

National Home Service Contract Association
Minutes of NHSCA Annual Membership Meeting
ZOOM Video Conference
1:00 PM CDT June 11, 2020

The annual meeting of the members of the National Home Service Contract Association was held by ZOOM Video Conference on June 11, 2020.

Member Roll Call:

2-10 HBW	Jacqui Crockett, Lindsay Iten
American Home Protect	Corinne Maples (THSCA President) Ashley Altick
America's Preferred Home Warranty	Rodney Martin, Phil West
American Water Resources/Pivotal Home Solutions	Meghan Boyle
Cinch Home Services	John Walsh (Vice-President)
Fidelity National Home Warranty	Lorna Mello (President) Adrienne Giacalone
First American Home Warranty	Jeff Powell, Zach Zaherek
Frontdoor Group <ul style="list-style-type: none">• <i>AHS</i>• <i>AHS</i>• <i>Landmark</i>• <i>OneGuard</i>	Tom Courtney, Mark Celichowski
HomeGuard Home Warranty	Robert Hessling, (CHSCA President) Jim Hessling
HomeServe USA Group <ul style="list-style-type: none">• <i>AHG Home Warranty</i>• <i>HomeServeUSA</i>• <i>Nations Home Warranty</i>• <i>Service Line Warranties of America</i>	Jonathan Seem, Scott Paris
Home Warranty of America/Direct Energy	Paolo Berard, Michael Longoria Urusa Nawaz
Old Republic Home Protection	Gwen Gallagher, Frank Caballero, Chris Wasson (Sec/Treasurer)

Absent:

Universal Home Protection

James Imhoff

Staff: Art Chartrand, NHSCA Executive Director & Counsel
Joy Moore, NHSCA Manager

A quorum was present. President Mello chaired the meeting.

President Mello announced that this meeting was held pursuant to duly authorized written notice to all members of a ZOOM video conference call on May 11, 2020. All members acknowledge and consent to such notice by their presence today.

Reading of Antitrust Policy Statement

The Antitrust Policy as adopted March 4, 2004 by the NHSCA was read out loud and in full by Chartrand. All members acknowledged the policy and no questions were presented.

Role of NHSCA Staff and Responsibilities

Chartrand gave a brief presentation of the staffing and administrative functions of the NHSCA Central Office. Art Chartrand of Chartrand Legal Management, Inc. serves as Executive Director and General Counsel of the NHSCA. Chartrand disclosed that he also represents individual companies in the home warranty industry and is responsible to ensure no conflicts exist. With consent and support of the NHSCA, Chartrand Legal Management, Inc. also presents educational sessions to newer and non-member companies. Most lobbyists utilized by for NHSCA are part of Chartrand's own contracted lobbyist network. A further explanation of staff was distributed in the meeting e-binder.

Election of Officers

The following slate of officers currently serve:

President	Lorna Mello, Fidelity National Home Warranty
Vice President	John Walsh, Cinch Home Services
Sec./Treasurer	Chris Wasson, Old Republic Home Protection

The following slate of officers is now proposed to serve 2020-2022:

President	John Walsh, Cinch Home Services
Vice President	Chris Wasson, Old Republic Home Protection
Sec./Treasurer	Rodney Martin, America's Preferred Home Warranty

Upon motion duly made by Celichowski and seconded by Giacalone the above slate of officers was unanimously elected.

Election of Board of Directors

It was noted that pursuant to Article II Section 1, a membership in the NHSCA shall mean a company or firm. Each company may designate an actual person from time to time and advise the administrative staff. Staff will endeavor to advise all members of the appropriate person (or persons) filling the membership role.

2-10 HBW	Jacqui Crockett
American Home Protect	Corinne Maples
America's Preferred Home Warranty	Rodney Martin
American Water Resources/Pivotal Home Solutions	Meghan Boyle
Cinch Home Services	John Walsh
Fidelity National Home Warranty	Lorna Mello
First American Home Warranty	Jeff Powell
Frontdoor Group	Tom Courtney
<ul style="list-style-type: none">• <i>AHS</i>• <i>HSA</i>• <i>Landmark</i>• <i>OneGuard</i>	
HomeGuard Home Warranty	Robert Hessling
HomeServe USA Group	Jonathan Seem
<ul style="list-style-type: none">• <i>AHG Home Warranty</i>• <i>HomeServeUSA</i>• <i>Nations Home Warranty</i>• <i>Service Line Warranties of America</i>	
Home Warranty of America/Direct Energy	Paolo Berard
Old Republic Home Protection	Chris Wasson
Universal Home Protection	James Imhoff

Upon motion duly made by Walsh and seconded by Wasson the above Board of Directors were duly elected.

