



State of New Hampshire

DEPARTMENT OF SAFETY
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(603) 271-2791

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ASSISTANT COMMISSIONER

STEVEN R. LAVOIE
ASSISTANT COMMISSIONER

ROBERT L. QUINN
COMMISSIONER

October 21, 2024

His Excellency, Governor Christopher Sununu
and the Honorable Council
State House
Concord, NH 03301

REQUESTED ACTION

Authorize the Department of Safety, NH Office of Highway Safety (NHOHS) to enter into a **sole source contract** with AAA Northern New England (VC#153019-B001) for the creation and delivery of public service media campaigns about highway traffic safety, specifically Motorcycle Safety, for an amount not to exceed \$22,000.00. Effective upon Governor and Council approval through September 30, 2025. 100% Federal Funds.

Funds are available in the SFY 2025 operating budget and contingent upon availability and continued appropriations in SFY 2026 with the authority to adjust between fiscal years through the Budget Office if needed and justified.

02-23-23-231010-75440000 Dept. of Safety – Office of Commissioner – NHTSA Motorcycle Safety
Grants 102 500731 Contracts for Program Services:

<u>SFY 2025</u>	<u>SFY2026</u>
\$16,500.00	\$5,500.00

Grand Total: \$22,000.00

EXPLANATION

This contract is **sole source** because AAA Northern New England provides an opportunity to directly reach over 1 million AAA members in the New England Region. This contract funds the creation and distribution of New Hampshire specific highway safety PSA's to AAA members and over 490,000 households across all 10 counties in New Hampshire. AAA has very successfully run large scale public information campaigns with the intent of changing driver behavior, addressing issues such as speeding, impaired and distracted driving, and others. Through these widely recognized safety campaigns such as "School's Open Drive Carefully" and "Don't Drive Intoxicated, Don't Drive Intexticated", they have shown their ability to effectively target messaging to key demographics as well as distribute this messaging on a large scale.

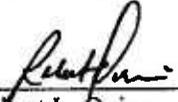
These PSA's will be featured on television and promoted through social media (Facebook, YouTube, etc.), as well as, shared on AAA Northern New England social media accounts providing a unique mix of direct marketing opportunities to both new and existing members. Through the use of printed materials to local and state law enforcement, press events, social media messaging, and television messaging, AAA is able

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to reach a wide range of audiences through various means. Informing and educating the motoring public about important highway safety issues and specifically the importance of Motorcycle Safety through PSAs will help significantly in the overall effort to save lives on New Hampshire roads.

In the event that Federal Funds are no longer available, General Funds and/or Highway Safety Funds will not be requested to support this program.

Respectfully submitted,



Robert L. Quinn
Commissioner

FORM NUMBER P-37 (version 12/11/2019)

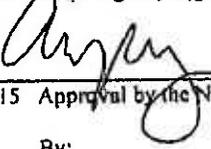
Notice: This agreement and all of its attachments shall become public upon submission to Governor and Executive Council for approval. Any information that is private, confidential or proprietary must be clearly identified to the agency and agreed to in writing prior to signing the contract.

AGREEMENT

The State of New Hampshire and the Contractor hereby mutually agree as follows:

GENERAL PROVISIONS

1. IDENTIFICATION.

1.1 State Agency Name Department of Safety New Hampshire Office of Highway Safety		1.2 State Agency Address 33 Hazen Drive Room 208 Concord, NH 03305	
1.3 Contractor Name AAA Northern New England		1.4 Contractor Address PO Box 3544 Portland Maine 04104 Physical Address: 68 Marginal Way Portland Maine 04101	
1.5 Contractor Phone Number 207-780-6988	1.6 Account Number Please see Exhibit C	1.7 Completion Date 09/30/2025	1.8 Price Limitation \$22,000.00
1.9 Contracting Officer for State Agency Jeffrey A. Landi		1.10 State Agency Telephone Number 603-271-2893	
1.11 Contractor Signature  Date: 9/26/24		1.12 Name and Title of Contractor Signatory Eric Cyr President	
1.13 State Agency Signature  Date: 10/21/24		1.14 Name and Title of State Agency Signatory Amy L. Newbury, Director of Administration	
1.15 Approval by the N.H. Department of Administration, Division of Personnel (if applicable) By: _____ Director, On: _____			
1.16 Approval by the Attorney General (Form, Substance and Execution) (if applicable) By:  On: 10/24/24			
1.17 Approval by the Governor and Executive Council (if applicable) G&C Item number: _____ G&C Meeting Date: _____			

Contractor Initials 
Date 9/26/24

2. SERVICES TO BE PERFORMED. The State of New Hampshire, acting through the agency identified in block 1.1 ("State"), engages contractor identified in block 1.3 ("Contractor") to perform, and the Contractor shall perform, the work or sale of goods, or both, identified and more particularly described in the attached EXHIBIT B which is incorporated herein by reference ("Services").

3. EFFECTIVE DATE/COMPLETION OF SERVICES.

3.1 Notwithstanding any provision of this Agreement to the contrary, and subject to the approval of the Governor and Executive Council of the State of New Hampshire, if applicable, this Agreement, and all obligations of the parties hereunder, shall become effective on the date the Governor and Executive Council approve this Agreement as indicated in block 1.17, unless no such approval is required, in which case the Agreement shall become effective on the date the Agreement is signed by the State Agency as shown in block 1.13 ("Effective Date").

3.2 If the Contractor commences the Services prior to the Effective Date, all Services performed by the Contractor prior to the Effective Date shall be performed at the sole risk of the Contractor, and in the event that this Agreement does not become effective, the State shall have no liability to the Contractor, including without limitation, any obligation to pay the Contractor for any costs incurred or Services performed. Contractor must complete all Services by the Completion Date specified in block 1.7.

4. CONDITIONAL NATURE OF AGREEMENT.

Notwithstanding any provision of this Agreement to the contrary, all obligations of the State hereunder, including, without limitation, the continuance of payments hereunder, are contingent upon the availability and continued appropriation of funds affected by any state or federal legislative or executive action that reduces, eliminates or otherwise modifies the appropriation or availability of funding for this Agreement and the Scope for Services provided in EXHIBIT B, in whole or in part. In no event shall the State be liable for any payments hereunder in excess of such available appropriated funds. In the event of a reduction or termination of appropriated funds, the State shall have the right to withhold payment until such funds become available, if ever, and shall have the right to reduce or terminate the Services under this Agreement immediately upon giving the Contractor notice of such reduction or termination. The State shall not be required to transfer funds from any other account or source to the Account identified in block 1.6 in the event funds in that Account are reduced or unavailable.

5. CONTRACT PRICE/PRICE LIMITATION/PAYMENT.

5.1 The contract price, method of payment, and terms of payment are identified and more particularly described in EXHIBIT C which is incorporated herein by reference.

5.2 The payment by the State of the contract price shall be the only and the complete reimbursement to the Contractor for all expenses, of whatever nature incurred by the Contractor in the performance hereof, and shall be the only and the complete

compensation to the Contractor for the Services. The State shall have no liability to the Contractor other than the contract price.

5.3 The State reserves the right to offset from any amounts otherwise payable to the Contractor under this Agreement those liquidated amounts required or permitted by N.H. RSA 80:7 through RSA 80:7-c or any other provision of law.

5.4 Notwithstanding any provision in this Agreement to the contrary, and notwithstanding unexpected circumstances, in no event shall the total of all payments authorized, or actually made hereunder, exceed the Price Limitation set forth in block 1.8.

6. COMPLIANCE BY CONTRACTOR WITH LAWS AND REGULATIONS/ EQUAL EMPLOYMENT OPPORTUNITY.

6.1 In connection with the performance of the Services, the Contractor shall comply with all applicable statutes, laws, regulations, and orders of federal, state, county or municipal authorities which impose any obligation or duty upon the Contractor, including, but not limited to, civil rights and equal employment opportunity laws. In addition, if this Agreement is funded in any part by monies of the United States, the Contractor shall comply with all federal executive orders, rules, regulations and statutes, and with any rules, regulations and guidelines as the State or the United States issue to implement these regulations. The Contractor shall also comply with all applicable intellectual property laws.

6.2 During the term of this Agreement, the Contractor shall not discriminate against employees or applicants for employment because of race, color, religion, creed, age, sex, handicap, sexual orientation, or national origin and will take affirmative action to prevent such discrimination.

6.3 The Contractor agrees to permit the State or United States access to any of the Contractor's books, records and accounts for the purpose of ascertaining compliance with all rules, regulations and orders, and the covenants, terms and conditions of this Agreement.

7. PERSONNEL.

7.1 The Contractor shall at its own expense provide all personnel necessary to perform the Services. The Contractor warrants that all personnel engaged in the Services shall be qualified to perform the Services, and shall be properly licensed and otherwise authorized to do so under all applicable laws.

7.2 Unless otherwise authorized in writing, during the term of this Agreement, and for a period of six (6) months after the Completion Date in block 1.7, the Contractor shall not hire, and shall not permit any subcontractor or other person, firm or corporation with whom it is engaged in a combined effort to perform the Services to hire, any person who is a State employee or official, who is materially involved in the procurement, administration or performance of this Agreement. This provision shall survive termination of this Agreement.

7.3 The Contracting Officer specified in block 1.9, or his or her successor, shall be the State's representative. In the event of any dispute concerning the interpretation of this Agreement, the Contracting Officer's decision shall be final for the State.

8. EVENT OF DEFAULT/REMEDIES.

8.1 Any one or more of the following acts or omissions of the Contractor shall constitute an event of default hereunder ("Event of Default"):

8.1.1 failure to perform the Services satisfactorily or on schedule;

8.1.2 failure to submit any report required hereunder; and/or

8.1.3 failure to perform any other covenant, term or condition of this Agreement.

8.2 Upon the occurrence of any Event of Default, the State may take any one, or more, or all, of the following actions:

8.2.1 give the Contractor a written notice specifying the Event of Default and requiring it to be remedied within, in the absence of a greater or lesser specification of time, thirty (30) days from the date of the notice; and if the Event of Default is not timely cured, terminate this Agreement, effective two (2) days after giving the Contractor notice of termination;

8.2.2 give the Contractor a written notice specifying the Event of Default and suspending all payments to be made under this Agreement and ordering that the portion of the contract price which would otherwise accrue to the Contractor during the period from the date of such notice until such time as the State determines that the Contractor has cured the Event of Default shall never be paid to the Contractor;

8.2.3 give the Contractor a written notice specifying the Event of Default and set off against any other obligations the State may owe to the Contractor any damages the State suffers by reason of any Event of Default; and/or

8.2.4 give the Contractor a written notice specifying the Event of Default, treat the Agreement as breached, terminate the Agreement and pursue any of its remedies at law or in equity, or both.

8.3. No failure by the State to enforce any provisions hereof after any Event of Default shall be deemed a waiver of its rights with regard to that Event of Default, or any subsequent Event of Default. No express failure to enforce any Event of Default shall be deemed a waiver of the right of the State to enforce each and all of the provisions hereof upon any further or other Event of Default on the part of the Contractor.

9. TERMINATION.

9.1 Notwithstanding paragraph 8, the State may, at its sole discretion, terminate the Agreement for any reason, in whole or in part, by thirty (30) days written notice to the Contractor that the State is exercising its option to terminate the Agreement.

9.2 In the event of an early termination of this Agreement for any reason other than the completion of the Services, the Contractor shall, at the State's discretion, deliver to the Contracting Officer, not later than fifteen (15) days after the date of termination, a report ("Termination Report") describing in detail all Services performed, and the contract price earned, to and including the date of termination. The form, subject matter, content, and number of copies of the Termination Report shall be identical to those of any Final Report described in the attached EXHIBIT B. In addition, at the State's discretion, the Contractor shall, within 15 days of notice of early termination, develop and

submit to the State a Transition Plan for services under the Agreement.

10. DATA/ACCESS/CONFIDENTIALITY/PRESERVATION.

10.1 As used in this Agreement, the word "data" shall mean all information and things developed or obtained during the performance of, or acquired or developed by reason of, this Agreement, including, but not limited to, all studies, reports, files, formulae, surveys, maps, charts, sound recordings, video recordings, pictorial reproductions, drawings, analyses, graphic representations, computer programs, computer printouts, notes, letters, memoranda, papers, and documents, all whether finished or unfinished.

10.2 All data and any property which has been received from the State or purchased with funds provided for that purpose under this Agreement, shall be the property of the State, and shall be returned to the State upon demand or upon termination of this Agreement for any reason.

10.3 Confidentiality of data shall be governed by N.H. RSA chapter 91-A or other existing law. Disclosure of data requires prior written approval of the State.

11. **CONTRACTOR'S RELATION TO THE STATE.** In the performance of this Agreement the Contractor is in all respects an independent contractor, and is neither an agent nor an employee of the State. Neither the Contractor nor any of its officers, employees, agents or members shall have authority to bind the State or receive any benefits, workers' compensation or other emoluments provided by the State to its employees.

12. ASSIGNMENT/DELEGATION/SUBCONTRACTS.

12.1 The Contractor shall not assign, or otherwise transfer any interest in this Agreement without the prior written notice, which shall be provided to the State at least fifteen (15) days prior to the assignment, and a written consent of the State. For purposes of this paragraph, a Change of Control shall constitute assignment. "Change of Control" means (a) merger, consolidation, or a transaction or series of related transactions in which a third party, together with its affiliates, becomes the direct or indirect owner of fifty percent (50%) or more of the voting shares or similar equity interests, or combined voting power of the Contractor, or (b) the sale of all or substantially all of the assets of the Contractor.

12.2 None of the Services shall be subcontracted by the Contractor without prior written notice and consent of the State. The State is entitled to copies of all subcontracts and assignment agreements and shall not be bound by any provisions contained in a subcontract or an assignment agreement to which it is not a party.

13. **INDEMNIFICATION.** Unless otherwise exempted by law, the Contractor shall indemnify and hold harmless the State, its officers and employees, from and against any and all claims, liabilities and costs for any personal injury or property damages, patent or copyright infringement, or other claims asserted against the State, its officers or employees, which arise out of (or which may be claimed to arise out of) the acts or omission of the

Contractor, or subcontractors, including but not limited to the negligence, reckless or intentional conduct. The State shall not be liable for any costs incurred by the Contractor arising under this paragraph 13. Notwithstanding the foregoing, nothing herein contained shall be deemed to constitute a waiver of the sovereign immunity of the State, which immunity is hereby reserved to the State. This covenant in paragraph 13 shall survive the termination of this Agreement.

14. INSURANCE.

14.1 The Contractor shall, at its sole expense, obtain and continuously maintain in force, and shall require any subcontractor or assignee to obtain and maintain in force, the following insurance:

14.1.1 commercial general liability insurance against all claims of bodily injury, death or property damage, in amounts of not less than \$1,000,000 per occurrence and \$2,000,000 aggregate or excess; and

14.1.2 special cause of loss coverage form covering all property subject to subparagraph 10.2 herein, in an amount not less than 80% of the whole replacement value of the property.

14.2 The policies described in subparagraph 14.1 herein shall be on policy forms and endorsements approved for use in the State of New Hampshire by the N.H. Department of Insurance, and issued by insurers licensed in the State of New Hampshire.

14.3 The Contractor shall furnish to the Contracting Officer identified in block 1.9, or his or her successor, a certificate(s) of insurance for all insurance required under this Agreement. Contractor shall also furnish to the Contracting Officer identified in block 1.9, or his or her successor, certificate(s) of insurance for all renewal(s) of insurance required under this Agreement no later than ten (10) days prior to the expiration date of each insurance policy. The certificate(s) of insurance and any renewals thereof shall be attached and are incorporated herein by reference.

15. WORKERS' COMPENSATION.

15.1 By signing this agreement, the Contractor agrees, certifies and warrants that the Contractor is in compliance with or exempt from, the requirements of N.H. RSA chapter 281-A ("*Workers' Compensation*").

15.2 To the extent the Contractor is subject to the requirements of N.H. RSA chapter 281-A, Contractor shall maintain, and require any subcontractor or assignee to secure and maintain, payment of Workers' Compensation in connection with activities which the person proposes to undertake pursuant to this Agreement. The Contractor shall furnish the Contracting Officer identified in block 1.9, or his or her successor, proof of Workers' Compensation in the manner described in N.H. RSA chapter 281-A and any applicable renewal(s) thereof, which shall be attached and are incorporated herein by reference. The State shall not be responsible for payment of any Workers' Compensation premiums or for any other claim or benefit for Contractor, or any subcontractor or employee of Contractor, which might arise under applicable State of New Hampshire Workers' Compensation laws in connection with the performance of the Services under this Agreement.

16. **NOTICE.** Any notice by a party hereto to the other party shall be deemed to have been duly delivered or given at the time of mailing by certified mail, postage prepaid, in a United States Post Office addressed to the parties at the addresses given in blocks 1.2 and 1.4, herein.

17. **AMENDMENT.** This Agreement may be amended, waived or discharged only by an instrument in writing signed by the parties hereto and only after approval of such amendment, waiver or discharge by the Governor and Executive Council of the State of New Hampshire unless no such approval is required under the circumstances pursuant to State law, rule or policy.

18. **CHOICE OF LAW AND FORUM.** This Agreement shall be governed, interpreted and construed in accordance with the laws of the State of New Hampshire, and is binding upon and inures to the benefit of the parties and their respective successors and assigns. The wording used in this Agreement is the wording chosen by the parties to express their mutual intent, and no rule of construction shall be applied against or in favor of any party. Any actions arising out of this Agreement shall be brought and maintained in New Hampshire Superior Court which shall have exclusive jurisdiction thereof.

19. **CONFLICTING TERMS.** In the event of a conflict between the terms of this P-37 form (as modified in EXHIBIT A) and/or attachments and amendment thereof, the terms of the P-37 (as modified in EXHIBIT A) shall control.

20. **THIRD PARTIES.** The parties hereto do not intend to benefit any third parties and this Agreement shall not be construed to confer any such benefit.

21. **HEADINGS.** The headings throughout the Agreement are for reference purposes only, and the words contained therein shall in no way be held to explain, modify, amplify or aid in the interpretation, construction or meaning of the provisions of this Agreement.

22. **SPECIAL PROVISIONS.** Additional or modifying provisions set forth in the attached EXHIBIT A are incorporated herein by reference.

23. **SEVERABILITY.** In the event any of the provisions of this Agreement are held by a court of competent jurisdiction to be contrary to any state or federal law, the remaining provisions of this Agreement will remain in full force and effect.

24. **ENTIRE AGREEMENT.** This Agreement, which may be executed in a number of counterparts, each of which shall be deemed an original, constitutes the entire agreement and understanding between the parties, and supersedes all prior agreements and understandings with respect to the subject matter hereof.

SPECIAL PROVISIONS

U.S. Department of Transportation/NHTSA Grant Conditions:

As a result of participating in Federal highway safety grant programs administered by National Highway Traffic Safety Administration (NHTSA) and the US Department of Transportation (USDOT), highway safety subrecipients are required to comply with the following documents:

- Subrecipients agree to comply with all applicable elements of NHTSA's Memorandum: Use of NHTSA Highway Safety Grant Funds for Certain Purchases May 18, 2016 and found at the following Web link.: <https://www.nhtsa.gov/highway-safety-grants-program/resources-guide>. Subrecipients should pay particular attention to the sections on (1) allowable costs for equipment, travel, training, and consultant services; and (2) unallowable costs for equipment, facilities and construction, training and program administration.
- Subrecipients agree to comply with all applicable elements of 2 CFR 200 - the Uniform Administrative Requirement for Grants, Cost Principles, and Audit Requirements as promulgated by the U.S. Department of Transportation. This document is found at the following Web link <https://www.nhtsa.gov/highway-safety-grants-program/resources-guide>.
- Subrecipients agree to comply with all applicable Federal basic and incentive grant program requirements as outlined in the Highway Safety Grant Management Manual found at the following Web link: <https://www.nhtsa.gov/highway-safety-grants-program>. This document provides information on each of the grant programs.

The following additional provisions apply to highway safety subrecipients as a result of certifications and assurances provided to NHTSA by State Highway Safety Offices in their Highway Safety Plan:

GENERAL REQUIREMENTS

The State will comply with applicable statutes and regulations, including but not limited to:

- 23 U.S.C. Chapter 4 Highway Safety Act of 1966, as amended
- Sec. 1906, Pub. L. 109-59, as amended by Sec. 25024 Pub. L. 117-58
- 23 CFR part 1300 Uniform Procedures for State Highway Safety Grant Programs
- 2 CFR part 200 Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards
- 2 CFR part 1201 Department of Transportation, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards

NONDISCRIMINATION

(applies to subrecipients as well as States)

The State highway safety agency [and its subrecipients] will comply with all Federal statutes and implementing regulations relating to nondiscrimination ("Federal Nondiscrimination Authorities"). These include but are not limited to:

- Title VI of the Civil Rights Act of 1964 (42 U.S.C. 2000d et seq., 78 stat. 252), (prohibits discrimination on the basis of race, color, national origin);
- 49 CFR part 21 (entitled *Non-discrimination in Federally-Assisted Programs of the Department of Transportation—Effectuation of Title VI of the Civil Rights Act of 1964*);
- 28 CFR section 50.3 (U.S. Department of Justice Guidelines for Enforcement of Title VI of the Civil Rights Act of 1964);
- The Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970, (42 U.S.C. 4601), (prohibits unfair treatment of persons displaced or whose property has been acquired because of Federal or Federal-aid programs and projects);

- Federal-Aid Highway Act of 1973, (23 U.S.C. 324 et seq.), and Title IX of the Education Amendments of 1972, as amended (20 U.S.C. 1681-1683 and 1685-1686) prohibit discrimination on the basis of sex);
- Section 504 of the Rehabilitation Act of 1973, (29 U.S.C. 794 et seq.), as amended, (prohibits discrimination on the basis of disability) and 49 CFR part 27;
- The Age Discrimination Act of 1975, as amended, (42 U.S.C. 6101 et seq.), (prohibits discrimination on the basis of age);
- The Civil Rights Restoration Act of 1987, (Pub. L. 100-209), (broadens scope, coverage and applicability of Title VI of the Civil Rights Act of 1964, The Age Discrimination Act of 1975 and Section 504 of the Rehabilitation Act of 1973, by expanding the definition of the terms "programs or activities" to include all of the programs or activities of the Federal aid recipients, subrecipients and contractors, whether such programs or activities are Federally-funded or not);
- Titles II and III of the Americans with Disabilities Act (42 U.S.C. 12131-12189) (prohibits discrimination on the basis of disability in the operation of public entities, public and private transportation systems, places of public accommodation, and certain testing) and 49 CFR parts 37 and 38;
- Executive Order 12898, Federal Actions to Address Environmental Justice in Minority Populations and Low-Income Populations (preventing discrimination against minority populations by discouraging programs, policies, and activities with disproportionately high and adverse human health or environmental effects on minority and low-income populations);
- Executive Order 13166, Improving Access to Services for Persons with Limited English Proficiency (requiring that recipients of Federal financial assistance provide meaningful access for applicants and beneficiaries who have limited English proficiency (LEP));
- Executive Order 13985, Advancing Racial Equity and Support for Underserved Communities through the Federal Government (advancing equity across the Federal government); and
- Executive Order 13988, Preventing and Combating Discrimination on the Basis of Gender Identity or Sexual Orientation (clarifying that sex discrimination includes discrimination on the grounds of gender identity or sexual orientation).

The preceding statutory and regulatory cites hereinafter are referred as the "Acts" and "Regulations," respectively.

General Assurances

In accordance with the Acts, the Regulations, and other pertinent directives, circulars, policy, memoranda, and/or guidance, the Recipient hereby gives assurance that it will promptly take any measures necessary to ensure that:

"No person in the United States shall, on the grounds of race, color, or national origin, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity, for which the Recipient receives Federal financial assistance from DOT, including NHTSA."

