

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

January 21, 2021

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Thursday January 21, 2021 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Mr. Kristinn Olafsson, President and Chair of CIPA, called the meeting to order at 10:10 a.m. (PST). Ms. Fay Okamoto acted as Recording Secretary of the meeting.

2. Declaration of Quorum. Mr. Olafsson announced the presence of the following Directors, all by telephone:

Kristinn Olafsson, President & Chair
Angela Jones, Vice President
Michael Johnston, Treasurer
Teresa Dreyfuss
Peter Hardash
Susan Hume
John Vinke
Fred Williams

With all of CIPA's eight (8) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

John Didion, CIPA Managing Director
Michael P. Bishop, Sr., Director of OCIP Program Development
Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO and CFO
Nancy Anderson, ASCIP Senior Director of Member Services
Stephan Birgel, ASCIP Chief Claims Officer, Property & Liability Program
Reshan Cooray, ASCIP Senior Director of Property and Casualty Programs
Marco Guardi, ASCIP Managing Director of Risk Services
Jackee Munoz-Goode, ASCIP Insurance Operations Manager
Dan Sanger, ASCIP Executive Director of Health Benefits
Felicia Williams, ASCIP Executive Office Administrator
John Chino, Arthur J. Gallagher Risk Management Services

Chad Kaiser, Arthur J. Gallagher Risk Management Services
Loann Le, Arthur J. Gallagher Risk Management Services
Fay Okamoto, Artex Captive Management
Alton Cogert, Strategic Asset Alliance (for investment portion)
Nathan Simon, Strategic Asset Alliance (for investment portion)

3. Approval of the Minutes of the Meeting of the Board of Directors held on October 20, 2020. The minutes of the Board of Directors Meeting dated October 20, 2020, previously circulated, were discussed. After motion duly made and seconded, the minutes were approved.

4. ASCIP Operational Report. Mr. Fritz J. Heirich provided an update on ASCIP operations, including financial results being the best in ASCIP's history, the challenging liability reinsurance market, configuring ASCIP's workplace for contagious infection protection, and key staff changes including Nancy Anderson's retirement. Discussion ensued regarding the prospective and retrospective impact on members due to changes in California's statute of limitations for child victims of sexual misconduct, and the assessments currently being collected by SELF.

5. Review Marketing Activities. Mr. John Didion provided an update of OCIP project activity, commenting that the known activity would likely be sufficient to satisfy the minimum requirements for the next OCIP phase.

6. OCIP Renewal Update. Mr. John Chino reported on quotes received for the next phase of the OCIP. Liability rates for all carriers have increased. Mr. Chino and Mr. Heirich discussed strategies to procure separate liability limits for each project. Discussion also ensued on providing sufficient education regarding the rate increase to districts that have already budgeted a certain OCIP rate for projects in the pipeline.

7. Review Student Accident Claims. Mr. Stephan Birgel reviewed the student accident claims report, as previously circulated, noting one new large claim since the last report, and reported that the lawsuit tendered under the ASCIP liability program related to one of the large claims has been settled.

8. Review Whittier Pupil Transit Claims. Mr. Birgel reported all pupil transit claims reported were for property damage, and are within the insured's deductible.

9. Update on OCIP Liability Claim. Mr. Birgel provided an update on the liability personal injury claim, indicating that a new trial date of May or June is likely. Furthermore, upon consideration of a potential shared liability between the OCIP and the school district, ASCIP intends to notify Liberty Mutual of its expectation for the claim to be borne 100% by the OCIP program.

10. Investment Update. Mr. Jeff Grubbs introduced Mr. Alton Cogert and Mr. Nathan Simon of Strategic Asset Alliance ("SAA"), who are conducting a review of the Company's investment policy. Upon soliciting feedback from the Board, SAA will implement portfolio

changes within the current policy over the next three months, and provide recommendations of investment policy changes at a future Board meeting.

11. Review Strategic Initiatives. Mr. Grubbs provided an update on pending loss portfolio transfers, expecting final pricing on the next LPT transaction is imminent. Mr. Heirich reported on exploring CIPA's participation in ASCIP's property program, and how CIPA may be positioned to support pool administration services to smaller pools. Ms. Jackee Munoz provided an update on electronic device insurance, where interested members identified the key driver is not the financial cost or potential financial gains, but a program's ability to deliver quick service.

12. Board Composition Discussion. Mr. Didion led a discussion on inviting a new director to the CIPA Board, which the Board supported.

13. Approve OCIP Phase 8 Reinsurance Items. Ms. Fay Okamoto reviewed CIPA's reinsurance of Liberty Mutual for OCIP Phase 8, as circulated in the Board materials. Ms. Okamoto also noted the increase in the letter of credit that serves as collateral to Liberty Mutual for CIPA's reinsurance obligations. Upon motion duly made and seconded, the Board of Directors authorized the officers to execute reinsurance documents, subject to the updated Phase 8 financial terms and no other material deviations from the expiring Phase 7 reinsurance documents, and to ratify the amended letter of credit and associated step-up schedule as denoted below:

Effective 12/31/20	\$8,800,000
Effective 06/01/21	\$9,100,000
Effective 10/01/21	\$9,400,000

14. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 12:57 p.m. (PST).

DATED: Honolulu, Hawaii, January 21, 2021.

FAY S. OKAMOTO
Acting Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____ California, _____, 2021.

Kristinn Olafsson, President

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

April 21, 2021

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Wednesday April 21, 2021 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Mr. Kristinn Olafsson, President and Chair of CIPA, called the meeting to order at 1:05 p.m. (PST). Ms. Fay Okamoto acted as Recording Secretary of the meeting.

2. Declaration of Quorum. Mr. Olafsson announced the presence of the following Directors, all by telephone:

Kristinn Olafsson, President & Chair
Angela Jones, Vice President
Michael Johnston, Treasurer
Teresa Dreyfuss
Peter Hardash
Susan Hume
John Vinke
Fred Williams

With eight of CIPA's eight (8) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

John Didion, CIPA Managing Director
Michael P. Bishop, Sr., Director of OCIP Program Development
Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO and CFO
Stephan Birgel, ASCIP Chief Claims Officer
Dan Sanger, ASCIP Executive Director of Health Benefits
Marco Guardi, ASCIP Managing Director of Risk Services
Reshan Cooray, ASCIP Senior Director of Property and Casualty Programs
Jackee Munoz-Goode, Insurance Operations Manager
Felicia Williams, ASCIP Executive Office Administrator
John Chino, Arthur J. Gallagher Risk Management Services
Loann Le, Arthur J. Gallagher Risk Management Services

Chad Kaiser, Arthur J. Gallagher Risk Management Services
Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on January 21, 2021. The minutes of the Board of Directors Meeting dated January 21, 2021, previously circulated, were discussed. After motion duly made and seconded, the minutes were approved.

4. ASCIP Operational Report. Mr. Fritz J. Heirich provided an update on ASCIP operations, including a discussion of members lost and gained. Discussion ensued regarding younger CBOs view of JPAs as a vendor rather than a strategic partner. Mr. John Chino provided an update on ASCIP's reinsurance renewals for property, liability, workers' compensation, and cyber liability programs. Mr. Jeff Grubbs reported on exploring options for ASCIP's current office location and reported on ASCIP's continued good claims performance.

At approximately 1:30 p.m. PST, Ms. Cheryl Sullivan, an incoming director, joined the meeting.

5. Consents Approved. The Board, having thoroughly reviewed the matters and documents set forth in Items 7 and 8 in the Board materials, considered comments or questions on these items. Upon motion duly made and seconded, the Board approved Milliman and Mr. Aaron Koch as CIPA's opining actuary, subject to approval by the Hawaii Insurance Division, approved fixing the number of directors to be nine (9), and approved Ms. Cheryl Sullivan as a director to take effect upon approval by the State of Hawaii Insurance Division, subject to reaffirmation of the Board appointment by ASCIP's Executive Committee.

6. Review Marketing Activities. Mr. John Didion provided an update of OCIP project activity, observing that activity continues from the program's frequent users. Certain districts had some reaction to the program rate increase.

7. OCIP Renewal Update. Mr. Chino reviewed the bound OCIP Phase 8 renewal and the proposed project rates which are based upon what level of liability limits are purchased by the project. Limits in excess of \$7 million would need to be re-quoted when needed, and pollution coverage will be quoted and bound on a project-by-project basis upon request.

8. Review Strategic Initiatives. Mr. Didion provided an update on certain strategic initiatives. Mr. Heirich observed that new programs or significant program growth should be undertaken in light of the current surplus of the captive, recognizing that expansion in one area may inhibit the captive's ability to undertake other programs. Mr. Peter Hardash inquired as to the status of the dental / vision program, where Mr. Heirich commented the program structure at the ASCIP level needed to be addressed before consideration is given to captive participation. Mr. Olafsson, reporting on pool management services, indicated that providing such services are labor intensive and require specialized skill sets. Discussion ensued on student accident coverage at the community college level and that changes in that market may warrant exploration.

9. Review Unaudited Financial Statements as of December 31, 2020. Mr. Grubbs reviewed the unaudited financial statements provided in the Board materials.

