



Draft date: 4/02/2024

Virtual Meeting

NATIONAL TREATMENT AND COORDINATION (E) WORKING GROUP

April 9, 2024

2:00 – 3:00 p.m. ET / 1:00 – 2:00 p.m. CT / 12:00 p.m. – 1:00 MT / 11:00 noon – 12:00 p.m. PT

ROLL CALL

Debbie Doggett/Kelly		Ursula Almada	New Mexico
Hopper/Co-Chair	Missouri	Kirsten Anderson	Oregon
Cameron Piatt, Co-Chair	Ohio	Karen Feather	Pennsylvania
Cindy Hathaway	Colorado	Amy Garcia	Texas
William Mitchell	Connecticut	Jay Sueoka	Utah
Sherry Wilson	Delaware	Ron Pastuch	Washington
Jennifer Milam	Florida	Amy Malm/Mark McNabb	Wisconsin
Stewart Guerin	Louisiana	Doug Melvin	Wyoming

NAIC Support Staff: Jane Barr

AGENDA

1. Consider Adoption of Proposal 2024-01 (Modifications to Domestic Corporate Amendment Electronic Application)—*Debbie Doggett (MO)*
 - A. Proposal Form (Explanation of Changes) Attachment 1a
 - B. Domestic Corporate Amendment Instructions Attachment 1b
 - C. Domestic Corporate Amendment Templates Attachment 1c

2. Receive Chief Financial Regulator Forum Referral (Insurers not Regulated by the Department of Insurance) —Cam Piatt (OH) Attachment 2

3. Discuss Any Other Matters Brought Before the Working Group —Debbie Doggett (MO)

4. Adjournment

National Treatment and Coordination (E) Working Group
Company Licensing Proposal Form

<p align="center">DATE: <u>1/31/24</u></p> <p>CONTACT PERSON: <u>Jane Barr</u></p> <p>TELEPHONE: <u>816-783-8413</u></p> <p>EMAIL ADDRESS: <u>jbarr@naic.org</u></p> <p>ON BEHALF OF:</p> <p>NAME: <u>Legacy Ad Hoc Group</u></p> <p>TITLE: <u>National Treatment and Coordination (E) Working Group</u></p> <p>AFFILIATION:</p> <p>ADDRESS:</p>	<p align="center"><u>FOR NAIC USE ONLY</u></p> <p>Agenda Item # <u>2024-01</u></p> <p>Year <u>2024</u></p> <p align="center"><u>DISPOSITION</u></p> <p>[<input type="checkbox"/>] ADOPTED</p> <p>[<input type="checkbox"/>] REJECTED</p> <p>[<input type="checkbox"/>] DEFERRED TO</p> <p>[<input type="checkbox"/>] REFERRED TO OTHER NAIC GROUP</p> <p>[<input type="checkbox"/>] EXPOSED</p> <p>[<input type="checkbox"/>] OTHER (SPECIFY)</p>
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IDENTIFICATION OF SOURCE AND FORM(S)/INSTRUCTIONS TO BE CHANGED

[X] UCAA Forms [X] UCAA Instructions [X] Enhancement to the Electronic Application Process
[] Company Licensing Best Practices HB

Forms:

[X] Form 2 - Application [] Form 3 – Lines of Business [] Form 4 – Management Information
[] Form 5 – Debt to Equity Ratio [] Form 8M – Main Questionnaire [] Form 8HC- Holding Company Questionnaire
[] Form 8L – Life Questionnaire [] Form 11-Biographical Affidavit
[] Form 12-Uniform Consent to Service of Process [] Form 13- ProForma [] Form 14- Change of Address/Contact Notification [] Form 15 – Affidavit of Lost C of A
[] Form 16 – Voluntary Dissolution [] Form 17 – Statement of Withdrawal

DESCRIPTION OF CHANGE(S)

Create a specific domestic change type for the current domiciliary state as notice before a Redomestication is filed to change domiciliary state. Changes made to the instructions to include guidance and requirements and the application form (Form 2) which lists this change type and its requirements for pre and post notifications.

REASON OR JUSTIFICATION FOR CHANGE **

The domestic corporate amendment is a new single state application filed directly with the current domiciliary state and serves two purposes: 1) to provide details to the current domiciliary state on where the company plans to redomesticate to and whether or not they are authorized in that state; and 2) to provide details (amended articles, bylaws, etc.) once the redomestication application has been approved. This would also eliminate the need for the company to file a foreign corporate amendment application to its previous domiciliary state, for this transaction.