The Civil Rights Restoration Act of 1987 clarified the original intent of Congress, with respect to Title VI of the Civil Rights Act of 1964 and other non-discrimination requirements (the Age Discrimination Act of 1975, and Section 504 of the Rehabilitation Act of 1973), by restoring the broad, institutional-wide scope and coverage of these nondiscrimination statutes and requirements to include all programs and activities of the Recipient, so long as any portion of the program is Federally assisted.

Specific Assurances

More specifically, and without limiting the above general Assurance, the Recipient agrees with and gives the following Assurances with respect to its Federally assisted Highway Safety Grant Program:

1. The Recipient agrees that each "activity," "facility," or "program," as defined in § 21.23(b) and (e) of 49 CFR part 21 will be (with regard to an "activity") facilitated, or will be (with regard to a "facility") operated, or will be (with regard to a "program") conducted in compliance with all requirements imposed by, or pursuant to the Acts and the Regulations.
2. The Recipient will insert the following notification in all solicitations for bids, Requests For Proposals for work, or material subject to the Acts and the Regulations made in connection with all Highway Safety Grant Programs and, in adapted form, in all proposals for negotiated agreements regardless of funding source:

"The [name of Recipient], in accordance with the provisions of Title VI of the Civil Rights Act of 1964 (78 Stat. 252, 42 U.S.C. 2000d-1 to 2000d-4) and the Regulations, hereby notifies all bidders that it will affirmatively ensure that in any contract entered into pursuant to this advertisement, disadvantaged

business enterprises will be afforded full and fair opportunity to submit bids in response to this invitation and will not be discriminated against on the grounds of race, color, or national origin in consideration for an award."

3. The Recipient will insert the clauses of appendix A and E of this Assurance (also referred to as DOT Order 1050.2A)⁽¹⁾ in every contract or agreement subject to the Acts and the Regulations.
4. The Recipient will insert the clauses of appendix B of DOT Order 1050.2A, as a covenant running with the land, in any deed from the United States effecting or recording a transfer of real property, structures, use, or improvements thereon or interest therein to a Recipient.
5. That where the Recipient receives Federal financial assistance to construct a facility, or part of a facility, the Assurance will extend to the entire facility and facilities operated in connection therewith.
6. That where the Recipient receives Federal financial assistance in the form of, or for the acquisition of, real property or an interest in real property, the Assurance will extend to rights to space on, over, or under such property.
7. That the Recipient will include the clauses set forth in appendix C and appendix D of this DOT Order 1050.2A, as a covenant running with the land, in any future deeds, leases, licenses, permits, or similar instruments entered into by the Recipient with other parties:
 - a. for the subsequent transfer of real property acquired or improved under the applicable activity, project, or program; and
 - b. for the construction or use of, or access to, space on, over, or under real property acquired or improved under the applicable activity, project, or program.
8. That this Assurance obligates the Recipient for the period during which Federal financial assistance is extended to the program, except where the Federal financial assistance is to provide, or is in the form of, personal property, or real property, or interest therein, or structures or improvements thereon, in which case the Assurance obligates the Recipient, or any transferee for the longer of the following periods:
 - a. the period during which the property is used for a purpose for which the Federal financial assistance is extended, or for another purpose involving the provision of similar services or benefits; or
 - b. the period during which the Recipient retains ownership or possession of the property.
9. The Recipient will provide for such methods of administration for the program as are found by the Secretary of Transportation or the official to whom he/she delegates specific authority to give reasonable guarantee that it, other recipients, sub-recipients, sub-grantees, contractors, subcontractors, consultants, transferees, successors in interest, and other participants of Federal financial assistance under such program will comply with all requirements imposed or pursuant to the Acts, the Regulations, and this Assurance.
10. The Recipient agrees that the United States has a right to seek judicial enforcement with regard to any matter arising under the Acts, the Regulations, and this Assurance.

By signing this ASSURANCE, the State highway safety agency also agrees to comply (and require any sub-recipients, sub-grantees, contractors, successors, transferees, and/or assignees to comply) with all applicable provisions governing NHTSA's access to records, accounts, documents, information, facilities, and staff. You also recognize that you must comply with any program or compliance reviews, and/or complaint investigations conducted by NHTSA. You must keep records, reports, and submit the material for review upon request to NHTSA, or its designee in a timely, complete, and accurate way. Additionally, you must comply with all other reporting, data collection, and evaluation requirements, as prescribed by law or detailed in program guidance.

The State highway safety agency gives this ASSURANCE in consideration of and for obtaining any Federal grants, loans, contracts, agreements, property, and/or discounts, or other Federal-aid and Federal financial assistance extended after the date hereof to the recipients by the U.S. Department of Transportation under the Highway Safety Grant Program. This ASSURANCE is binding on the State highway safety agency, other recipients, sub-recipients, sub-grantees, contractors, subcontractors and their subcontractors', transferees, successors in interest, and any other participants in the Highway Safety Grant Program. The person(s) signing below is/are authorized to sign this ASSURANCE on behalf of the Recipient.

POLITICAL ACTIVITY (HATCH ACT)

(applies to subrecipients as well as States)

The State will comply with provisions of the Hatch Act (5 U.S.C. 1501-1508), which limits the political activities of employees whose principal employment activities are funded in whole or in part with Federal funds.

CERTIFICATION REGARDING FEDERAL LOBBYING

(applies to subrecipients as well as States)

Certification for Contracts, Grants, Loans, and Cooperative Agreements

The undersigned certifies, to the best of his or her knowledge and belief, that:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement;
2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions;
3. The undersigned shall require that the language of this certification be included in the award documents for all sub-awards at all tiers (including subcontracts, subgrants, and contracts under grant, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

RESTRICTION ON STATE LOBBYING

(applies to subrecipients as well as States)

None of the funds under this program will be used for any activity specifically designed to urge or influence a State or local legislator to favor or oppose the adoption of any specific legislative proposal pending before any State or local legislative body. Such activities include both direct and indirect (e.g., "grassroots") lobbying activities, with one exception. This does not preclude a State official whose salary is supported with NHTSA funds from engaging in direct communications with State or local legislative officials, in accordance with customary State practice, even if such communications urge legislative officials to favor or oppose the adoption of a specific pending legislative proposal.

CERTIFICATION REGARDING DEBARMENT AND SUSPENSION

(applies to subrecipients as well as States)

Instructions for Lower Tier Participant Certification

1. By signing and submitting this proposal, the prospective lower tier participant is providing the certification set out below and agrees to comply with the requirements of 2 CFR parts 180 and 1200.
 2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension or debarment.
 3. The prospective lower tier participant shall provide immediate written notice to the person to which this proposal is submitted if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
 4. The terms *covered transaction*, *civil judgment*, *debarment*, *suspension*, *ineligible*, *participant*, *person*, *principal*, and *voluntarily excluded*, as used in this clause, are defined in 2 CFR parts 180 and 1200. You may contact the person to whom this proposal is submitted for assistance in obtaining a copy of those regulations.
 5. The prospective lower tier participant agrees by submitting this proposal that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency with which this transaction originated.
 6. The prospective lower tier participant further agrees by submitting this proposal that it will include the clause titled "Instructions for Lower Tier Participant Certification" including the "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transaction," without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions and will require lower tier participants to comply with 2 CFR parts 180 and 1200.
 7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. A participant is responsible for ensuring that its principals are not suspended, debarred, or otherwise ineligible to participate in covered transactions. To verify the eligibility of its principals, as well as the eligibility of any prospective lower tier participants, each participant may, but is not required to, check the System for Award Management Exclusions website (<https://www.sam.gov/>).
 8. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
 9. Except for transactions authorized under paragraph 5 of these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension or debarment.
- Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion – Lower Tier Covered Transactions:**
1. The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participating in covered transactions by any Federal department or agency.
 2. Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

BUY AMERICA ACT

(applies to subrecipients as well as States)

The State and each subrecipient will comply with the Buy America requirement (23 U.S.C. 313) when purchasing items using Federal funds. Buy America requires a State, or subrecipient, to purchase with Federal funds only steel, iron and manufactured products produced in the United States, unless the Secretary of Transportation determines that such domestically produced items would be inconsistent with the public interest, that such materials are not reasonably available and of a satisfactory quality, or that inclusion of domestic materials will increase the cost of the overall project contract by more than 25 percent. In order to use Federal funds to purchase foreign produced items, the State must submit a waiver request that provides an adequate basis and justification for approval by the Secretary of Transportation.

Certification on Conflict of Interest

(Applies to Subrecipients as Well as States)

General Requirements

No employee, officer or agent of a State or its subrecipient who is authorized in an official capacity to negotiate, make, accept or approve, or to take part in negotiating, making, accepting or approving any subaward, including contracts or subcontracts, in connection with this grant shall have, directly or indirectly, any financial or personal interest in any such subaward. Such a financial or personal interest would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or personal interest in or a tangible personal benefit from an entity considered for a subaward. Based on this policy:

1. The recipient shall maintain a written code or standards of conduct that provide for disciplinary actions to be applied for violations of such standards by officers, employees, or agents.
 - a. The code or standards shall provide that the recipient's officers, employees, or agents may neither solicit nor accept gratuities, favors, or anything of monetary value from present or potential subawardees, including contractors or parties to subcontracts.
 - b. The code or standards shall establish penalties, sanctions or other disciplinary actions for violations, as permitted by State or local law or regulations.
2. The recipient shall maintain responsibility to enforce the requirements of the written code or standards of conduct.

Disclosure Requirements

No State or its subrecipient, including its officers, employees or agents, shall perform or continue to perform under a grant or cooperative agreement, whose objectivity may be impaired because of any related past, present, or currently planned interest, financial or otherwise, in organizations regulated by NHTSA or in organizations whose interests may be substantially affected by NHTSA activities. Based on this policy:

1. The recipient shall disclose any conflict of interest identified as soon as reasonably possible, making an immediate and full disclosure in writing to NHTSA. The disclosure shall include a description of the action which the recipient has taken or proposes to take to avoid or mitigate such conflict.

2. NHTSA will review the disclosure and may require additional relevant information from the recipient. If a conflict of interest is found to exist, NHTSA may

(a) terminate the award, or

(b) determine that it is otherwise in the best interest of NHTSA to continue the award and include appropriate provisions to mitigate or avoid such conflict.

3. Conflicts of interest that require disclosure include all past, present or currently planned organizational, financial, contractual or other interest(s) with an organization regulated by NHTSA or with an organization whose interests may be substantially affected by NHTSA activities, and which are related to this award. The interest(s) that require disclosure include those of any recipient, affiliate, proposed consultant, proposed subcontractor and key personnel of any of the above. Past interest shall be limited to within one year of the date of award. Key personnel shall include any person owning more than a 20 percent interest in a recipient, and the officers, employees or agents of a recipient who are responsible for making a decision or taking an action under an award where the decision or action can have an economic or other impact on the interests of a regulated or affected organization.

PROHIBITION ON USING GRANT FUNDS TO CHECK FOR HELMET USAGE

(applies to subrecipients as well as States)

The State and each subrecipient will not use 23 U.S.C. Chapter 4 grant funds for programs to check helmet usage or to create checkpoints that specifically target motorcyclists.

As a result of participating in Federal highway safety grant programs administered by National Highway Traffic Safety Administration (NHTSA) and the US Department of Transportation (USDOT), highway safety subrecipients are required to understand and comply with the following additional applicable Part 2 CFR 200 statutes and regulations:

§ 2 CFR 200.216 Prohibition on certain telecommunications and video surveillance services or equipment.

§ 2 CFR 200.317 Procurements by states.

§ 2 CFR 200.318 General procurement standards.

§ 2 CFR 200.319 Competition.

§ 2 CFR 200.320 Methods of procurement to be followed.

§ 2 CFR 200.321 Contracting with small and minority businesses, women's business enterprises, and labor surplus area firms.

§ 2 CFR 200.322 Domestic preferences for procurements.

§ 2 CFR 200.323 Procurement of recovered materials.

§ 2 CFR 200.340 Termination.

§ 2 CFR 200.414 Indirect (F&A) costs.

Appendix II to Part 200 - Contract Provisions for Non-Federal Entity Contracts Under Federal Awards.

I understand that failure to comply with applicable Federal statutes and regulations may subject State officials to civil or criminal penalties and/or place the State in a high risk grantee status in accordance with 2 CFR 200.

I sign these Certifications and Assurances based on personal knowledge, after appropriate inquiry, and I understand that the Government will rely on these representations in awarding grant funds.

Authorized Contract Signatory:  Date: 9/26/24



Signors Printed Name: Eric G

Contractor Initials EL
Date 9/26/24

EXHIBIT B
SCOPE OF SERVICES

Employment of Contractor; Services to be performed:

MOTORCYCLE SAFETY MEDIA CAMPAIGN

The Contractor, AAA Northern New England, shall coordinate a Motorcycle Safety media campaign approved by the NH Office of Highway Safety. These PSAs will educate the motoring public about Motorcycle Safety. This campaign will coincide with Motorcycle Safety awareness month as well as other NHTSA efforts geared towards Motorcycle Safety.

MOTORCYCLE SAFETY
Production of educational PSAs aimed toward changing motorist or motorcyclist behavior by promoting Motorcycle Safety.
PSAs to feature on media outlets – television, website and social media page, etc.
AAA Northern New England will create a social media ad (Facebook, YouTube, etc.) which will enable the PSA to reach every county and roughly 492,770 households in the state.
This contract will be effective upon Governor and Council Approval through September 30, 2025. The total cost of this contract shall not exceed \$22,000.00.

Contractor Initials EL
Date 9/26/24

EXHIBIT C
TERMS OF PAYMENT

The appropriate account number for the P-37 form, section 1.6 is as follows:

Office of Highway Safety

Payment for contracted services will be made within (30) days upon the State's timely receipt, acceptance and approval of each itemized invoice as follows:

Payment – upon completion of services stipulated in Exhibit B and Department of Safety, Office of Highway Safety's receipt of final performance and evaluation report as stated in the Scope of Services for an amount up to \$22,000.00
Vouchers – The contractor shall submit to the office of Highway Safety, on a monthly basis, an invoice for coordinating the advertisement activities dedicated to highway safety issues as stipulated in Exhibit B. The Office of Highway Safety agrees to pay the Contractor payments of approximately \$5,500.00/quarter covering each of the 4 quarters October 2024 through September 2025, for a total payment of \$22,000.00.

Invoice(s) shall be submitted to: Julia M. Wayland, Accountant
New Hampshire Department of Safety
Office of Highway Safety, Room 208
33 Hazen Drive Concord, NH 03305
Julia.M.Wayland@dos.nh.gov

Funds are available in the SFY 2025 operating budget and contingent upon availability and continued appropriations in SFY 2026 with the authority to adjust between fiscal years through the Budget Office if needed and justified, as follows:

DISTRACTED DRIVING CAMPAIGN

02-23-23-231010-75440000 Dept. of Safety – Office of Commissioner – NHTSA Motorcycle Safety 102 500731
Contracts for Program Services:

Motorcycle Safety: \$22,000.00

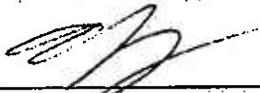
Contractor Initials EC
Date 9/26/24

Awarding Agency: Office of Highway Safety (OHS)
Federal Awarding Agency: National Highway Traffic Safety Administration (NHTSA), US DOT NHTSA Region 1 155 Broadway, RTV-8E Cambridge, MA 02142
FAIN Number:
FAST Act 405f
FAIN Number Subaward: 69A3752130000405FNH0
Bill & Supplemental Bill – 405f
FAIN Number (Sub Award): 69A3752230000405FNH0, 69A3752230SUP405FNH0, 69A3752330000405FNH0, 69A3752330SUP405FNH0, 69A3752430000405FNH0, 69A3752430SUP405FNH0, 69A3752530000405FNH0, 69A3752530SUP405FNH0
Project Title & Number: AAA Northern New England 25-265
Funding Source; PSP & Task #: 25-05-03 MC (Motorcycle Safety Media)
UEI #: URMCVIEYKKL9 Expiration: 12/28/24
Award Title: NHTSA 405f - Motorcycle Safety
ALN - Assistance Listing Number: 20.616
Is This a Research and Development Project (Yes or No): No
Indirect Costs (Yes or No): No
In Kind Match: \$5,500.00
In Kind Match to support this project shall be met using advertising or related work.

This contract is null and void if not approved by the State of New Hampshire Governor and Council.

Eric Cyr

Printed Name of Authorized Official



Signature of Authorized Official (page 1 section 1.11)

9/26/24

Date Signed



Contractor Initials *EA*

Date *9/26/24*

State of New Hampshire

Department of State

CERTIFICATE

I, David M. Scanlan, Secretary of State of the State of New Hampshire, do hereby certify that AAA NORTHERN NEW ENGLAND is a Maine Nonprofit Corporation registered to transact business in New Hampshire on September 11, 2002. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: 413240

Certificate Number: 0006775407



IN TESTIMONY WHEREOF,
I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 10th day of September A.D. 2024.

A handwritten signature in black ink, appearing to read "David M. Scanlan".

David M. Scanlan
Secretary of State

**AAA NORTHERN NEW ENGLAND
OFFICER'S CERTIFICATE AND
CERTIFICATE OF INCUMBENCY**

The undersigned, Eric J. Cyr, hereby certifies the following as of September 11, 2024:

1. That I am the duly elected and qualified President of AAA Northern New England, a nonprofit mutual benefit corporation created and existing under the laws of the State of Maine (the "Company"), whose corporate headquarters is 68 Marginal Way, Portland, ME 04101.
2. I (an "Authorized Agent") am authorized to execute any documents as required by the State of New Hampshire ("State") in order to give effect to that State of New Hampshire Highway Safety Project Grant Agreement (Impaired and Distracted Driving Media Campaigns) (the "Agreement") by and between the Company and State, and all transactions thereunder.

AAA Northern New England

By: _____

Eric J. Cyr
President

The undersigned, Gail C. Louis, hereby certifies the following as of September 11, 2024:

1. That I am a duly elected and qualified Corporate Secretary of the Company.
2. That the following is the true specimen signature of the within named Authorized Agent of said Company, and that such Authorized Agent is now employed by the Company, and is duly authorized to execute the Agreement and any document on behalf of the Company in connection with the Agreement:

Officer

Title

Specimen Signature

Eric J. Cyr

President

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incumbency as of 11th day of September, 2024.

Gail C. Louis
Corporate Secretary



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
04/30/2024

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

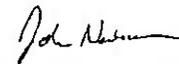
PRODUCER Brown & Brown Insurance Services, Inc. 901 Marquette Ave Suite 1800 Minneapolis MN 55402	CONTACT NAME: Katra Mercil or Ellen Guggemos PHONE (A/C, No, Ext): (612) 333-3323 E-MAIL ADDRESS: ellen.guggemos@bbrown.com	FAX (A/C, No):
	INSURER(S) AFFORDING COVERAGE INSURER A: ACE American Insurance Company	
INSURED AAA Northern New England 68 Marginal Way Portland ME 04101	INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:	

COVERAGES **CERTIFICATE NUMBER:** 24-25 **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> SIR: \$500,000 GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			XSL G48914536	05/01/2024	05/01/2025	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 500,000 MED EXP (Any one person) \$ Exclude PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 25,000,000 PRODUCTS - COMPIOP AGG \$ 3,000,000 \$
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS NON-OWNED AUTOS ONLY <input type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> CA Excluded			ISA H1083594A	05/01/2024	05/01/2025	COMBINED SINGLE LIMIT (Ea accident) \$ 3,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
	<input type="checkbox"/> WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		N/A				<input type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
RE: 2008 Toyota Avalon, VIN: 4T1BK36B18U304435; 2009 Toyota Pruis, VIN: JTDKB20U393483383; 2012 Dodge Caravan, VIN: 2C4RDGBG6CR298062; 2013 Ford Fusion, VIN: 3FA6P0G77DR164611; 2015 Ford Fusion, VIN: 3FA6P0G72FR215189; 2018 Ford Fusion, VIN: 3FA6P0LU85JR168724; 2018 Ford Fusion, VIN: 3FA6P0LU6JR168723; 2016 Ford Edge, VIN: 2FMPK4J88GBC21483; 2020 Ford Fusion Hybrid SE, VIN: 3FA6P0LUXLR151054; 2020 Ford Fusion Hybrid SE, VIN: 3FA6P0LU7LR151044

CERTIFICATE HOLDER New Hampshire Dept. of Safety Office of Highway Safety 33 Hazen Drive, Room 109A Concord NH 03305	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
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2022
ANNUAL REPORT



2022 ANNUAL REPORT

Financial Report

Attached is a complete financial report prepared in conformity with Section 8321 of the California Nonprofit Corporation Law and audited by independent certified public accountants, Ernst & Young LLP.

Current Members

The names and addresses of current members of the Automobile Club of Southern California are located at the Club's Administrative Offices, 3333 Fairview Road, Costa Mesa, CA 92626.

Automobile Club of Southern California and Subsidiaries

Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

Contents

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Ernst & Young LLP
Suite 1600
560 Mission Street
San Francisco, CA 94105-2907

Tel: +1 415 894 8000
Fax: +1 415 894 8099
ey.com

Report of Independent Auditors

The Board of Directors
Automobile Club of Southern California and Subsidiaries

Opinion

We have audited the consolidated financial statements of Automobile Club of Southern California and Subsidiaries (the Company), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the related consolidated statements of operations, comprehensive (loss) income, members' equity and noncontrolling interests and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021, and the consolidated results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company, and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood



that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the incurred and paid claims development for periods prior to the most recent period (not to exceed nine prior periods) and the average annual percentage payout of incurred claims disclosed on pages 45 to 48 be presented to supplement the consolidated financial statements. Such information is the responsibility of management and, although not a part of the consolidated financial statements, is required by the Financial Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Ernst + Young LLP

April 27, 2023

2303-4199775

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Automobile Club of Southern California and Subsidiaries

Consolidated Balance Sheets (In Thousands)

	December 31,	
	2022	2021
Assets		
Investments in fixed-income securities (VIE portion of \$8,079,496 and \$9,274,902)	\$ 8,488,600	\$ 9,701,767
Investments in marketable equity securities (VIE portion of \$5,895,374 and \$7,400,734)	6,902,440	8,676,963
Investments in equity-method investees (VIE portion of \$51,935 and \$63,019)	101,461	123,629
Other investments (VIE portion of \$15,000 and \$5,335)	15,251	39,029
Total investments	<u>15,507,752</u>	<u>18,541,388</u>
Cash and cash equivalents (VIE portion of \$345,168 and \$158,277)	424,510	208,030
Receivables:		
VIE premiums receivable, net	1,148,516	956,187
Other receivables (VIE portion of \$241,774 and \$154,992)	526,836	416,200
Total receivables	<u>1,675,352</u>	<u>1,372,387</u>
Deferred acquisition costs (VIE portion of \$734,181 and \$602,850)	756,931	625,505
Property and equipment, net (VIE portion of \$276,337 and \$297,282)	602,775	624,598
Deferred income tax asset, net (VIE portion of \$0 and \$0)	1,787	2,164
Goodwill and intangible assets, net (VIE portion of \$10,027 and \$11,991)	223,658	225,622
Other assets (VIE portion of \$64,417 and \$44,358)	484,271	354,016
Total assets	<u><u>\$ 19,677,036</u></u>	<u><u>\$ 21,953,710</u></u>
Liabilities, members' equity and noncontrolling interests		
Club liabilities:		
Accrued payroll and employee benefits	\$ 343,210	\$ 329,445
Postemployment and retiree benefits	236,691	699,803
Accrued liabilities and accounts payable	181,972	191,966
Deferred income tax liability, net	130,498	206,706
Unearned membership dues	548,567	555,344
Other liabilities	238,739	134,088
Total Club liabilities	<u>1,679,677</u>	<u>2,117,352</u>
VIE liabilities:		
Reserves for losses and loss adjustment expenses	2,541,779	2,106,740
Policy reserves	1,498,096	1,395,258
Unearned premiums	2,429,156	2,189,714
Accrued policyholder dividends	179,446	196,476
Deferred income tax liability, net	563,774	1,071,477
Accrued liabilities and accounts payable	251,803	193,735
Other liabilities	168,542	155,730
Total VIE liabilities	<u>7,632,596</u>	<u>7,309,130</u>
Total liabilities	<u>9,312,273</u>	<u>9,426,482</u>
Members' equity:		
Members' equity	1,639,924	1,816,199
Accumulated other comprehensive loss, net	(146,515)	(112,115)
Total members' equity	<u>1,493,409</u>	<u>1,704,084</u>
Noncontrolling interests	8,871,354	10,823,144
Total members' equity and noncontrolling interests	<u>10,364,763</u>	<u>12,527,228</u>
Total liabilities, members' equity and noncontrolling interests	<u><u>\$ 19,677,036</u></u>	<u><u>\$ 21,953,710</u></u>

See accompanying notes.