10. Approve Workers' Compensation ("WC") Loss Portfolio Transfer ("LPT") for Valley Insurance Programs Joint Powers Authority ("VIP"). Mr. Grubbs reviewed the proposed LPT, where ASCIP will assume remaining liabilities for WC loss incidents occurring prior to June 30, 2010 that are within VIP members' self-insured retentions (varies from \$150,000 to \$1,000,000). Upon execution of the LPT, ASCIP will immediately reinsure this LPT on a 50/50% basis with CIPA and a third-party reinsurer. The proposed closing date is June 30, 2021, with transaction pricing set at approximately the 90% confidence level for unpaid loss reserves plus costs related to broker assistance, claims handling fees, premium taxes, and administration.

Upon motion duly made and seconded, with Ms. Cheryl Sullivan abstaining from the vote, the Board approved CIPA's 50% reinsurance of the LPT, subject to approval of the LPT by ASCIP's Executive Committee and acceptance of the LPT by VIP.

11. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 3:25 p.m. (PST).

DATED: Honolulu, Hawaii, April 21, 2021.

FAY S. OKAMOTO
Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____ Arizona, _____, 2021.

Kristinn Olafsson, President

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

August 19, 2021

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Thursday August 19, 2021 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Mr. Kristinn Olafsson, President and Chair of CIPA, called the meeting to order at 1:04 p.m. (PST). Ms. Fay Okamoto acted as Recording Secretary of the meeting.

2. Declaration of Quorum. Mr. Olafsson announced the presence of the following Directors, all by telephone:

- Kristinn Olafsson, President & Chair
- Angela Jones, Vice President
- Michael Johnston, Treasurer
- Teresa Dreyfuss
- Peter Hardash
- Cheryl Sullivan
- Fred Williams

With seven of CIPA's nine (9) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

- John Didion, CIPA Managing Director
- Michael P. Bishop, Sr., Director of OCIP Program Development
- Fritz J. Heirich, ASCIP CEO
- Jeffrey Grubbs, ASCIP COO and CFO
- Stephan Birgel, ASCIP Chief Claims Officer
- Dan Sanger, ASCIP Executive Director of Health Benefits
- Reshan Cooray, ASCIP Senior Director of Property and Casualty Programs
- Jackee Munoz-Goode, Insurance Operations Manager
- Felicia Williams, ASCIP Executive Office Administrator
- John Chino, Arthur J. Gallagher Risk Management Services
- Chad Kaiser, Arthur J. Gallagher Risk Management Services
- Alton Cogert, Strategic Asset Alliance
- Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on April 21, 2021. The minutes of the Board of Directors Meeting dated April 21, 2021, previously circulated, were discussed. After motion duly made and seconded, the minutes were approved.

4. ASCIP Operational Report. Mr. Fritz J. Heirich provided an update on ASCIP operations, including a discussion of preliminary financials, coverage areas of particular concern for the pool such as cyber liability and sexual misconduct, and the roll-out of a new learning management system for members.

5. Review Strategic Initiatives. Mr. John Didion and Mr. Heirich provided an update on certain strategic initiatives. Mr. Heirich suggested exploring a reinsurance program for affiliated booster clubs, subject to evaluating if sufficient volume is present. Regarding pool management services which is a service offering of key competitors, an unbundled approach for these services may warrant exploration.

6. Investment Update. Mr. Jeffrey Grubbs and Mr. Alton Cogert reviewed the investment report, as previously circulated, with emphasis on reviewing allowable investments for Hawaii captives. Discussion ensued regarding investment portfolio options such as bond funds rather than individual fixed income securities, and diversifying the portfolio to generate investment income lift. The Board requested that Mr. Cogert and Mr. Grubbs prepare a sample asset allocation, including discussion of downside considerations, for review at a future meeting. Mr. Cogert then exited the meeting.

7. Review OCIP Marketing Activities. Mr. Didion and Mr. Michael Bishop provided an update of OCIP project activity, reporting enrollment of more than \$40 million of Phase 8 projects. Mr. Fred Williams reported that construction bids are coming in significantly higher than initially estimated, impacting the likelihood of his district's projects to move forward.

8. Review Student Accident and Whitter Pupil Transit Claims. Mr. Stephan Birgel reviewed the respective claims reports, as previously circulated.

9. Ratify Valley Insurance Program Joint Powers Agency Loss Portfolio Assumption. Upon motion duly made, seconded, and carried, with Ms. Cheryl Sullivan abstaining from the vote, the Board ratified the final loss portfolio assumption agreement between the Company and ASCIP, as presented.

10. Consents Approved. The Board, having thoroughly reviewed the matters and documents set forth in Items 9 through 12 in the Board materials, considered comments or questions on these items. Upon motion duly made, seconded, and carried, the Board approved the following as presented:

- Student accident reinsurance agreement for the period July 1, 2021 to July 1, 2022.
- Pupil Transit self-funded retention reimbursement policy and premium for the period July 1, 2021 to July 1, 2022.

- Phase 8 OCIP owner’s protective professional indemnity liability self-insured retention reimbursement policy and premium for projects enrolling April 5, 2021 to April 5, 2022.
- Phase 8 OCIP Liberty Mutual reinsurance certification for projects enrolling April 5, 2021 to April 5, 2022.

11. Annual Meeting Attendance. Mr. Heirich and Ms. Felicia Williams reported on the anticipated in-person attendance for the upcoming October Board meeting. Upon motion duly made, seconded, and carried, the Board authorized in-person travel and attendance for Board members, the managing director, the director of OCIP program development and member services, and two representatives from ASCIP.

12. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 3:01 p.m. (PST).

DATED: Honolulu, Hawaii, August 19, 2021.

 FAY S. OKAMOTO
 Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, California, _____, 2021.

 Kristinn Olafsson, President

MINUTES OF THE
SEVENTEENTH ANNUAL MEETING OF THE BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

October 26, 2021

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED, a corporation duly organized and existing under the laws of the State of Hawaii ("Corporation"), held its annual meeting of the Board of Directors of the Corporation on Tuesday, October 26, 2021 at:

The Offices of Goodsill Anderson Quinn & Stifel LLP
999 Bishop Street, Suite 1600
Honolulu, Hawaii 96813

1. Call to Order. Mr. Kris Olafsson, President of the Corporation, called the meeting to order at 10:02 a.m. Mr. Alan Fujimoto acted as Secretary of the meeting.
2. Declaration of Quorum. Ms. Felicia Williams took a roll of the directors present, and Mr. Olafsson announced the presence of the following Directors, all making appearances by way of Zoom teleconference:

Kristinn Gudni Olafsson
Angela Martin Jones
Michael Johnston
Teresa Dreyfuss
Peter Hardash
Cheryl Sullivan
John D. Vinke
Fred Williams, Jr.

With eight (8) of the nine (9) current directors of the Corporation present, a quorum was declared.

The following individuals attended the meeting as non-voting observers at the invitation of the President, all making appearances by way of Zoom teleconference:

Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO & CFO

Dan Sanger, ASCIP Executive Director of Health Benefits
Stephan Birgel, ASCIP Chief Claims Officer, Property & Liability Program
Reshan Cooray, ASCIP Senior Director of Property and Casualty Claims
Felicia Williams, ASCIP Executive Office Administrator

John Didion, CIPA Managing Director
 Michael P. Bishop, Sr., CIPA Director of OCIP Program Development & Member Services
 John Chino, Arthur J. Gallagher Risk Management Services
 Loann Le, Arthur J. Gallagher Risk Management Services
 Karen Durley, Arthur J. Gallagher Risk Management Services
 Chad Kaiser, Arthur J. Gallagher Risk Management Services
 Alan S. Fujimoto, Goodwill Anderson Quinn & Stifel
 Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on August 19, 2021. The minutes of the Board of Directors Meeting, dated August 19, 2021, previously circulated, were discussed. After motion duly made and seconded, the minutes were approved.

4. ASCIP Operational Report. Mr. Fritz Heirich gave an update on ASCIP operations for the benefit of the Board. No Board action was required at this time.

5. Review Strategic Initiatives. Strategic initiatives and opportunities have been reviewed and discussed at each Board meeting, and Mr. John Didion and Mr. Fritz Heirich updated the Board on these initiatives, noting that most initiatives require further exploration at the ASCIP level to identify where the captive may be beneficial. No Board action was required at this time.

6. OCIP Marketing Report. Mr. John Didion gave a report on the marketing contacts the OCIP marketing team has initiated and continued with a focus on service to districts with existing projects. The OCIP team met with the ASCIP staff and the AJ Gallagher team in September to review strategies for future OCIP offerings. Mr. Didion identified possible future strategies. No Board action was required at this time.

7. OCIP Operational Report. Ms. Fay Okamoto gave a report on OCIP program project enrollments to date, and profit and loss performances through June 30, 2021 as summarized in exhibits circulated to the Board members. One correction to the report was identified and upon motion duly made and seconded, the Board voted to accept the correction noted. No other Board action was required at this time.

CONSENT REQUESTED

Mr. Kris Olafsson noted that Items 8 to 12 below were set forth in the Board materials and asked for comments or questions. Hearing none, upon motion duly made and seconded, the Board voted to approve Items 8 to 12 as set forth in the Board materials circulated to the Board members and as noted below.