Additional Staff Comments:

Comments to be addressed during exposure are provided in red font. All states should weigh in on their state requirements. Development of this application is included in Phase II of the UCAA project and will begin on April 1, 2024. Any suggested edits to this application after adoption, can be considered in 2025 or after.

** This section must be completed on all forms.

Revised 08-2023



DOMESTIC STATE CORPORATE AMENDMENTS

Existing insurers use the Uniform Certificate of Authority Corporate Amendment Application for requesting amendments to its Certificate of Authority. A Uniform State is one that is committed to using the Uniform Certificate of Authority (UCAA) review process for company licensing and admissions.

The Applicant Company can use the Corporate Amendment Application to file more than one change for the domiciliary state submission. The Applicant Company should select all applicable changes and submit all items required for those changes.

The following instructions contain a detailed explanation of the various requirements designed to assist in the completion and submission of the necessary documentation to obtain regulatory approval. The state's review process will be a comprehensive and detailed operational and financial review of the Applicant Company's business.

Corporate Amendments Application Review Process

The Corporate Amendment Application of the UCAA provides a uniform process for gaining the necessary regulatory approvals for modifications to an Applicant Company's Certificate of Authority. It is the goal of the Uniform State to process the Corporate Amendments Application within 60 calendar days of receipt.

Proprietary Information

Both regulators and the Applicant Company should note that the Applicant Company might deem confidential any communications with insurance regulatory agencies in conjunction with the Corporate Amendment Application concerning proprietary information about the Applicant Company. States may only share information determined to be confidential with other persons as authorized by law. By law, the state will not disclose to the public any information determined to be proprietary and trade secret. The Applicant Company needs to expressly identify all information in the application and in any subsequent correspondence that the Applicant Company considers proprietary or trade secret.

The [UCAA homepage](#) contains the requirements and filing process for the Corporate Amendment Application. Contact the appropriate state regulators with any questions before filing any Uniform Application. State contact information can be found on the [Addresses and Contact Information for Submission of Application chart](#).



Step One: Filing the Application

Processing Goal: 2 Weeks

An Applicant Company may submit Corporate Amendment Applications anytime during the year. The state immediately reviews the application to ensure that all required information is provided as outlined in the instructions.

Generally, within two weeks from the date that the application is received, the state will update the status in the electronic application and assign the application to a lead reviewer. The lead reviewer will be identified on the summary detail of the application.

The state will contact the Applicant Company if it does not accept the application for filing due to a deficiency in the application via a Request for Information (RFI) in the electronic application. Depending upon the nature of the deficiency, the state may give the Applicant Company two weeks from the date of the RFI to correct the deficiency. Some states may notify the Applicant Company of any applications that are deficient and not accepted for filing. Electronic applications that are not accepted by the state should be withdrawn by the Applicant Company.

Step Two: Application Review

Processing Goal: 60 Days

A Corporate Amendment Application will undergo a rigorous financial and operational review in the application state. While the goal of each state is to complete this review in 60 days, the state cannot guarantee this time frame. Due to varying levels of resources available in each state or if the state needs additional information, the 60-day goal may not be attainable. The purpose of the Corporate Amendment Application is to streamline the application process and the states will make every effort to process a Corporate Amendment Application as quickly as possible.

At the conclusion of the substantive review the domiciliary state will grant the Applicant Company an amendment to the Certificate of Authority, allow the Applicant Company to withdraw the application, or will deny the application.

If the state deems the application incomplete, the Applicant Company will be automatically notified when the states provides a status and a detailed explanation via the RFI. The Applicant Company can amend or withdrawal their application, a detailed explanation is required for either option. If withdrawn, the Applicant Company may wish to re-file a Corporate Amendment Application at a later date. A new application and filing fee will be required for the new filing.

How to File

Refer to the [State-Specific Information](#). States that have provided their state specific requirements for domestic companies will be incorporated into the electronic application.

1. [Communication Between Applicant Company and Agency](#)



2. [Questions](#)
3. [Application and Supporting Documents](#)
4. [Updates/Changes](#)
5. [Filing Fee](#)
6. [State-Specific Information](#)

1. **Communication Between Applicant Company and Agency**

Once a state accepts a Corporate Amendment Application for filing, the filing will be forwarded to the assigned analyst (Lead Reviewer).

Before receiving the name of the lead reviewer, an Applicant Company may contact, via the (RFI) link, before assignment all RFI's will be automatically directed to the state application coordinator or company licensing manager to obtain information regarding the status of a Corporate Amendment Application.