President's Report

President Mello reported the Association remains viable and strong. Details regarding the business of the Association will be reviewed in a board of directors meeting following adjournment.

State Association President's Report

We have two elected, standing presidents. They are currently Corinne Maples for THSCA and Robert Hessling for CHSCA. They remain in office until a motion is made for a replacement. Nominations for other state association presidents may be made on an as need basis.

Banking Resolution

The following banking resolution was considered:

BE IT RESOLVED, that the treasurer of this corporation be Rodney Martin and he is hereby authorized and directed to pay the expenses of the incorporation and organization of this corporation.

There was next considered designating depositories of the funds of the corporation, and the officers authorized to sign and endorse checks, drafts and the like.

BE IT FURTHER RESOLVED, that First National Bank of Kansas, be and it is hereby designated a depository of this corporation and that funds so deposited may be withdrawn upon a check, draft, note or order of the corporation.

BE IT FURTHER RESOLVED, that all checks, drafts, notes or orders drawn against said account be signed by any one of the following:

Rodney Martin
Arthur Chartrand

Sec/Treasurer
Administrator

with countersignature required only for amounts in excess of \$20,000 by both the administrator and the treasurer or other board member and that no checks, drafts, notes or orders drawn against said Bank shall be valid unless so signed.

BE IT FURTHER RESOLVED, that said Bank is hereby authorized and directed to honor and pay any checks, drafts, notes or orders so drawn, whether such checks, drafts, notes or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, notes or orders, or any of such persons in their individual capacities or not, and whether such checks, drafts, notes or orders are deposited to the individual credit of the person cosigning and/or countersigning said checks, drafts, notes or orders, or to the individual credit of any of the other officers or not. This resolution shall continue in force and said Bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the certificate of the Secretary, accompanying a copy of this resolution when delivered to said Bank or in any similar subsequent certificate, until written notice to the contrary is duly served on said Bank.

BE IT FURTHER RESOLVED, that the President, Treasurer and Administrator of this corporation jointly or their successors in office, are authorized for, on behalf of, and in the name of this corporation to:

(a) Negotiate and procure loans without limitation as to amount subject to prior written approval by the Board of Directors;

(b) Discount with said bank, commercial or other business paper belonging to this corporation, made or drawn by or upon third parties, without limit as to amount;

(c) Give security for any liabilities of this corporation to said bank by pledge or assignment or a lien upon any real or personal property, tangible or intangible, of this corporation, and

(d) Execute in such form as may be required by the bank all notes and other evidences of such loans, all instruments of pledge, assignment or lien, and that none of the same shall be valid unless so signed or endorsed; provided, however, that the endorsement of promissory notes discounted may be affected by any one of them.

RESOLVED FURTHER, that the said bank be, and it is hereby authorized and directed to pay the proceeds of any such loans or discounts as directed jointly by the persons so authorized to sign, whether so payable to the order of any of said persons in their individual capacities or not, and whether such proceeds are deposited to the individual credit of any said persons or not. But, in no such case shall any payment be made to any board member without prior written notice to the entire board.

Upon motion by Powell and second by Wasson the above banking resolutions was adopted.

The next item of business was the proper salaries for the officers and directors of the corporation. After full discussion, it was determined that the officers and directors would continue to serve without salary until future decision of the board of directors.

The 2019 tax return for the Association is being prepared by API Partners. Copies will be made available to all members upon filing.

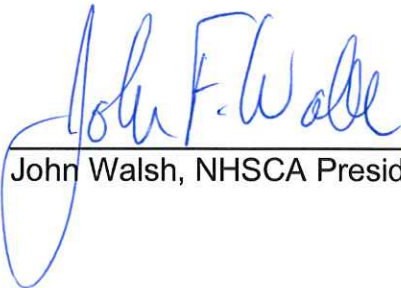
Treasurer's Report

The Treasurer gave a brief report on the overall financial condition of the Association. He reported the Association is solvent and continues to meet all current and expected obligations. A full report at the regular board meeting to follow.

Upon motion duly made by Mello and seconded by Courtney the treasurer's report was approved.

There being no further business to come before the membership, upon motion by Walsh and second by Wasson the meeting was duly adjourned.

APPROVED:



John Walsh, NHSCA President



Rodney Martin, NHSCA Secretary/Treasurer