8. Approval of Business Plan Amendments. Ms. Fay Okamoto reported that as a captive insurance company, any changes to the Corporation's business plan, including but not limited to, changes in coverages, limits, and program structure, are submitted to the Hawaii captive

regulators for review and approval. The Corporation notified the Hawaii Insurance Division of three changes over the course of the year, all of which had been approved by the Board. The Board voted to ratify the business plan amendments identified in the board book.

9. Investment Portfolio Update. Mr. Jeffrey Grubbs provided recommendations from the investment advisory consultant, Strategic Asset Alliance (“SAA”) on the performance of PFM Asset Management (“PFM”). Mr. Grubbs provided the Investment Performance Report for the quarter ended September 30, 2021, prepared by SAA. The Board accepted the performance report as presented.

10. Ratification of Investment Activity for the Period Beginning October 1, 2020 ending September 30, 2021. Ms. Fay Okamoto provided a brief summary of the Corporation’s investment transactions during the period beginning October 1, 2020, and ending September 30, 2021, consisting of funds held in an investment custodial account invested in various fixed income instruments, primarily U.S. Treasury notes, U.S. government agency notes, corporate bonds, and commercial paper. The Board voted to ratify the investment transactions from October 1, 2020 through September 30, 2021, as previously circulated, and authorized any officer of the Corporation to sign the investment activity report for inclusion in the Board meeting minutes.

11. Approval of and the Retention of Service Providers and Approval of Their Agreements. Mr. Jeffrey Grubbs explained that each year the Corporation’s Board reviews and approves the retention of its professional service providers. The Board of Directors voted to authorize, ratify and approve (1) the following service providers and the retainer or engagement agreements with such service providers, and to authorize ASCIP’s CEO, COO, or CFO to negotiate remuneration of said service providers on behalf of the Corporation except as denoted below, (2) the extension of the Director of OCIP Program Development’s agreement for an additional one year period July 1, 2021 to June 30, 2022, and authorize CIPA’s Managing Director to negotiate remuneration of said service provider on behalf of CIPA, (3) the increase in the Bank of Hawaii letter of credit to Liberty Mutual, and (4) the authorized signatories to the bank accounts as presented.

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| a. | Captive Manager/
and Designated
Representative: | Artex Risk Solutions, Inc. |
| b. | Actuary: | Milliman Aaron Koch |
| c. | Legal Advisor: | Goodsill Anderson Quinn & Stifel LLP |
| d. | Auditor | KMH LLP |
| f. | Banker: | Bank of Hawaii |
| g. | Letter of Credit: | Bank of Hawaii |

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|----|-------------------------------------|-----------------------------------|
| h. | Investment Custodial Services: | Bank of Hawaii, Trust Division |
| i. | Investment Advisory Services: | PFM Asset Management LLC |
| j. | Investment Consultant | Strategic Asset Alliance |
| k. | Income Tax Return Preparation: | Eide Bailly CPAs |
| j. | Director, OCIP Program Development: | Michael Bishop & Associates, Inc. |
| k. | Managing Director | John Didion |

12. Approval of Actuarial Opinion for Period Ended June 30, 2021. Ms. Fay Okamoto reported on the actuarial opinion for the period ended June 30, 2021, which were previously circulated to the Board of Directors. Upon motion duly made and seconded, the Board voted to accept the Actuarial Opinion for the Corporation, as previously circulated.

13. Election of Directors and Officers. The proposed slate of officers and directors of the Corporation for 2021-2022 was previously circulated to the Board of Directors. Upon motion duly made and seconded, the Board of Directors voted in favor of fixing the number of directors at nine (9), and electing each of the following persons to serve as a director of the Corporation until his or her successor has been duly elected and qualified, or until his or her earlier resignation, removal or death.

Teresa Dreyfuss
Peter Hardash
Susan Hume
Michael Johnston
Angela Martin Jones
Kristinn Gudni Olafsson
Cheryl Sullivan
John D. Vinke
Fred Williams, Jr.

Upon motion duly made and seconded, the Board of Directors voted in favor of designating the Chair, President, Vice President and Treasurer as the officers of the Corporation and elected the following individuals to serve in the following capacities until his or her successor has been duly elected and qualified, or until his or her earlier resignation, removal or death:

Kristinn Gudni Olafsson—Chair and President

Angela Martin Jones—Vice President
Michael Johnston—Treasurer

14. Approval of Draft Audited Financial Statements for Period Ended June 30, 2021. Mr. Jeffrey Grubbs reported on the draft audited financial statements for the period ended June 30, 2021, which were previously circulated to the Board of Directors. Upon motion duly made and seconded, the Board voted to accept the Draft Audited Financial Statements for the Corporation, as previously circulated.

15. Approval of 2021-2022 Budget. Mr. Jeffrey Grubbs provided a background and analysis on the proposed budget for 2021-2022. Upon motion duly made and seconded, the Board voted to approve the 2021-2022 Budget for the Corporation, as circulated.

16. Approval of Board Meeting Schedule. Upon motion duly made and seconded, the Board voted to approve the following meeting schedule for 2022, subject to any revisions to be discussed and agreed:

February 3, 2022

April 22, 2022

August 18, 2022

October 17-20, 2022 (TBD based on HCIC schedule)

17. Regulatory Report/State of Hawaii Examination Update. Ms. Fay Okamoto gave a report on the compliance of CIPA with regulatory requirements in the past year together with an update on changes in laws and regulations affecting captive insurance companies. CIPA's next examination by the Insurance Division is expected to be for the period from July 1, 2018 to June 30, 2023. No Board action was needed at this time.

18. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 11:37 a.m.

DATED: Honolulu, Hawaii, October 26, 2021.

ALAN S. FUJIMOTO
Acting Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, Arizona, _____, 2022.

Kristinn Gudni Olafsson, President

DRAFT

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

February 3, 2022

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Thursday February 3, 2022 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Ms. Angela Jones, Vice President of CIPA and acting Chair for the meeting, called the meeting to order at 10:05 a.m. (PST). Ms. Fay Okamoto acted as Recording Secretary of the meeting.

2. Declaration of Quorum. Ms. Jones announced the presence of the following Directors, all by telephone:

Angela Jones, Vice President
Michael Johnston, Treasurer (departed the meeting at 11:30 a.m.)
Peter Hardash
Susan Hume
Cheryl Sullivan
John Vinke

With six (6) of CIPA's nine (9) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

John Didion, CIPA Managing Director
Michael P. Bishop, Sr., Director of OCIP Program Development
Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO and CFO
Stephan Birgel, ASCIP Chief Claims Officer
Dan Sanger, ASCIP Executive Director of Health Benefits
Reshan Cooray, ASCIP Senior Director of Property and Casualty Programs
Felicia Williams, ASCIP Executive Office Administrator
John Chino, Arthur J. Gallagher Risk Management Services
Karen Durley, Arthur J. Gallagher Risk Management Services
Loann Le, Arthur J. Gallagher Risk Management Services
Alton Cogert, Strategic Asset Alliance
Nathan Simon, Strategic Asset Alliance
Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on October 26, 2021. The minutes of the Board of Directors Meeting dated October 26, 2021, previously circulated, were discussed. After motion duly made and seconded, the minutes were approved.

4. ASCIP Operational Report. Mr. Fritz J. Heirich provided an update on ASCIP operations, including a discussion of increased frequency and cost of cyber liability incidents (particularly for ransom claims), challenges of coverage for unoccupied property, increasing property TIVs and its effect on the cost for coverage, and progress on ASCIP's new office building. Financially, ASCIP will provide pool dividends to members of the workers' compensation and health benefits pools.

5. Review Strategic Initiatives. Mr. John Didion and Mr. Heirich reviewed certain strategic initiatives which were discussed at a December 2021 meeting with ASCIP, Gallagher, and Artex to diversify captive involvement. The possibility of CIPA providing a combined property and liability buffer layer to ASCIP is being considered. Restructure of the OCIP program is in-progress, and ASCIP continues to evaluate possible workers' compensation loss portfolio assumptions.

6. Review OCIP Program. Mr. Didion reported that a single-project OCIP proposal for general liability, contractors' pollution liability, and OPPI coverage was provided to Sierra College District, which the district declined. Mr. Michael Bishop provided feedback of factors contributing to the declination. Individual per-project OCIP opportunities will continue to be pursued, with the quotes received for Sierra College providing guidance on rates for stand-alone liability-only OCIP.

7. Review Student Accident Claims. Mr. Stephan Birgel reviewed the claims report, as previously circulated, observing there has been no change in large claim activity since the last report to the Board.

8. Investment Update. Mr. Jeffrey Grubbs reviewed the investment reports, noting renewal of the \$9.4 million certificate of deposit which serves as collateral for a letter of credit provided to the OCIP fronting carrier. Mr. Grubbs also reviewed the fixed income portfolio performance report, as previously circulated.

9. Approve Updated Investment Policy. Mr. Alton Cogert reviewed proposed changes to CIPA's investment policy, as previously circulated, which are modeled after ASCIP's investment policy and California government code. Discussion ensued regarding additional investment flexibility offered under Hawaii investment code. The suggested approach is to exhaust other areas of investment opportunities (such a longer durations) first before diversifying beyond the current limits under the California government code. Mr. Cogert reported the suggested 2-year portfolio duration target will be effected as current investments mature.

Item VIII. G. of the proposed investment policy was corrected to omit the language “provided the agency has one hundred million dollars or more of investment assets under management” as it contradicts existing language in item VIII. G. (1).

