

DEPARTMENT OF COMMERCE & INSURANCE

P.O. Box 690, Jefferson City. Mo. 65102-0690

ORDER

After full consideration and review of the report of the financial examination of Medical Liability Alliance for the period ended December 31, 2020, together with any written submissions or rebuttals and any relevant portions of the examiner's workpapers, I, Chlora Lindley-Myers, Director of the Missouri Department of Commerce and Insurance pursuant to section 374.205.3(3)(a), RSMo, adopt such examination report. After my consideration and review of such report, workpapers, and written submissions or rebuttals, I hereby incorporate by reference and deem the following parts of such report to be my findings and conclusions to accompany this order pursuant to section 374.205.3(4), RSMo: summary of significant finding, company history, management and control, territory and plan of operation, growth of company and loss experience, reinsurance, accounts and records, financial statements, comments on financial statement items, financial statement changes resulting from examination, and summary of recommendations.

Based on such findings and conclusions, I hereby ORDER that the report of the financial examination of Medical Liability Alliance as of December 31, 2020 be and is hereby ADOPTED as filed and for Medical Liability Alliance to take the following action or actions, which I consider necessary to cure any violation of law, regulation or prior order of the Director revealed by such report: (1) account for its financial condition and affairs in a manner consistent with the Director's findings and conclusions.

So ordered, signed and official seal affixed this 24 day of June, 2022.

Chlora Lindley-Myers, Director

Department of Commerce and Insurance



REPORT OF FINANCIAL EXAMINATION OF

MEDICAL LIABILITY ALLIANCE

AS OF DECEMBER 31, 2020

STATE OF MISSOURI
DEPARTMENT OF COMMERCE & INSURANCE

JEFFERSON CITY, MISSOURI

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Honorable Chlora Lindley-Myers, Director Missouri Department of Commerce and Insurance 301 West High Street, Room 530 Jefferson City, Missouri 65101

Director Lindley-Myers:

In accordance with your financial examination warrant, a full-scope financial examination has been made of the records, affairs, and financial condition of

Medical Liability Alliance (NAIC #10686)

hereinafter referred to as such, as MLA, or as the Company. Its administrative office is located at 4700 Country Club Drive, Jefferson City, MO 65109, telephone number 573-893-5300. The fieldwork for this examination began on December 9, 2021, and concluded on the above date.

SCOPE OF EXAMINATION

Period Covered

The Missouri Department of Commerce and Insurance (Department) has performed a single-state financial examination of Medical Liability Alliance. The last examination of the Company by the Department covered the period of January 1, 2012, through December 31, 2015. The current examination covers the period of January 1, 2016, through December 31, 2020, as well as a review of any material transactions and events occurring subsequent to the examination period through the date of this report.

Procedures

We conducted our examination in accordance with the National Association of Insurance Commissioners (NAIC) *Financial Condition Examiners Handbook* (*Handbook*), except where practices, procedures, and applicable regulations of the Department or statutes of the state of Missouri prevailed. The *Handbook* requires that we plan and perform the examination 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 the identification and evaluation of significant risks that could cause the Company's surplus to be materially misstated, both on a current and prospective basis.

This examination also included a review of significant estimates made by management and evaluation of 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.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. Those activities considered in the examination as key to MLA included Investments, Premiums and Underwriting, Reinsurance, and Reserving and Claims. The examination also included a review and evaluation of information technology general controls.

The examination was also conducted concurrently with the examination of the Company's Missouri-domiciled parent, the Missouri Hospital Plan (MHP).

This examination report includes significant findings of fact, as mentioned in Section 374.205 RSMo (Examination, director may conduct, when...) and general information about the Company 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 are separately communicated to other regulators and/or the Company.

SUMMARY OF SIGNIFICANT FINDINGS

There were no material adverse findings, significant non-compliance issues, or material changes to the financial statements noted during the examination.

COMPANY HISTORY

General

Missouri Liability Alliance was incorporated on February 2, 1996 and commenced business on September 13, 1996. The Company operates as a stock property and casualty insurer under the insurance laws of Chapter 379 RSMo (Insurance Other Than Life).

Mergers, Acquisitions, and Major Corporate Events

No mergers or acquisitions occurred during the examination period.