2. **Questions**

Section I through Section IX, Filing Requirements, provide detailed guidelines regarding the information required for the Corporate Amendment Application. For additional information, or clarification, the Applicant Company should review the [State Requirement charts](#) and [FAQs](#) prior to contacting the state.

3. **Application and Supporting Documents**

- All applicable forms are provided for the change type(s) selected.

4. **Updates/Changes**

The Applicant Company is responsible for informing states of any significant changes that occur or that the Applicant Company discovers during the application review period. Examples of significant changes include changes in officers and directors, material acquisition or disposal of assets, changes in reinsurance, acquisition of the insurer, regulatory actions taken against the insurer, change in current business plan or corporate structure, etc.

The Applicant Company must supply amended forms promptly if any changes occur which materially affect the accuracy of the forms originally submitted in the application. The updated attachments can be submitted via an RFI or an amended application. .

5. **Filing Fee**

Please see [Filing Fees - Corporate Amendments chart](#) and [Filing Fees Matrix - Corporate Amendments chart](#), located on the UCAA website, to determine the correct fee and filing instructions for the application state. Where indicated, checks will need to be mailed directly to



the application state. Refer to the appropriate state chart for mailing instructions. Include a copy of the completed Checklist for reference to the electronic application tracking number.

6. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can issue an amended Certificate of Authority. Before completing a UCAA Corporate Amendment Application the Applicant Company should be familiar with its domiciliary state requirements which are located under [State-Specific Requirements](#) on the UCAA website. Some states may have their state specific requirements incorporated into the electronic application.

Electronic Portal

The Applicant Company must first obtain a User ID and password. The individual completing the application on behalf of the Applicant Company must obtain approval from either the Corporate Secretary or General Counsel of the Applicant Company. If the Applicant Company is part of a Holding Company Structure, the User may associate multiple companies within the group to their User ID. Only one ID is allowed per individual.

A [User Guide](#) is provided as a guide for utilizing the electronic application. Tooltips are incorporated into the electronic application.

The UCAA Corporate Amendment Application has ten domiciliary change types (sections) designed to guide the Applicant Company through the licensing process.

- I. [Adding Lines of Business Filing Requirements](#)
- II. [Deleting Lines of Business Filing Requirements](#)
- III. [Name Change Filing Requirements](#)
- IV. Change of Company Structure Filing Requirements
- V. [Change of Statutory Home Office Address Filing Requirements](#)
- VI. [Redomestication \(Current Domestic State Notice\) State Specific?](#)
- VII. [Amended Articles of Incorporation](#)
- VIII. [Amended Bylaws](#)
- IX. [Change of Administrative Address/Contact Notification Filing Requirement-Consent to Service of Process](#)
- X. Statement of Voluntary Dissolution

Corporate Amendments Application Section I Filing Requirements - Adding Lines of Business

This section provides a guide to understanding the focus of each change type of the Corporate Amendment Application. However, there typically are multiple purposes for documents. Therefore, it is important that applications be complete.



All required forms are provided for the application change type selected; therefore it is important to read the instructions prior to starting an electronic filing to ensure the necessary corporate amendment change type is selected and the appropriate forms are provided.

Table of Contents/ Application Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Minimum Capital and Surplus Requirements](#)
6. [Plan of Operation](#)
7. [Statutory Membership\(s\)](#)
8. [State-Specific Information](#)

1. Application Form and Attachments

The application must identify all lines of insurance (Form 3) that the Applicant Company is currently authorized to transact and specify the lines of authority to add to an existing Certificate of Authority, as identified in the plan of operation (Form 8, Form 13 and Narrative). A cover letter may be included and if required, the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15),

2. Filing Fee

The application will generate an invoice based on the change type selected and state specific requirements provided and be submitted to the application state, unless specified that the state prefers to send a separate invoice. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Upload a copy of the Applicant Company's check and reference the electronic application tracking number.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that allows the Applicant Company to write this line (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.

If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.



4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. Minimum Capital and Surplus Requirements

The application will need to show that the Applicant Company meets the state's statutory minimum capital and surplus requirements for the requested amendment to its Certificate of Authority. In some states, the minimum capital and surplus requirements are determined by the classes of insurance that the Applicant Company is requesting authority to transact. The state will determine the level of surplus required after considering the Applicant Company's product line, operating record and financial condition. Compliance with the statutorily prescribed minimum surplus requirement may not be sufficient for all Applicant Companies. The [Minimum Capital and Surplus Requirements](#) chart identifies the minimum capital and surplus requirements for each Uniform State. This chart also provides a contact person or a link to a state-specific format or RBC requirements and instructions. Submit an explanation of the Applicant Company's compliance with the capital and surplus requirements.