Automobile Club of Southern California and Subsidiaries

Consolidated Statements of Operations (In Thousands)

	Year Ended December 31,	
	2022	2021
Revenues:		
Net premiums earned	\$ 5,080,969	\$ 4,878,411
Membership	1,076,456	1,046,162
Membership services	198,027	184,703
Travel services	174,680	106,696
Investment income:		
Net investment income	377,794	361,903
Net realized investment (losses) gains	(101,618)	198,660
Net unrealized (losses) gains on equity investments	(1,704,213)	1,384,826
Total investment (loss) income	(1,428,037)	1,945,389
Other income, net	163,347	152,599
Total revenues	5,265,442	8,313,960
Expenses:		
Insurance losses and loss adjustment expenses	4,250,025	3,505,540
Other underwriting expenses	580,185	559,244
Policyholder dividends	309,462	423,002
Salaries and benefits	984,968	939,050
Emergency road service expenses	784,235	679,893
Printing, supplies, and travel materials	60,281	54,079
Facilities, taxes, and insurance	266,538	251,345
Advertising and public relations	87,097	81,255
Other	143,127	123,217
Total expenses	7,465,918	6,616,625
(Loss) income before income taxes	(2,200,476)	1,697,335
Federal and state income tax (benefit) expense	(486,362)	349,959
Net (loss) income	(1,714,114)	1,347,376
Less: net (loss) income attributable to noncontrolling interests	(1,537,839)	1,173,503
Net (loss) income attributable to members	\$ (176,275)	\$ 173,873

See accompanying notes.

Automobile Club of Southern California and Subsidiaries

Consolidated Statements of Comprehensive (Loss) Income
(In Thousands)

	Year Ended December 31,	
	2022	2021
Net (loss) income	\$ (1,714,114)	\$ 1,347,376
Other comprehensive (loss) income:		
Unrealized holding losses during the year, net of taxes of \$(235,269) and \$(55,936)	(836,863)	(202,226)
Change in liability related to postemployment and retiree benefit obligations, net of taxes of \$113,377 and \$89,937	388,512	305,690
Other comprehensive (loss) income, net of tax	<u>(448,351)</u>	<u>103,464</u>
Comprehensive (loss) income	(2,162,465)	1,450,840
Less: comprehensive (loss) income attributable to noncontrolling interests	(1,951,790)	1,216,115
Comprehensive (loss) income attributable to members	<u>\$ (210,675)</u>	<u>\$ 234,725</u>

See accompanying notes.

Automobile Club of Southern California and Subsidiaries

Consolidated Statements of Members' Equity and Noncontrolling Interests
(In Thousands)

	Members' Equity	Accumulated Other Comprehensive (Loss) Income	Total Members' Equity	Noncontrolling Interests	Total Members' Equity and Noncontrolling Interests
Balance at January 1, 2021	\$ 1,642,326	\$ (172,967)	\$ 1,469,359	\$ 9,607,029	\$ 11,076,388
Net income	173,873	—	173,873	1,173,503	1,347,376
Other comprehensive income, net of tax	—	60,852	60,852	42,612	103,464
Balance at December 31, 2021	1,816,199	(112,115)	1,704,084	10,823,144	12,527,228
Net loss	(176,275)	—	(176,275)	(1,537,839)	(1,714,114)
Other comprehensive loss, net of tax	—	(34,400)	(34,400)	(413,951)	(448,351)
Balance at December 31, 2022	\$ 1,639,924	\$ (146,515)	\$ 1,493,409	\$ 8,871,354	\$ 10,364,763

See accompanying notes.

Automobile Club of Southern California and Subsidiaries

Consolidated Statements of Cash Flows (In Thousands)

	Year Ended December 31,	
	2022	2021
Operating activities		
Net (loss) income	\$ (1,714,114)	\$ 1,347,376
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	113,013	109,911
Amortization of fixed-income securities	67,312	73,636
Net realized investment losses (gains)	101,618	(198,660)
Change in net unrealized losses (gains) on equity investments	1,704,213	(1,384,826)
(Gains) losses on disposal of property and equipment	(5,096)	653
Deferred income taxes	(396,939)	290,897
Changes in operating assets and liabilities:		
Other receivables	(90,832)	(46,197)
Deferred acquisition costs	(54,319)	(57,194)
Other assets, net	(99,240)	(118,145)
Other liabilities, net	124,399	256,751
Unearned membership dues	(6,777)	22,937
Premiums receivable, net	(192,620)	(24,656)
Accrued liabilities and accounts payable	38,370	100,094
Reserve for losses and loss adjustment expenses and policy reserves	537,876	342,267
Unearned premiums	239,442	40,497
Accrued policyholder dividends	(17,030)	(11,164)
Net cash provided by operating activities	349,276	744,177
Investing activities		
Purchases of fixed-income securities	(2,983,933)	(3,661,459)
Purchases of marketable equity securities	(729,636)	(546,778)
Purchases of other investments	(15,000)	-
Purchases of property and equipment	(92,329)	(78,072)
Proceeds from sales, maturities, and calls of investments in fixed-income securities	2,800,115	2,970,718
Proceeds from sales of marketable equity securities	833,516	439,019
Proceeds from sale of other investments	47,881	-
Proceeds from sales of property and equipment	6,302	5,826
Distribution from other investments	288	741
Net cash used in investing activities	(132,796)	(870,005)
Financing activities		
Dividends paid	-	(6,722)
Net cash used in financing activities	-	(6,722)
Net increase (decrease) in cash and cash equivalents	216,480	(132,550)
Cash and cash equivalents at beginning of year	208,030	340,580
Cash and cash equivalents at end of year	\$ 424,510	\$ 208,030
Supplemental disclosure of cash flow information		
Cash payments during the year for:		
Interest	\$ -	\$ -
Income taxes	\$ 3,016	\$ 84,726

See accompanying notes.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (In Thousands)

December 31, 2022

1. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Automobile Club of Southern California (ACSC) and its wholly owned subsidiaries, ACSC Management Services, Inc. (Management Services), Auto Club Services, LLC (Club Services), AAA Texas, LLC (AAA Texas), AAA New Mexico, LLC (AAA New Mexico), AAA Hawaii, LLC (AAA Hawaii), and Auto Club Enterprises (ACE). In addition, the consolidated financial statements include the following entities and their wholly owned subsidiaries; Alabama Motorists Association, Inc. (AMA), Automobile Club of Missouri (ACMO), AAA Northern New England (NNE), AAA East Central (EC), and Tidewater Automobile Association of Virginia, Inc. (Tidewater). The consolidated financial statements also include the accounts of its majority-owned subsidiary, Pleasant Travel Holding Company, LLC (PTHC) and its wholly owned subsidiary, Pleasant Holidays, LLC (PH) and its wholly owned subsidiary Hawaii World LLC (HW). ACSC is a nonprofit mutual benefit corporation incorporated in the State of California. Collectively, the above companies are referred to as “the Club.”

The consolidated financial statements also include the accounts of the Club’s variable interest entities (VIEs) (see VIE Consolidation below), which include Interinsurance Exchange of the Automobile Club (Exchange) and its wholly owned subsidiaries, and Automobile Club Inter-Insurance Exchange (MO Exchange) and its wholly owned subsidiary. Exchange’s wholly owned subsidiaries include Auto Club Casualty Company (Casualty) and Auto Club Indemnity Company (Indemnity), and MO Exchange’s wholly owned subsidiary is Auto Club Family Insurance Company (Family). Additionally, the accounts of Auto Club County Mutual Insurance Company (ACCM) and Motor Club Insurance Company (MCIC) are included in the consolidated financial statements as they are considered a VIE and a voting interest entity, respectively, of Exchange. Collectively, the above companies are referred to as “Property and Casualty VIEs.”

ACSC and Exchange each own a 50% interest in Automobile Club of Southern California Life Insurance Company (ACSC Life). The accounts of ACSC Life are included in the consolidated financial statements. ACSC Life is referred to as “Life Insurance VIE.”

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

1. Summary of Significant Accounting Policies (continued)

Collectively, the “Property and Casualty VIEs” and the “Life Insurance VIE” are referred to as “the VIEs.” “Noncontrolling interests” refers to the interests in the VIEs and voting interest entities held for the benefit of their respective policyholders. Collectively, the Club and the VIEs are referred to as “the Company.”

ACSC, Management Services, Club Services, AAA Texas, AAA New Mexico, AAA Hawaii, ACE, AMA, NNE, EC, and Tidewater are collectively referred to as ACSC Club.

ACMO and its wholly owned subsidiary Club Exchange Corporation (Club Exchange) are collectively referred to as ACMO Club.

ACSC and Exchange each own a 13.15% interest in ACLI Acquisition Company (ACLI Life), which is a holding company that owns all the outstanding shares of AAA Life Insurance Company (AAA Life). AAA Life’s primary business is the sale of individual term and universal life insurance and annuity products. The investments in ACLI Life are accounted for using the equity method as ACSC and Exchange, evaluated as a combined entity, are not the primary beneficiary of, nor do they control, ACLI Life.

The Exchange has a 100% quota share assumption reinsurance agreement with Auto Club Insurance Association (ACIA) covering the automobile, homeowner, and personal umbrella business in the states of Ohio, West Virginia, and Kentucky by insurance companies managed by ACIA. Starting on August 1, 2020, Indemnity started writing insurance policies in the states of West Virginia and Ohio. Starting on June 1, 2021, Indemnity started writing insurance policies in the state of Kentucky.

Exchange owns a 50% interest in MCIC, a Rhode Island domiciled insurer, and effectively owns a majority voting interest over operational decisions. AAA Northeast Holding, Inc. (ANEH), a wholly owned subsidiary of AAA Northeast (ANE), owns a 50% interest in MCIC. Exchange, ACSC, MCIC, ANE, and ANEH are collectively referred to as the “Alliance Parties”. The Alliance Parties have entered into an alliance agreement pursuant to which MCIC offers homeowner and automobile insurance to members of ANE. In accordance with the requirements of Accounting Standards Codification (ASC) 810, *Consolidation*, the accounts of MCIC are included in the consolidated financial statements as a voting interest entity of Exchange and a noncontrolling interest is recorded for the 50% of the entity not owned by Exchange.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

VIE Consolidation

Based on the Company's application of ASC 810, ACSC has determined that it has a variable interest in, and is deemed to be the primary beneficiary of, Exchange through the fees generated from the management agreement with Management Services and ACSC's exclusive right to the residual interest in the Exchange. ACSC has the power to direct the activities that most significantly impact Exchange's economic performance, as well as the right to receive the expected residual returns of Exchange. As a result, Exchange's financial results are consolidated with ACSC.

Exchange has a reinsurance agreement with ACCM to assume 100% of ACCM's direct written premiums, policy risks, and operating expenses. In addition, under a management service agreement between ACCM and Exchange, Exchange has the power to manage the activities of ACCM. In consideration for providing these management services, ACCM has agreed to pay Exchange its net income less investment income, subject to certain adjustments. As a result of these arrangements, Exchange is deemed the primary beneficiary of ACCM and ACCM's financial results are consolidated with those of Exchange in the accompanying consolidated financial statements. Exchange's variable interest in ACCM is primarily attributable to the reinsurance and management service agreements between Exchange and ACCM.

Exchange has entered into a quota-share reinsurance agreement with MCIC to assume 100% of its direct premium written, policy risks, and operating expenses. The Exchange has also entered into a retrocession agreement with Motor Club Insurance Captive, LLC (Captive), a wholly owned subsidiary of ANE, to retrocede to Captive 50% of the direct premium written, policy risks, and operating expenses assumed from MCIC.

An affiliation agreement (Affiliation Agreement) has been executed among ACSC, ACE, ACOMO, Exchange, MO Exchange, Management Services, and Club Exchange. Pursuant to the Affiliation Agreement, Exchange has the power to direct the activities that most significantly impact MO Exchange's economic performance. Under the pooling agreement, the participants pool all of their net underwriting business after cessions to nonaffiliated reinsurers and share various underwriting assets and liabilities. Investments and investment-related operating items, income taxes, and noninsurance-related assets and liabilities are excluded from pooling. As a result of these arrangements and in accordance with ASC 810, Exchange is deemed the primary beneficiary of MO Exchange and MO Exchange's financial results are consolidated with those of Exchange in

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

the accompanying consolidated financial statements. Exchange's variable interest in MO Exchange is primarily attributable to the pooling arrangement between Exchange and MO Exchange.

The Company has consolidated Club's and Property and Casualty VIEs' financial position and operating results. Furthermore, upon consolidation, 100% of the ownership of ACSC Life is included within the consolidated entity. Exchange is deemed the primary beneficiary of ACSC Life as the insurance business activities of ACSC Life more closely resemble Exchange's insurance business activities as compared to ACSC's business activities. As a result, ACSC Life's financial results are consolidated with Exchange. The consolidated financial statements and notes to the consolidated financial statements presented reflect guidance under ASC 810.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) and include the accounts of the Club and the VIEs. All intercompany accounts and transactions have been eliminated in consolidation.

Presentation of Assets and Liabilities

ASC 810 does not require separate presentation of the VIEs' assets. However, because the VIEs' assets can only be used to settle the obligations of the VIEs, the VIEs' assets are presented parenthetically on the accompanying consolidated balance sheets. Under ASC 810, liabilities are required to be presented separately for the VIEs on the consolidated balance sheets as the VIEs' creditors do not have recourse to the general credit of the Club, likewise the Club's creditors do not have recourse to the general credit of the VIE.

Disclosure Aggregation

As ASC 810 permits aggregation of disclosures for similar entities in situations in which separate reporting would not provide information that is more useful to financial statement users, disclosures within these consolidated financial statements have been aggregated to include both the Club and VIEs unless otherwise stated.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Summary of Operations

The primary objective of the Club (excluding PH) is to provide members with services that meet their motoring and travel needs. These services include, but are not limited to, emergency road service, travel services, automotive services, financial services, travel publications, and map distribution. The Club provides services through branch offices located throughout southern California, Texas, New Mexico, Alabama, Hawaii, Missouri, Arkansas, Louisiana, Mississippi, eastern Kansas, southern Illinois, southern Indiana, Maine, New Hampshire, Vermont, eastern and western Pennsylvania, West Virginia, northeastern and south central Ohio, southwestern New York, western Kentucky, and southern Virginia, and through telephone service and internet programs.

The primary operations of PH are to provide packaged tour sales to various travel destinations. These packaged tours are primarily sold through a network of agents, wholesale brokers, and the internet.

The Property and Casualty VIEs offer automobile, homeowner, watercraft, and personal excess liability insurance to members of the Club and ANE.

Management Services and Club Exchange are the corporate attorneys-in-fact for Exchange and MO Exchange, respectively. These entities perform functions related to the acquisition and issuance of insurance and the administrative activities associated with the insurance business. In return for such services, Management Services and ACMO each are reimbursed for salaries, employee benefits, and the administrative costs of running the business through the management service fee.

The Life Insurance VIE is a life insurance company that reinsures life and annuity products sold by AAA Life, an affiliated life insurance company that is not included in the consolidated financial statements of the Company.

Allocation of Expenses

Certain operating expenses are incurred jointly by ACSC Club and Exchange and ACMO Club and MO Exchange. Such expenses are allocated among the entities, respectively, based on the nature of the expense and the related utilization by the entity.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Recognition of Revenue

The Club

Membership revenue consists of membership dues and enrollment fees. Membership dues are received at the beginning of each membership term and one-time enrollment fees are received at the beginning of the initial membership term. Membership dues are recognized as revenue on a pro rata basis over the membership term, as the Club's performance obligation to provide services that are included in the price of membership is satisfied over the membership term. Enrollment fees are deferred and recognized as revenue over a 60-month period, representing the average determined period of membership, as the Club's performance obligation to renew membership without an additional fee in excess of membership dues is satisfied over the entire period of membership.

Membership services revenue consists of payments from members or commissions from vendors for various services offered by the Club that are not included in the price of membership including automobile battery sale commissions, insurance agency commissions, and various point-of-sale member transactions. With the exception of insurance agency commissions, membership services revenue is recorded at the time of the transaction, as the time of payment coincides with the Club's satisfaction of its performance obligation to provide the service.

Travel services revenue primarily consists of commissions for arranging travel for members on behalf of airfare, hotel, cruise, and tour operators. Travel commission payments are generally received either upon final payment by the customer or the departure of the applicable trip. Travel commissions are recognized as revenue at the departure date of the applicable trip, as the Club's performance obligation to provide a traveling member to the operator is satisfied when the trip commences. Travel commissions are generally recognized as revenue on a net basis, as the Club acts as an agent and does not control or assume inventory risk of the service before it is transferred to the customer. If the Club acts as a principal by controlling the service before it is transferred to the customer, such as when it assumes inventory risk for certain hotel accommodations, the Club recognizes revenue on a gross basis.

Insurance agency commission payments from third-party insurers are received by the Club upon the insurer's receipt of premium payments from the insured. The Club recognizes revenue at the policy effective date, as the Club's performance obligation to provide an effective policy is

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

1. Summary of Significant Accounting Policies (continued)

satisfied on that date. For commissions earned on “guaranteed renewable” multi-year life insurance contracts, the Club estimates as variable consideration the most likely amount of future commissions that is expected to be received for policies currently in force. The Club recognizes as revenue the estimated variable consideration that is not deemed to be constrained based on historical experience, industry trends, and other economic factors. The Club recognizes revenue for future commissions on an undiscounted basis, as the related contracts do not contain a significant financing component.

The Club’s revenue recognized from contracts with customers, disaggregated by timing of revenue recognition, is as follows for the years ending December 31:

	<u>2022</u>	<u>2021</u>
Products and services transferred over time	\$ 1,076,456	\$ 1,046,162
Products and services transferred at a point in time	372,707	291,399
	<u>\$ 1,449,163</u>	<u>\$ 1,337,561</u>

Revenue from performance obligations satisfied over time consists of membership revenue. Revenue from performance obligations satisfied at a point in time consists of travel services and membership services revenue.

Receivables, contract assets, and contract liabilities from contracts with customers are as follows as of December 31:

	<u>2022</u>	<u>2021</u>
Receivables	\$ 2,375	\$ 1,803
Contract assets	193,772	184,790
Contract liabilities	552,996	589,074

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Property and Casualty VIEs

Direct premiums written are earned on a pro rata basis over the terms of the insurance policies. The portion of premiums written applicable to the unexpired terms of the policies is recorded as unearned premiums. Premiums received in advance of the policy's effective date are recorded as advance premiums and included in other liabilities on the accompanying consolidated balance sheets. Exchange and MO Exchange record a bad debt allowance for receivables they believe are uncollectible, which was \$6,290 and \$3,767 at December 31, 2022 and 2021, respectively.

Life Insurance VIE

For investment contracts without mortality risk (such as deferred annuities and immediate annuities with benefits paid for a certain period), the Life Insurance VIE records premium deposits and benefit payments as increases or decreases in a liability account rather than as revenue or expense. The Life Insurance VIE records as revenue any amounts charged against the liability account for the cost of insurance, policy administration, and surrender penalties. For investment contracts with mortality risk, the Life Insurance VIE records premium deposits and benefit payments as revenue or expense.

For traditional life insurance contracts, premiums are recognized as income when due. Benefits and expenses are recognized as a level percentage of earned premiums, accomplished by providing for future policy benefits and by amortizing the deferred acquisition costs (DAC).

Accident and health premiums are earned pro rata over the term of the policies.

Deferred Acquisition Costs

The Club

Deferred membership acquisition costs, primarily consisting of commissions that are incremental costs of obtaining the contract and that are expected to be recovered. Such costs are capitalized and amortized ratably over a 60-month period, representing the average determined period of membership. Advertising expenses, including direct mail advertising, are expensed as incurred.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Property and Casualty VIEs

DAC consists primarily of commissions paid to sales staff, premium taxes, and certain underwriting costs that vary with and are primarily related to the successful acquisition of new and renewal insurance policies and are deferred and amortized over one year to match the revenue generated. Property and casualty advertising expenses are not deferred. The amount of costs to be deferred would be reduced to the extent future policy premiums do not exceed related losses, expenses, and policyholder dividends. There was no reduction in costs deferred in 2022 and 2021.

The DAC profitability is analyzed at least annually to assess recoverability. Anticipated losses and expenses are considered in determining whether the balance is recoverable. No such deficiencies were identified in 2022 and 2021.

Life Insurance VIE

The costs directly related to the successful acquisition of new or renewing insurance contracts are deferred. These deferred costs are reported as an asset on the balance sheet and amortized using the interest rate credited to the underlying policy in relation to future anticipated gross profits or premium revenue. The recoverability of the unamortized balance of the DAC is evaluated annually. Estimated future gross profits or future premiums, expected mortality or morbidity interest earned and credited rates, persistency, and expenses are considered in determining whether the balance is recoverable. No such deficiencies were determined for 2022 or 2021.

Estimated future gross profits or future premiums, expected mortality or morbidity, interest earned, and credited rates, persistency, and expenses are considered in determining whether the balance is recoverable. No such deficiencies were identified in 2022 and 2021.

Certain costs are deferred related to the sale inducements offered on sales to new customers, principally on investment contracts and primarily in the form of additional credits to the customer's account value or enhancements to interest credited for a specified period which are beyond amounts currently being credited to existing contracts. All other sales inducements are expensed as incurred and are included in interest credited to contract holders' funds as part of policy benefits. Deferred sales inducements are amortized using the same methodology and assumptions as DAC, and are included in interest credited to contract holders' funds as part of policy benefits. Deferred

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

sales inducements included in DAC are periodically reviewed for recoverability and written down when necessary. There was no reduction in costs deferred in 2022 and 2021.

Advertising

In addition to advertising costs for membership acquisition, the Company utilizes television, radio, and newspaper to advertise its other products and services. These advertising costs are expensed as incurred. The Company participates in cooperative advertising arrangements whereby third-party hotels, car rental and cruise companies, and airlines agree to pay a predetermined portion of the advertising costs incurred by the Company. The Company records its portion of the cooperative advertising as advertising and public relations expense in the consolidated statements of operations. Club advertising expense recorded within advertising and public relations in the consolidated statements of income was \$79,030 and \$75,061 for the years ended December 31, 2022 and 2021, respectively. Property and Casualty VIE advertising expense recorded within other underwriting expense in the consolidated statements of income was \$100,510 and \$105,052 for the years ended December 31, 2022 and 2021, respectively.

Cash and Cash Equivalents

Cash and cash equivalents include funds invested in U.S. Treasury Bills, money market accounts, demand deposits and other investments with original maturity of 90 days or less at the time of purchase.

Investments

The Company's investments in fixed-income securities are classified as available-for-sale and recorded at fair value. The Company's equity-method investments are recorded at the cost of the investment adjusted for the Company's respective share of earnings or losses of the investee and any distributions received.