Upon motion duly made, seconded, and carried, the Board approved the proposed changes to the investment policy presented, corrected as cited above, and authorized CIPA’s captive manager to submit the amended investment policy to the Hawaii Insurance Commissioner for approval.

10. Authorize Participation in ASCIP Property Reinsurance Program. Mr. Heirich reported that ASCIP, in concert with Gallagher and Artex, is exploring an option to access reinsurance capacity for the \$250M XS \$250M layer of ASCIP’s property program using CIPA as a pass-through mechanism. The Board suggested that CIPA consider charging an administrative fee to facilitate the program. If implemented, this matter will be brought to ASCIP’s Executive Committee and CIPA’s Board for final approval.

Assuming reinsurance quotes are within a reasonable range around the current cost and do not significantly alter program coverage terms, upon motion duly made, seconded, and carried, the Board authorized CIPA’s Managing Director to take actions necessary for CIPA to participate in this manner, and authorized CIPA’s captive manager to seek approval from the Hawaii Insurance Division for the proposed plan.

11. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 11:40 a.m. (PST).

DATED: Honolulu, Hawaii, February 3, 2022.

FAY S. OKAMOTO
Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, Arizona, _____, 2022.

Kristinn Olafsson, President

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

April 22, 2022

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Friday April 22, 2022 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Mr. Kristinn Olafsson, President of CIPA and Chair, called the meeting to order at 11:05 a.m. (PDT). Ms. Fay Okamoto acted as Recording Secretary of the meeting.

2. Declaration of Quorum. Mr. Olafsson announced the presence of the following Directors, all by telephone:

Kristinn Olafsson, President
Angela Jones, Vice President
Michael Johnston, Treasurer
Teresa Dreyfuss
Peter Hardash
Susan Hume
Cheryl Sullivan
John Vinke
Fred Williams

With all of CIPA's nine (9) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

John Didion, CIPA Managing Director
Michael P. Bishop, Sr., Director of OCIP Program Development
Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO and CFO
Stephan Birgel, ASCIP Chief Claims Officer
Dan Sanger, ASCIP Executive Director of Health Benefits
Reshan Cooray, ASCIP Senior Director of Property and Casualty Programs
Felicia Williams, ASCIP Executive Office Administrator
John Chino, Arthur J. Gallagher Risk Management Services
Anthony Carlton, Arthur J. Gallagher Risk Management Services
Karen Durley, Arthur J. Gallagher Risk Management Services

Loann Le, Arthur J. Gallagher Risk Management Services
Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on February 3, 2022. The minutes of the Board of Directors Meeting dated February 3, 2022, previously circulated, were discussed and a correction to Item 10 in the minutes was noted. After motion duly made and seconded, the minutes were approved as revised.

4. ASCIP Operational Report. Mr. Fritz J. Heirich provided an update on ASCIP operations, including a discussion of increased focus on cyber security of member insureds, the expected lack of cyber reinsurance for the next renewal, challenges of coverage for unoccupied property, and the movement of ASCIP's property program renewal to April 1 resulting in more than 30 different reinsurers replacing one full coverage reinsurer and a lower average rate increase than in prior years. Mr. Heirich also reported on ASCIP membership changes including new members, departing members, and former members slated to re-join ASCIP.

5. Review Strategic Initiatives. Mr. John Didion reviewed the updated strategic initiatives chart, noting the addition of participating in buffer layers for ASCIP's retained limits on its core programs.

6. Review OCIP Program. Mr. John Chino and Mr. Anthony Carlton reported on various projects where single-project OCIP proposals for general liability, contractors' pollution liability, and OPPI coverage were being considered. To date, the projects have been too small, but there are upcoming projects where the team anticipates stand-alone OCIP programs can be viable. CIPA participation in stand-alone OCIPs remains to be determined.

Mr. Peter Hardash inquired what other revenue opportunities are contemplated now that OCIP enrollment is not active. Mr. Heirich indicated other workers' compensation loss portfolio transfers are being explored, and participating in the ASCIP corridor buffer layers will be an annual stabilizer to CIPA's revenue stream.

7. Unaudited Financial Statements as of December 31, 2021. Mr. Jeffrey Grubbs reported on the unaudited financial statements for the period ended December 31, 2021, which were previously circulated to the Board.

8. Authorize Participation in ASCIP Corridor Reinsurance Programs. Mr. Heirich outlined CIPA's proposed participation as follows (collectively, the "Corridor Reinsurance Programs"):

a. Effective April 1, 2022, reinsure a \$2.5 million annual aggregate corridor layer of property claims which exceed ASCIP's \$1 million per occurrence retention ("Property Corridor Reinsurance").

b. Effective July 1, 2022, reinsure Schools Excess Liability Fund for a \$2.5 million annual aggregate corridor layer of ASCIP liability claims which exceed ASCIP's per occurrence retention.

Upon motion duly made, seconded, and carried, the Board approved and ratified the Property Corridor Reinsurance business plan amendment submitted by CIPA's captive manager, and authorized CIPA's President to execute Corridor Reinsurance Programs' coverage documents when finalized, subject to approval of CIPA's participation by ASCIP's Executive Committee.

9. Review Conflict of Interest Policy. Mr. Didion reviewed the conflict of interest policy previously circulated to the Board. Discussion ensued, where the Board requested clarification of the disclosure of an individual's capacity or role with ASCIP, an ASCIP member, or an insured, and to align the disclosure of gifts and favors with California's requirements. Staff will provide an updated conflict of interest policy at the next Board meeting.

10. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 12:24 p.m. (PDT).

DATED: Honolulu, Hawaii, April 22, 2022.

FAY S. OKAMOTO
Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, Arizona, _____, 2022.

Kristinn Olafsson, President

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

August 18, 2022

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Thursday August 18, 2022 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Ms. Angela Jones, Vice President of CIPA and acting Chair, called the meeting to order at 11:04 a.m. (PDT). Ms. Fay Okamoto acted as Recording Secretary of the meeting.

2. Declaration of Quorum. Ms. Jones announced the presence of the following Directors, all by telephone:

- Angela Jones, Vice President
- Michael Johnston, Treasurer
- Peter Hardash
- Susan Hume
- John Vinke
- Fred Williams

With six (6) of CIPA’s nine (9) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

- John Didion, CIPA Managing Director
- Michael P. Bishop, Sr., Director of OCIP Program Development
- Fritz J. Heirich, ASCIP CEO
- Jeffrey Grubbs, ASCIP COO and CFO
- Lynn Truong, ASCIP Senior Director of Finance
- Stephan Birgel, ASCIP Chief Claims Officer
- Dan Sanger, ASCIP Executive Director of Health Benefits
- Reshan Cooray, ASCIP Senior Director of Property and Casualty Programs
- Jackee Munoz-Goode, ASCIP Insurance Operations Manager
- Felicia Williams, ASCIP Executive Office Administrator
- John Chino, Arthur J. Gallagher Risk Management Services
- Anthony Carlton, Arthur J. Gallagher Risk Management Services
- Karen Durley, Arthur J. Gallagher Risk Management Services
- Loann Le, Arthur J. Gallagher Risk Management Services
- Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on April 22, 2022. The minutes of the Board of Directors Meeting dated April 22, 2022 were previously circulated. After motion duly made and seconded, the minutes were approved.

4. ASCIP Operational Report. Mr. Fritz J. Heirich provided an update on ASCIP's preliminary fiscal year end results indicating strong underwriting income, and significant unrealized investment losses. December 31 marks the end of a 3-year window for reporting of AB218 claims which could lead to an increase in those type of claims. Mr. Heirich also reported on ASCIP membership changes.

5. Review OCIP Program. Mr. John Didion reviewed the list of in-progress OCIP projects which are slated to be completed by early 2023. Single-project OCIP proposals for general liability, contractors' pollution liability, and OPPI coverage will continue to be pursued, and CIPA's role in such single-project OCIPs is yet to be determined, but likely at a level less than CIPA's current participation.

As more and more projects move to completion, Mr. Didion observed that Gallagher's role will shift from oversight of on-site construction to claims oversight. There are a fair number of workers' compensation claims, including a recent death claim which has been filed and reserved, and an investigator has been retained. Trauma by other employees or general liability exposure arising from this incident is yet to be determined.

6. Consents Approved. The Board, having thoroughly reviewed the matters and documents set forth in Items 5 through 11 in the Board materials, considered comments or questions on these items. Upon motion duly made, seconded, and carried, the Board approved the following as presented:

- Ratify the reinsurance agreement between CIPA and ASCIP for the property \$2.5M annual aggregate corridor layer, effective April 1, 2022
- Accept the student accident and pupil transit claim updates
- Approve the pupil transit renewal premium for the period July 1, 2022 to July 1, 2023.
- Approve the student accident reinsurance agreement for the period July 1, 2022 to July 1, 2023 as presented
- Accept the investment report for the quarter ended June 30, 2022
- Accept the report on unaudited financial statement as of June 30, 2022

Mr. Alan Fujimoto of Goodsill Anderson Quinn and Stifel joined the call at 12:02 p.m. (PDT).