Dividends and Capital Contributions

The Company did not pay any stockholder dividends during the examination period. However, MLA paid the following policyholder dividends during the examination period:

Year	Amount
2016	\$ 1,166,448
2017	1,337,035
2018	1,454,529
2019	1,567,544
2020	1,055,251
Total	\$ 6,580,807

The Company did not receive any capital contributions during the period under examination.

Surplus Notes

There were no surplus notes issued or outstanding during the examination period.

MANAGEMENT AND CONTROL

Board of Directors

The management of the Company is vested in a Board of Directors that is appointed by the sole shareholder, MHP. The Company's Articles of Incorporation and Bylaws specify that the Board shall be comprised of a minimum of nine directors. The Bylaws allow for a maximum of four Directors serving that can be physicians insured by MLA.

The Board of Directors appointed and serving, as of December 31, 2020, was as follows:

Name and Address David Aplington Clayton, MO	Principal Occupation and Business Affiliation Senior Vice President, General Counsel, BJC Healthcare
Michael Castellano Chesterfield, MO	President and Chief Executive Officer, Esse Health
Randall Friesen, MD* St. Charles, MO	Boonslick Medical Group, Retired
Patrick Carron* Perryville, MO	Chief Executive Officer, Perry County Health System
Jon Doolittle Albany, MO	Chief Executive Officer, Northwest Medical Center
Diane Light, DO Jefferson City, MO	Surgeon, Capital Region Medical Center
JoAnne Mallonee* Town & Country, MO	Executive Vice President, Huntleigh-McGehee
Daniel Peters Olathe, KS	Senior Vice President, General Counsel, The University of Kansas Health System
Jeffrey Thomasson, MD St. Louis, MO	President, West County Radiological Group, Inc.
Karen Lynn Canter-Koester St. Louis, MO	Vice President, BJC Medical Group
Lewis Melahn Mexico, MO	Attorney at Law, Private Practice
Joseph Moody* Jefferson City, MO	President/CEO, Healthcare Services Group
Aaron Cooper Jefferson City, MO	Secretary/Treasurer, MHP and MLA

^{*}Effective December 31, 2021 Joseph Moody retired and was replaced by Dana Frese. Also, in June 2021, Christopher Ahrens, Chandra Prasad and Frederick Heese were added to the Board to fill the openings on the Board due to term limits.

<u>Senior Officers</u>
The officers elected and serving, as of December 31, 2020, were as follows:

Office Name Joseph Moody* President

Secretary and Treasurer Aaron Cooper

^{*}Effective December 31, 2021 Joseph Moody retired and was replaced by Dana Frese.

Principal Committees

The Bylaws require the Board of Directors to have an Executive Committee and a Nominating Committee. The Bylaws also allow for additional committees to be appointed by the Chairman of the Board as needed. A Finance Committee, Executive Committee, Nominating Committee, Claims & Risk Management Committee, and an Audit Committee were also operational during the examination period. As of December 31, 2020, the members of each committee were as follows:

Audit Committee

JoAnne Mallonee, Chairperson David Aplington Lewis Melahn Kirk Schmidt Joseph Moody*

Claims & Risk Management Committee

Todd Ahrens, Chairperson[^]
Joseph Moody*
Randall Friesen
Diane Light
Lewis Melahn
Daniel Peters
Jeffrey Thomasson
Arvids Peterson
Dana Frese

Finance Committee

Michael Castellano, Chairperson Karen Canter-Koester JoAnne Mallonee Joseph Moody*

Nominating Committee

Herb Kuhn, Chairperson Patrick Carron Jeffrey Thomasson Joseph Moody*

Executive Committee

Jeffrey Thomasson, Chairperson Patrick Carron Joseph Moody*

^MLA shares the Claims & Risk Management Committee with its parent, MHP. Mr. Ahrens is a Director for MHP and serves as the Chairperson for the Claims & Risk Management Committee.

Corporate Records

The Company's Articles of Incorporation and Bylaws were reviewed. There were no amendments or changes to the Articles of Incorporation or the Bylaws during the period under examination. The minutes of the Board of Directors' meetings, membership meetings, and committee meetings were reviewed for proper approval of corporate transactions.

Holding Company, Subsidiaries, and Affiliates

MLA is a member of an Insurance Holding Company System, as defined by Section 382.010 RSMo (Definitions). An Insurance Holding Company System Registration Statement was filed by each year of the examination period. The Company is 100% directly owned by Missouri Hospital Plan, a Missouri-domiciled medical malpractice insurer. MHP is a not-for-profit association whose membership consists of several not-for-profit and governmental hospitals. The Company is ultimately controlled by the member hospitals of MHP.