Investments in private entities in which the Company holds less than 20% ownership interest and where the Company does not have the ability to significantly influence the operations of the investee are accounted for using the cost method of accounting. In accordance with the cost method, the Company's initial investment is recorded at cost and dividend income is recorded when applicable dividends are declared. Cost-method investments are reported as other investments in the accompanying consolidated balance sheets.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Investments are reviewed periodically to determine whether a decline in fair value below the carrying value is other than temporary. Temporary unrealized investment gains and losses on securities available-for-sale are credited or charged directly to equity as accumulated other comprehensive income, net of applicable tax effects. When a decline in the value of investments is considered other than temporary, a loss is recognized in the consolidated statements of income. The other-than-temporary impairment (OTTI) is based on certain criteria for each group of invested assets, such as security-specific analysis and other factors, which include the duration and extent of unrealized losses, intent to sell or the likelihood of the Company being required to sell the investments before recovery of the cost basis. For the years ended December 31, 2021 and 2020, equity securities were excluded from the OTTI analysis, as unrealized investment gains and losses on equity securities were recognized in the consolidated statements of operations.

Realized gains and losses are included in the consolidated statements of operations based upon the specific-identification method.

Fair Value of Financial Instruments

The fair values of financial instruments presented in the consolidated balance sheets and the applicable notes to the Company's consolidated financial statements are estimates of the fair values at a specific point in time using available market information and appropriate valuation methodologies. The carrying value of receivables, accounts payable, and other liabilities approximates the fair value of those items.

Cash equivalents are carried either at cost or amortized cost, which approximates fair value due to their short-term maturities. Money market funds recorded within cash and cash equivalents was \$317,125 and \$158,779 at December 31, 2022 and 2021, respectively. Money market funds are valued based on quoted market prices, or \$1 per share, which is generally the net asset value of the fund.

Financial instruments related to insurance-related products are specifically exempted from fair value disclosure requirements.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

1. Summary of Significant Accounting Policies (continued)

Property and Equipment, Net

Property and equipment, net is comprised of the following as of December 31:

	<u>2022</u>	<u>2021</u>
Land, buildings, and leasehold improvements	\$ 674,125	\$ 659,641
Furniture, fixtures, and equipment	377,281	366,574
Computer software	738,533	682,149
	<u>1,789,939</u>	<u>1,708,364</u>
Less: accumulated depreciation and amortization	<u>(1,187,164)</u>	<u>(1,083,766)</u>
Property and equipment, net	<u>\$ 602,775</u>	<u>\$ 624,598</u>

Property and equipment, including leasehold and other improvements that extend an asset's useful life, and computer software costs are stated at cost and are depreciated over their estimated useful lives using the straight-line method, ranging from three years to seven years for certain furniture, fixtures, equipment, and computer software costs, and 40 years for buildings. Leasehold improvements are amortized over the lesser of seven years, which is the estimated useful life, or the lease term. Maintenance and repair costs are expensed as incurred. Property and equipment and the related accumulated depreciation are recorded by the entity that purchased the related asset. The depreciation expense incurred by the Company was \$49,212 and \$54,886 for the years ended December 31, 2022 and 2021, respectively.

The Company capitalized software development costs for internal use of \$53,908 and \$50,230 for the years ended December 31, 2022 and 2021, respectively. Amortization expense incurred by the Company was \$63,801 and \$55,025 for the years ended December 31, 2022 and 2021, respectively.

The Company periodically reviews its furniture, fixtures, equipment, and buildings for any existing condition, situation, or set of circumstances involving possible impairment. No such conditions were identified for the years ended December 31, 2022 and 2021.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Goodwill

Goodwill (see Note 5) represents the residual value of acquired assets in excess of their estimated fair value at the time of an acquisition or affiliation. Goodwill is reviewed for impairment annually or more frequently if indicators of possible impairment arise in accordance with ASC 350, *Intangibles – Goodwill and Other*. ASC 350 gives companies the option to perform a qualitative assessment that may allow them to skip the annual goodwill two-step impairment test. Potential impairment is indicated when the book value of a reporting unit, including goodwill, exceeds its fair value. If potential impairment exists, the fair value of the reporting unit is compared to the fair value of its assets and liabilities, excluding goodwill, to estimate the implied value of the reporting unit's goodwill. An impairment loss is recognized for any excess of the book value of the reporting unit's goodwill over the implied fair value. No goodwill impairment loss was recorded for the years ended December 31, 2022 and 2021.

Intangible Assets, Net

Intangible assets (see Note 5) are carried at cost less accumulated amortization. Intangible assets are reviewed periodically for impairment or more frequently if indicators of impairment arise. For assets with determinable useful lives, amortization is computed using the straight-line method over the estimated economic lives of the respective intangible assets ranging from five to ten years. Long-lived assets, including intangibles, are reviewed annually or more frequently if indicators of possible impairment arise. Write downs, if any, are recorded through a charge against current earnings when the asset is deemed impaired. Amortization periods are adjusted when management determines that the estimated life of the asset has been reduced.

Reserves for Losses and Loss Adjustment Expenses and Policy Reserves

Property and Casualty VIEs

The Property and Casualty VIEs establish reserves for losses and loss adjustment expenses (LAE) for reported claims on a case basis and for incurred but not reported claims on the basis of historically established statistical data. The reserves are based upon estimates and, as such, are subject to an inherent degree of variability. The Property and Casualty VIEs' ultimate liability may be greater or less than the stated loss reserves. Reserves are closely monitored and reviewed quarterly by the Loss Reserve Committee, which consists of selected members of the actuarial,

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

claims, accounting, and executive staff. Changes in estimates are reflected in operations during the year in which the change is made. The Property and Casualty VIEs do not discount to present value that portion of their loss reserves expected to be paid in future periods. Although no assurances can be made that the ultimate liability will not differ from such estimates, management believes that, in the aggregate, the reserves for losses and LAE are adequate. Salvage and subrogation recoverables are estimated using historically established recoverable statistical data. Salvage and subrogation amounts deducted from the reserves for losses and LAE were \$282,481 and \$210,475 at December 31, 2022 and 2021, respectively (see Note 4).

Life Insurance VIE

ACSC Life's reserves for investment-type contracts are based either on the contract account balance (if future benefit payments in excess of the account balance are not guaranteed) or on the present value of future benefit payments (if such payments are guaranteed). Additions to insurance liabilities are made if it is determined that future cash flows (including investment income) are insufficient to cover future benefits and expenses.

Reserves for traditional life contracts are generally calculated using the net level premium method, based on assumptions as to mortality, morbidity, and investment yields ranging from 2.33% to 6.25% in both 2022 and 2021. These assumptions are generally made at the time the contract is issued or at the purchase date. These assumptions are based on projections from past experience, making allowances for possible unfavorable deviation. Discount rates vary by product line and issue year, with lower rates in more recent years to reflect the current interest rate environment.

Benefit reserves for universal life products are computed in accordance with the retrospective deposit method and represent policy account balances before applicable surrender charges. Interest crediting rates for universal life products ranged from 3.00% to 4.00% in 2022 and 2021.

Premium Deficiency Reserves

Premium deficiency reserves are established for the amount of the anticipated losses, LAE, commissions, and other acquisition costs and maintenance costs in excess of the recorded unearned premium reserve and future installment premiums on existing policies that have not previously been expensed. The Property and Casualty VIEs do not consider anticipated investment income when calculating their premium deficiency reserves. No premium deficiency reserves were recorded by the Property and Casualty VIEs at December 31, 2022 and 2021.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Dividends

For the Property and Casualty VIEs, savings or credits may be returned to their respective shareholders or policyholders irrespective of the source from which such savings or credits accrue whenever such returns do not constitute an impairment of the assets or minimum capital and surplus reserves required to be maintained. Indemnity and Casualty paid no dividends for the years ended 2022 and 2021. All other Property and Casualty VIEs recorded total policyholder dividends of \$309,462 and \$423,002 for the years ended 2022 and 2021, respectively.

ACSC Life and Family are subject to the financial capacity guidelines established by their domiciliary states. The payment of dividends to their respective shareholders from statutory unassigned surplus is restricted, subject to certain statutory limitations. For 2022, ACSC Life and Family were permitted to pay approximately \$0 and \$6,880 respectively, in dividends without the prior approval of the Department of Insurance (DOI) of their states of domicile. For 2021, ACSC Life and Family were permitted to pay approximately \$0 and \$8,228, respectively, in dividends without the prior approval of the Department of Insurance (DOI) of their states of domicile. The above statutory regulations may have the effect of indirectly limiting the ability of ACSC Life and Family to pay dividends to their respective shareholders. ACSC Life and Family paid no dividends for the years ended 2022 and 2021.

Reinsurance

Property and Casualty VIEs

Reinsurance is purchased by the Property and Casualty VIEs to control exposure to potential losses arising from large risks and to reduce the losses that may arise from catastrophes. The Property and Casualty VIEs currently have excess-of-loss catastrophe reinsurance coverage in all states.

Reinsurance treaties entered into by the Property and Casualty VIEs provide coverage on a per occurrence basis after covered catastrophe losses for the Property and Casualty VIEs as a group exceed a retention limit. As of December 31, 2022 and 2021, the Property and Casualty VIEs retention limit was \$200,000 for the California market and \$100,000 for markets other than California. For the 12 months ending June 30, 2023 the first \$150,000 of excess losses are shared pro-rata with 38.05% coverage by the reinsurers and 61.95% retention by the Property and Casualty VIEs. Excess losses from \$150,000 to \$200,000 are shared pro-rata with 86% coverage

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

by the reinsurers and 14% retention by the Property and Casualty VIEs. Excess losses from \$200,000 to \$350,000 are covered 96.5% by the reinsurers and 3.5% retention by the Property and Casualty VIEs, and excess losses from \$350,000 to \$1,554,000 are covered 100% by the reinsurers. For the 12 months ending June 30, 2022, all excess losses over the retention limits for the next \$1,500,000 in losses are covered 100% by the reinsurers.

Reinsurance contracts do not relieve the Property and Casualty VIEs from their primary obligations to policyholders. The Property and Casualty VIEs evaluate the financial condition of their reinsurers and monitor concentrations of credit risk to minimize their exposure to significant losses from reinsurer insolvencies. In addition, the Property and Casualty VIEs' reinsurance agreements help to mitigate credit risk by requiring unauthorized reinsurers to fund their outstanding obligations via funds withheld, cash advances, trust agreements or letters of credit. The Property and Casualty VIEs had \$11,940 and \$7,330 in outstanding reinsurance recoverables as of December 31, 2022 and 2021, respectively, which are included in other receivables in the accompanying consolidated balance sheets.

The Exchange has a 100% quota share assumption reinsurance agreement with ACIA covering the automobile, homeowner, and personal umbrella business in the states of Ohio, West Virginia, and Kentucky by insurance companies managed by ACIA. Starting on August 1, 2020, Indemnity started writing insurance policies in the states of West Virginia and Ohio. Starting on June 1, 2021, Indemnity started writing insurance policies in the state of Kentucky.

Life Insurance VIE

ACSC Life participates in an expense-sharing agreement with AAA Life. In accordance with the expense-sharing agreement, expenses are allocated based upon specific identification, new business policy activity, and in-force policy activity. The expense-sharing agreement is integrated with the reinsurance agreements such that costs are ultimately allocated based on the volume of new business processed and existing policies in force. In conjunction with the reinsurance and expense-sharing agreements, amounts incurred by ACSC Life in 2022 and 2021 were \$94,299 and \$96,059, respectively.

Under the coinsurance reinsurance agreements, ACSC Life participates in all aspects of the original policy, including the risk regarding investment, mortality, terminations, and other risks of the policy. The cost of reinsurance is recognized over the life of the reinsurance policies on the same basis used by the ceding companies for the underlying policies.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

1. Summary of Significant Accounting Policies (continued)

Income Taxes

The Company has multiple tax-filing groups in both the motor club and insurance operations. The Company accounts for income taxes using the asset and liability method, whereby deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred income taxes are recognized for the future tax consequences of temporary differences using enacted statutory tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Temporary differences include the difference between the financial statement carrying amounts and the tax basis of existing assets and liabilities and operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company assesses the likelihood that its deferred tax assets will be recovered from future taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount more likely than not to be realized in future tax returns.

The Club

Under the Internal Revenue Code (the Code), the various clubs file separate federal income tax returns at rates comparable to those applicable to other corporate taxpayers. ACSC, ACOMO, and NNE each file consolidated federal tax returns with their wholly owned subsidiaries. ACE, AMA, EC (including each of its subsidiaries), Tidewater, and HW each file separate tax returns. PTHC files a partnership return that includes the income of PH.

Property and Casualty VIEs

Exchange and MO Exchange are reciprocal insurers organized under the laws of the states of California and Missouri, respectively. Under the Code, the income of Exchange and MO Exchange (subject to certain adjustments and deductions as defined by the Code) is subject to federal income taxes.

Exchange's federal income tax return is consolidated with Casualty and Indemnity, and MO Exchange's federal tax return is consolidated with Family. The method of allocation between the

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

companies is subject to written agreement. Allocation is based upon separate return calculations with current credit for net losses. Intercompany tax balances are settled within 30 days of the filing of the consolidated tax return or when tax payments are remitted to the Internal Revenue Service (IRS). ACCM and MCIC file stand-alone federal income tax returns.

Life Insurance VIE

ACSC Life is a California-domiciled life insurance company and files a separate federal tax return.

Postemployment and Retirement Benefits

The Company's postemployment and retirement benefit costs and obligations include various assumptions. The Company's major assumptions relate primarily to discount rates, mortality rates, expected increases in compensation levels, and the expected long-term return on plan assets.

The Company generally amortizes unrecognized actuarial gains and losses on a straight-line basis over the average remaining estimated service life of participants. Postemployment and retirement assumptions are reviewed annually by senior management with the assistance of outside actuaries.

These assumptions are adjusted as appropriate to reflect changes in market rates and outlook. The discount rate assumptions are based on current investment yields of high-quality fixed-income securities with maturities similar to the expected benefits payment period. Mortality rates help predict the expected life of plan participants. See Note 7 for additional description of these plans and the accounting and funding policies.

Self-Insurance

The Club (excluding EC) is partially self-insured for workers' compensation insurance with a loss threshold up to \$2,000 per occurrence. The self-insured portion of the liability for unpaid claims and associated expenses, including claims incurred but not reported, is determined using actuarial valuations provided by an independent actuarial consulting firm. The liability for the workers' compensation claims is \$29,531 and \$27,892 as of December 31, 2022 and 2021, respectively, and is included in accrued payroll and employee benefits in the accompanying consolidated balance sheets. For the years ended December 31, 2022 and 2021, EC was fully insured through third-party providers for its workers' compensation insurance.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

The Club (excluding AAA Hawaii) is self-insured for medical insurance. As of December 31, 2022, the Club has excess loss insurance to limit its exposure, which will reimburse the Club up to \$1,000 for covered expenses that exceed \$1,000 per covered person incurred from January 1, 2021 through December 31, 2022, and paid from January 1, 2022 through December 31, 2022.

Self-insured losses are accrued based on the Club's estimates of the aggregate liability for uninsured claims incurred using actuarial valuations prepared by an independent actuarial consulting firm. As of December 31, 2022 and 2021, the accrued liability for self-insured medical losses included in accrued payroll and employee benefits in the accompanying consolidated balance sheets is approximately \$9,164 and \$7,453, respectively. A third-party administrator is used to track and evaluate actual claims experience to ensure the consistency of the data used in the annual actuarial valuation.

Cash Value of Life Insurance

The Club has life insurance policies covering key employees for which the Club is the beneficiary. At December 31, 2022 and 2021, the cash surrender value of these policies was \$187,594 and \$191,796, respectively, and is included in other assets in the accompanying consolidated balance sheets. Changes in the cash surrender value of these policies have been recognized in net investment income for the years ended December 31, 2022 and 2021.

Comprehensive Income

Comprehensive income consists of net income, change in liabilities related to postemployment and retirement benefits (net of tax), and change in net unrealized holding gains/losses on equity-method investments and fixed-income securities available-for-sale (net of tax).

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

1. Summary of Significant Accounting Policies (continued)

Changes in accumulated other comprehensive income, net of taxes, are as follows for the years ended December 31:

	<u>2022</u>	<u>2021</u>
Balance as of January 1	\$ (112,115)	\$ (172,967)
Other comprehensive loss before reclassifications:		
Unrealized holding losses during the year	(137,710)	(17,199)
Change in liability related to postretirement and retiree benefit obligations	<u>104,933</u>	<u>88,988</u>
Total other comprehensive (loss) income before reclassifications	(32,777)	71,789
Less: Reclassification adjustment for amounts realized in net (loss) income:		
Net realized investment gains	<u>1,623</u>	<u>10,937</u>
Total reclassification adjustment for amounts realized in net (loss) income	<u>1,623</u>	<u>10,937</u>
Total other comprehensive (loss) income	<u>(34,400)</u>	<u>60,852</u>
Balance as of December 31	<u>\$ (146,515)</u>	<u>\$ (112,115)</u>

Use of Management Estimates

In preparing the consolidated financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and revenues and expenses for the period. Actual results could differ materially from those estimates.

Significant items subject to such estimates and assumptions include the valuation of goodwill and intangible assets, pension liabilities, reserves for losses and LAE and policy reserves, valuation of investments in fixed-income and marketable equity securities, deferred income taxes, and variable consideration recognized as revenue for life insurance agency commissions.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Concentration of Risks

Geographic

Exchange's business is primarily written in southern California, which exposes the Company to market, regulatory, and catastrophe risk in that market. Exchange continues to execute its strategic plan to mitigate its risk by growing its existing markets outside of California and expanding its business into new markets.

MO Exchange writes the majority of its premiums in the state of Missouri, which is subject to market, regulatory, and earthquake risk. MO Exchange participates in the Property and Casualty VIEs' reinsurance program to help manage its risk.

Catastrophe

The Property and Casualty VIEs purchase reinsurance to protect against catastrophic risks, including earthquakes in California and the New Madrid earthquake zone in southeast Missouri. Exchange does not underwrite earthquake insurance directly in California; instead, Exchange is a participant in the California Earthquake Authority (CEA). As a CEA member, Exchange is liable for assessments in the event of a major earthquake. Any potential contingent assessments would be based on market share at the time of the event and approximates \$108,492 (see Note 13). This estimate is updated annually by the CEA and is provided to Exchange for informational purposes. Exchange would also be liable for any losses from fires following a major earthquake. Such losses, as well as any potential CEA assessments, are covered under Exchange's reinsurance program. No major earthquakes were experienced in 2022 or 2021 that would result in an assessment from the CEA.

In Texas, the Property and Casualty VIEs transfers its exposure to loss due to hurricanes for the first tier of counties along the coast to the Texas Windstorm Insurance Association (TWIA). However, the TWIA may still assess the Property and Casualty VIEs based on its share of the statewide homeowner premium. The hurricane losses in the counties inland of those directly adjacent to the Gulf of Mexico are covered by the homeowner policy. Hurricane losses for automobiles are covered by the comprehensive coverage in the automobile policy regardless of location. Exchange accrued \$0 and \$307 as of December 31, 2022 and 2021, respectively, for assessments from the TWIA.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

The frequency and severity of catastrophes are unpredictable and, as such, the Property and Casualty VIEs could be materially adversely affected by one or several large catastrophes despite the programs implemented to manage the risk of loss.

Affiliations

Affiliations are accounted for using the acquisition method of the FASB. The acquisition method requires the reporting entity to determine the acquisition date (affiliation date), recognize and measure the identifiable assets obtained and the liabilities assumed, and recognize and measure goodwill from the affiliation. The results of the affiliated entity are included in the Company's consolidated financial statements from the date of each respective affiliation. Assets obtained and liabilities assumed are recorded at their fair values and the excess of the fair value of the affiliated entity over the amounts assigned is recorded as goodwill.

Leases

The Company only has operating leases which include branch offices, other facilities, and equipment that expire in various years through February 2058. Operating lease agreements may contain tenant improvement allowance, rent holidays, rent escalation clauses, and rent abatements. These are charged to expense on a straight-line basis over the lease term. The lease agreements contain lease and non-lease components, which are accounted for together as a single lease component. Additionally, the Company records variable lease expense that includes expenses such as common area maintenance, utilities, and repairs and maintenance.

For any new or modified leases, the Company determines whether a contract is or contains a lease at the inception of the contract. As of December 31, 2022, the Company recognizes a right-of-use asset ("ROU") of \$82,294 within other assets and a lease liability of \$86,543 within other liabilities in the accompanying consolidated balance sheet. The ROU asset and lease liability are only recognized for operating leases with a contractual term greater than 12 months at the time of lease inception. The ROU asset is measured at the initial amount of the lease liability adjusted for lease payments made at or before the lease commencement date, initial direct costs, and any tenant improvement allowances received. The lease liability represents the present value of future lease payments over the lease term.

The Company does not record leases with an initial term of 12 months or less on the consolidated balance sheet but continues to record rent expense on a straight-line basis over the lease term.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

Leases often include options to extend or terminate at the Company's sole discretion and is included in the determination of the lease term when reasonably certain and determinable.

As the rate implicit in the Company's leases is not easily determinable, the Company's risk-free rate is used in calculating the present value of the sum of the lease payments.

Adopted Accounting Pronouncements

Leases

On January 1, 2022, the Company adopted ASU 2016-02, *Leases (Topic 842)*, which supersedes the legacy lease accounting standard under ASC 840, *Leases*. The most significant change with Topic 842 is its lessee model that brings most leases, including operating leases, onto the balance sheet. It also addresses other concerns regarding the lessee accounting model under ASC 840, including the elimination of the required use of bright-line tests for determining lease classification.

As permitted under the new FASB lease guidance, the Company elected the package of practical expedients, which allowed it to retain prior conclusions regarding lease identification, classification, and initial direct costs. For lease agreements with lease and non-lease components, the Company elected the practical expedient to account for these as a single lease component for all underlying classes of assets. Additionally, the Company did not elect to use hindsight for existing leases. For short-term leases with an initial lease term of 12 months or less and with purchase options the Company is reasonably certain will not be exercised, the Company elected to not record ROU assets or corresponding lease obligations on the consolidated balance sheet. The Company will continue to record rent expense for each short-term lease on a straight-line basis over the lease term. The Company adopted the new guidance using the modified retrospective approach. As a result, the prior period information reported under the previous lease guidance has not been restated.

The adoption of the new FASB lease guidance was not significant to the consolidated balance sheet or consolidated statement of operations. The impact to the consolidated balance sheet was the recognition of ROU assets of \$80,081 upon adoption, with corresponding lease liabilities of \$84,088 relating to operating leases. Existing deferred rent and tenant improvement allowances of approximately \$3,935, previously recorded within other liabilities, were recorded as an offset to gross operating lease ROU assets. The ROU asset and related lease liabilities are included in other

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

1. Summary of Significant Accounting Policies (continued)

assets and other liabilities within the consolidated balance sheet. Refer to Note 10 of the Consolidated Financial Statements for information regarding leases.