7. Approve Excess Liability Reinsurance Agreement. Mr. Heirich reviewed ASCIP's overall strategy with its current excess liability carrier, the Schools Excess Liability Fund JPA ("SELF JPA"). Utilizing CIPA to reinsure SELF JPA for a \$2.5 million annual aggregate corridor, effective July 1, 2022, is the mechanism to support this endeavor. Upon motion duly made, seconded, and carried, the Board approved the reinsurance of SELF JPA for the \$2.5 million excess liability annual aggregate corridor, ratified the business plan amendment submitted by CIPA's

captive manager, and authorized CIPA’s President to sign the facultative reinsurance agreement in a form substantially similar to the draft previously circulated.

Mr. Robert Feldhake of The Feldhake Law Firm joined the call at 12:15 p.m. (PDT).

8. CIPA Organizational Update. Mr. Heirich reviewed recent requests received by ASCIP and certain ASCIP members to produce certain records related to CIPA’s Board. Mr. Robert Feldhake, as ASCIP’s general counsel, reported on the production of records within ASCIP’s possession pursuant to California law. Mr. Feldhake further suggested consideration be given to strengthen CIPA’s independence in governance and operational activities, and the designation of Mr. Alan Fujimoto as the point of contact concerning requests (if any) made for CIPA records. Discussion ensued, where the Board authorized Mr. Fujimoto to respond on CIPA’s behalf to future records requests, and appointed a sub-committee comprised of three (3) directors to develop suggested governance and operational changes.

Mr. Feldhake departed the call at 12:43 p.m. (PDT).

9. Review Conflict of Interest Policy. Mr. Didion reviewed the conflict of interest policy previously circulated to the Board. Discussion ensued, where the Board requested the aforementioned sub-committee further evaluate the conflict of interest policy and provide suggested changes at the next Board meeting.

10. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 1:30 p.m. (PDT).

DATED: Honolulu, Hawaii, August 18, 2022.

FAY S. OKAMOTO
Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, Arizona, _____, 2022.

Kristinn Olafsson, President

MINUTES OF THE
EIGHTEENTH ANNUAL MEETING OF THE BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

October 18, 2022

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED, a corporation duly organized and existing under the laws of the State of Hawaii ("Corporation"), held its annual meeting of the Board of Directors of the Corporation on Tuesday, October 18, 2022 at:

Disney Aulani
Ka'ala IV Meeting Room
92-1185 Aliinui Drive
Kapolei, Hawaii 96707

1. Call to Order. Mr. Kris Olafsson, President of the Corporation, called the meeting to order at 12:33 p.m. Mr. Alan Fujimoto acted as Secretary of the meeting.
2. Declaration of Quorum¹. Ms. Felicia Williams took a roll of the directors present, and Mr. Olafsson announced the presence of the following Directors:

Kristinn Gudni Olafsson
Angela Martin Jones*
Michael Johnston
Teresa Dreyfuss
Susan Hume
Peter Hardash
John D. Vinke
Fred Williams, Jr.

Ms. Cheryl Sullivan was not present, but with eight (8) of the nine (9) current directors of the Corporation present, a quorum was declared.

The following individuals attended the meeting as non-voting observers at the invitation of the President:

Fritz J. Heirich*, ASCIP CEO
Jeffrey Grubbs*, ASCIP COO & CFO
Stephan Birgel*, ASCIP Chief Claims Officer, Property & Liability Program
Jackee Munoz-Goode*, ASCIP Insurance Operations Manager

¹ Those with an asterisk (*) by their names attended remotely.

Reshan Cooray*, ASCIP Senior Director of Property and Casualty Claims
Felicia Williams, ASCIP Executive Office Administrator
John Didion, CIPA Managing Director
Michael P. Bishop, Sr.*, CIPA Director of OCIP Program Development & Member Services
John Chino*, Arthur J. Gallagher Risk Management Services
Loann Le*, Arthur J. Gallagher Risk Management Services
Karen Durley, Arthur J. Gallagher Risk Management Services
Anthony Carlton, Arthur J. Gallagher Risk Management Services
Alan S. Fujimoto, Goodsill Anderson Quinn & Stifel
Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on August 18, 2022. The minutes of the Board of Directors Meeting, dated August 18, 2022, previously circulated, were discussed. After motion duly made and seconded, the minutes were approved.

4. Managing Director Report. Mr. John Didion provided the Board with an update on CIPA operations. This was an informational item and no action was required.

5. OCIP Financial Report. Mr. John Didion and Ms. Fay Okamoto provided the Board with information on OCIP program project enrollments to date, and profit and loss performance through June 30, 2022 which were summarized in exhibits provided to the Board. This was an informational item and no action was required.

CONSENT REQUESTED

Mr. Kris Olafsson noted that Items 6 to 11 below were set forth in the Board materials and asked for comments or questions. Hearing none, upon motion duly made and seconded, the Board voted to approve Items 6 to 11 as set forth in the Board materials circulated to the Board members and as noted below.

6. Approval of Business Plan Amendments. Ms. Fay Okamoto reported that as a captive insurance company, any changes to the Corporation's business plan, including but not limited to, changes in coverages, limits, and program structure, are submitted to the Hawaii captive regulators for review and approval. The Corporation notified the Hawaii Insurance Division of four (4) changes over the course of the year, all of which had been approved by the Board.

7. Quarterly Investment Update. Mr. Jeffrey Grubbs provided information from the investment advisory consultant, Strategic Asset Alliance ("SAA") on the performance of PFM Asset Management ("PFM"). Mr. Grubbs provided the Investment Performance Report for the quarter ended September 30, 2022, prepared by SAA.

8. Ratification of Investment Activity for the Period Beginning October 1, 2021 ending September 30, 2022. Ms. Fay Okamoto provided a summary of the Corporation's investment transactions during the period beginning October 1, 2021, and ending September 30,

2022, consisting of funds held in a money market mutual fund, and a variety of fixed income instruments, primarily U.S. Treasury notes and U.S. government agency notes throughout the period as denoted in the investment activity report provided to the Board. The Board was asked to ratify the investment transactions from October 1, 2021 through September 30, 2022, as previously circulated, and to authorize any officer of the Corporation to sign the investment activity report for inclusion in the Board meeting minutes.

9. Approval of and the Retention of Service Providers and Approval of Their Agreements. Mr. Jeffrey Grubbs explained that each year the Corporation’s Board reviews and approves the retention of its professional service providers. The Board of Directors voted to authorize, ratify and approve (1) the following service providers and the retainer or engagement agreements with such service providers, and to authorize ASCIP’s CEO, COO, or CFO to negotiate remuneration of said service providers on behalf of the Corporation except as denoted below, (2) the extension of the Director of OCIP Program Development’s agreement for an additional one year period July 1, 2022 to June 30, 2023, and authorize CIPA’s Managing Director to negotiate remuneration of said service provider on behalf of CIPA, (3) CIPA’s Managing Director and Officers to explore replacing the Bank of Hawaii letter of credit to Liberty Mutual with a reinsurance trust to take effect on or before February 1, 2023, and (4) the authorized signatories to the bank accounts as presented.

- | | | |
|----|---|--------------------------------------|
| a. | Captive Manager/
and Designated
Representative: | Artex Risk Solutions, Inc. |
| b. | Actuary: | Milliman Aaron Koch |
| c. | Legal Advisor: | Goodsill Anderson Quinn & Stifel LLP |
| d. | Auditor | KMH LLP |
| f. | Banker: | Bank of Hawaii |
| g. | Letter of Credit: | Bank of Hawaii |
| h. | Investment Custodial
Services: | Bank of Hawaii, Trust Division |
| i. | Investment Advisory
Services: | PFM Asset Management LLC |
| j. | Investment Consultant | Strategic Asset Alliance |
| k. | Income Tax Return
Preparation: | Eide Bailly CPAs |

- j. Director, OCIP Program Development: Michael Bishop & Associates, Inc.
- k. Managing Director John Didion

10. Approval of Actuarial Opinion for Period Ended June 30, 2022. Ms. Fay Okamoto reported on the actuarial opinion for the period ended June 30, 2022, which were previously circulated to the Board of Directors. The Board was asked to accept the Actuarial Opinion for the Corporation, as previously circulated.

11. Approval of Audited Financial Statements for Period Ended June 30, 2022. The audited financial statements for CIPA as of June 30, 2022 were circulated to the Board. The Board was asked to approve the audited financial statements as of June 30, 2022 as presented.

ACTION REQUESTED

12. OCIP Program Update. Mr. John Didion gave a background explanation of the OCIP program comprised of eight phases which ran from February 1, 2005 to April 5, 2022 of which seven phases have been completed. The OCIP team continues to work with individual districts that are interested in using an OCIP structure particularly for savings in General Liability coverage. Upon further discussion and motion duly made and seconded, the Board authorized the Managing Director and Captive Manager to implement OCIP deductible reimbursement coverage at a rate of \$0.10 per \$100 of Hard Cost Value (HCV).

13. Approval of Investment Manager. Mr. Jeffrey Grubbs reported that with the assistance of Strategic Asset Alliance a Request for Proposal (RFP) for investment manager services was issued. The RFP was sent to ten firms and four firms were invited to in-person interviews, whereupon Asset Allocation & Management Co. LLC (AAM) has been recommended to replace PFM Asset Management, the current investment manager. Upon motion duly made and seconded, the Board approved the appointment of AAM as CIPA's new Investment Manager and authorized the Managing Director to execute the Investment Management Agreement that had been circulated to the Board.