The operations of the Company's other affiliates are described as follows:

Healthcare Services Association (HSA) is a not-for-profit corporation formed in 1991 that

^{*}Effective December 31, 2021, Joseph Moody retired and was replaced by Dana Frese.

assists its members in offering high quality healthcare services and facilities by providing products, services, and insurance coverages to achieve that objective. The regular members of HSA are the owner hospitals of MHP. MHP is the only associate member.

Hospital Services Group, Inc. (HSG) is a Missouri for-profit corporation formed in 1986 that became a wholly-owned subsidiary of HSA. Its primary purpose is to provide management and operating services to insurance companies, including MHP and MLA.

Providers Insurance Consultants, Inc. (Pro-Con) is a Missouri for-profit corporation that provides hospitals and healthcare providers with medical professional liability, ancillary insurance brokerage, and risk management services. ProCon is the sole access point for MLA and also works with other commercial insurance carriers that specialize in tailoring policies for the healthcare field.

Organizational Chart

The following organizational chart depicts the applicable portion of the holding company group as of December 31, 2020:



Intercompany Transactions

The following agreements represent significant contracts executed with affiliated entities that were in effect as of December 31, 2020:

Lease Agreement: This agreement, effective January 1, 2020, is between the HSG and MLA. Per the agreement, HSG employees perform various services to conduct the business operations of MLA, which then reimburses HSG for the actual hours worked by each of HSG's employees.

Marketing and Sales Agreement: This agreement, effective January 1, 2010, is between the Pro-Con and MLA. Per the agreement, Pro-Con provides sales, marketing, customer relations, and general agency services for MLA's professional liability and general liability products.

TERRITORY AND PLAN OF OPERATION

Medical Liability Alliance is licensed as a property and casualty insurer by the Missouri Department of Commerce and Insurance under Chapter 379 RSMo (Insurance Other Than Life). MLA is licensed and writes business in Missouri, Illinois, and Kansas. The Company is also licensed to write business in Arkansas, but did not report any written premiums in Arkansas during the examination period. The percentages of 2020 direct written premiums in the states of operation was as follows: Missouri (88.05%), Illinois (9.07%), and Kansas (2.88%).

The major line of business for MLA is Medical Professional Liability (Malpractice) – Claims Made, which accounted for 90.0% of 2020 net written premiums. MLA is the leading writer of medical malpractice insurance for physicians and surgeons in Missouri with a 17.73% share of the market in 2020. Most policies provide coverage of \$1.0 million per claim and \$3.0 million aggregate per policy year, although policies with higher limits are considered.

MLA was originally established in 1996 to insure independent staff physicians affiliated with hospitals insured by the parent, MHP. MLA has since expanded the product offerings to include for-profit hospitals and physicians that are not affiliated with the hospitals insured by MHP. In 2012, the Company expanded into policies targeted for outpatient care facilities.

The only agency used to produce business for MLA is its affiliate, Pro-Con. A Marketing and Sales Agreement between MLA and Pro-Con is described in the Intercompany Transactions section of this report.

GROWTH OF COMPANY AND LOSS EXPERIENCE

The Company's net written premiums and capital and surplus increased steadily over the examination period. The table below summarizes the Company's premium writings and writing ratios for the period under examination:

(\$000s omitted)

Year	Net Premiums Written	Change in Net Premiums	(Capital and Surplus	Ratio of Net Premiums to Surplus
2016	\$ 10,905	5.04%	\$	54,898	19.86%
2017	11,282	3.46%		59,510	18.96%
2018	12,243	8.52%		60,615	20.20%
2019	12,992	6.12%		62,381	20.83%
2020	13,977	7.58%		66,104	21.14%

The table below summarizes the Company's incurred losses and loss ratios for the period under examination:

(\$000s omitted)

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Year	Net Premiums Earned	Net Losses and Loss Adjustment Expenses	Loss Ratio
2016	\$ 10,700	\$ 7,255	67.81%
2017	11,102	5,211	46.93%
2018	11,720	7,651	65.28%
2019	12,427	12,290	98.90%
2020	13,646	11,163	81.80%

REINSURANCE

General

The Company's premium activity on a direct written, assumed, and ceded basis for the period under examination is detailed below:

(\$000s omitted)

	2017	2018	2019	2020
\$ 12,163 \$	12,596 \$	13,718 \$	14,669 \$	15,847
-	-	-	-	-
-	-	-	-	-
1,258	1,314	1,475	1,677	1,870
-	-	-	-	-
\$ 10,905 \$	11,282 \$	12,243 \$	12,992 \$	13,977
\$ \$	- - 1,258 -		1,258 1,314 1,475 	1,258 1,314 1,475 1,677

Assumed Reinsurance

The Company does not assume any business.