2. Investments

The cost or amortized cost and fair value of investments are as follows as of December 31, 2022:

	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed-income securities				
Investments available-for-sale:				
U.S. government obligations:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 1,032,039	\$ 1,031	\$ (110,521)	\$ 922,549
Loan-backed securities of U.S. government and federal agencies	556,135	236	(62,099)	494,272
Total U.S. government obligations	<u>1,588,174</u>	<u>1,267</u>	<u>(172,620)</u>	<u>1,416,821</u>
Debt securities issued by foreign governments	29,114	-	(5,171)	23,943
Municipal securities:				
Obligations of states	309,640	1,708	(14,211)	297,137
Political subdivisions	459,236	2,147	(10,590)	450,793
Special revenue	2,249,536	9,688	(78,591)	2,180,633
Total municipal securities	<u>3,018,412</u>	<u>13,543</u>	<u>(103,392)</u>	<u>2,928,563</u>
Industrial and miscellaneous securities:				
Corporate debt securities	4,058,439	5,196	(521,811)	3,541,824
Residential mortgage-backed securities	284,339	423	(38,743)	246,019
Commercial mortgage-backed securities	211,665	42	(24,981)	186,726
Other debt obligations (structured securities)	152,761	81	(9,263)	143,579
Other invested assets	1,720	-	(595)	1,125
Total industrial and miscellaneous securities	<u>4,708,924</u>	<u>5,742</u>	<u>(595,393)</u>	<u>4,119,273</u>
Total fixed-income securities	<u>\$ 9,344,624</u>	<u>\$ 20,552</u>	<u>\$ (876,576)</u>	<u>\$ 8,488,600</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Investments (continued)

The cost or amortized cost and fair value of investments are as follows as of December 31, 2021:

	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed-income securities				
Investments available-for-sale:				
U.S. government obligations:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 966,301	\$ 19,011	\$ (19,892)	\$ 965,420
Loan-backed securities of U.S. government and federal agencies	568,463	8,098	(5,858)	570,703
Total U.S. government obligations	1,534,764	27,109	(25,750)	1,536,123
Debt securities issued by foreign governments	43,282	2,269	(817)	44,734
Municipal securities:				
Obligations of states	303,781	23,280	(203)	326,858
Political subdivisions	383,670	20,825	(134)	404,361
Special revenue	2,358,600	123,310	(1,901)	2,480,009
Total municipal securities	3,046,051	167,415	(2,238)	3,211,228
Industrial and miscellaneous securities:				
Corporate debt securities	4,096,695	187,350	(29,470)	4,254,575
Residential mortgage-backed securities	255,488	1,820	(2,499)	254,809
Commercial mortgage-backed securities	224,554	5,401	(1,721)	228,234
Other debt obligations (structured securities)	170,233	838	(791)	170,280
Other invested assets	1,722	62	-	1,784
Total industrial and miscellaneous securities	4,748,692	195,471	(34,481)	4,909,682
Total fixed-income securities	<u>\$ 9,372,789</u>	<u>\$ 392,264</u>	<u>\$ (63,286)</u>	<u>\$ 9,701,767</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Investments (continued)

The cost or amortized cost and fair value of fixed-income securities for the year ended December 31, 2022, by contractual maturity, are shown below:

	Cost or Amortized Cost	Fair Value
Investments available-for-sale		
Mature in one year or less	\$ 327,317	\$ 323,394
Mature after one year through five years	2,297,394	2,173,129
Mature after five years through ten years	2,967,835	2,702,308
Mature after ten years	<u>2,547,178</u>	<u>2,219,173</u>
Subtotal	8,139,724	7,418,004
Loan-backed securities	<u>1,204,900</u>	<u>1,070,596</u>
Total	<u>\$ 9,344,624</u>	<u>\$ 8,488,600</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

2. Investments (continued)

Unrealized Losses

The following tables show the gross unrealized losses and fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position as of December 31, 2022:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed-income securities						
Investments available-for-sale:						
U.S. government obligations:						
U.S. Treasury securities and obligations of U.S. government agencies	\$ 365,826	\$ (41,759)	\$ 478,295	\$ (68,762)	\$ 844,121	\$ (110,521)
Loan-backed securities of U.S. government and federal agencies	244,901	(17,958)	235,535	(44,141)	480,436	(62,099)
Total U.S. government obligations	610,727	(59,717)	713,830	(112,903)	1,324,557	(172,620)
Debt securities issued by foreign governments	16,828	(2,290)	7,115	(2,881)	23,943	(5,171)
Municipal securities:						
Obligations of states	208,047	(14,047)	2,178	(164)	210,225	(14,211)
Political subdivisions	244,004	(10,097)	5,884	(493)	249,888	(10,590)
Special revenue	1,356,492	(64,577)	83,684	(14,014)	1,440,176	(78,591)
Total municipal securities	1,808,543	(88,721)	91,746	(14,671)	1,900,289	(103,392)
Industrial and miscellaneous securities:						
Corporate debt securities	2,415,392	(321,718)	909,572	(200,093)	3,324,964	(521,811)
Residential mortgage-backed securities	83,849	(8,049)	143,126	(30,694)	226,975	(38,743)
Commercial mortgage-backed securities	125,029	(12,788)	53,554	(12,193)	178,583	(24,981)
Other debt obligations (structured securities)	60,489	(3,202)	75,929	(6,061)	136,418	(9,263)
Other invested assets	1,125	(595)	-	-	1,125	(595)
Total industrial and miscellaneous securities	2,685,884	(346,352)	1,182,181	(249,041)	3,868,065	(595,393)
Total fixed-income securities	\$ 5,121,982	\$ (497,080)	\$ 1,994,872	\$ (379,496)	\$ 7,116,854	\$ (876,576)

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

2. Investments (continued)

The following tables show the gross unrealized losses and fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position as of December 31, 2021:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed-income securities						
Investments available-for-sale:						
U.S. government obligations:						
U.S. Treasury securities and obligations of U.S. government agencies	\$ 467,099	\$ (6,882)	\$ 203,108	\$ (13,010)	\$ 670,207	\$ (19,892)
Loan-backed securities of U.S. government and federal agencies	338,707	(5,080)	33,823	(778)	372,530	(5,858)
Total U.S. government obligations	805,806	(11,962)	236,931	(13,788)	1,042,737	(25,750)
Debt securities issued by foreign governments	21,561	(779)	227	(38)	21,788	(817)
Municipal securities:						
Obligations of states	29,931	(203)	-	-	29,931	(203)
Political subdivisions	28,836	(134)	-	-	28,836	(134)
Special revenue	241,329	(1,901)	-	-	241,329	(1,901)
Total municipal securities	300,096	(2,238)	-	-	300,096	(2,238)
Industrial and miscellaneous securities:						
Corporate debt securities	1,372,631	(23,453)	77,605	(6,017)	1,450,236	(29,470)
Residential mortgage-backed securities	206,435	(2,434)	3,410	(65)	209,845	(2,499)
Commercial mortgage-backed securities	66,890	(1,166)	11,444	(555)	78,334	(1,721)
Other debt obligations (structured securities)	118,904	(791)	-	-	118,904	(791)
Total industrial and miscellaneous securities	1,764,860	(27,844)	92,459	(6,637)	1,857,319	(34,481)
Total fixed-income securities	\$ 2,892,323	\$ (42,823)	\$ 329,617	\$ (20,463)	\$ 3,221,940	\$ (63,286)

Investments in an unrealized loss position did not meet OTTI criteria and were considered temporarily impaired. The causes of the impairments are fluctuations in the financial markets over time and changes in interest rates. The Company does not intend to sell the investments in fixed-income securities, and it is not more likely than not that the Company will be required to sell these investments before recovery of their amortized cost basis, which may be at maturity.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Investments (continued)

Net Unrealized Investment Gains

Net unrealized investment (losses) gains on fixed-income securities classified as available-for-sale and equity-method investments are included in the consolidated balance sheets as a component of accumulated other comprehensive income (AOCI). Changes in these amounts include reclassification adjustments to exclude from comprehensive (loss) income those items that are included as part of net (loss) income for a period that had been part of comprehensive income in earlier periods. Such amounts were \$24,885 and \$62,528 for the years ended December 31, 2022 and 2021, respectively.

Net unrealized (losses) gains on equity securities recognized are as follows for the years-ended December 31, 2022 and 2021:

	<u>2022</u>	<u>2021</u>
Net unrealized (losses) gains during the period on equity securities	\$ (1,661,256)	\$ 1,526,191
Less: Net gains recognized on equity securities sold during the period	<u>(42,957)</u>	<u>(141,365)</u>
Net unrealized (losses) gains during the period on equity securities still held at period end	<u>\$ (1,704,213)</u>	<u>\$ 1,384,826</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Investments (continued)

Realized Gains

Net realized investment (losses) gains are as follows for the years ended December 31:

	<u>2022</u>	<u>2021</u>
Fixed-income securities:		
Gross realized gains on sales	\$ 11,319	\$ 76,390
Gross realized losses on sales	(153,580)	(18,812)
OTTI	(2,314)	(140)
Subtotal	<u>(144,575)</u>	<u>57,438</u>
Equity securities:		
Gross realized gains on sales	209,752	200,846
Gross realized losses on sales	<u>(166,795)</u>	<u>(59,481)</u>
Subtotal	42,957	141,365
Other securities:		
Gross realized losses on sales	<u>-</u>	<u>(143)</u>
Subtotal	<u>-</u>	<u>(143)</u>
Net realized investment (losses) gains before income taxes	<u>\$ (101,618)</u>	<u>\$ 198,660</u>

Proceeds from sales of fixed income securities (excluding calls, maturities, paydowns, conversions, redemptions, and spin-offs) were \$2,045,456 and \$2,040,879 for the years ended December 31, 2022 and 2021, respectively.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

2. Investments (continued)

Net Investment Income

Net investment income is summarized as follows for the years ended December 31:

	<u>2022</u>	<u>2021</u>
Interest	\$ 297,915	\$ 289,034
Dividends	103,656	98,061
Other investment income	1,275	865
	<u>402,846</u>	<u>387,960</u>
Less: investment expenses	(25,052)	(26,057)
Total	<u>\$ 377,794</u>	<u>\$ 361,903</u>

Equity-Method Investments

Equity-method investments are comprised of the following:

	<u>2022</u>	<u>Percentage Ownership</u>	<u>2021</u>	<u>Percentage Ownership</u>
ACLI Life	\$ 99,052	26.30%	\$ 121,222	26.30%

The following is a condensed summary of the combined assets, liabilities, and equity of the unconsolidated entity accounted for under the equity method as of December 31:

	<u>2022</u>	<u>2021</u>
Assets	<u>\$ 4,163,442</u>	<u>\$ 4,024,160</u>
Liabilities	\$ 3,786,889	\$ 3,563,327
Equity	<u>376,553</u>	<u>460,833</u>
	<u>\$ 4,163,442</u>	<u>\$ 4,024,160</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

2. Investments (continued)

The condensed results of operations of the unconsolidated entity accounted for under the equity method as of December 31, are as follows:

	<u>2022</u>	<u>2021</u>
Revenues	\$ 301,029	\$ 303,235
Expenses	276,500	280,872
Net income	<u>\$ 24,529</u>	<u>\$ 22,363</u>

In accordance with the equity method of accounting, the proportionate share of net income reflected in other income, net in the accompanying consolidated statements of operations was \$6,346 and \$5,882 for the years ended December 31, 2022 and 2021, respectively.

Other Investments

The carrying value of the Company's cost method investments was \$15,251 and \$39,029 as of December 31, 2022 and 2021, respectively. No impairments were recognized on other investments in 2022 or 2021, respectively.

Special Deposits and Restricted Investments

The Property and Casualty VIEs have investments placed on deposit with the insurance departments of the various states in which they do business. These deposits are part of the licensing process. The assets are reflected in the appropriate investment schedules but are restricted by the applicable state insurance department.

The fair values of restricted fixed income securities at December 31, 2022 and 2021, were \$9,407 and \$10,674, respectively. The total value of restricted Federal Home Loan Bank stock at December 31, 2022 and 2021, were \$15,000 and \$0, respectively.

The Company may from time to time invest in securities that may be restricted in whole or in part. As of December 31, 2022 and 2021, the Company did not hold any significant positions in investments for which its sale was restricted.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

3. Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The following are the levels of the hierarchy and a brief description of the type of valuation information (inputs) that qualifies a financial asset for each level:

- Level 1 – Unadjusted quoted prices for identical assets or liabilities in active markets where the specific security is traded.
- Level 2 – Inputs other than Level 1 that are based on observable market data. These include quoted prices for similar assets in active markets, quoted prices for identical assets in inactive markets, inputs that are observable that are not quoted prices (such as interest rates, credit risks, etc.), and inputs that are derived from or corroborated by observable markets. Financial models are often used to develop these prices.
- Level 3 – Developed from unobservable data, reflecting the Company's assumptions.

When quoted prices in active markets for identical assets are available, these quoted market prices are used to determine the fair value of financial assets and these assets are classified as Level 1, primarily common equity securities and U.S. Treasury securities. In other cases where a quoted market price for identical assets in an active market is either not available or not observable, fair value is estimated using valuation methodologies based on available and observable market information or by using a matrix pricing model. These financial assets would be classified as Level 2. If quoted market prices are not available, fair value is determined by using nonbinding broker quotes or an analysis of each investment's financial statements and cash flow projections. In these instances, financial assets will be classified based upon the lowest level of the inputs that are most significant to the valuation. Thus, financial assets may be classified in Level 3 even though there may be some significant inputs that may be readily available.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

3. Fair Value Measurements (continued)

The following is a description of the valuation methodologies used for financial assets measured at fair value, including the general classification of such assets pursuant to the valuation hierarchy:

Fixed-Income Securities – Where quoted prices are available in an active market, fixed-income securities are classified in Level 1 of the fair value hierarchy. Level 1 fixed-income securities are comprised primarily of U.S. Treasury securities. If Level 1 valuations are not available, the fair value is determined using models such as matrix pricing, which uses quoted market prices of fixed-income securities with similar characteristics or discounted cash flows to estimate value based on observable market inputs. The value of U.S. government agency, U.S. corporate securities, emerging market debt, mortgage-backed and other asset-backed obligations, and tax-exempt municipal securities is based on these Level 2 inputs.

Equity Securities – Publicly traded securities, including common equity securities, exchange-traded funds, and mutual funds, are classified as Level 1 because quoted prices are available for these securities in an active market. Preferred equity securities are classified as Level 2 because fair value is determined using models that estimate fair value based on observable market inputs such as U.S. Treasury yield curves. Hedge funds are classified as Level 2 because fair value is based upon the Company's ownership interest in the net asset value of the partnership.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

3. Fair Value Measurements (continued)

The financial assets for the Company that are measured at fair value were as follows as of December 31, 2022:

	Total	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
Fixed-income securities				
U.S. government obligations:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 922,549	\$ 893,655	\$ 28,894	\$ -
Loan-backed securities of U.S. government and federal agencies	494,272	-	494,272	-
Total U.S. government obligations	1,416,821	893,655	523,166	-
Debt securities issued by foreign governments	23,943	-	23,943	-
Municipal securities:				
Obligations of states	297,137	-	297,137	-
Political subdivisions	450,793	-	450,793	-
Special revenue	2,180,633	-	2,180,633	-
Total municipal securities	2,928,563	-	2,928,563	-
Industrial and miscellaneous securities:				
Corporate debt securities	3,541,824	-	3,541,824	-
Residential mortgage-backed securities	246,019	-	246,019	-
Commercial mortgage-backed securities	186,726	-	186,726	-
Other debt obligations (structured securities)	143,579	-	143,579	-
Other invested assets	1,125	-	1,125	-
Total industrial and miscellaneous securities	4,119,273	-	4,119,273	-
Total fixed-income securities	8,488,600	893,655	7,594,945	-
Equity securities				
Common equities:				
Large cap	55	55	-	-
Small cap value	61,624	61,624	-	-
Small cap growth	580,906	580,906	-	-
Small cap core	1,549,628	1,549,628	-	-
Passive index	4,254,194	4,254,194	-	-
International	413,049	413,049	-	-
Total common equities	6,859,456	6,859,456	-	-
Preferred equities	2,959	-	2,959	-
Exchange traded funds	5,329	5,329	-	-
Mutual funds	34,696	34,287	409	-
Total equity securities	6,902,440	6,899,072	3,368	-
Total	\$ 15,391,040	\$ 7,792,727	\$ 7,598,313	\$ -

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

3. Fair Value Measurements (continued)

The financial assets for the Company that are measured at fair value were as follows as of December 31, 2021:

	Total	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
Fixed-income securities				
U.S. government obligations:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 965,420	\$ 932,685	\$ 32,735	\$ -
Loan-backed securities of U.S. government and federal agencies	570,703	-	570,703	-
Total U.S. government obligations	1,536,123	932,685	603,438	-
Debt securities issued by foreign governments	44,734	-	44,734	-
Municipal securities:				
Obligations of states	326,858	-	326,858	-
Political subdivisions	404,361	-	404,361	-
Special revenue	2,480,009	-	2,480,009	-
Total municipal securities	3,211,228	-	3,211,228	-
Industrial and miscellaneous securities:				
Corporate debt securities	4,254,575	-	4,254,575	-
Residential mortgage-backed securities	254,809	-	254,809	-
Commercial mortgage-backed securities	228,234	-	228,234	-
Other debt obligations (structured securities)	170,280	-	170,280	-
Other invested assets	1,784	-	1,784	-
Total industrial and miscellaneous securities	4,909,682	-	4,909,682	-
Total fixed-income securities	9,701,767	932,685	8,769,082	-
Equity securities				
Common equities:				
Large cap	63	63	-	-
Small cap value	1,972,808	1,972,808	-	-
Small cap growth	778,860	778,860	-	-
Passive index	5,372,527	5,372,527	-	-
International	502,064	502,064	-	-
Total common equities	8,626,322	8,626,322	-	-
Preferred equities	3,552	-	3,552	-
Mutual funds	47,089	7,089	40,000	-
Total equity securities	8,676,963	8,633,411	43,552	-
Total	\$ 18,378,730	\$ 9,566,096	\$ 8,812,634	\$ -

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

4. Reserves for Losses and Loss Adjustment Expenses

Property and Casualty VIEs

Activity in the liability for unpaid losses and LAE is summarized as follows:

	<u>2022</u>	<u>2021</u>
Reserves for losses and LAE, gross of reinsurance, at beginning of year	\$ 2,106,740	\$ 1,842,894
Less: reinsurance recoverables	(8,156)	(6,253)
Net reserves for losses and LAE at beginning of year	<u>2,098,584</u>	<u>1,836,641</u>
Incurred related to:		
Current year	4,076,687	3,438,781
Prior years	87,131	(25,348)
Total incurred	<u>4,163,818</u>	<u>3,413,433</u>
Paid related to:		
Current year	2,499,644	2,171,760
Prior years	1,231,523	979,730
Total paid	<u>3,731,167</u>	<u>3,151,490</u>
Net reserves for losses and LAE at end of year	2,531,235	2,098,584
Plus reinsurance recoverables	<u>10,544</u>	<u>8,156</u>
Reserves for losses and LAE, gross of reinsurance, at end of year	<u>\$ 2,541,779</u>	<u>\$ 2,106,740</u>

The incurred losses and LAE for prior accident years increased by \$87,131 and decreased by \$25,348 in 2022 and 2021, respectively. Increases or decreases of this nature result from claims settlements during the year at an amount greater than or less than expected as additional information is received regarding unpaid individual claims. During 2022, Property and Casualty VIEs had an adverse development of \$87,131 on prior accident years primarily due to higher California trends in the auto bodily injury, collision, and property damage coverages, delayed reporting of claims, and increased claim severity. During 2021, Property and Casualty VIEs had favorable development of \$25,348 on prior accident years primarily due to subrogation and salvage recoveries in automobile and homeowner lines.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

4. Reserves for Losses and Loss Adjustment Expenses (continued)

The following is information as of December 31, 2022, about the development of incurred and paid claims, net of recoverables, as well as cumulative claim frequency and the total of incurred-but-not-reported liabilities plus expected development on reported claims included within the net incurred claims amounts for Property and Casualty VIEs' major product lines. Recoverables include reinsurance and salvage and subrogation. Property and Casualty VIEs' three major product lines are automobile private passenger liability and medical, automobile physical damage, and homeowners. The cumulative number of reported claims represents open claims, claims closed with payment, and claims closed without payment. It does not include an estimated amount for unreported claims. The number of claims is measured by claimant (an individual claim event, e.g., car accident, may result in more than one reported claim). The Property and Casualty VIEs consider a claim that does not result in a liability as a claim closed without payment.

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Recoverables
Automobile Insurance – Private Passenger Liability/Medical
(Dollars in Thousands)

Accident Year	For the Years Ended December 31,										As of December 31, 2022	
	2013 ⁽¹⁾	2014 ⁽¹⁾	2015 ⁽¹⁾	2016 ⁽¹⁾	2017 ⁽¹⁾	2018 ⁽¹⁾	2019 ⁽¹⁾	2020 ⁽¹⁾	2021 ⁽¹⁾	2022	Incurred But Not Reported Liabilities Plus Expected Development on Reported Claims	Cumulative Number of Reported Claims
2013	\$835,843	\$ 820,407	\$ 822,798	\$ 830,997	\$ 833,719	\$ 834,740	\$ 835,197	\$ 835,274	\$ 836,098	\$ 836,386	\$ (33)	202,074
2014		865,247	871,329	878,552	883,928	890,332	894,161	894,765	897,753	898,023	(42)	209,009
2015			912,154	963,055	966,106	979,979	988,368	991,997	994,154	998,057	797	216,676
2016				1,037,398	1,041,047	1,060,470	1,074,482	1,075,919	1,077,656	1,081,656	3,220	221,637
2017					1,120,244	1,165,991	1,190,777	1,190,872	1,197,842	1,204,806	6,562	233,580
2018						1,278,347	1,308,993	1,307,877	1,314,983	1,316,860	16,842	248,039
2019							1,405,132	1,432,958	1,444,988	1,450,661	47,463	250,527
2020								1,162,072	1,107,027	1,101,647	86,928	164,809
2021									1,432,847	1,480,785	225,924	197,226
2022										1,765,417	615,689	180,544
										<u>Total</u>	<u>\$12,134,298</u>	

⁽¹⁾ The information for the years 2013 to 2021 is presented as unaudited supplemental information.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

4. Reserves for Losses and Loss Adjustment Expenses (continued)

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Recoverables Automobile Insurance – Private Passenger Liability/Medical
(Dollars in Thousands)

Accident Year	For the Years Ended December 31,									
	2013 ⁽¹⁾	2014 ⁽¹⁾	2015 ⁽¹⁾	2016 ⁽¹⁾	2017 ⁽¹⁾	2018 ⁽¹⁾	2019 ⁽¹⁾	2020 ⁽¹⁾	2021 ⁽¹⁾	2022
2013	\$ 353,378	\$ 608,897	\$ 731,404	\$ 790,945	\$ 818,188	\$ 827,206	\$ 832,551	\$ 834,070	\$ 835,624	\$ 836,025
2014		364,292	654,108	786,927	843,300	873,936	887,256	892,287	896,061	896,930
2015			382,515	712,564	847,963	926,261	962,762	978,666	985,419	993,721
2016				415,504	755,041	929,127	1,013,721	1,049,735	1,064,479	1,072,525
2017					442,385	837,240	1,032,932	1,114,321	1,158,130	1,183,710
2018						481,012	917,659	1,126,830	1,220,354	1,271,362
2019							505,193	999,461	1,227,773	1,341,405
2020								375,804	757,704	930,855
2021									444,048	999,865
2022										527,026
									Total	<u>\$10,053,424</u>

⁽¹⁾ The information for the years 2013 to 2021 is presented as unaudited supplemental information.