6. Plan of Operation

The Plan of Operation has three components, a brief narrative, proforma financial statements/projections (Form 13) and a completed Questionnaire ([Form 8D](#)). The narrative should include significant information not captured as a part of the Questionnaire that the Applicant Company submits in support of the application. The proforma is one of three (3) components in the Plan of Operation. The forms are located under the Corporate Amendment tab. There is a proforma for Life, Property/Casualty, Health and Title companies. Provide a company-wide, three-year proforma balance sheet and income statement. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. For the lines requested, provide three-year premium and loss projections by line of business for the application state. Projections must support all aspects of the proposed Plan of Operation, including reinsurance arrangements and any delegated function agreements. Include the assumptions used to arrive at these projections.

The proforma when applied to the Corporate Amendment application is projected data. As such, the projected amounts need not balance with historical NAIC financial filings. The projected data, however, should be relevant to the Company's history of growth and losses as contemplated by the NAIC *Accounting Practices and Procedures Manual*.



The proforma should be completed by statutory accounting and financial reporting professionals that should be available to answer any questions or concerns from reviewing regulatory staff. The proforma is completed on an annual basis, typically for a three-year time period, however, some state may require five years. The proforma balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year. The proforma should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

The proforma (Form 13) is located by selecting the Additional Resources link, then by choosing Non-Electronic Forms on the UCAA website. Submit the narrative and completed proforma and all appropriate addendum attachments.

7. Statutory Memberships

In some states, the Applicant Company is required to join one or more rating, guarantee or other organizations before transacting insurance. Generally, the Applicant Company's authorized lines of insurance govern statutorily mandated memberships. The [Statutory Membership Requirements](#) chart provides the list of statutory memberships that may be required before transacting insurance. Submit documentation supporting membership application(s), in states where required.

8. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of requirements on the [State-Specific requirements](#) for its state of domicile. Some states may include their state specific requirements into the electronic application. Statutory Deposit may be increased due to a change in the lines of business, the state will notify the Applicant Company if deposit adjustments are required.

If your domiciliary state requires that the certificate of authority be returned, mail that directly to the state and provide a copy in the jurisdiction requirement section of the electronic application or upload an affidavit of lost certificate of authority, located by choosing non-electronic forms on the UCAA website.

Some jurisdictions may require a copy of the Form D, post licensure for affiliated parties involved in the marketing, underwriting, servicing, administration, premium financing, claims adjustment or claims payment.

Some jurisdictions may require a copy of the variable annuity prospectus expected to be filed with the SEC.



Domestic Corporate Amendments Application Section II **Filing Requirements Deleting Lines of Business**

This section provides a guide to understanding the focus of each change type of the Corporate Amendment Application. However, there typically are multiple purposes for documents. Therefore, it is important that applications be complete.

All required forms are provided for the application change type selected, therefore it is important to read the instructions prior to starting an electronic filing to ensure the necessary corporate amendment change type is selected and the appropriate forms are provided.

Table of Contents/ Application Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Minimum Capital and Surplus Requirements](#)
6. [Plan of Operation](#)
7. [Statutory Membership\(s\)](#)
8. [State-Specific Information](#)

1. Application Form and Attachments

The application must identify all lines of insurance that the Applicant Company is currently authorized to transact and specify the lines of authority to delete from an existing Certificate of Authority, as identified in the plan of operation. **The Applicant Company should also provide the lines of authority for its foreign states to ensure that the requested lines to be deleted are not currently being written in a foreign state. A cover letter may be included and if required, the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15).** (would the domiciliary state want the company to complete this information via form 3- for foreign authorization?)

2. Filing Fee

~~The application will generate an invoice based on the change type selected and state specific requirements submitted to the application state, unless specified that the state prefers to send a separate invoice.~~ The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Upload a copy of the Applicant Company's check and reference the electronic application tracking number. (there didn't appear to be state interest in this feature, this feature could be added after Phase III)

3. Articles of Incorporation



Indicate the location of the language within the Articles of Incorporation that allows the Applicant Company to write this line (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.

