

National Home Service Contract Association
Minutes of NHSCA Annual Membership Meeting
The Landing Resort & Spa
Lake Tahoe, NV
9:00 AM PDT Thursday, May 30, 2019

The annual meeting of the members of the National Home Service Contract Association was held in person at The Landing Resort & Spa in Lake Tahoe, Nevada on May 30, 2019.

Roll Call:

2-10 HBW

Mike Bartosch

***American Home Protect**

Corinne Maples

American Home Shield Companies
(AHS, HSA, OneGuard, Landmark)

Tom Courtney, Mark Celichowski
Raj Midha

America's Preferred Home Warranty

Rodney Martin, Phil West

***American Water Resources/Pivotal Home Solutions**

Eric Palm, Laura Wiskari, Meghan Boyle

Fidelity National Home Warranty

Lorna Mello (**President**)

Adrienne Giacalone

First American Home Warranty

Jeff Powell, Zach Zaherek

HMS National/Cross Country

John Walsh (**Secretary/Treasurer**)

HomeGuard Home Warranty

Robert Hessling, (**CHSCA President**)

Home Warranty of America/Direct Energy

Paolo Berard, Leah Barton

Nations Home Warranty

Sharon Harrison

National Home Guaranteed

Richard Adams (**Vice-President**)

Old Republic Home Protection

Gwen Gallagher, Chris Wasson

Indicated in advance will be absent:

AHG Home Warranty

Chad Forbush (**THSCA President**)

Universal Home Protection

James Imhoff

Staff Present: 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 May 14, 2019. 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.

Welcome New Members

Corinne Maples with American Home Protect and Eric Palm, Laura Wiskari and Meghan Boyle with American Water Resources/Pivotal Home Solutions were introduced and gave a brief presentation to members on why they joined the NHSCA as well as an introduction of the company they represent respectively.

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.

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.

Upon motion duly made by Berard and seconded by Palm the following Directors were duly elected.

2-10 Home Buyers Warranty	Michael Bartosch
AHG Home Warranty	Chad Forbush
American Home Protect	Corinne Maples
American Home Shield Companies (AHS, HSA, OneGuard, Landmark)	Tom Courtney
America's Preferred Home Warranty	Rodney Martin
American Water Resources/Pivotal HS	Meghan Boyle
Fidelity National Home Warranty	Lorna Mello, President
First American Home Warranty	Jeff Powell
HMS National/Cross Country	John Walsh, Sec/Treasurer
HomeGuard HomeWarranty	Robert Hessling
Home Warranty of America/Direct Energy	Paolo Berard

National Home Guaranteed
Nations Home Warranty
Old Republic Home Protection
Universal Home Protection

Richard Adams, Vice-President
Sharon Harrison
Gwen Gallagher
James Imhoff

President's Report

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

State Association President's Report

We have two elected, standing presidents. They are currently Chad Forbush 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 John Walsh 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:

John Walsh
Arthur Chartrand

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 Mello 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 2018 tax return for the Association is being prepared by Nexus Accounting. An extension has been filed. Copies will be made available to all members upon filing.

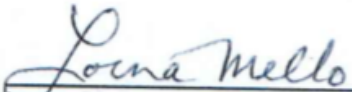
Treasurer's Report

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 Hessling and seconded by Courtney, the treasurer's report was approved.

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

APPROVED:



Lorna Mello
NHSCA President



John Walsh
NHSCA Secretary/Treasurer