	Automobile Insurance-Liability
Incurred losses and allocated loss adjustment expenses, net of recoverables	\$ 12,134,298
Cumulative paid losses and allocated loss adjustment expenses, net of recoverables	(10,053,424)
All outstanding liabilities before 2013, net of recoverables	1,000
Loss and allocated loss adjustment expense reserves, net of recoverables	<u>\$ 2,081,874</u>

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Recoverables Automobile Insurance – Physical Damage
(Dollars in Thousands)

Accident Year	For the Years Ended December 31,		As of December 31, 2022	
	2021 ⁽¹⁾	2022	Total of Incurred But Not Reported Liabilities Plus Expected Development on Reported Claims	Cumulative Number of Reported Claims
2021	\$ 984,383	\$ 993,339	\$ (12,572)	482,301
2022		1,243,610	(137,165)	517,697
	Total	<u>\$ 2,236,949</u>		

⁽¹⁾ The information for 2021 is presented as unaudited supplemental information

Automobile Club of Southern California and Subsidiaries
Notes to Consolidated Financial Statements (continued)
(In Thousands)

4. Reserves for Losses and Loss Adjustment Expenses (continued)

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Recoverables Automobile Insurance – Physical Damage
(Dollars in Thousands)

Accident Year	For the Years Ended December 31, 2022	
	2021 ⁽¹⁾	2022
2021	\$ 962,760	\$ 1,004,660
2022		1,209,210
Total		<u>\$ 2,213,870</u>

⁽¹⁾ The information for 2021 is presented as unaudited supplemental information

	Automobile Insurance-Physical Damage
Incurring losses and allocated loss adjustment expenses, net of recoverables	\$ 2,236,949
Cumulative paid losses and allocated loss adjustment expenses, net of recoverables	(2,213,870)
All outstanding liabilities before 2021, net of recoverables	(6,152)
Loss and allocated loss adjustment expense reserves, net of recoverables	<u>\$ 16,927</u>

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Recoverables Homeowners' Insurance
(Dollars in Thousands)

Accident Year	For the Years Ended December 31,										As of December 31, 2022	
	2013 ⁽¹⁾	2014 ⁽¹⁾	2015 ⁽¹⁾	2016 ⁽¹⁾	2017 ⁽¹⁾	2018 ⁽¹⁾	2019 ⁽¹⁾	2020 ⁽¹⁾	2021 ⁽¹⁾	2022	Incurring But Not Reported Liabilities Plus Expected Development on Reported Claims	Cumulative Number of Reported Claims
2013	\$391,799	\$ 378,603	\$ 375,984	\$ 376,011	\$ 376,376	\$ 375,764	\$ 375,098	\$ 375,203	\$ 375,304	\$ 375,311	\$ -	71,414
2014		425,140	406,864	404,699	404,307	404,926	404,891	404,978	405,200	405,195	-	77,990
2015			402,943	390,532	389,529	394,819	397,392	397,708	397,409	397,382	-	70,433
2016				473,880	469,838	471,079	470,588	471,052	470,113	470,207	-	81,216
2017					572,739	549,620	549,659	500,639	502,065	502,267	(3,816)	87,756
2018						437,728	448,360	427,583	426,947	428,362	514	70,819
2019							460,406	451,879	447,517	450,226	2,058	78,526
2020								468,539	463,737	464,922	4,884	71,102
2021									588,389	590,689	16,666	77,823
2022										601,716	94,762	62,459
Total										<u>\$4,686,277</u>		

⁽¹⁾ The information for the years 2013 to 2021 is presented as unaudited supplemental information

Automobile Club of Southern California and Subsidiaries
Notes to Consolidated Financial Statements (continued)
(In Thousands)

4. Reserves for Losses and Loss Adjustment Expenses (continued)

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Recoverables (Homeowners' Insurance)
(Dollars in Thousands)

Accident Year	For the Years Ended December 31.									
	2013 ⁽¹⁾	2014 ⁽¹⁾	2015 ⁽¹⁾	2016 ⁽¹⁾	2017 ⁽¹⁾	2018 ⁽¹⁾	2019 ⁽¹⁾	2020 ⁽¹⁾	2021 ⁽¹⁾	2022
2013	\$ 286,054	\$ 358,871	\$ 369,033	\$ 371,900	\$ 374,268	\$ 374,826	\$ 375,119	\$ 375,206	\$ 375,343	\$ 375,350
2014		326,324	388,473	397,975	400,801	403,425	404,241	404,421	404,676	405,179
2015			304,535	371,771	381,797	390,535	395,154	396,781	397,024	397,052
2016				376,254	447,624	459,663	466,145	467,751	468,457	469,277
2017					387,758	492,496	519,634	489,557	494,625	501,155
2018						327,889	412,259	423,823	420,787	426,396
2019							350,661	424,297	436,521	442,087
2020								342,979	438,283	453,891
2021									451,143	559,763
2022										433,750
									Total	\$ 4,463,900

⁽¹⁾ The information for the years 2013 to 2021 is presented as unaudited supplemental information

	Home Insurance
Incurring losses and allocated loss adjustment expenses, net of recoverables	\$ 4,686,277
Cumulative paid losses and allocated loss adjustment expenses, net of recoverables	(4,463,900)
All outstanding liabilities before 2013, net of recoverables	1,177
Loss and allocated loss adjustment expense reserves, net of recoverables	<u>\$ 223,554</u>

The following is unaudited supplementary information about average historical claims duration as of December 31, 2022.

Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance

Year	1	2	3	4	5	6	7	8	9	10
Automobile Insurance										
Private Passenger Liability/Medical	36.2%	33.3%	15.3%	7.3%	3.5%	1.5%	0.7%	0.5%	0.1%	0.0%
Physical Damage	97.1%	4.2%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Homeowner Insurance	76.7%	18.1%	3.0%	-0.1%	0.9%	0.4%	0.1%	0.0%	0.1%	0.0%

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

4. Reserves for Losses and Loss Adjustment Expenses (continued)

The reconciliation of the net incurred and paid claims development tables to the liability for claims and claim adjustment expenses (net of reinsurance recoverables and salvage and subrogation) in the consolidated balance sheets as of December 31, 2022, is as follows:

Net outstanding liabilities (recoverables):	
Automobile insurance – private passenger liability/medical	\$ 2,081,874
Automobile insurance – physical damage	16,927
Homeowners’ insurance	223,554
Other short-duration insurance lines	29,628
Loss and loss adjustment expense reserves, net of reinsurance	<u>2,351,983</u>
Reinsurance recoverable on unpaid claims:	
Automobile insurance – private passenger liability/medical	8,580
Automobile insurance – physical damage	363
Homeowners’ insurance	1,601
Total reinsurance recoverable on unpaid claims	<u>10,544</u>
Unallocated claims adjustment expenses	179,252
Total gross loss and loss adjustment expense reserves	<u>\$ 2,541,779</u>

Life Insurance VIE

Policy reserves at December 31, consisted of the following:

	<u>2022</u>	<u>2021</u>
Annuities	\$ 510,110	\$ 518,353
Universal life	231,598	206,260
Whole life and term	586,580	506,016
Group life	98,178	92,850
Deposit type contracts	2,208	2,208
Accident and health	21,245	18,339
Pending policyholder claims	48,177	51,232
Total	<u>\$ 1,498,096</u>	<u>\$ 1,395,258</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

5. Goodwill and Intangible Assets

Included in the accompanying consolidated balance sheets is goodwill that resulted from the prior acquisitions of PH and HW; the acquisition of the rights to operate American Automobile Association (AAA) motor clubs in the states of Texas, New Mexico, Hawaii, Mississippi, and Louisiana; and the Club's affiliation with NNE, EC and Tidewater. The goodwill balance is \$182,742 as of both December 31, 2022 and 2021. The results of the Company's qualitative assessment confirmed that it is not more likely than not that the fair value of any reporting unit is less than its carrying amount, and no goodwill impairment losses were recognized in 2022 or 2021.

Management considers trade names and some operating agreements to have an indefinite life; therefore, trade names and some operating agreements are not being amortized but are reviewed annually for impairment. The remaining operating agreements have been fully amortized. The intangible assets for customer relationships and territory rights are amortized on a straight-line basis over five and ten years, respectively. For finite-lived intangible assets, the weighted average amortization period was 7.5 years as of December 31, 2022 and 2021.

The results of the Company's qualitative assessment confirmed that it is not more likely than not that the fair value of the intangible assets is less than the carrying amount, and no intangible asset impairment losses were recognized in 2022 and 2021.

Intangible assets, net as of December 31, are as follows:

	<u>2022</u>	<u>2021</u>
Trade names	\$ 30,890	\$ 30,890
Customer relationships	16,208	16,208
Operating agreement – definite life	6,457	6,457
Operating agreement – indefinite life	750	750
Territory rights	16,500	16,500
Accumulated amortization	<u>(29,889)</u>	<u>(27,925)</u>
Intangible assets, net	<u>\$ 40,916</u>	<u>\$ 42,880</u>

Aggregated amortization expense for intangible assets for the years ended December 31, 2022 and 2021, was \$1,964 and \$1,964, respectively.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

5. Goodwill and Intangible Assets (continued)

The future estimated aggregated amortization expense of amortizing intangible assets as of December 31, 2022, is as follows:

2023	\$	1,964
2024		1,964
2025		1,710
2026		1,650
2027		1,650
Thereafter		338
Total	\$	<u>9,276</u>

6. Related Parties

Exchange and MO Exchange reimburse Management Services and ACMO, respectively, for salaries, other employee-related costs, and common selling and administrative costs through their respective management service fees. Additionally, a portion of certain employee benefit costs is allocated to Exchange and MO Exchange. See Note 7 for further discussion of employee benefits. During 2022 and 2021, Management Services received a management service fee in the amount of \$799,689 and \$743,346, respectively, from Exchange. During 2022 and 2021, ACMO received a management service fee in the amount of \$4,106 and \$4,000, respectively, from MO Exchange. The management service fees, which consist primarily of reimbursable expenses, were eliminated in the accompanying consolidated statements of income.

The Club has agency agreements with AAA Life to sell life insurance policies. Commissions related to these life insurance policies that were recognized in the years ended December 31, 2022 and 2021, were \$60,027 and \$57,708, respectively. Commissions to be received in future years that were recognized as revenue in the year ended December 31, 2022 and 2021, were \$8,981 and \$18,824, respectively. Life insurance agency commissions are included in membership services revenue in the accompanying consolidated statements of income.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

7. Postemployment and Retirement Benefits

Pension

ACSC sponsors a qualified noncontributory defined benefit pension plan (Club Pension Plan) covering certain employees of the ACSC Club (excluding EC) and ACMO. The benefits of the Club Pension Plan are generally based on the employee's credited years of service, eligible earnings, and, for certain employees hired before January 1, 2011, primary Social Security benefits.

Pension Augmentation

ACSC and ACMO also each sponsor nonqualified supplemental noncontributory defined benefit retirement plans covering certain eligible key employees. The benefits of such plans are generally based on the employee's credited years of service, average earnings, primary Social Security benefits (for certain employees hired before January 1, 2011 under the plan sponsored by ACSC) and Average Social Security Wage Base (for the plan sponsored by ACMO), and the Club Pension Plan's benefits. These plans are maintained for the purpose of restoring retirement benefits that are precluded from the applicable qualified pension plan due to benefit limitations imposed by the IRS and/or underlying pension plan. Additionally, EC sponsors a nonqualified supplemental noncontributory defined benefit retirement plan that consists of individual contractual agreements based on terms agreed to with the individual at the time the agreement was signed. Collectively, these plans are referred to as the Augmentation Plans.

Postretirement Benefits

In addition to providing retirement benefits, ACSC Club (excluding NNE, AMA, EC, and Tidewater) provides certain life insurance and health care benefits to eligible retired employees and their dependents (the Postretirement Plans). Eligible ACSC Club (excluding NNE, AMA, EC, and Tidewater) employees hired before January 1, 2002, become eligible for these benefits when they retire, subject to certain conditions. No such benefits are provided to ACSC Club (excluding NNE, AMA, EC, and Tidewater) employees hired on or after January 1, 2002. Certain of the postretirement health care benefits provided by ACSC Club are paid by the Club Retiree Medical and Dental Plan Trust (the Retiree VEBA Trust), which is established pursuant to Section 501(c)(9) of the Code.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

The Postretirement Plan provides most Medicare-eligible retirees with individual coverage offered through a private retiree exchange. The Postretirement Plan subsidizes retiree medical coverage by establishing a Health Reimbursement Arrangement for Medicare-eligible retirees.

ACMO provides certain health care benefits to eligible retirees and their dependents. ACMO employees hired before January 1, 2011, become eligible for these benefits when they retire, subject to certain conditions. Retired employees electing these benefits are required to pay 100% of the premiums and costs for coverage under the plan.

EC and Tidewater provide certain health care and life insurance benefits to eligible former/retired employees and their spouses and dependents which are unfunded.

Postemployment Benefits

A variety of postemployment benefits are provided to inactive employees of ACSC Club (excluding EC) and ACMO Club. These benefits may include short-term disability income, long-term disability income, medical and life insurance continuation for temporarily disabled employees, medical and life insurance continuation for permanently disabled employees, and workers' compensation benefits.

The postemployment benefit obligation for each of the years ended December 31, 2022 and 2021 was \$240. There was no net periodic benefit cost for each of the years ended December 31, 2022 and 2021.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

7. Postemployment and Retirement Benefits (continued)

The following table sets forth information regarding the Club Pension Plan, the Augmentation Plans, and Postretirement Plans as of and for the years ended December 31:

	Pension	Pension Augmentation	Postretirement	Other Plans	Total
2022					
Projected benefit obligation	\$ 2,288,816	\$ 168,626	\$ 86,485	\$ 13,470	\$ 2,557,397
Fair value of plan assets	2,268,878	-	52,065	-	2,320,943
Funded status	<u>\$ (19,938)</u>	<u>\$ (168,626)</u>	<u>\$ (34,420)</u>	<u>\$ (13,470)</u>	<u>\$ (236,454)</u>
Accumulated benefit obligation					
	\$ 2,168,959	\$ 160,656	\$ 86,485	\$ 13,470	\$ 2,429,570
Employer contributions	-	10,244	105	1,908	12,257
Participant contributions	-	-	1,660	-	1,660
Benefits paid	(93,570)	(10,244)	(5,030)	(1,908)	(110,752)
2021					
Projected benefit obligation	\$ 3,255,533	\$ 218,250	\$ 117,868	\$ 17,405	\$ 3,609,056
Fair value of plan assets	2,849,235	-	60,258	-	2,909,493
Funded status	<u>\$ (406,298)</u>	<u>\$ (218,250)</u>	<u>\$ (57,610)</u>	<u>\$ (17,405)</u>	<u>\$ (699,563)</u>
Accumulated benefit obligation					
	\$ 3,032,971	\$ 202,596	\$ 117,868	\$ 17,405	\$ 3,370,840
Employer contributions	-	10,120	43	1,412	11,575
Participant contributions	-	-	1,751	-	1,751
Benefits paid	(85,793)	(10,120)	(4,540)	(1,412)	(101,865)

Contributions for these plans for the 2022 plan year can be made through the third quarter of 2023. The Company has not yet determined the final contributions for the 2022 plan year.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

7. Postemployment and Retirement Benefits (continued)

The pretax amounts recognized in other comprehensive income for the years ended December 31, consist of the following:

	<u>Pension</u>	<u>Pension Augmentation</u>	<u>Postretirement</u>	<u>Other Plans</u>	<u>Total</u>
2022					
Amounts arising during the year:					
Net recognized loss (gain)	\$ (375,135)	\$ (47,605)	\$ (23,253)	\$ (1,067)	\$ (447,060)
Prior service cost	-	-	-	-	-
Amortization of:					
Prior service credit	-	11	10,749	-	10,760
Net recognized loss	(56,055)	(9,227)	(11)	(135)	(65,428)
Net pretax amount recognized	<u>\$ (431,190)</u>	<u>\$ (56,821)</u>	<u>\$ (12,515)</u>	<u>\$ (1,202)</u>	<u>\$ (501,728)</u>
2021					
Amounts arising during the year:					
Net recognized loss (gain)	\$ (306,669)	\$ 689	\$ (5,794)	\$ (204)	\$ (311,978)
Prior service cost	-	-	-	-	-
Amortization of:					
Prior service credit	141	11	10,788	-	10,940
Net recognized loss	(83,644)	(10,537)	(296)	(132)	(94,609)
Net pretax amount recognized	<u>\$ (390,172)</u>	<u>\$ (9,837)</u>	<u>\$ 4,698</u>	<u>\$ (336)</u>	<u>\$ (395,647)</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

7. Postemployment and Retirement Benefits (continued)

The amounts included in AOCI that have not yet been recognized as components of net periodic benefit cost as of December 31, consist of the following:

	Pension	Pension Augmentation	Postretirement	Other Plans	Total
2022					
Prior service credit	\$ -	\$ 25	\$ 6,452	\$ -	\$ 6,477
Accumulated loss	(57,949)	(32,663)	15,030	(1,209)	(76,791)
Total	<u>\$ (57,949)</u>	<u>\$ (32,638)</u>	<u>\$ 21,482</u>	<u>\$ (1,209)</u>	<u>\$ (70,314)</u>
2021					
Prior service credit	\$ -	\$ 36	\$ 17,201	\$ -	\$ 17,237
Accumulated loss	(489,139)	(89,496)	(8,234)	(2,410)	(589,279)
Total	<u>\$ (489,139)</u>	<u>\$ (89,460)</u>	<u>\$ 8,967</u>	<u>\$ (2,410)</u>	<u>\$ (572,042)</u>

The amounts recognized in the accompanying consolidated balance sheets as of December 31, are as follows:

	Pension	Pension Augmentation	Postretirement	Other Plans	Post- employment	Total
2022						
Assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Liabilities	(19,939)	(168,622)	(34,420)	(13,470)	(240)	(236,691)
Total	<u>\$ (19,939)</u>	<u>\$ (168,622)</u>	<u>\$ (34,420)</u>	<u>\$ (13,470)</u>	<u>\$ (240)</u>	<u>\$ (236,691)</u>
2021						
Assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Liabilities	(406,298)	(218,250)	(57,610)	(17,405)	(240)	(699,803)
Total	<u>\$ (406,298)</u>	<u>\$ (218,250)</u>	<u>\$ (57,610)</u>	<u>\$ (17,405)</u>	<u>\$ (240)</u>	<u>\$ (699,803)</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

7. Postemployment and Retirement Benefits (continued)

The components of aggregate annual net periodic benefit costs, which are included in salaries and benefits expenses on the accompanying consolidated statements of income at December 31, are as follows:

	Pension				
	Pension	Augmentation	Postretirement	Other Plans	Total
2022					
Service cost	\$ 72,717	\$ 1,479	\$ 767	\$ –	\$ 74,963
Interest cost	98,441	6,745	3,447	207	108,840
Expected return on plan assets	(182,383)	–	(2,351)	–	(184,734)
Amortization of:					
Prior service credit	–	(11)	(10,749)	–	(10,760)
Recognized loss	56,055	9,227	11	135	65,428
Net periodic pension cost (benefit)	<u>\$ 44,830</u>	<u>\$ 17,440</u>	<u>\$ (8,875)</u>	<u>\$ 342</u>	<u>\$ 53,737</u>
2021					
Service cost	\$ 77,901	\$ 1,439	\$ 923	\$ –	\$ 80,263
Interest cost	92,296	6,348	3,296	212	102,152
Expected return on plan assets	(167,392)	–	(2,399)	–	(169,791)
Amortization of:					
Prior service credit	(141)	(11)	(10,788)	–	(10,940)
Recognized loss	83,646	10,537	296	132	94,611
Net periodic pension cost (benefit)	<u>\$ 86,310</u>	<u>\$ 18,313</u>	<u>\$ (8,672)</u>	<u>\$ 344</u>	<u>\$ 96,295</u>

The Company expects the following future benefit payments for the years presented:

	Pension				
	Pension	Augmentation	Postretirement	Other Plans	Total
2023	\$ 100,413	\$ 10,725	\$ 5,675	\$ 582	\$ 117,395
2024	106,190	10,684	5,753	570	123,197
2025	112,056	10,657	5,768	556	129,037
2026	117,977	12,251	5,815	540	136,583
2027	123,625	12,322	5,914	522	142,383
2028 through 2032	770,107	63,179	29,992	2,293	865,571
Total	<u>\$ 1,330,368</u>	<u>\$ 119,818</u>	<u>\$ 58,917</u>	<u>\$ 5,063</u>	<u>\$ 1,514,166</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

7. Postemployment and Retirement Benefits (continued)

Weighted-average assumptions used to determine the benefit obligation as of December 31, are:

	Pension	Pension Augmentation	Postretirement	Other Plans
2022				
Discount rate	5.50%	5.50%	5.50%–5.55%	5.50%
Pensions-in-payment increase	N/A	N/A–2.00	N/A	N/A
Rate of compensation increase	4.30	N/A–4.30	N/A–Varies by age	N/A
2021				
Discount rate	3.04%	3.04%	2.67%–3.04%	3.04%
Pensions-in-payment increase	N/A	N/A–2.00	N/A	N/A
Rate of compensation increase	4.30	N/A–4.30	N/A–Varies by age	N/A–Varies by age

Weighted-average assumptions used to determine the net period benefit costs as of December 31, are:

	Pension	Pension Augmentation	Postretirement	Other Plans
2022				
Discount rate	3.04%	3.04%	3.04%	N/A–3.04%
Expected return on plan assets	7.50	N/A	N/A–4.00	N/A
Rate of compensation increase	4.30	N/A–4.30	N/A–Varies by age	N/A
2021				
Discount rate	2.86%	2.86%	2.15%–2.86%	N/A–2.86%
Expected return on plan assets	7.50	N/A	N/A–4.00	N/A
Rate of compensation increase	4.30	N/A–4.30	N/A–Varies by age	N/A

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

Reasons for significant gains affecting the benefit obligation as of December 31, 2022, are:

- Pension – Gains were primarily due to the discount rate increase from 3.04% to 5.50%.
- Pension Augmentation – Gains were primarily due to an increase in discount rate, offset by losses in experience.
- Postretirement – Gains were primarily due to an increase in discount rate.
- Other Plans – Gains were primarily due to an increase in discount rate, offset by loss for survival.

Reasons for significant gains and losses affecting the benefit obligation as of December 31, 2021, are:

- Pension – Gains were primarily due to the discount rate increase from 2.86% to 3.04%.
- Pension Augmentation – Losses were primarily due to salary increases and survival, offset by gains from an increase in discount rate.
- Postretirement – Gains were primarily due to an increase in discount rate and updated retirees premiums and contributions.
- Other Plans – Gains were primarily due to death of a participant.

Pension

The expected return on pension plan assets is based on the range of historical portfolio returns. In 2022 and 2021, the rate of 7.5% was selected to reflect the future expected returns based on the Company's best estimate.