Ceded Reinsurance

The Company's reinsurance coverage is through its parent, MHP, under a Casualty Excess of Loss Reinsurance Contract. Pursuant to this agreement, MHP assumes 100% of MLA's losses in excess of MLA's retention of \$500,000 per policy, per occurrence. MLA has a maximum aggregate retention of \$1.5 million per insured, per policy period. The ceded business is subject to retrocession by MHP through its reinsurance agreement with external reinsurers.

The Company is contingently liable for all reinsurance losses ceded to others. This contingent liability would become an actual liability in the event that an assuming reinsurer fails to perform its obligations under the reinsurance contract.

ACCOUNTS AND RECORDS

Independent Auditor

The certified public accounting (CPA) firm Armanino LLP (formerly known as Brown, Smith, Wallace, LLP), in St. Louis, Missouri, performed the statutory audit of the Company for the years under exam. Reliance was placed upon the CPA workpapers as deemed appropriate. Such reliance included, but was not limited to, CPA walkthroughs and substantive testwork for the following key activities: Investments, Premiums and Underwriting, Reinsurance, and Reserving and Claims.

Actuarial Opinion

In 2020, the Company's actuarial opinion regarding loss reserves, loss adjustment expense (LAE) reserves, and other actuarial items was issued by Keith W. Palmer, FCAS, MAAA. Mr. Palmer is employed by PricewaterhouseCoopers LLP (PwC) in Atlanta, Georgia. Patrick K. Devlin, FCAS, MAAA issued the actuarial opinion for years 2016 through 2019. Mr. Devlin retired from PwC and was replaced by Mr. Palmer.

Consulting Actuary

Pursuant to a contract with the Department, Bobby Jaegers of Taylor & Mulder, Inc., reviewed the underlying actuarial assumptions and methodologies used by MHP to determine the adequacy of loss reserves and LAE reserves. Mr. Jaegers determined that the Company made a reasonable

provision for the loss and LAE reserves that were reported in the statutory financial statements, as of December 31, 2020.

Information Systems

In conjunction with this examination, Kimberly Dobbs, CFE, AES, Information Systems Financial Examiner with the Department, conducted a review of the Company's information systems.

FINANCIAL STATEMENTS

The following financial statements are based on the statutory financial statements filed by the Company with the Department and present the financial condition of Medical Liability Alliance for the period ending December 31, 2020. The accompanying comments on financial statements reflect any examination adjustments to the amounts reported in the financial statements and should be considered an integral part of the financial statements. The failure of any column of numbers to add to its respective total is due to rounding or truncation.

There may have been additional differences found in the course of this examination, which are not shown in the "Comments on Financial Statement Items." These differences were determined to be immaterial concerning their effect on the financial statements, and therefore were only communicated to the Company and noted in the workpapers for each individual key activity.

ASSETS
As of December 31, 2020

	Assets	Nonadmitted Assets	N	et Admitted Assets
Bonds	\$ 69,647,367	\$ -		69,647,367
Common Stocks	19,704,695	-		19,704,695
Cash	3,990,088	-		3,990,088
Investment Income Due and Accrued	637,451	-		637,451
Uncollected Premiums and Agents'				
Balances	89,961	2,883		87,078
Deferred Premiums, Agents'				
Balances	3,947,218	-		3,947,218
Current Federal and Foreign Income				
Tax Recoverable and Interest				
Thereon	233,049	-		233,049
Aggregate Write-Ins	33,179	-		33,179
TOTAL ASSETS	\$ 98,283,008	\$ 2,883	\$	98,280,125

