93,772		93,772	
Net income before dividends to policyholders	(357,074)		(357,074)	
Dividends to policyholders	(357,074)		(357,074)	
Net income	$0		$0	

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NOTES TO FINANCIAL STATEMENTS

Note 1
Losses and loss adjustment expenses $2,846,781

The Group establishes reserves based upon the case basis estimates of its claims and an analysis of loss and loss adjustment expense reserves performed on an annual basis by an independent actuarial consulting firm, Milliman, Inc. This review is in turn relied upon by the Group's certified public accountants. The Massachusetts Division of Insurance has reviewed documentation of the Group's loss and loss adjustment expense reserves, and has relied on the opinion of this independent and qualified expert as deemed appropriate.

The reserve for unpaid losses and loss adjustment expenses includes an estimated provision for incurred but not reported losses (IBNR) as well as reported losses. The IBNR provision totaled approximately $1,849,151 on an undiscounted basis as of December 31, 2010.

The net loss and loss adjustment expense reserves reported have been discounted using a discount factor not less than the discount factor that would result from use of the interest rate and loss pattern prescribed by and under section 846 of the Internal Revenue Code of 1986, as amended. Such discounting of loss and loss adjustment expense is permitted by Massachusetts' Regulation 211 CMR 67.08 (2).

The unpaid losses and loss adjustment expenses were discounted approximately $519,543 for a net carried reserve of $2,846,781 at December 31, 2010.

Note 2
Other expenses $39,522

The amount of $35,066 for other expenses was listed on page 3, line 6 of the 2010 Annual Statement. This amount should be listed on line 5 and the $39,522 should be listed on line 6.

Note 3
Taxes, licenses and fees $35,066

The amount of $39,522 for taxes, licenses and fees was listed on page 3, line 5 of the 2010 Annual Statement. This amount should be listed on line 6 and the $35,066 should be listed on line 5.

Note 4
Commitment and Contingencies

The Group has entered into a restated application and indemnity agreement with each member to provide risk management services and workers' compensation insurance. The agreement stipulates, among other things, that each member is jointly and severally liable for the workers' compensation obligations of the Group and its members which were incurred during the member's period of membership in the Group, irrespective of the subsequent termination of the member's membership in the Group, the insolvency of bankruptcy of another member of the Group, or other facts or circumstances. Accordingly, the financial viability of the Group is contingent upon the financial viability of the individual members.

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The Group does not have any pending legal proceedings. The Group does not have any material contingent liabilities as of the Annual Statement date.

CONCLUSION

We have applied verification procedures to the data contained in this report using substantive statistical sampling techniques as deemed appropriate. While sampling techniques do not give complete assurance that all errors and irregularities will be detected, those that were detected during the course of this examination have been disclosed in this report. We were not informed of, and did not become aware of, any other error or irregularity that could have a material effect on the financial condition of the Group as presented in this report.

ACKNOWLEDGMENT

The examiners hereby express their appreciation to the Group and its Administrator for their courteous cooperation throughout the examination.

The undersigned examiners gratefully acknowledge the participation of Massachusetts Insurance Examiner II Daniel R. Dowd in this examination.

Respectfully submitted,

Brian A. Knowlton
Examiner In-Charge
Massachusetts Division of Insurance

Kenneth R. Brenner, CFE, CPA
Supervising Examiner
Massachusetts Division of Insurance

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