14. Approval of 2022-2023 Budget. Mr. Jeffrey Grubbs provided a background and analysis on the proposed budget for 2022-2023. Upon motion duly made and seconded, the Board voted to approve the 2022-2023 Budget for the Corporation, as circulated.

15. Approval of Board Meeting Schedule. Upon motion duly made and seconded, the Board voted to approve the following meeting schedule for 2023, subject to any revisions to be discussed and agreed:

February 2, 2023

May 25, 2023

August 24, 2023

October 24, 2023 (TBD based on HCIC schedule)

16. Regulatory Report/State of Hawaii Examination Update. Ms. Fay Okamoto gave a report on the compliance of CIPA with regulatory requirements in the past year together with an update on changes in laws and regulations affecting captive insurance companies. CIPA's next examination by the Insurance Division is expected to be for the period from July 1, 2018 to June 30, 2023. Mr. Alan Fujimoto reported that there was no legislation passed by the Hawaii legislature that would affect the Corporation. No Board action was needed at this time.

17. ASCIP Operational Report. Mr. Fritz Heirich gave an update on ASCIP operations for the benefit of the Board. No Board action was required at this time.

18. CIPA Governance Structure. Subsequent to its August board meeting Board meeting, the President requested that all Board members participate in a discussion of various issues related to the governance structure of CIPA. The Managing Director presented a summary report on the issues. Upon motion duly made and seconded, the Board authorized the Managing Director to work with legal counsel to develop appropriate revisions to CIPA's By-Laws and policies which reflect the Board's consensus on CIPA's governance structure.

19. Election of Directors and Officers. The proposed slate of officers and directors of the Corporation for 2022-2023 was previously circulated to the Board. Upon motion duly made and seconded, the Board voted in favor of fixing the number of directors at nine (9), and electing each of the following persons to serve as a director of the Corporation until his or her successor has been duly elected and qualified, or until his or her earlier resignation, removal or death.

Teresa Dreyfuss
Peter Hardash
Susan Hume
Michael Johnston
Angela Martin Jones
Kristinn Gudni Olafsson
Cheryl Sullivan
John D. Vinke
Fred Williams, Jr.

Upon motion duly made and seconded, the Board voted in favor of designating the Chair, President, Vice President and Treasurer as the officers of the Corporation and elected the following individuals to serve in the following capacities until his or her successor has been duly elected and qualified, or until his or her earlier resignation, removal or death:

Kristinn Gudni Olafsson—Chair and President

Angela Martin Jones—Vice President
Michael Johnston—Treasurer

20. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 2:43 p.m.

DATED: Honolulu, Hawaii, October 18, 2022.

ALAN S. FUJIMOTO
Acting Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, _____, 2023.

Kristinn Gudni Olafsson, President

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

March 23, 2023

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Thursday March 23, 2023 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Managing Director's Report. At or shortly after the designated meeting start time, but prior to the establishment of a quorum of directors, Mr. John Didion provided the Managing Director's Report to those present at the meeting at the time. Mr. Didion summarized items to be covered in further detail later in the agenda. He also provided an update regarding proposed by-law amendments still under review, and activity under the owner controlled insurance program. This was an informational item for the Board.

2. Call to Order. Mr. Kristinn Olafsson, President and Chair of CIPA, called the meeting to order at 1:18 p.m. (PDT). Ms. Fay Okamoto acted as Recording Secretary of the meeting.

3. Declaration of Quorum. Mr. Olafsson announced the presence of the following Directors, all by telephone:

Kristinn Olafsson, President
Angela Jones, Vice President
Peter Hardash
Susan Hume
Teresa Dreyfuss (joined 1:18 p.m.)

With five (5) of CIPA's nine (9) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

John Didion, CIPA Managing Director
Michael P. Bishop, Sr., Director of OCIP Program Development
Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO and CFO
Stephan Birgel, ASCIP Chief Claims Officer
Dan Sanger, ASCIP Executive Director of Health Benefits
Reshan Cooray, ASCIP Senior Director of Property and Casualty Programs
Felicia Williams, ASCIP Executive Office Administrator
John Chino, Arthur J. Gallagher Risk Management Services
Anthony Carlton, Arthur. J. Gallagher Risk Management Services

Karen Durley, Arthur J. Gallagher Risk Management Services
Fay Okamoto, Artex Captive Management
Mr. Alan Fujimoto, Goodwill Anderson Quinn & Stifel (joined 2:35 p.m.)
Alton Cogert, Strategic Asset Alliance
Dan Byrnes, Asset Allocation Management
Nimar Sandhu, Asset Allocation Management
Michael McLaughlin, Asset Allocation Management

4. Approval of the Minutes of the Meeting of the Board of Directors held on October 18, 2022. The minutes of the Board of Directors Meeting dated October 18, 2022 were previously circulated. After motion duly made and seconded, the minutes were approved.

5. Consents Approved. The Board requested pulling Item 2 from consent agenda for further discussion. The Board then, having thoroughly reviewed the matters and documents set forth in Item 3 in the Board materials, considered comments or questions on these items. Upon motion duly made, seconded, and carried, the Board approved the banking authorizations for CIPA debit card.

6. Approve Modification of Agreement with Michael Bishop and Associates. Mr. Didion and Mr. Fritz Heirich reviewed the modified scope of work for Mr. Bishop's agreement, noting no change in the agreed fee. Upon motion duly made, seconded, and carried, the Board approved and ratified the amendment to the agreement effective February 1, 2023.

7. ASCIP Operational Report. Mr. Heirich provided an update on ASCIP's property program renewal, general liability and workers' compensation programs. Mr. Heirich further reported that CIPA's reinsurance of the excess liability corridor layer will likely not renew this year. Regarding interest rate and the investment market, Mr. Heirich further commented that CIPA may consider reporting under an available-for-sale accounting approach that could reduce volatility of reported values of investments.

8. Student Accident, Pupil Transit, Property Corridor Layer, and Excess Liability Corridor Layer Claims. Mr. Stephan Birgel reviewed the claim reports that were previously circulated. This was an informational item for the Board.

9. Unaudited Financial Statements as of December 31, 2022. Mr. Jeffrey Grubbs reviewed the financial reports that were previously circulated. This was an informational item for the Board.

10. Investment Update as of December 31, 2022. Mr. Grubbs requested Mr. Alton Cogert to review the investment performance report that was previously circulated. Representatives of CIPA's new investment manager, Asset Allocation Management, were introduced. This was an informational item for the Board.

11. Investment Policy Update. Mr. Cogert reviewed certain suggested changes to CIPA's strategic investment policy. Discussion ensued regarding amounts held in certificates of

deposit. Mr. Olafsson suggested deferring approval of investment policy changes or approaches to a future Board meeting.

Mr. Alan Fujimoto of Goodsill Anderson Quinn & Stifel joined the meeting at approximately 2:35 p.m. Pacific time.

12. Approve Excess Liability Reinsurance Agreement. Mr. John Chino reported on the results of April 1, 2023 ASCIP property program renewal, which resulted in an increase in the corridor layer that sits excess of ASCIP's \$1 million self-insured retention. The Corridor Layer increased from \$2.5 million to \$3.0 million. CIPA's coverage limits for the property corridor layer will increase accordingly, with premium based upon actuarial recommendations. Upon motion duly made, seconded, and carried, the Board (a) authorized the Managing Director to take actions necessary to increase the property corridor coverage up to \$3 million annual aggregate, including working with ASCIP to finalize a mutually agreeable premium, and (b) authorized CIPA's captive manager to seek approval from the Hawaii Insurance Division for the business plan change.

13. Review Conflict of Interest Policy. Mr. Didion reviewed the updated conflict of interest policy previously circulated to the Board. Upon motion duly made, seconded, and carried, the Board approved the conflict of interest policy as presented.

14. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 3:05 p.m. (PDT).

DATED: Honolulu, Hawaii, March 23, 2023.

FAY S. OKAMOTO
Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, Arizona, _____, 2023.

Kristinn Olafsson, President

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

June 2, 2023

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Friday June 2, 2023 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Mr. Kristinn Olafsson, President and Chair of CIPA, called the meeting to order at 1:02 p.m. (PDT). Ms. Fay Okamoto acted as Recording Secretary of the meeting.
2. Declaration of Quorum. Mr. Olafsson announced the presence of the following Directors, all by telephone:

Kristinn Olafsson, President
Angela Jones, Vice President
Peter Hardash
Michael Johnston
Fred Williams

With five (5) of CIPA's nine (9) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

John Didion, CIPA Managing Director
Michael P. Bishop, Sr., Director of OCIP Program Development
Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO and CFO
Stephan Birgel, ASCIP Chief Claims Officer
Felicia Williams, ASCIP Office Manager
John Chino, Arthur J. Gallagher Risk Management Services
Anthony Carlton, Arthur J. Gallagher Risk Management Services
Karen Durley, Arthur J. Gallagher Risk Management Services
Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on March 23, 2023. The minutes of the Board of Directors Meeting dated March 23, 2023 were previously circulated. Upon motion duly made and seconded, the minutes were approved.
4. Managing Director's Report. Mr. John Didion reviewed the Managing Director's Report previously circulated, providing additional comments regarding delay in closeout of a

Phase 6 project, and one additional Phase 7 project in the punchlist phase. Mr. Peter Hardash inquired as to status of the investment policy review. Mr. Didion noted this will be covered at the next Board meeting. This was an informational item for the Board.

