FILED

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INSURANCE REGULATION
Docketed by: A.M.Y.

OFFICE OF INSURANCE REGULATION

MICHAEL YAWORSKY
COMMISSIONER

Index: OIR 2026-41
CASE NO.: 402856-26-CO

IN THE MATTER OF:

Application for the Issuance of a
Certificate of Authority as an Insurance Administrator to
ASURE BENEFITS MANAGEMENT LLC
_____/

CONSENT ORDER

THIS CAUSE came for consideration upon the filing by ASURE BENEFITS MANAGEMENT LLC ("APPLICANT"), with the FLORIDA OFFICE OF INSURANCE REGULATION ("OFFICE") of an application for the issuance of a Certificate of Authority as an Insurance Administrator pursuant to the provisions of chapter 626, Part VII, Florida Statutes[1] ("Application"). Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter and the parties herein.

2. APPLICANT has applied for and, subject to the present and continuing satisfaction of the requirements, terms, and conditions established herein, has satisfactorily met all of the conditions precedent to the granting to it of a Certificate of Authority to operate as an Insurance Administrator in Florida, pursuant to the requirements of the Florida Insurance Code.

3. APPLICANT is a Delaware domiciled limited liability company owned 100% by Asure Operations, LLC; which is owned 100% by Asure Software, Inc.; which is owned 15.6% by Private Capital Management, LLC, with no other 10% or greater shareholders.

[1] All statutory references contained herein refer to Florida Statutes (2025), unless otherwise noted.

4. If the OFFICE determines that any individual for whom APPLICANT is required to submit background information as part of this Application is unacceptable under the Florida Insurance Code, APPLICANT shall remove or cause the removal of said person within 30 days of notice from the OFFICE and replace them with a person or persons acceptable to the OFFICE or shall undertake such other corrective action as directed by the OFFICE. Failure to act would constitute an immediate serious danger to the public and the OFFICE may take administrative action as it deems appropriate upon the Certificate of Authority of APPLICANT without further proceedings, pursuant to sections 120.569(2)(n) and 120.60(6).

5. APPLICANT shall comply with section 626.8814, and identify to the OFFICE any ownership interest or affiliation of any kind with any insurance company responsible for providing benefits directly or through reinsurance to any plan for which APPLICANT provides administrative services.

6. APPLICANT shall fully cooperate with any insurer, health maintenance organization ("HMO"), prepaid limited health service organization ("PLHSO"), or prepaid health clinic ("PHC"), that is conducting a review of APPLICANT's operations pursuant to section 626.8817.

7. The OFFICE has relied upon the representations in the Plan of Operation and supporting documents that APPLICANT submitted with its Application. Written approval must be secured from the OFFICE prior to any material deviation from said Plan of Operation.

8. APPLICANT agrees that should it fail to act as an "Administrator" as that term is defined in section 626.88(1), within 1 year of the execution of this Consent Order, APPLICANT shall surrender its Certificate of Authority to operate as an Insurance Administrator in Florida.

9. APPLICANT agrees that it shall make available to the OFFICE, upon request, any health care risk contract, as defined in section 641.234(4)(b), to which APPLICANT is a party.

10. APPLICANT shall comply with section 626.882, by ensuring that any administrative agreement entered into with an insurer, HMO, PLHSO, or PHC operating in Florida, meets the following requirements:

a. The administrative agreement shall be in writing and specify the rights, duties, and obligations of the parties.

b. The administrative agreement shall contain provisions which include the requirements of sections 626.883-626.888, as applicable.

c. The administrative agreement shall contain a provision with respect to the underwriting or other standards pertaining to business underwritten by the insurer.

11. APPLICANT shall ensure that any administrative agreement entered into with a Florida HMO fully complies with section 641.234(3).

12. APPLICANT shall comply with all records retention requirements as outlined in sections 626.882(3) and 626.884.

13. APPLICANT shall notify in writing, and obtain written approval from, any insurer, HMO, PLHSO, or PHC operating in Florida, if APPLICANT intends to outsource any contracted Insurance Administrator duties to a third party, prior to executing any agreements with said third party.

14. APPLICANT shall not outsource any contractual duties or obligations that require licensure as an Insurance Administrator to perform, to any entity, including any affiliate or parent, which is not also licensed as an Insurance Administrator with the OFFICE.

15. APPLICANT acknowledges that outsourcing any activities that require licensure

as an Insurance Administrator to unlicensed parties is grounds for suspension or revocation of APPLICANT's Certificate of Authority, pursuant to section 626.891(1)(b).

16. During the first year of operations, APPLICANT shall file with the OFFICE copies of all administrative agreements wherein administrative services are being provided for Florida resident insureds, within 30 days of execution of said agreements, or within 10 days of becoming aware that Florida resident insureds are being covered by an existing administrative agreement. Thereafter, APPLICANT shall file copies of such administrative agreements with the OFFICE on an annual basis.

17. Within 3 months after the end of APPLICANT's fiscal year, APPLICANT shall file with the OFFICE full and true statements of its financial condition, transactions, and affairs, as required by section 626.89(1).

