



195 Davison Road Lockport, NY 14094

**145th Annual Policyholders' Meeting  
Tuesday, April 4, 2023**

**The meeting was called to order** at 4:30 P.M. in the Home office by Chairman, David Cloy.

**Welcome** by David Cloy.

**Attendance Report:** Attendance report was distributed. Members present were Thomas Wronski, David Cloy, John Gavenda, Lynn Hill, Elaine Wendt, Carolyn Flansburg, Glenn Maxon, David Muck, Pamela Nelligan, Erland Kailbourne, Byron Long, Matthew Minor, Deborah Pawlowski. Duane Vaclavik participated via Zoom.

**Rules of Conduct were announced:**

-Please sign the attendance sheet as only policyholders are allowed to attend and vote. If you are attending virtually, your name will be recorded on the attendance sheet by the recording secretary.

-To ensure our meeting is orderly and productive, anyone who disrupts the meeting without having properly been given the floor will be dismissed from the meeting and/or be prohibited from having the floor for the remainder of the meeting.

-Topics will be limited to items on the agenda only.

**A moment of silence** was observed for past Director Kathy Haley all of the men and women who were associated with our Company and have passed away since our last meeting.

**Presentation of Minutes of the 144th Policy Holder Meeting of April 5, 2022:** The minutes of the 144th Annual Meeting were presented.

Motion by Lynn Hill, second by Dave Muck, to approve the minutes of the 144th Annual Policyholder's Meeting as distributed. Carried. Duane Vaclavik, Byron Long, Deborah Pawlowski, Matthew Minor and Erland Kailbourne abstained.

**Financial Reports presented by Thomas Wronski:**

\*2021-2020 Independent Auditor's Opinion (most current available)

-Clean Opinion issued by Buffamante Whipple Buttafara, P.C., Certified Public Accountants.

\*2022 Annual Statement Pages 2, 3, 4, 17 and 18 (Statements of Assets, Liabilities, Surplus, and 5-year Historical results)

- The full Annual Statement filing is available at [www.naic.org](http://www.naic.org)



\*2022 Actuarial Opinion as of December 31, 2022

-Clean Opinion issued by Bealer Consulting, an Independent Actuarial Consulting Firm

\* 2022 Income Tax: An extension is scheduled to be filed with the IRS

Motion by Glenn Maxon, second by Carolyn Flansburg, to accept the financial reports as presented. Carried.

**Old Business:**

There were no business matters that were tabled from any prior policyholder's meeting.

**New Business:**

**Election of Directors (2026 Class)**

On behalf of the policyholders, fellow directors and staff, the President thanked the following directors for their dedicated service to the company during their past term:

David Cloy, Carolyn Flansburg and Dave Muck

The Company By-Laws, Article II, Section 5 contain provisions that allow the nomination of additional qualified persons for Director positions not less than two weeks prior to the annual meeting. No additional candidates were submitted for consideration and qualification.

Nominations were closed on March 21, 2023, at 4:30 PM. Additionally, the Company By-Laws do not permit nominations from the floor for Director positions.

**Three Year Term:**

Elaine Wendt, Chairman of the Nominating Committee provided the nominations for open Board seats. The Nominating Committee, in accordance with the provisions contained in the company bylaws and our committee charter, is pleased to present the following slate of qualified candidates for the position of Director for a three-year term to expire at the Annual Policyholders Meeting on the first Tuesday of April 2026:

David Cloy  
Carolyn Flansburg  
Dave Muck  
Byron Long  
Matthew Minor  
Deborah Pawlowski

Motion by Pamela Nelligan, second by Lynn Hill, to approve the slate of candidates. Carried.



**Two Year Term:**

The Nominating Committee, in accordance with the provisions contained in the company bylaws and our committee charter, is pleased to present the following qualified candidate for the position of Director for a two-year term to expire at the Annual Policyholders Meeting on the first Tuesday of April 2025:

Erland Kailbourne

Motion by Dave Muck, second by John Gavenda, to approve the slate of candidates. Carried.  
Erland Kailbourne abstained.

**One Year Term:**

The Nominating Committee, in accordance with the provisions contained in the company bylaws and our committee charter, is pleased to present the following qualified candidate for the position of Director for a one-year term to expire at the Annual Policyholders Meeting on the first Tuesday of April 2024:

Duane Vaclavik

Motion by Glenn Maxon, second by Lynn Hill, to approve the slate of candidates. Carried.  
Duane Vaclavik abstained.


**New Business:**

No new Business was submitted to be brought before the Policyholders for consideration.

**Announcement:** The next Annual Policyholders' Meeting (146th) will be held on Tuesday, April 2, 2024, at 4:30 P.M. in the home office.

There being no further business, the meeting was adjourned.

Time 5:01 P.M.

Respectfully Submitted:  April 4, 2023  
Elaine Wendt, Secretary

Approved by the Policyholders on: \_\_\_\_\_