5. ASCIP Operational Report. Mr. Fritz Heirich requested a moment to remember Mr. John Vinke who recently passed away, and his contributions to ASCIP and CIPA. Mr. Heirich then provided an update on the challenging insurance environment for public entities and schools in particular, and reported on ASCIP's performance in its workers' compensation, liability, and property programs. Mr. Heirich further discussed ASCIP's strategies concerning childhood sexual assault exposure such as purchasing separate reinsurance and seeking defense panel expertise.

6. Unaudited Financial Statements as of March 31, 2023. Mr. Jeffrey Grubbs reviewed the financial reports that were previously circulated. Mr. Heirich reminded the Board that the excess liability reinsurance corridor program will not be renewed on July 1, 2023. This was an informational item for the Board.

7. Consents Approved. The Board, having thoroughly reviewed the matters and documents set forth in Item IV in the Board materials, considered comments or questions on these items. Upon motion duly made and seconded, the Board approved the quarterly investment report through March 31, 2023, and the debit card usage policy.

8. Approve Reduction in Number of Directors from Nine to Seven. Mr. Didion reviewed the materials previously circulated regarding two director vacancies. Upon motion duly made and seconded, the Board approved the reduction in number of directors from nine (9) to seven (7).

9. Approve Annual Meeting Date and Time. Upon motion duly made and seconded, the Board voted that the annual meeting be held on Tuesday October 24, 2023 at 1:00 p.m. Hawaiian Standard Time at the Fairmont Orchid, Hawaii Island.

10. Items for Future Meetings. Mr. Didion reported that staff hopes to have proposed by-laws amendments and investment policy ready at the next Board meeting.

11. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 2:39p.m. (PDT).

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DATED: Honolulu, Hawaii, June 2, 2023.

FAY S. OKAMOTO
Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, Arizona, _____, 2023.

Kristinn Olafsson, President

DRAFT

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

August 24, 2023

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED ("CIPA"), a corporation duly organized and existing under the laws of the State of Hawaii, held a special meeting of its Board of Directors on Thursday, August 24, 2023 at:

16550 Bloomfield Avenue
Cerritos, California 90703

1. Call to Order. Mr. Kristinn Olafsson, President and Chair of CIPA, called the meeting to order at 1:02 p.m. (PDT). Ms. Fay Okamoto acted as Recording Secretary of the meeting.
2. Declaration of Quorum. Mr. Olafsson announced the presence of the following Directors, all by telephone:

Kristinn Olafsson, President
Peter Hardash
Susan Hume
Fred Williams

With four (4) of CIPA's seven (7) current directors present, a quorum was declared.

The following individuals attended the meeting by telephone as non-voting observers at the invitation of the President:

John Didion, CIPA Managing Director
Michael P. Bishop, Sr., Director of OCIP Program Development
Fritz J. Heirich, ASCIP CEO
Jeffrey Grubbs, ASCIP COO and CFO
Stephan Birgel, ASCIP Chief Claims Officer
Felicia Williams, ASCIP Office Manager
John Chino, Arthur J. Gallagher Risk Management Services (joined at 1:30 PDT)
Anthony Carlton, Arthur. J. Gallagher Risk Management Services
Karen Durley, Arthur J. Gallagher Risk Management Services
Alan Fujimoto, Goodwill Anderson Quinn & Stifel (departed at 1:20 PDT)
Daniel Byrnes, Asset Allocation & Management
Nathaniel Simon, Strategic Asset Alliance
Fay Okamoto, Artex Captive Management

3. Approval of the Minutes of the Meeting of the Board of Directors held on June 2, 2023. The minutes of the Board of Directors Meeting dated June 2, 2023 were previously circulated. Upon motion duly made and seconded, the minutes were approved.

4. Approve Amendments to By-Laws. The Board next considered the approval of amended by-laws. Mr. Didion summarized the proposed changes to director qualifications, terms, the appointment of ASCIP General Counsel and CIPA Managing Director as directors, and strengthening of certain Hawaii corporate law references. Discussion ensued. Upon motion duly made and seconded, the Board approved the amended by-laws as presented. Mr. Alan Fujimoto departed the meeting.

5. Managing Director's Report. Mr. John Didion reviewed the Managing Director's Report previously circulated. Discussion ensued regarding OCIP claims, builders' risk coverage as a risk management and educational opportunity for member districts. This was an informational item for the Board.

5. ASCIP Operational Report. Mr. Fritz Heirich provided an update on the financial performance of ASCIP's property and liability program which experienced a significant uptick in claims. Workers' compensation program performance continues to be strong, and benefits program still positive but weaker than before. Mr. Heirich further discussed the challenges in maintaining the culture of what made ASCIP successful, particularly with the generational leap in chief business officers at member districts.

6. Unaudited Financial Statements as of June 30, 2023. Mr. Jeffrey Grubbs reviewed the financial reports that were previously circulated. Mr. Grubbs reviewed the performance by coverage, noting in particular the property corridor program experienced a full limits loss and the excess liability program's IBNR reserve. Mr. Grubbs also informed the Board that the unrealized loss on investments is expected to reverse by the end of next fiscal year due to the natural maturation of the fixed income securities. This was an informational item for the Board.

7. Consents Approved. The Board, having thoroughly reviewed the matters and documents set forth in Item IV in the Board materials, considered comments or questions on these items. Upon motion duly made and seconded, the Board approved the following consent items:

- Ratify the 2023-24 property corridor reinsurance agreement,
- Approve the Rio Hondo stand-alone project OCIP deductible reimbursement policy,
- Accept the student accident claims update,
- Approve the 2023-24 student accident reinsurance agreement,
- Accept the pupil transit and corridor programs claims update,
- Approve the 2023-24 pupil transit renewal terms,
- Accept the quarterly investment report through June 30, 2023, and
- Approve opening a new savings account.

8. Investment Policy Update. Mr. Grubbs, Mr. Dan Byrnes, and Mr. Nathaniel Simon reviewed the proposed changes. Discussion ensued regarding references to California government code which, although utilized as a safeguard, does not apply to CIPA which is a Hawaii captive insurance entity. The Board deferred approval until the October meeting.

9. Approve 2023-24 Budget. Mr. Grubbs, reviewed the fiscal year 2023-24 budget as previously circulated. Discussion ensued concerning CIPA's long term strategies in light of the

wind-down of OCIP projects. Mr. Heirich observed that CIPA will continue to operate in support of ASCIP in seeking entrepreneurial opportunities. Mr. Didion further observed that OCIP liability claims exposure continues for the 10-year completed operations period. Upon motion duly made, seconded and approved, the Board approved the 2023-24 budget as presented.

10. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 2:51p.m. (PDT).

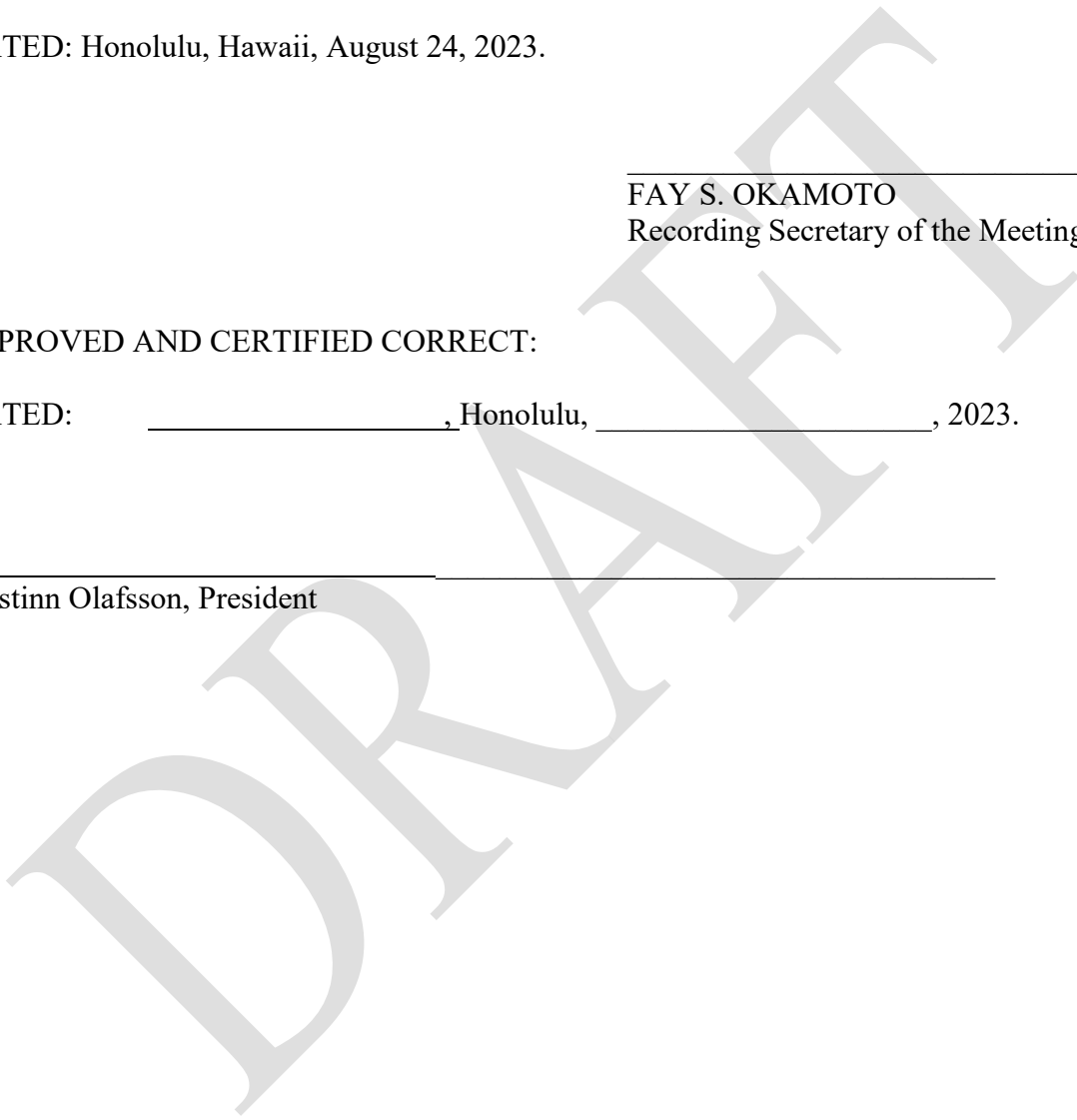
DATED: Honolulu, Hawaii, August 24, 2023.