The net periodic pension cost is comprised of several components that reflect different aspects of the entities' financial arrangements as well as the costs of benefits earned by employees. These components are determined using the projected-unit-credit-actuarial-cost method.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

The asset allocation at December 31, 2022 and 2021, for the Postretirement Plans is 100% fixed-income securities and money market funds. The asset allocations at December 31, for the Club Pension Plan are as follows:

	<u>2022</u>	<u>2021</u>
Equities	75%	74%
Fixed-income, including cash, and other investments	20	23
Real estate	5	3
Total	<u>100%</u>	<u>100%</u>

The Club Pension and Postretirement Plans' general classification of its assets carried at fair value, pursuant to the fair value hierarchy (discussed in Note 3), includes fixed-income securities of U.S. Treasury securities, equity securities of publicly traded common equities, interest-bearing cash deposits, interests in registered investment companies, and money market funds, which are classified as Level 1 inputs as quoted prices are available for these securities in an active market. If Level 1 valuations are not available, the fair value is determined using models such as matrix pricing, which uses quoted market prices of fixed-income securities with similar characteristics of discounted cash flows to estimate value based on observable market inputs. The value of fixed-income securities (excluding U.S. Treasury securities), debt securities issued by foreign governments, tax-exempt municipal securities, real estate funds, U.S. corporate securities, mortgage-backed, other asset-backed obligations, and common/collective trust funds is based on Level 2 inputs.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

The following table sets forth by level, within the fair value hierarchy, the financial assets for the pension and postretirement plans carried at fair value as of December 31, 2022:

	Total	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
Fixed-income securities				
U.S. government obligations:				
U.S. treasury securities and obligations of U.S. government agencies	\$ 60,548	\$ 59,957	\$ 591	\$ -
Loan-backed securities of U.S. government and federal agencies	18,269	-	18,269	-
Total U.S. government obligations	78,817	59,957	18,860	-
Debt securities issued by foreign governments	1,921	-	1,921	-
Municipal securities:				
Obligations of states	2,077	-	2,077	-
Political subdivisions	338	-	338	-
Special revenue	49,459	-	49,459	-
Total municipal securities	51,874	-	51,874	-
Industrial and miscellaneous securities:				
Corporate debt securities	336,805	-	336,805	-
Residential mortgage-backed securities	3,484	-	3,484	-
Commercial mortgage-backed securities	7,803	-	7,803	-
Other debt obligations (structured securities)	9,988	-	9,988	-
Total industrial and miscellaneous securities	358,080	-	358,080	-
Total fixed-income securities	490,692	59,957	430,735	-
Equity securities				
Common equities:				
Small cap value	99,126	99,126	-	-
Small cap core	451,301	451,301	-	-
Small cap growth	222,383	222,383	-	-
Common/collective trust funds	790,238	-	790,238	-
Interest in registered investment companies	110,517	110,517	-	-
Total equity securities	1,673,565	883,327	790,238	-
Other investments (real estate fund)	104,910	-	104,910	-
Other short-term investments (money market funds)	46,444	46,444	-	-
Total	\$ 2,315,611	\$ 989,728	\$ 1,325,883	\$ -

Note: Accrued interest, net of payables, of \$5,332 is not included in the above table.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

The following table sets forth by level, within the fair value hierarchy, the financial assets for the pension and postretirement plans carried at fair value as of December 31, 2021:

	Total	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
Fixed-income securities				
U.S. government obligations:				
U.S. treasury securities and obligations of U.S. government agencies	\$ 98,646	\$ 97,150	\$ 1,496	\$ -
Loan-backed securities of U.S. government and federal agencies	31,512	-	31,512	-
Total U.S. government obligations	130,158	97,150	33,008	-
Debt securities issued by foreign governments	3,722	-	3,722	-
Municipal securities:				
Obligations of states	2,127	-	2,127	-
Political subdivisions	936	-	936	-
Special revenue	58,922	-	58,922	-
Total municipal securities	61,985	-	61,985	-
Industrial and miscellaneous securities:				
Corporate debt securities	443,910	-	443,910	-
Residential mortgage-backed securities	6,081	-	6,081	-
Commercial mortgage-backed securities	13,666	-	13,666	-
Other debt obligations (structured securities)	12,291	-	12,291	-
Total industrial and miscellaneous securities	475,948	-	475,948	-
Total fixed-income securities	671,813	97,150	574,663	-
Equity securities				
Common equities:				
Small cap value	569,132	569,132	-	-
Small cap growth	302,936	302,936	-	-
Common/collective trust funds	1,086,708	-	1,086,708	-
Interest in registered investment companies	129,760	129,760	-	-
Total equity securities	2,088,536	1,001,828	1,086,708	-
Other investments (real estate fund)	99,114	-	99,114	-
Other short-term investments (money market funds)	42,940	42,940	-	-
Total	<u>\$ 2,902,403</u>	<u>\$ 1,141,918</u>	<u>\$ 1,760,485</u>	<u>\$ -</u>

Note: Accrued interest, net of payables, of \$7,090 is not included in the above table.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

The pension and postretirement plans' assets are managed by external managers. The investment strategy is to maximize return on investments, including income and investment appreciation, while preserving capital over a long-term horizon. For the Club Pension Plan, the Company believes that the best way to accomplish this goal is a strategy that invests in high-quality, well-diversified equity securities, fixed-income securities, and real estate securities. The asset allocation guidelines for the Club Pension Plan are as follows:

	<u>Allocation Range</u>
Equity funds	50% to 80%
Fixed income	15% to 45%
Real estate	0% to 5%

For the Postretirement Plans, the Company's asset allocation guideline is to invest in 100% fixed-income securities and money market funds.

Specific guidelines are established and monitored for each manager of the pension and postretirement plans' separate accounts (commingled funds, mutual funds, and limited liability companies and other funds set their own guidelines). Leverage is not permitted in separate accounts, but may be allowed in funds, particularly real estate funds.

Postretirement Benefits

ACSC Club (excluding NNE, AMA, EC, and Tidewater) and ACOMO accrue the postretirement benefit cost, which is primarily for health care, during the employee's active working career. The benefit obligation is determined by application of the terms of medical, dental, and life insurance plans, including the effects of established employee contributions together with relevant actuarial assumptions and health care cost trend rates projected at annual rates. The initial estimated health care trend rate assumption was 7.50% at December 31, 2022, grading down by approximately 0.28% per year to an ultimate rate of 5.00% in 2031 for both ACSC Club and ACOMO. EC's initial estimated health care trend rate assumption was 7.50% at December 31, 2022, grading down by approximately 0.30% per year to an ultimate rate of 4.50% in 2032.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

It is the practice of ACSC Club (excluding NNE, AMA, EC, and Tidewater) to contribute amounts for postretirement benefits into the Retiree VEBA Trust from time to time. The Retiree VEBA Trust's assets currently include short-term money market funds and high-grade fixed-income securities.

The Retiree VEBA Trust's asset allocations at December 31, are as follows:

	<u>2022</u>	<u>2021</u>
Fixed income	97%	97%
Short-term money market funds	3	3
Total	<u>100%</u>	<u>100%</u>

The Retiree VEBA Trust's assets are primarily managed by an external manager. The investment strategy is to maximize return on investments while preserving capital over a long-term horizon. ACSC Club (excluding NNE, AMA, EC, and Tidewater) believes that the best way to accomplish this goal is a strategy that invests in high-quality, well-diversified fixed-income securities.

EC accrues the postretirement benefit cost, which is primarily for certain health care and life insurance benefits to eligible retired employees. EC's and ACMO's postretirement benefit plans are unfunded.

As of December 31, 2022 and 2021, NNE, AMA, and Tidewater do not have postretirement plans.

Savings Plans

ACSC sponsors a qualified defined contribution retirement plan (the Savings Plan) covering certain employees of the ACSC Club (excluding EC), ACMO, PH, and HW.

The Savings Plan provides nondiscretionary matching contributions (excluding employees of PH and its subsidiaries and Tidewater) of 100% up to a maximum of 4% of eligible compensation to both "grandfathered participants" and "non-grandfathered participants." In 2022 and 2021, eligible employees of PH and its subsidiaries are only eligible for discretionary matching contributions. Eligible employees of Tidewater are eligible for nondiscretionary matching

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

7. Postemployment and Retirement Benefits (continued)

contributions of 50% up to a maximum of 6% of eligible compensation. Additional discretionary matching contributions may also be made with applicable club's approval. Effective on April 1, 2022 and 2021, an additional discretionary matching contribution of up to 1% was approved for the following twelve-month period for ACSC Club, ACMO, PH and HW.

The Savings Plan for EC provides for nondiscretionary matching contributions of 100% up to a maximum of 6% of eligible compensation. An additional discretionary matching contribution of up to 1% of eligible compensation was also made under the EC Savings Plan, effective January 1 for the 2022 and 2021 plan years. In addition, a one-time contribution of 1.5% of eligible compensation was also made under the EC Savings Plan, effective January 1 for the 2021 plan year and for the period from January 1, 2022 to June 30, 2022. Effective July 1, 2022, the 1.5% contribution was replaced by a service-based nonelective contribution of between 2.5% and 6% of eligible compensation depending on years of service.

In 2022 and 2021, total amounts contributed to all Savings Plans were \$28,386 and \$26,547, respectively.

Deferred Compensation Plans

ACSC sponsors a nonqualified Executive Deferred Compensation & Bonus Deferral Plan (the Plan) wherein eligible key employees of ACSC and other participating employers may elect to defer a portion of their base salary and incentive compensation and subject to certain conditions, receive certain matching contributions on eligible deferrals, as well as interest on such deferrals and matching contributions. ACSC also maintains a Long-Term Incentive and Deferral Plan (together with the Plan, the Deferred Plans) wherein eligible key employees of ACSC and other participating employers may elect to defer a portion of their long-term incentive compensation and receive interest on such deferrals.

ACMO also maintains a nonqualified deferred compensation plan (ACMO Deferred Plan) for which certain key employees of ACMO are eligible to defer a portion of their base salary and incentive compensation and may receive credited earnings. No new participants are allowed for plan years after 2011, and deferrals under this plan in 2012 and thereafter are limited to certain participants.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

7. Postemployment and Retirement Benefits (continued)

EC maintains nonqualified deferred compensation plans (EC Plans) for which certain current and former key employees of EC are eligible to defer a portion of their eligible earnings and, subject to certain conditions and limits, may receive employer contribution credits and credited earnings or interest. PH maintained a nonqualified deferred compensation plan (PH Plan) through the end of December 31, 2021 wherein eligible key employees had an ability to elect to defer a portion of their base salary and incentive compensation and receive a crediting rate on such deferrals.

The Deferred Plans, ACOMO Deferred Plan, EC Plans, and PH Plan are unfunded and unsecured plans in which obligations are paid to participants out of the respective employer's assets.

Other Plans

The Company also has several individual nonqualified noncontributory retirement contracts that cover certain current and former employees.

8. Deferred Acquisition Costs

The Club

Capitalized membership acquisition costs and related amortization are as follows for the years ended December 31:

	<u>2022</u>	<u>2021</u>
DAC, January 1	\$ 22,655	\$ 23,172
Costs capitalized	9,463	9,030
Amortization	(9,368)	(9,547)
DAC, December 31	<u>\$ 22,750</u>	<u>\$ 22,655</u>

The amortization of DAC is included in salaries and benefits in the accompanying consolidated statements of operations.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

8. Deferred Acquisition Costs (continued)

Property and Casualty VIEs

Capitalized policyholder acquisition costs and related amortization are as follows for the years ended December 31:

	<u>2022</u>	<u>2021</u>
DAC, January 1	\$ 93,700	\$ 87,482
Costs capitalized	239,315	204,272
Amortization	(220,614)	(198,054)
DAC, December 31	<u>\$ 112,401</u>	<u>\$ 93,700</u>

The amortization of DAC is included in other underwriting expenses in the accompanying consolidated statements of operations.

Life Insurance VIE

Activity in DAC for the years ended December 31, is as follows:

	<u>2022</u>	<u>2021</u>
DAC, January 1	\$ 509,150	\$ 447,361
Costs capitalized	93,738	95,813
Interest on balance	22,557	20,835
Amortization	(3,665)	(54,859)
DAC, December 31	<u>\$ 621,780</u>	<u>\$ 509,150</u>

The amortization of DAC is included in other underwriting expenses in the accompanying consolidated statements of operations.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

9. Federal Home Loan Bank Borrowings

The Company became a member of the Federal Home Loan Bank System of San Francisco (“FHLB”) in 2022 and is required to maintain a minimum level of investment in FHLB stock. The Company’s investment in FHLB capital stock is carried at par value (\$100 per share) and is reported in other investments. The total value of FHLB stock is \$15,000 as of December 31, 2022.

The Company has the ability to borrow up to 10% of total assets for terms up to 84 months. As of December 31, 2022, the estimated borrowing capacity with the FHLB was \$1,000,000, of which the Company was eligible to borrow \$6,000 based on the value of collateral pledged as of the reporting date. There were no borrowed funds as of December 31, 2022. The fair value and carrying value of collateral pledged to FHLB is \$6,859 and \$8,124, respectively, as of December 31, 2022.

10. Leases

The Company leases certain branch offices, other facilities, and equipment throughout the United States.

Future minimum operating lease commitments are as follows:

	<u>Operating Leases</u>
2023	\$ 22,134
2024	19,860
2025	16,677
2026	12,588
2027	8,022
Thereafter	<u>11,874</u>
Total lease payments	91,155
Less imputed interest	<u>(4,612)</u>
Total minimum lease payments	<u>\$ 86,543</u>

Total operating lease costs was \$17,878, net of sublease income of \$4,779, for the year ended December 31, 2022.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

10. Leases (continued)

Other lease information is as follows:

	<u>2022</u>
Cash paid related to operating lease liabilities	\$ 22,390
Assets obtained in exchange for operating lease obligations	21,691
Weighted-average remaining operating lease term	5.40 years
Weighted-average operating lease discount rate	1.73%

Previous Lease Guidance Disclosure

Future minimum operating lease commitments are as follows:

	<u>Operating Leases</u>
2022	\$ 21,591
2023	17,691
2024	15,438
2025	12,424
2026	9,976
Thereafter	10,533
Total minimum lease payments	<u>\$ 87,653</u>

The Company had \$25,315 in rent expense for the year ended December 31, 2021. Rental income recognized in 2021 was \$7,265.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(In Thousands)

11. Reinsurance

Property and Casualty VIEs

The effect of reinsurance on premiums and losses and LAE as of and for the years ended December 31, is as follows:

	<u>2022</u>	<u>2021</u>
Premiums written:		
Direct	\$ 5,077,221	\$ 4,662,813
Assumed	58	21,696
Ceded	(96,931)	(80,094)
Premiums written, net	<u>\$ 4,980,348</u>	<u>\$ 4,604,415</u>
Premiums earned:		
Direct	\$ 4,834,447	\$ 4,602,412
Assumed	3,389	41,589
Ceded	(89,314)	(79,446)
Premiums earned, net	<u>\$ 4,748,522</u>	<u>\$ 4,564,555</u>
Unearned premium reserves:		
Direct	\$ 2,443,251	\$ 2,192,863
Assumed	14	3,343
Ceded	(14,109)	(6,492)
Unearned premium reserves, net	<u>\$ 2,429,156</u>	<u>\$ 2,189,714</u>
Losses and LAE incurred:		
Direct	\$ 4,179,522	\$ 3,403,282
Assumed	2,001	22,847
Ceded	(17,705)	(12,696)
Losses and LAE incurred, net	<u>\$ 4,163,818</u>	<u>\$ 3,413,433</u>
Reserves for losses and LAE:		
Direct	\$ 2,540,903	\$ 2,090,823
Assumed	11,420	24,073
Ceded	(10,544)	(8,156)
Reserves for losses and LAE, net	<u>\$ 2,541,779</u>	<u>\$ 2,106,740</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

11. Reinsurance (continued)

Life Insurance VIE

In 2022 and 2021, ACSC Life assumed 100% of its business through reinsurance agreements and did not have any direct or ceded business. Premiums earned and incurred losses and LAE are included in net premiums earned and insurance losses and LAE, respectively, in the accompanying consolidated statements of income. Aggregate reserves, reserves for losses and LAE, and unearned premium reserves are included in policy reserves in the accompanying consolidated balance sheets. ACSC Life had \$332,447 and \$313,856 in net premiums earned and \$229,471 and \$236,907 in insurance losses and LAE for the years ended December 31, 2022 and 2021, respectively.

12. Income Taxes

Income tax (benefit) expense is comprised of the following amounts for the years ended December 31:

	<u>2022</u>	<u>2021</u>
Federal:		
Current	\$ (90,934)	\$ 57,183
Deferred	<u>(383,403)</u>	<u>283,617</u>
	(474,337)	340,800
State:		
Current	1,511	1,879
Deferred	<u>(13,536)</u>	<u>7,280</u>
	(12,025)	9,159
Total	<u>\$ (486,362)</u>	<u>\$ 349,959</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

12. Income Taxes (continued)

Income tax (benefit) expense is different from the federal income tax rate of 21% for the years ended December 31, 2022 and 2021, respectively, for the following reasons:

	<u>2022</u>	<u>2021</u>
Provision for federal income taxes at statutory rate of 21%	\$ (462,100)	\$ 356,441
Increase (decrease) from:		
Tax-exempt interest	(11,679)	(11,635)
Nontaxable dividends	(7,551)	(6,923)
State income taxes, net of federal benefit	(9,496)	7,443
Other, net	4,464	4,633
Total	<u>\$ (486,362)</u>	<u>\$ 349,959</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

12. Income Taxes (continued)

The income tax information provided below presents the net positions of the Company's multiple tax-filing groups in both the motor clubs and insurance operations. Temporary differences, which give rise to a significant portion of deferred tax assets and liabilities at December 31, are as follows:

	<u>Federal</u>	<u>State</u>
2022		
Deferred tax assets:		
Health care and life insurance benefits	\$ 9,277	\$ 1,660
Other employee benefits, including deferred compensation	86,056	(10,702)
Unearned membership dues	334	23,744
Unearned premium reserve	103,792	-
Discounting of unpaid losses and LAE	25,882	-
Investments	63,073	206
Net operating loss and other carryforward benefits	25,312	27,443
Other	47,738	1,851
Deferred tax assets	<u>361,464</u>	<u>44,202</u>
Deferred tax liabilities:		
Net unrealized gain on securities	726,810	10,692
DAC	149,420	1,403
Fixed assets	47,471	3,950
Goodwill	25,641	6,793
Salvage and subrogation recoverable	1,263	-
Life insurance agency commission receivable	40,693	12,082
Other	53,719	18,214
Deferred tax liabilities	<u>1,045,017</u>	<u>53,134</u>
Net deferred tax liability	<u>\$ (683,553)</u>	<u>\$ (8,932)</u>

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued)
(In Thousands)

12. Income Taxes (continued)

	<u>Federal</u>	<u>State</u>
2021		
Deferred tax assets:		
Health care and life insurance benefits	\$ 13,407	\$ 1,839
Other employee benefits, including deferred compensation	175,070	(956)
Unearned membership dues	338	23,920
Unearned premium reserve	93,699	-
Discounting of unpaid losses and LAE	18,650	-
Investments	9,098	98
Net operating loss and other carryforward benefits	35,077	21,642
Other	34,948	2,963
Deferred tax assets	<u>380,287</u>	<u>49,506</u>
Deferred tax liabilities:		
Net unrealized gain on securities	1,331,144	34,084
DAC	122,939	1,406
Fixed assets	63,820	4,226
Goodwill	25,541	6,723
Salvage and subrogation recoverable	1,136	-
Life insurance agency commission receivable	38,806	11,546
Other	47,741	16,700
Deferred tax liabilities	<u>1,631,127</u>	<u>74,685</u>
Net deferred tax liability	<u>\$ (1,250,840)</u>	<u>\$ (25,179)</u>

The recoverability of the deferred tax assets is dependent on the Company's ability to generate future taxable income. Management believes that it is more likely than not that the results of future operations and various tax-planning strategies will generate sufficient taxable income in the periods necessary to realize the deferred tax assets.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

12. Income Taxes (continued)

As of December 31, 2022, the Club has total federal net operating loss carryforwards of \$43,463, which begin to expire in 2030. ACSC Life has a federal net operating loss carryforward of \$32,930, none of which expires. The Property and Casualty VIEs have no remaining net operating loss carryforwards to offset future taxable income. ACCM has \$42 of net capital loss carryforwards to offset future capital gains, which begin to expire in 2023. Management believes that it is more likely than not that the Company will realize the full benefits of its federal net operating loss carryforwards.

As of December 31, 2022, the Club and the Property and Casualty VIEs have \$33 Foreign Tax Credit (FTC) credit carryforward.

The Company's deferred tax assets also include state net operating losses which are specific to the states in which they were generated. Management believes that it is more likely than not that the Company will realize the full benefit of its state net operating loss carryforwards.

The Company recognizes potential accrued interest and penalties in income tax expense, including interest and penalties related to unrecognized tax benefits. There are no interest and penalties recognized as of December 31, 2022 and 2021.

The Company has multiple tax-filing groups in both the motor club and insurance operations. As of December 31, 2022 and 2021, the Company has reviewed all open tax years in its major tax jurisdictions and concluded there were no material uncertain federal or state tax positions. In accordance with accounting guidance, the Company does not have any unrecognized tax benefit liability as of December 31, 2022 and 2021. It is reasonably possible that the total amounts of unrecognized tax benefits will not significantly increase or decrease within 12 months of the reporting date. As of December 31, 2022, several material jurisdictions in which the Company operates are subject to examination, including the U.S. Federal Jurisdiction (Exchange), California and Texas for the tax years ended December 31, 2019 through the present.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) *(In Thousands)*

13. Commitments and Contingencies

Litigation

The Company is a defendant in various lawsuits, which are incidental to its operations. In some of these actions, plaintiffs assert claims for punitive damages. The Company intends to vigorously defend these actions. Litigation, by its very nature, is unpredictable and the outcome of these cases is uncertain. Moreover, the Company is unable to predict the precise nature or the relief that may be sought in any lawsuits that may be filed against it in the future. The Company has accrued an estimate for material cases, if any, as of December 31, 2022, as to which an unfavorable outcome is probable. Management does not expect the ultimate disposition of the remaining lawsuits to result in any material liability and, accordingly, no provision has been made in the accompanying consolidated financial statements for those lawsuits.

Structured Settlements

The Company has no structured settlements for which it is the owner and payee. Exchange is not the owner of any immediate or future payment life annuity products. If a structured settlement is issued when an Exchange claim is settled, Exchange directs the annuitant or recipient of the structure to be the owner in fact. Thus, Exchange is not contingently liable for structured settlements or annuities provided to claimants or insureds. As of December 31, 2022 and 2021, the total value of all annuities or amounts due from any one life insurer for Exchange claims was not material.

Guaranty Fund Assessment

Under state insurance guaranty fund laws, insurers doing business in a state can be assessed, up to prescribed limits, for certain obligations of insolvent insurance companies to the policyholder and claimants. The VIEs' policy is to accrue guaranty fund assessments when notification of new and ongoing insolvencies is received from individual state guaranty associations, the event obligating the VIEs to pay has occurred, and the assessment can be reasonably estimated. These assessments are generally recoverable through a credit to premium taxes over a period up to ten years and the VIEs have established an asset for the recoverable portion of the assessments. As of December 31, 2022 and 2021, the VIEs' estimated liability for state guaranty fund assessments was not material.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

13. Commitments and Contingencies (continued)

Capital Requirements

ACSC and Exchange each have a 50% ownership interest in ACSC Life. The California Department of Insurance (CA-DOI) requires that ACSC and Exchange make contributions to ACSC Life to maintain ACSC Life's minimum capital and surplus requirements. ACSC's and Exchange's capital calls totaled \$8,000 and \$32,900 for the years ended December 31, 2022 and 2021, respectively.

Pursuant to the Affiliation Agreement with MO Exchange, Exchange is required to maintain, at all times prior to the termination of the Pooling Agreement and subject to the receipt of any required regulatory approvals, a surplus ratio of MO Exchange at not less than 60% after giving effect to the pooling under the Pooling Agreement. This may be achieved through the purchase of additional surplus notes or through other methods as may be mutually acceptable to Exchange and MO Exchange. As of December 31, 2022 and 2021, the surplus ratio of MO Exchange exceeded the minimum requirement. Although there is no limit to Exchange's capital calls with respect to MO Exchange, future capital calls are not expected to be material to the consolidated financial statements.

ACSC and Exchange each have a 13.15% ownership interest in ACLI Life. As part of the ACLI Life Shareholder Agreement, ACSC and Exchange will contribute their share of any capital and surplus requirements to ACLI Life. No capital calls were made in the years ended December 31, 2022 and 2021, and neither ACSC nor Exchange made any capital contributions during the years ended December 31, 2022 and 2021. ACSC and Exchange's capital calls are limited to an annual maximum aggregate of \$7,892.

Letters of Credit

ACSC's workers' compensation policy requires an irrevocable standby letter of credit drawn in favor of the insurer. As of December 31, 2022 and 2021, ACSC has irrevocable standby letters of credit drawn in favor of the insurers for \$19,275 and \$21,118. ACSC also has other letters of credit totaling \$3,093 and \$3,980 as of December 31, 2022 and 2021, respectively. All letters of credit expire between December 31, 2022 and April 23, 2024.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

13. Commitments and Contingencies (continued)

Preferred Travel Provider Guarantee

ACSC guarantees the financial obligations owed by PH to other unaffiliated AAA clubs. The guarantee is limited to a maximum amount of \$7,515 and includes the protection of consumer funds originating from the AAA clubs and any commissions owed to the AAA clubs. The total amount of outstanding commissions covered under the guarantee was \$225 and \$102 as of December 31, 2022 and 2021, respectively.

Sponsorships

ACSC has entered into sponsorship and naming rights agreements related to auto racing and other professional sports teams. In accordance with these agreements, maximum annual commitments for 2023, 2024, and 2025 are \$2,692, \$1,220, and \$1,220, respectively.