18. For the first year of licensure, APPLICANT agrees to file quarterly financial statements with the OFFICE. Quarterly financial statements shall be filed by the 45th day following the quarter's end date.

19. APPLICANT shall comply with section 626.89(2), which requires APPLICANT to file with the OFFICE, within 5 months after the end of APPLICANT's fiscal year, an audited financial statement for the preceding fiscal year performed by an independent certified public accountant in accordance with United States generally accepted accounting principles. An audited financial statement prepared on a consolidated basis shall include a columnar consolidating or combining worksheet, be filed with the audited statement, and comply with the following:

a. Amounts shown on the consolidated audited financial statement must be shown on the worksheet;

b. Amounts for each entity must be stated separately;

c. Each entity included in the consolidated and consolidating statements must be accurately identified by its legal name; and

d. Explanations of consolidating and eliminating entries must be included.

20. The columnar consolidating or combining worksheet, referenced in paragraph 19 and required by section 626.89(2), for an audited financial statement prepared on a consolidated basis, shall be included as part of the audited financial statement prepared by the independent certified public accountant. A columnar consolidating, combining worksheet, or excel spreadsheet containing the required information, but submitted by APPLICANT outside of the auditor's audited financial statement, shall not be deemed compliant with section 626.89(2).

21. APPLICANT shall, at all times, maintain a positive net worth in accordance with section 626.8805(2)(d).

22. APPLICANT shall notify the OFFICE within 5 days of any material changes to its ownership, as required by section 626.89(4).

23. APPLICANT shall report to the OFFICE any action taken by any state where APPLICANT is operating within 5 days of APPLICANT being notified of said action. This includes, but is not limited to, any action on APPLICANT's license, notice of unlicensed activity, fines, and denials of an application for licensure.

24. APPLICANT represents that it has obtained a fidelity bond in accordance with the requirements of section 626.8809, and acknowledges that it must at all times remain in compliance with this statute. APPLICANT must provide evidence of its compliance to the OFFICE when filing its annual report.

25. All required reports and agreements referenced in this Consent Order shall be filed via the OFFICE's Regulatory Electronic Filing System ("REFS"), at https://floir.gov/iportal.

26. APPLICANT acknowledges that its Certificate of Authority is not a fungible asset and cannot be transferred to another entity. APPLICANT acknowledges that a creditor may not be granted a security interest in a Certificate of Authority.

27. APPLICANT shall maintain an information security program for the security and protection of confidential and proprietary information under its control that complies with all applicable laws and regulations regarding information security. APPLICANT agrees that it shall continually monitor and enhance its information security program in order to mitigate data security breaches and cybersecurity incidents. APPLICANT further agrees that it shall notify the OFFICE within 5 business days of identifying a breach or cybersecurity incident.

28. APPLICANT affirms that all information, explanations, representations, statements, and documents provided to the OFFICE in connection with this Application, including all attachments and supplements thereto, are true and correct and fully describe all transactions, agreements, and understandings regarding the ownership structure, operations, and control of APPLICANT. APPLICANT further agrees and affirms that said information, submissions, explanations, representations, statements, and documents, including all attachments and supplements thereto, are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

29. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order.

30. APPLICANT affirms that all requirements set forth herein are material to the issuance of this Consent Order.

31. APPLICANT expressly waives a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further and other proceedings herein to which it may be entitled by law or rules of the OFFICE. APPLICANT hereby knowingly and voluntarily waives all rights to challenge or to contest this Consent Order in any forum available to it, now or in the future, including the right to any administrative proceeding, state or federal court action, or any appeal.

32. Each party to this action shall bear its own costs and fees.

33. APPLICANT agrees that, upon execution of this Consent Order, failure to adhere to one or more of the terms and conditions contained herein may result, without further proceedings, in the OFFICE suspending, revoking, or taking other administrative action as it deems appropriate upon APPLICANT's Certificate of Authority in this state, in accordance with sections 120.569(2)(n) and 120.60(6).

34. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed a copy of this Consent Order bearing the notarized signature of the authorized representative of APPLICANT.

WHEREFORE, subject to the above terms and conditions, the Application for the issuance of a Certificate of Authority as an Insurance Administrator to ASURE BENEFITS MANAGEMENT LLC, pursuant to section 626.8805, is APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 1 day of June, 2026.

Michael Yaworsky, Commissioner
Office of Insurance Regulation

By execution hereof, ASURE BENEFITS MANAGEMENT LLC consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind ASURE BENEFITS MANAGEMENT LLC to the terms and conditions of this Consent Order.

ASURE BENEFITS MANAGEMENT LLC

(Corporate Seal)

By: _____

Print Name: John Pence

Title: Chief Financial Officer

Date: 5/28/26

STATE OF Texas

COUNTY OF Travis

The foregoing instrument was acknowledged before me by means of ☒ physical presence or

☐ online notarization, this 28 day of May 2026, by John Pence
(name of person)

as Officer for Asure Benefits Management LLC.
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

_____
(Signature of the Notary)

MYA BRIONES
My Notary ID # 134807413
Expires March 14, 2028

_____
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced N/A

My Commission Expires: 3/14/2028

COPIES FURNISHED TO:

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