FAY S. OKAMOTO
Recording Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: _____, Honolulu, _____, 2023.

Kristinn Olafsson, President



MINUTES OF THE
NINETEENTH ANNUAL MEETING OF THE BOARD OF DIRECTORS OF
CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED

October 24, 2023

CAPTIVE INSURANCE FOR PUBLIC AGENCIES LIMITED, a corporation duly organized and existing under the laws of the State of Hawaii ("Corporation"), held its annual meeting of the Board of Directors of the Corporation on Tuesday, October 24, 2023 at:

The Fairmont Orchid,
Plaza 1 Meeting Room
1 North Kaniku Drive
Kohala Coast, Hawaii 96743

1. Call to Order. Mr. John Didion, incoming President of the Corporation, called the meeting to order at 1:02 p.m. Mr. Alan Fujimoto acted as Secretary of the meeting.
2. Declaration of Quorum¹. Ms. Felicia Williams took a roll of the directors present, and Mr. Didion announced the presence of the following Directors:

Kristinn Gudni Olafsson
Angela Martin Jones
Michael Johnston
Teresa Dreyfuss
Susan Hume
Peter Hardash*
Fred Williams, Jr.*

With all seven (7) of the current directors of the Corporation present, a quorum was declared.

The following individuals attended the meeting as non-voting observers at the invitation of the President:

Fritz J. Heirich*, ASCIP CEO
Jeffrey Grubbs*, ASCIP CFO
Stephan Birgel*, ASCIP Chief Claims Officer, Property & Liability Program
Felicia Williams, ASCIP Office Manager/Board Clerk
John Didion, CIPA Managing Director
Michael P. Bishop, Sr. *, CIPA Director, Property & Construction Risk
Robert Feldhake*, The Feldhake Law Firm

¹ Those with an asterisk (*) by their names attended remotely.

John Chino, Arthur J. Gallagher Risk Management Services
 Anthony Carlton, Arthur J. Gallagher Risk Management Services
 Fay Okamoto, Artex Captive Management
 Alan S. Fujimoto*, Goodsill Anderson Quinn & Stifel
 Jill Miura, KMH LLP (for audit report only)
 Joy Lee, KMH LLP (for audit report only)
 Alton Cogert*, Strategic Asset Alliance (for investment policy section only)

3. Approval of the Minutes of the Meeting of the Board of Directors held on August 24, 2023. The minutes of the Board of Directors Meeting, dated August 24, 2023, previously circulated, were discussed. After motion duly made and seconded, the minutes were approved.

4. Managing Director Report. Mr. John Didion provided the Board with an update on the Corporation's operations. This was an informational item and no action was required by the Board.

5. Report from the Auditor. Ms. Jill Miura/Ms. Joy Lee of KMH LLP provided a summary of the auditors' closing communications to the Board. This was an informational item and no action was required by the Board.

6. ASCIP Operational Report. Mr. Fritz J. Heirich, ASCIP CEO, provided an update regarding ASCIP operations. This was an informational item and no action was required by the Board.

7. Conflict of Interest Statements. Mr. John Didion explained that the Corporation had adopted a Conflict of Interest Policy and that each officer and director is asked to submit a signed Statement confirming his or her compliance with the policy or noting exceptions thereunder. The policy and a sample Statement were provided to the Board. This was an informational item and no action was required by the Board.

8. Approved Items. Mr. John Didion noted that the items denoted below were set forth in the Board materials and asked for comments or questions. Hearing none, upon motion duly made and seconded, the Board voted to approve the following as set forth in the Board materials circulated to the Board members.

- Accept the actual opinion for the fiscal year ended June 30, 2023.
- Approve and accept the audited financial statements as of June 30, 2023 as presented.
- All five (5) business plan amendments submitted to or approved by the Hawaii Insurance Division have been previously approved by the Board.
- Authorize, ratify and approve the following service providers and the retainer or engagement agreements with such service providers, and authorize the Corporation's

Managing Director to negotiate remuneration of said service providers on behalf of the Corporation except that the Corporation's Treasurer is authorized to negotiate remuneration of the Corporation's Managing Director.

a.	Captive Manager/ and Designated Representative:	Artex Risk Solutions, Inc.
b.	Actuary:	Milliman Aaron Koch
c.	Legal Advisor:	Goodsill Anderson Quinn & Stifel LLP
d.	Auditor	KMH LLP
f.	Banker:	Bank of Hawaii
g.	Letter of Credit:	Bank of Hawaii
h.	Investment Custodial Services:	Bank of Hawaii, Trust Division
i.	Investment Consultant	Strategic Asset Alliance
j.	Income Tax Return Preparation:	Eide Bailly CPAs
k.	Director of Property & Construction Risk:	Michael Bishop & Associates, Inc.
l.	Managing Director	John Didion

- Approve and ratify the investment transactions from October 1, 2022 through September 30, 2023, as previously circulated, and authorize any officer of the Corporation to sign the investment activity report for inclusion in the Board meeting minutes.

9. Informational Items. The following information items were presented to the Board and no action was required by the Board.

- Quarterly investment update as of September 30, 2023.
- Regulatory update and compliance review

10. Investment Policy Update. Mr. Alton Cogert, President of SAA provided a report to note that in consultation with AAM, it had reviewed the Corporation's investment policy and recommended certain changes which recommended changes were provided to the Board. Mr.

Peter Hardash noted certain corrections that needed to be made and suggested that the Board review and confirm the Investment Policy each year at its annual meeting. Mr. Cogert recommended Board approval of the Updated Investment Policy incorporating the recommended changes and authorization of its submission to the Hawaii Insurance Commissioner for approval. Upon motion duly seconded and carried, the Board approved and ratified the updated Amended Investment Policy, as corrected, and to review the Investment Policy each year at its annual meeting. The Board further authorized submission of the updated Amended Investment Policy to the Hawaii Insurance Commissioner for approval.

11. Election of Directors and Officers. The proposed slate of officers and directors of the Corporation to be effective January 1, 2024 was previously circulated to the Board. Upon motion duly made and seconded, the Board voted to elect each of the following persons to serve as a director of the Corporation until December 31, 2024 or until he or she is no longer qualified to serve, or until his or her successor has been duly elected and qualified, or until his or her earlier resignation, removal or death. New directors are subject to the approval by the State of Hawaii Insurance Division.

- John Didion (new)
- Robert Feldhake (new)
- Michael Johnston
- Fred Williams, Jr.
- Teresa Dreyfuss
- Susan Hume
- Peter Hardash

12. Approval of Board Meeting Schedule. Upon motion duly made and seconded, the Board voted to approve the following meeting schedule for 2024, subject to any revisions to be discussed and agreed:

- February 8, 2024
- May 16, 2024
- August 22, 2024
- October 15, 2024 (HCIC Forum runs October 14 to 17)

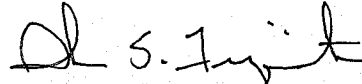
13. Other Business. There was no other business brought up to the attention of the Board.

14. Items for Future Board Meetings. There were no other items for future Board meetings brought to the attention of the Board.

15. Recognition of Retiring Directors. The Board took a moment to recognize the dedication and hard work on matters regarding the Corporation by two of its long-term directors, Mr. Kristinn Gudni Olafsson and Ms. Angela Martin Jones, who are retiring on January 1, 2024 and provided them with Hawaiian leis and gifts.

16. Adjournment. There being no further business, upon motion duly made, seconded and carried, the meeting was adjourned at 2:14 p.m.

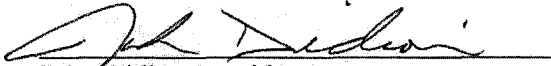
DATED: Honolulu, Hawaii, October 24, 2023.



ALAN S. FUJIMOTO
Acting Secretary of the Meeting

APPROVED AND CERTIFIED CORRECT:

DATED: January 11, 2024.



John Didion, President