California Earthquake Authority

In 1996, the California legislature passed a law to create the CEA, which provides a market for earthquake coverage in the state of California. In December 1996, Exchange agreed to participate in the CEA and began transferring to the CEA its in-force earthquake coverage renewing on or after June 1, 1997, as well as new business as of that date. Exchange could be subject to a contingent assessment from the CEA in the event of a major earthquake based on the homeowners' insurance market share attributable to Exchange. This estimate for the potential assessment approximates \$108,492. If Exchange were levied an assessment in future years, the assessment would be covered under Exchange's reinsurance program.

14. Statutory Information

The VIEs prepare their statutory-basis financial statements in conformity with statutory accounting practices (SAP) prescribed or permitted by the insurance departments of their applicable states of domicile. The Property and Casualty VIEs prepare their statutory-basis financial statements on a combined basis. Prescribed SAP primarily includes those published as Statements of SAP by the National Association of Insurance Commissioners, as well as state laws, regulations, and general administrative rules.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) (In Thousands)

14. Statutory Information (continued)

Permitted SAP encompasses all accounting practices not so prescribed. As of December 31, 2022 and 2021, Exchange has obtained a permitted practice relating to its passively managed equity securities portfolio.

Exchange characterizes its passively managed equity securities portfolio as one mutual fund. Exchange tests its passively managed equity securities portfolio for OTTI as a single mutual fund rather than applying its OTTI policy at the individual security level. Exchange received a permitted practice from the CA-DOI to continue to characterize its passively managed equity securities portfolio as a mutual fund for purposes of applying tests of OTTI. As of December 31, 2022 and 2021, Exchange's passive portfolio had an aggregate net unrealized gain of \$2,738,357 and \$3,526,618, respectively. For the years ended December 31, 2022 and 2021, the application of this permitted practice had no impact on net (loss) income or on surplus.

The following table summarizes the combined statutory net (loss) income and capital and surplus of the VIEs, as reported to regulatory authorities, for the years ended December 31:

	<u>2022</u>	<u>2021</u>
Statutory net (loss) income	\$ (359,205)	\$ 155,833
Statutory capital and surplus	9,223,248	10,800,950

The California Insurance Code requires applicable insurance companies to maintain capital and surplus in the amount of \$5,400. The Missouri Insurance Code requires at least \$2,400 of total surplus for applicable reciprocal insurers and minimum capital and surplus amounts of \$1,200 for applicable stock companies. The Texas Insurance Code requires minimum capital and surplus amounts for applicable insurance companies of \$2,500 each. Rhode Island General Law requires at least \$3,000 of total surplus. The investment of minimum capital and surplus is restricted to certain investments specified in the applicable Code. The statutory capital and surplus of each of the VIEs exceeded the highest level of minimum regulatory required capital and conforms to all investment restrictions.

Automobile Club of Southern California and Subsidiaries

Notes to Consolidated Financial Statements (continued) *(In Thousands)*

14. Statutory Information (continued)

The CA-DOI and the Kansas DOI require that MO Exchange guarantee that the surplus of Family is maintained at a minimum of \$20,000 and \$1,250, respectively. Should the surplus of Family fall below these amounts, MO Exchange would be required to contribute an amount necessary to restore Family's surplus. As of December 31, 2022 and 2021, MO Exchange's surplus and Family's capital and surplus exceeded the minimum required amounts.

15. Subsequent Events

The Company has determined that there were no subsequent events identified that would require disclosure or adjustments to the accompanying consolidated financial statements through April 27, 2023, the date the financial statements were available to be issued.

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Effective as of July 1, 2023

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(a California nonprofit mutual benefit corporation)

Directors:	Robert T. Bouttier, Chair Peter K. Barker, Vice Chair Dennis V. Arriola John F. Boyle Anthony J. Buzzelli Robert A. DeMichiei	Patrick C. Haden Antonia Hernandez Christopher B. Howard Parker S. Kennedy Cynthia Pharr Lee Julia J. Lilly Martha H. Munsch
Officers:	John F. Boyle Greg L. Backley Raju T. Varma Christopher M. Baggaley Katrina E. Bradley Chad D. Hourigan Malek K. Khouri Michael S. Mohamed Katherine A. Sieck Christopher G. Simpson Suzanne J. Wisdom Gail C. Louis	President and Chief Executive Officer Chief Operating Officer Executive Vice President Senior Vice President Senior Vice President Senior Vice President, Chief Financial Officer and Treasurer Senior Vice President Senior Vice President Senior Vice President, General Counsel and Assistant Secretary Senior Vice President Senior Vice President Corporate Secretary

ACSC MANAGEMENT SERVICES, INC.

(a California corporation)

Shareholder:	Automobile Club of Southern California	
Directors:	Robert T. Bouttier, Chair Parker S. Kennedy, Vice Chair Dennis V. Arriola John F. Boyle Patrick C. Haden	Christopher B. Howard Cynthia Pharr Lee Julia J. Lilly Raju T. Varma
Officers:	John F. Boyle Greg L. Backley Raju T. Varma Christopher M. Baggaley Katrina E. Bradley Chad D. Hourigan Malek K. Khouri Michael S. Mohamed Katherine A. Sieck Christopher G. Simpson Suzanne J. Wisdom Gail C. Louis	President and Chief Executive Officer; Manager ¹ Chief Operating Officer Executive Vice President Senior Vice President Senior Vice President Senior Vice President, Chief Financial Officer and Treasurer Senior Vice President Senior Vice President Senior Vice President, General Counsel and Assistant Secretary Senior Vice President Senior Vice President Corporate Secretary

¹ John F. Boyle also holds the board appointed position of "Manager" pursuant to Bylaw Sec. 28.2

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INTERINSURANCE EXCHANGE OF THE AUTOMOBILE CLUB

(a California interinsurance exchange or a California reciprocal insurer)

Governors:	Robert T. Bouttier, Chair Antonia Hernandez, Vice Chair Peter K. Barker Anthony J. Buzzelli	Robert A. DeMichiei Patrick C. Haden Martha H. Munsch
Officers:	Gail C. Louis Katherine A. Sieck	Secretary Assistant Secretary

CLUB EXCHANGE CORPORATION

(a Missouri corporation)

Shareholder:	Automobile Club of Missouri	
Directors:	Robert T. Bouttier, Chair John F. Boyle Anthony J. Buzzelli Robert A. DeMichiei Patrick C. Haden	Christopher B. Howard Parker S. Kennedy Martha H. Munsch Raju T. Varma
Officers:	Terrance Ponchak Jr. Angela L. Nelson Chad D. Hourigan Katherine A. Sieck Gail C. Louis	President Vice President Vice President, Chief Financial Officer and Treasurer Vice President, General Counsel and Assistant Secretary Corporate Secretary

AUTOMOBILE CLUB INTER-INSURANCE EXCHANGE

(a Missouri interinsurance exchange or a Missouri reciprocal insurer)

Advisory Board Members:	Peter K. Barker, Chair Antonia Hernandez, Vice Chair Robert T. Bouttier John F. Boyle Anthony J. Buzzelli	Patrick C. Haden Cynthia Pharr Lee Martha H. Munsch Raju T. Varma
Officers:	Chad D. Hourigan Gail C. Louis Katherine A. Sieck	Treasurer Secretary Assistant Secretary

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AUTO CLUB FAMILY INSURANCE COMPANY

(a Missouri corporation)

TO ALPHA INDEX

Shareholder: Automobile Club Inter-Insurance Exchange

Directors: Greg L. Backley Anwar M. Othman
Alison K. Bischoff Terrance Ponchak Jr.
Janet M. Borje Joseph R. Posey
Michael S. Mohamed Raju T. Varma
Angela L. Nelson

Officers: Terrance Ponchak Jr. President
Chad D. Hourigan Vice President, Chief Financial Officer and Treasurer
Angela L. Nelson Vice President
Gail C. Louis Secretary

AUTO CLUB SERVICES, LLC

(a California limited liability company)

Member: Automobile Club of Southern California

Directors: John F. Boyle
Raju T. Varma

Officers: John F. Boyle President and Chief Executive Officer
Greg L. Backley Vice President
Chad D. Hourigan Vice President, Chief Financial Officer and Treasurer
Anwar M. Othman Vice President
Katherine A. Sieck Vice President and Assistant Secretary
Suzanne J. Wisdom Vice President
Gail C. Louis Corporate Secretary

AAA TEXAS, LLC

(a Texas limited liability company)

Member: Auto Club Services, LLC

Directors: John F. Boyle
Raju T. Varma

Officers: John F. Boyle President and Chief Executive Officer
Luis C. Alarcon Vice President
Greg L. Backley Vice President
Galen L. Grillo Vice President
Chad D. Hourigan Vice President, Chief Financial Officer and Treasurer
Anwar M. Othman Vice President
Katherine A. Sieck Vice President
Suzanne J. Wisdom Vice President
Gail C. Louis Corporate Secretary
Eric N. Wozniak Assistant Secretary

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AAA NEW MEXICO, LLC

(a New Mexico limited liability company)

TO ALPHA INDEX

Member: Auto Club Services, LLC

Directors: John F. Boyle
Raju T. Varma

Officers: John F. Boyle President and Chief Executive Officer
Galen L. Grillo Vice President
Chad D. Hourigan Vice President, Chief Financial Officer and Treasurer
Anwar M. Othman Vice President
Katherine A. Sieck Vice President
Suzanne J. Wisdom Vice President
Gail C. Louis Corporate Secretary
Thomas A. Kwiatek Assistant Secretary

AAA HAWAII, LLC

(a Hawaii limited liability company)

Member: Auto Club Services, LLC

Directors: John F. Boyle
Raju T. Varma

Officers: John F. Boyle President and Chief Executive Officer
Chad D. Hourigan Vice President, Chief Financial Officer and Treasurer
Anwar M. Othman Vice President
Katherine A. Sieck Vice President
Suzanne J. Wisdom Vice President
Gail C. Louis Corporate Secretary
Liane H. Sumida Assistant Secretary

AUTO CLUB ENTERPRISES

(a California nonprofit mutual benefit corporation)

Corporate Member: Automobile Club of Southern California

Directors: Robert T. Bouttier, Chair Malek K. Khouri
Greg L. Backley Katherine A. Sieck
Christopher M. Baggaley Christopher G. Simpson
John F. Boyle Raju T. Varma
Katrina E. Bradley Suzanne J. Wisdom

Officers: John F. Boyle President and Chief Executive Officer
Greg L. Backley Chief Operating Officer
Raju T. Varma Executive Vice President
Christopher M. Baggaley Senior Vice President
Katrina E. Bradley Senior Vice President
Chad D. Hourigan Senior Vice President, Chief Financial Officer and Treasurer
Malek K. Khouri Senior Vice President
Michael S. Mohamed Senior Vice President
Katherine A. Sieck Senior Vice President, General Counsel and Assistant Secretary
Christopher G. Simpson Senior Vice President
Suzanne J. Wisdom Senior Vice President
Gail C. Louis Corporate Secretary

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ALABAMA MOTORISTS ASSOCIATION, INC.

(an Alabama nonprofit corporation)

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Corporate Member: Auto Club Enterprises

Directors: Robert T. Bouttier, Chair
Greg L. Backley

John F. Boyle
Raju T. Varma

Officers: Eric J. Cyr
Chad D. Hourigan
Katherine A. Sieck
Gail C. Louis

President
Vice President, Chief Financial Officer and Treasurer
Vice President
Corporate Secretary

AUTOMOBILE CLUB OF MISSOURI

(a Missouri nonprofit mutual benefit corporation)

Corporate Member: Auto Club Enterprises

Directors: Robert T. Bouttier, Chair
Greg L. Backley
John F. Boyle

James J. McGrath
Raju T. Varma

Officers: Terrance Ponchak Jr.
Chad D. Hourigan
Angela L. Nelson
Gail C. Louis

President
Vice President, Chief Financial Officer and Treasurer
Vice President
Secretary

CLUB INSURANCE AGENCY, INC.

(a Missouri corporation)

Shareholder: Automobile Club of Missouri

Directors: John F. Boyle
Terrance Ponchak Jr.
Raju T. Varma

Officers: Terrance Ponchak Jr.
Luis C. Alarcon
Chad D. Hourigan
Gail C. Louis

President
Vice President
Treasurer
Secretary

PRIVILEGED AND CONFIDENTIAL

AAA ARKANSAS INSURANCE AGENCY, INC.
(an Arkansas corporation)

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Shareholder: Automobile Club of Missouri

Directors: John F. Boyle
Terrance Ponchak Jr.
Raju T. Varna

Officers: Terrance Ponchak Jr. President
Luis C. Alarcon Vice President
Chad D. Hourigan Treasurer
Gail C. Louis Secretary

AAA EAST CENTRAL
(a Pennsylvania nonprofit corporation)

Corporate Member: Auto Club Enterprises

Governors: Robert A. DeMichiei, Chair Christopher B. Howard
Robert S. Collins, Vice Chair Mary Beth Jenkins
Glenn B. Bachman Mary Lynn Laughlin
Neil D. Bassi Randell McShepard
Robert T. Bouttier Martha H. Munsch
Debra A. Dinnocenzo Tuck Tinsley III
Gregory E. Grim

Officers: Teresa G. Petrick President
Thomas J. Ashley Executive Vice President
Robert S. Collins Treasurer
Sheila A. Moffatt Assistant Treasurer
Neil D. Bassi Secretary
Beverly K. Powell Assistant Secretary

AAA EAST CENTRAL INSURANCE AGENCY, INC.
(a Pennsylvania corporation)

Shareholder: AAA East Central

Directors: Teresa G. Petrick
Thomas J. Ashley
Beverly K. Powell

Officers: Teresa G. Petrick President
Thomas J. Ashley Vice President
Sheila A. Moffatt Treasurer
Beverly K. Powell Secretary
W. Mark Sisson Assistant Secretary

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THE ASHLAND COUNTY AUTOMOBILE CLUB

(an Ohio nonprofit corporation)

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Corporate Member: AAA East Central

Directors: Teresa G. Petrick, Chair
Thomas J. Ashley, Vice Chair
Beverly K. Powell

Officers: Teresa G. Petrick President
Thomas J. Ashley Vice President
Sheila A. Moffatt Treasurer
Beverly K. Powell Secretary

THE MASSILLON AUTOMOBILE CLUB

(an Ohio nonprofit corporation)

Corporate Member: AAA East Central

Directors: Teresa G. Petrick, Chair
Thomas J. Ashley, Vice Chair
Beverly K. Powell

Officers: Jeffrey R. Bushman President
Teresa G. Petrick Vice President
Sheila A. Moffatt Treasurer
Beverly K. Powell Secretary

AUTO CLUB DRIVING SCHOOLS, INC.

(a Pennsylvania corporation)

Shareholder: AAA East Central

Directors: Teresa G. Petrick
Thomas J. Ashley
Beverly K. Powell

Officers: Teresa G. Petrick President
Thomas J. Ashley Vice President
Sheila A. Moffatt Treasurer
Beverly K. Powell Secretary

CONDOR CONDOMINIUM ASSOCIATION

(a Pennsylvania Condominium Association)

Executive Directors: Thomas J. Ashley ²
Caroline Perillo

Officers: Thomas J. Ashley ² President
Caroline Perillo Vice President, Secretary and Treasurer

² Serving at the request of AAA East Central and legally entitled to indemnification by AAA East Central

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AAA NORTHERN NEW ENGLAND
(a Maine nonprofit mutual benefit corporation)

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Corporate Member: Auto Club Enterprises

Directors: Robert T. Bouttier, Chair Eric J. Cyr
Greg L. Backley Raju T. Varma
John F. Boyle

Officers: Eric J. Cyr President
Chad D. Hourigan Chief Financial Officer and Treasurer
Gail C. Louis Corporate Secretary

AAA NORTHERN NEW ENGLAND INSURANCE
(a Maine corporation)

Shareholder: AAA Northern New England

Directors: John F. Boyle
Eric J. Cyr
Raju T. Varma

Officers: Eric J. Cyr President
Chad D. Hourigan Treasurer
Gail C. Louis Secretary

AAA CAR CARE CENTER
(a Maine corporation)

Shareholder: AAA Northern New England

Directors: John F. Boyle
Eric J. Cyr
Raju T. Varma

Officers: Eric J. Cyr President
Chad D. Hourigan Treasurer
Gail C. Louis Secretary

AAA DRIVING SCHOOL, INC.
(a Maine corporation)

Shareholder: AAA Northern New England

Directors: John F. Boyle
Eric J. Cyr
Raju T. Varma

Officers: Eric J. Cyr President
Chad D. Hourigan Treasurer
Gail C. Louis Secretary

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TRIPLE A LEASING

(a Maine corporation)

TO ALPHA INDEX

Shareholder: AAA Northern New England

Directors: John F. Boyle
Eric J. Cyr
Raju T. Varma

Officers: Eric J. Cyr President
Chad D. Hourigan Treasurer
Gail C. Louis Secretary

HEWINS TRAVEL, LLC

(a Maine limited liability company)

Member: AAA Northern New England

Manager: None

Officers: None

TIDEWATER AUTOMOBILE ASSOCIATION OF VIRGINIA, INCORPORATED

(a Virginia non-stock, not for profit corporation)

Corporate Member: Auto Club Enterprises

Directors: Robert T. Bouttier, Chair John F. Boyle
Greg L. Backley Eric J. Cyr

Officers: Eric J. Cyr President
Jeffrey W. Barr Chief Financial Officer and Treasurer
Gail C. Louis Corporate Secretary

AAA TIDEWATER VIRGINIA CAR CARE CENTER, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Tidewater Automobile Association of Virginia, Incorporated

Officers: Eric J. Cyr President
Chad A. Pence Vice President
Jeffrey W. Barr Treasurer
Gail C. Louis Secretary

AAA TIDEWATER VIRGINIA FLEET OPERATIONS, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

TAA CHESAPEAKE BRANCH OFFICE PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

TAA CORPORATE CENTER OFFICE PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

TAA GREENBRIER CAR CARE CENTER PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

TAA HAMPTON BRANCH/CAR CARE CENTER PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

TAA NEWPORT NEWS BRANCH PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

TAA NORFOLK CAR CARE CENTER PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

TAA SUFFOLK BRANCH/CAR CARE CENTER PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated

Manager: Eric J. Cyr

Officers: None

PRIVILEGED AND CONFIDENTIAL

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TAA VIRGINIA BEACH BRANCH PROPERTY, LLC

(a Virginia limited liability company)

TO ALPHA INDEX

Member: Tidewater Automobile Association of Virginia, Incorporated
Manager: Eric J. Cyr
Officers: None

TAA WILLIAMSBURG BRANCH/CAR CARE CENTER PROPERTY, LLC

(a Virginia limited liability company)

Member: Tidewater Automobile Association of Virginia, Incorporated
Manager: Eric J. Cyr
Officers: None

MOTOR CLUB INSURANCE COMPANY

(a Rhode Island insurance company)

Shareholders: AAA Northeast Holding, Inc. (Class A) and
Interinsurance Exchange of the Automobile Club (Class B)

Directors: John F. Boyle, Chair
Brian H. Deephouse
Michael S. Mohamed
Christopher P. DiMartino
John R. Galvin
Marta Genovese

Officers: John F. Boyle
Chad D. Hourigan
Katherine A. Sieck
Gail C. Louis
T. Eric Lai
President and Chief Executive Officer
Vice President, Chief Financial Officer and Treasurer
Vice President and General Counsel
Secretary
Assistant Secretary

AUTOMOBILE CLUB OF SOUTHERN CALIFORNIA LIFE INSURANCE COMPANY

(a California corporation)

Shareholders: Interinsurance Exchange of the Automobile Club and
Automobile Club of Southern California

Directors: John F. Boyle
Christopher M. Baggaley
John P. Bybee
Raju T. Varma

Officers: John F. Boyle
Chad D. Hourigan
Anwar M. Othman
Katherine A. Sieck
Gail C. Louis
President and Chief Executive Officer
Vice President, Chief Financial Officer, Treasurer and
Controller
Vice President
Vice President and Assistant Secretary
Corporate Secretary

PRIVILEGED AND CONFIDENTIAL

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AUTO CLUB COUNTY MUTUAL INSURANCE COMPANY

(a Texas county mutual insurance company)

Directors:	John F. Boyle Greg L. Backley Christopher M. Baggaley Malek K. Khouri	Anwar M. Othman Katherine A. Sieck Raju T. Varma
Officers:	John F. Boyle Christopher M. Baggaley Chad D. Hourigan Anwar M. Othman Katherine A. Sieck Gail C. Louis Galen L. Grillo	President and Chief Executive Officer Vice President Vice President, Chief Financial Officer and Treasurer Vice President Vice President and Assistant Secretary Corporate Secretary Assistant Secretary

AUTO CLUB CASUALTY COMPANY

(a Texas corporation)

Shareholder:	Interinsurance Exchange of the Automobile Club	
Directors:	John F. Boyle Greg L. Backley Christopher M. Baggaley Malek K. Khouri	Anwar M. Othman Katherine A. Sieck Raju T. Varma
Officers:	John F. Boyle Christopher M. Baggaley Chad D. Hourigan Anwar M. Othman Katherine A. Sieck Gail C. Louis Galen L. Grillo	President and Chief Executive Officer Vice President Vice President, Chief Financial Officer and Treasurer Vice President Vice President and Assistant Secretary Corporate Secretary Assistant Secretary

AUTO CLUB INDEMNITY COMPANY

(a Texas corporation)

Shareholder:	Interinsurance Exchange of the Automobile Club	
Directors:	John F. Boyle Greg L. Backley Christopher M. Baggaley Malek K. Khouri	Anwar M. Othman Katherine A. Sieck Raju T. Varma
Officers:	John F. Boyle Christopher M. Baggaley Chad D. Hourigan Anwar M. Othman Katherine A. Sieck Gail C. Louis Galen L. Grillo	President and Chief Executive Officer Vice President Vice President, Chief Financial Officer and Treasurer Vice President Vice President and Assistant Secretary Corporate Secretary Assistant Secretary

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PLEASANT TRAVEL HOLDING COMPANY, LLC

TO ALPHA INDEX

(a Delaware limited liability company)

Members: Automobile Club of Southern California, and others

Manager: Automobile Club of Southern California

Officers: John F. Boyle President and Chief Executive Officer
Chad D. Hourigan Vice President, Chief Financial Officer and Treasurer
Katherine A. Sieck Vice President and Assistant Secretary
Gail C. Louis Corporate Secretary

PLEASANT HOLIDAYS, LLC

(a Delaware limited liability company)

Member: Pleasant Travel Holding Company, LLC

Manager: John F. Boyle

Officers: Jack E. Richards President and Chief Executive Officer
Dal D. DeWolf Senior Vice President, Chief Financial Officer and
Assistant Secretary
Gail C. Louis Corporate Secretary

HAWAII WORLD LLC

(a California limited liability company)

Member: Pleasant Holidays, LLC

Directors: John F. Boyle
Raju T. Varma

Officers: Jack E. Richards Chief Executive Officer
Dal D. DeWolf Treasurer, Chief Financial Officer and Assistant
Secretary
Gail C. Louis Corporate Secretary

Daniel Goodman

Daniel Goodman is the manager of public affairs for AAA Northern New England. In this role he oversees government relations, community outreach, and public relations for Maine, New Hampshire and Vermont. He has been with AAA for ten years.

Previously he was a transportation planner for nine years with the Greater Portland Council of Governments in Portland, Maine.

He graduated from the University of Southern Maine with a BA in history and a master's degree in public policy from the Edmund Muskie School of Public Policy.

Thomas Baran

Thomas Baran is the Traffic Safety Education Specialist for AAA Northern New England. He presents traffic safety programs to audiences of all ages, and serves as a liaison with schools, state agencies and traffic safety coalitions.

Previously he was a deputy sheriff with the York County Sheriffs Office in Maine for seven years. For 25 years he was a detective and sergeant with the York Maine Police Department.

He holds a BA from the University of Southern Maine and is graduate of the FBI National Academy and the Homeland Security Leadership Academy.

Name	Salary	Amount of Salary paid by contract
Daniel Goodman	80,000	0%
Tom Baran	\$55,000	1%