LIABILITIES, SURPLUS AND OTHER FUNDS

As of December 31, 2020

Losses	\$ 19,052,500
Loss Adjustment Expenses	5,157,904
Commissions Payable	52,471
Other Expenses	126,999
Taxes, Licenses and Fees	77,886
Net Deferred Tax Liability	1,203,092
Unearned Premiums	6,213,197
Advance Premium	38,226
Dividends Declared and Unpaid:	
Policyholders	31,083
Ceded Reinsurance Premiums Payable	145,226
Remittances and items Not Allocated	77,148
TOTAL LIABILITIES	\$ 32,175,733
Common Capital Stock	4,200,000
Preferred Capital Stock	2,000,000
Gross Paid In and Contributed Surplus	8,400,000
Unassigned Funds (Surplus)	51,504,392
SURPLUS AS REGARDS POLICYHOLDERS	\$ 66,104,392
TOTAL LIABILITIES AND SURPLUS	\$ 98,280,125

SUMMARY OF OPERATIONS

For the Year Ended December 31, 2020

Premiums Earned DEDUCTIONS:	\$ 13,645,777
Losses Incurred	7,275,999
Loss Adjustment Expenses Incurred	3,886,826
Other Underwriting Expenses Incurred	2,452,480
Total Underwriting Deductions	\$ 13,615,305
Net Underwriting Gain (Loss)	\$ 30,472
Net Investment Income Earned	2,018,565
Net Realized Capital Gains	 60,811
Net Investment Gain (Loss)	\$ 2,079,376
Dividends to Policyholders	1,055,251
Federal Taxes Incurred	 50,770
NET INCOME (LOSS)	\$ 1,003,828

RECONCILIATION OF CAPITAL AND SURPLUS

Changes from January 1, 2016 to December 31, 2020

(\$000's	omitted)
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(4000000)	2016	2017	2018	2019	2020
Capital and Surplus,					
Beginning of Year	\$ 52,678 \$	54,898 \$	59,510 \$	60,615 \$	62,381
Net Income (Loss)	1,761	3,232	2,237	(906)	1,004
Change in Net Unrealized					
Capital Gains (Losses)	755	1,730	(1,642)	3,377	3,347
Change in Net Deferred					
Income Tax	(331)	(350)	537	(733)	(625)
Change in Non-Admitted					
Assets	34	-	(27)	27	(3)
Net Change in Capital and					
Surplus	2,220	4,613	1,105	1,766	3,723
Capital and Surplus, End					_
of Year	\$ 54,898 \$	59,510 \$	60,615 \$	62,381 \$	66,104

COMMENTS ON FINANCIAL STATEMENT ITEMS

FINANCIAL STATEMENT CHANGES RESULTING FROM EXAMINATION

None.

None.

SUMMARY OF RECOMMENDATIONS

None.

SUBSEQUENT EVENTS

The COVID-19 pandemic has continued to develop, with significant uncertainty remaining regarding the full effect of COVID-19 on the U.S. and global insurance and reinsurance industry. The Department has been in communication with the Company regarding the impact of COVID-19 on its business operations and financial position. The Department continues to closely monitor the impact of the pandemic on the Company and will take necessary action if a solvency concern arises.

ACKNOWLEDGMENT

The assistance and cooperation extended by the officers and the employees of Medical Liability Alliance during the course of this examination is hereby acknowledged and appreciated. In addition to the undersigned, Kimberly Dobbs, CFE, AES, Kim Waller, AFE, and Becky Bachmann, examiners for the Missouri Department of Commerce and Insurance, also participated in this examination.

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State of Missouri)	
)	SS
County of Cole)	

I, Marc Peterson, CFE, on my oath swear that to the best of my knowledge and belief the above examination report is true and accurate and is comprised of only facts appearing upon the books. records, or other documents of Medical Liability Alliance, its agents or other persons examined, or as ascertained from the testimony of its officers or agents or other persons examined concerning its affairs, and such conclusions and recommendations as the examiners find reasonably warranted from the facts.

> Marc Peterson, CFE Examiner-In-Charge

Missouri Department of Commerce and

Sworn to and subscribed before me this _______ day of ___

2022.

My commission expires: March 30,202=

SUPERVISION

The examination process has been monitored and supervised by the undersigned. The examination report and supporting workpapers have been reviewed and approved. Compliance with NAIC procedures and guidelines as contained in the *Financial Condition Examiners Handbook* has been confirmed, except where practices, procedures, and applicable regulations of the Missouri Department of Commerce and Insurance and statutes of the state of Missouri prevailed.

Sara McNeely, CFE

Assistant Chief Financial Examiner
Missouri Department of Commerce and
Insurance