

**State Corporation Commission**  
**2001 Fiscal Impact Statement**  
**(Revised)**

**1. Bill Number** HB2255

<b>House of Origin</b>	<input type="checkbox"/> Introduced	<input type="checkbox"/> Substitute	<input type="checkbox"/> Engrossed
<b>Second House</b>	<input type="checkbox"/> In Committee	<input type="checkbox"/> Substitute	<input checked="" type="checkbox"/> Enrolled

**2. Patron** Woodrum

**3. Committee:** Passed Both Houses

**4. Title** Mutual insurers; conversion to stock insurers, etc.

5. **Summary/Purpose:** Amends §§ 38.2-1005 and 38.2-1005.1 and also adds one new article in Chapter 10 of Title 38.2 for the purpose of recognizing mutual holding company reorganizations. Clarifies that no mutual insurance company or company licensed under Chapter 25, 38, 39, 40 or 41 of Title 38.2 may convert to a stock company except with the approval of the Commission as provided in §38.2-1005.1 or in Article 1.1 of Chapter 10 (§ 38.2-1005.1:1 et seq.) or in Article 1.2 of Chapter 10 (§ 38.2-1005.1:11). Amendments also clarify that a society or nonstock company licensed under any chapter other than Chapter 10 must become a Chapter 10 mutual insurer prior to seeking approval for conversion to a stock company. Authorizes the Commission to approve plans of conversion prepared and submitted in accordance with § 38.2-1005.1 (traditional, full demutualizations) or the new Article 1.1 (mutual holding company reorganizations and conversions).

A new Article 1.1 recognizes the formation of a mutual insurance holding company (MHC) and conversion of a mutual insurer to a stock insurer. These provisions specify that all eligible members of the mutual insurer are to become members of the MHC, that the MHC shall at all times own not less than a majority of the issued shares of the voting stock of the converted company, that MHC member interests are not transferable, and that member interest shall not constitute a security under the laws of Virginia. Other provisions describe the contents of a plan and detail the adoption and approval process, requiring, among other things, the Commission's determination that the provisions of the article have been complied with and the plan is fair and equitable as regards the interests of the members of the mutual company. The Commission is authorized to hire experts at the insurer's expense, to hold a public hearing, and to issue conditional approvals.

The remaining provisions of the bill: (i) clarify that the MHC is organized under Title 13.1 and has powers of an insurer but shall not have authority to transact insurance and shall be subject to insurance holding company limitations and restrictions and also to receivership provisions of Chapter 15 of Title 38.2; (ii) prohibit the diversion of insurance business to affiliates without Commission approval if purpose or effect of diversion would be significantly to reduce the number of MHC members; (iii) address conflicts of interest and handling of conversion costs and expenses; (iv) provide that a failure to give notice to any member shall not impair the validity of any action if the insurer complies substantially and in good faith with the notice requirements of the statute; (v) require that actions challenging the validity of the transactions or acts taken or proposed to be taken under the article be commenced within 30 days after the effective date of the plan; and (vi) authorize conversion from a mutual holding company to a stock company by complying with applicable provisions in § 38.2.1005.1.

6. Fiscal Impact Estimates Are Unavailable. See item 8.
7. Budget amendment necessary: No
8. Fiscal implications: The demutualization or the reorganization of a mutual insurer has a fiscal impact on the Bureau of Insurance because of the protracted approval process of such a transaction, which can extend to as much as two years based on the Bureau's experience in the demutualization of Trigon BlueCross BlueShield. Approval of such a major transaction clearly has a substantial impact on the workload of the Bureau and the devotion of staff and other resources to such a project. The Bureau cannot estimate the impact of the enactment of this bill because we have no information as to how many insurers, if any, would choose to demutualize in accordance with these newly enacted provisions.
9. Specific agency or political subdivisions affected: State Corporation Commission Bureau of Insurance
10. Technical amendment necessary: None
11. Other comments: This bill was introduced initially by Delegate Woodrum at the request of the Virginia Association of Mutual Insurance Companies.

**Date:** February 27, 2001

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cc: Secretary of Commerce and Trade

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