If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. **Bylaws**

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. **Minimum Capital and Surplus Requirements**

The application will need to show that the Applicant Company meets the state's statutory minimum capital and surplus requirements for the requested amendment to its Certificate of Authority. In some states, the minimum capital and surplus requirements are determined by the classes of insurance that the Applicant Company is requesting authority to transact. The state will determine the level of surplus required after considering the Applicant Company's product line, operating record and financial condition. Compliance with the statutorily prescribed minimum surplus requirement may not be sufficient for all Applicant Companies. The [Minimum Capital and Surplus Requirements](#) chart identifies the minimum capital and surplus requirements for each Uniform State. This chart also provides a contact person or a link to a state-specific format or RBC requirements and instructions. Submit an explanation of the Applicant Company's compliance with the capital and surplus requirements.



6. Plan of Operation

The Plan of Operation has three components, a brief narrative, proforma financial statements/projections (Form 13) and a completed Questionnaire ([Form 8D](#)).

Complete [Form 8D](#) documenting the following:

- a. Utilizing the information contained in [Form 3](#), list all of the lines of business that the Applicant Company is requesting to delete from its Certificate of Authority.
- b. Provide a detailed explanation for the Applicant Company's request to delete these lines of business.
- c. For the state, indicate the number of policyholders by line of business that will be non-renewed or cancelled if the state approves the Applicant Company's request to delete lines of business.

The UCAA website contains a [Deleting Lines of Business Requirements](#) chart for of individual **domestic** state requirements. Provide documentation that complies with all requirements for removal of lines of business from the Certificate of Authority. The Applicant Company should notify the foreign state(s) if a line of business has been requested to be deleted from their domiciliary state's certificate of authority. The domiciliary state will not approve the removal of any lines of business that are currently being written in a foreign state.

The Narrative should include significant information not captured as a part of the Questionnaire that the Applicant Company submits in support of the application. The proforma is one of three (3) components in the Plan of Operation. The forms are located **by choosing non-electronic forms under the Additional Resources link**. There is a proforma for Life, Property/Casualty, Health and Title companies. Provide a company-wide, three-year proforma balance sheet and income statement. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. For the lines requested, provide three-year premium and loss projections by line of business for the application state. Projections must support all aspects of the proposed Plan of Operation, including reinsurance arrangements and any delegated function agreements. Include the assumptions used to arrive at these projections.

The proforma when applied to the Corporate Amendment application is projected data. As such, the projected amounts need not balance with historical NAIC financial filings. The projected data, however, should be relevant to the Company's history of growth and losses as contemplated by the NAIC *Accounting Practices and Procedures Manual*. **(should we state that for a domestic corporate amendment, the projections should reflect All business written?)**

The proforma should be completed by statutory accounting and financial reporting professionals that should be available to answer any questions or concerns from reviewing regulatory staff. The proforma is completed on an annual basis, typically for a three-year time period, however, some state may require five years. The proforma balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year. The proforma



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should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

The proforma (Form 13) is also located in the Forms Section under each application tab on the UCAA website. Submit the narrative and completed proforma and all attachments.

7. Statutory Memberships

In some states, the Applicant Company is required to join one or more rating, guarantee or other organizations before transacting insurance. Generally, the Applicant Company's authorized lines of insurance govern statutorily mandated memberships. The [Statutory Membership Requirements](#) chart provides the list of statutory memberships that may be required before transacting insurance. Submit documentation supporting membership application(s), in states where required.

8. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of requirements on the [State-Specific requirements](#) for its state of domicile. Some states may include their state specific requirements into the electronic application.

If required, the certificate of authority should be returned and a copy provided in the Jurisdiction Requirements, or attach an Affidavit of Lost Certificate of Authority (Form 15).

Corporate Amendments Application Section III Filing Requirements (Name Change)

All required forms pertaining to a name change are automatically provided when this change type is selected.

Table of Contents/ Application Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Service of Process](#)
6. [State-Specific Information](#)
7. [Name Approval](#)

1. Application Form and Attachments



A cover letter may be included and if required, the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15),

2. Filing Fee

~~The application will generate an invoice based on the change type selected and state specific requirements provided and submit to the domiciliary state, unless the state prefers to send a separate invoice.~~ The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Attach a copy of the Applicant Company's check if the state does not accept electronic filing fees. Reference the electronic application tracking number with the payment.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the new name (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.
- If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. Service of Process

An electronically executed UCAA Service of Process ([Form 12](#)) may be required for this change type or see [state-specific requirements](#).

6. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a listing of requirements for its



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domiciliary state. [State-specific requirements](#) are located on the UCAA website. **Some states may incorporate those state specific requirements into the electronic application.**

8. Name Approval

Each state has different guidelines and procedures for name approval. The [Name Approval Requirements](#) chart is intended to serve as a guide for the various name approval requirements of each Uniform State. The Applicant Company should check with each state separately to ensure compliance with all applicable name approval requirements. **Where required**, submit evidence of the name approval request.

Automatic notification will be provided to the NAIC once the domiciliary state approves the name change. Verify that the NAIC has completed the name change prior to preparation of any foreign state(s) electronic application. Email confirmation to: jheinz@naic.org.

Corporate Amendments Application Section IV Filing Requirements (Change of Company Structure)

Table of Contents/ Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [State-Specific Information](#)

1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. **All required forms and attachment buttons will be provided in the electronic application for the change type selected.**

2. Filing Fee

The application will need to include a filing fee for the application state. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Checks will need to be mailed directly to the application state, if your domiciliary state does not accept electronic fees. Reference the electronic application tracking number with your payment.



3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change to the corporate structure of the Applicant Company. (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.
- If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5 Jurisdiction Requirements

Some jurisdictions may have [State-Specific Requirements](#) that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a listing of requirements for their domiciliary state. Completed the optional Form 14, if contact address information has changed because of this application.

Corporate Amendments Application Section V Filing Requirements (Change of Statutory Home Office Address)

Table of Contents/ Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Service of Process](#)
6. [State-Specific Information](#)



1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. All required forms and attachment buttons are provided in the electronic application for the change type selected.

2. Filing Fee

The application will need to include a filing fee for the application state. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Checks will need to be mailed directly to the application state, if your domiciliary state does not accept electronic fees. Reference the electronic application tracking number with your payment.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change in corporate structure of the Applicant Company (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.
- If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. Service of Process

An executed UCAA Service of Process form ([Form 12](#)) may be required or [State-Specific Requirements](#)[Jurisdiction-Specific Requirements](#).

6. [Jurisdiction-Specific Information](#)



Some jurisdictions may have [State-Specific Requirements](#) that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Domestic Corporate Amendment Application, the Applicant Company should review a listing of requirements for their domiciliary state. ~~Completed the optional Form 14, if contact address information has changed because of this application.~~

Corporate Amendments Application Section VI

Filing Requirements (Domestic State Redomestication Notification) State Specific ??

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please review the instructions, charts and FAQs prior to contacting the states individually if there are questions about a specific document.

Table of Contents/ Filing Requirements

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation (part of final order/Certified by new state)
4. Bylaws (part of final order/Certified by new state)
5. Statutory Deposit Requirements (part of final order)
6. Consent to Service of Process (part of the final order)
7. State-Specific Information/Attachments

Application Form and Attachments

Pre-Notification: A cover letter explaining the reason for redomestication should be included and indicate if the company is currently licensed in redomestication application state.

Post-Notification: The Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority (**Form 15**). Provide mail date if returning original. The company may need to amend Form 2, General Information if there are changes to any of the address or contact information after approval of the redomestication.

Filing Fee

Post-Notification

A filing fee may be required, refer to the state chart for filling fee information. The payee name and the instructions for submitting the filing fee are included in the **Filing Fees -**



Corporate Amendments chart. For electronic filings, checks will need to be mailed directly to the application state. Include a reference to the electronic application tracking number.

Articles of Incorporation Post-Notification

After the Redomestication application has been approved by the new domestic state, the revised certified articles will need to be filed with the prior domestic state via an amendment to the domesticate corporate amendment application.

Indicate the location of the language within the Articles of Incorporation that reflects the redomestication (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.
- If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

Bylaws Post-Notification

After the Redomestication application has been approved by the new domestic state, the revised certified articles will need to be filed with the prior domestic state via an amendment to the domesticate corporate amendment application.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.



Statutory Deposit Post-Notification

After the Redomestication application has been approved by the new domestic state, the Statutory Deposit may be released upon request of the final order.

The **Statutory Deposit Requirements** chart provides state-specific requirements and identifies those states that require a Statutory Deposit. Unless otherwise indicated the Statutory Deposit is for the benefit of all policyholders. Please refer to the **Certificate of Compliance and Certificate of Deposit Requirements** chart for specific requirements for the date of issuance of the Certificate of Deposit (**Form 7**) from the file date of the application. The Applicant Company should submit the Certificate of Deposit (**Form 7**) prepared by its state of domicile. For electronic submissions, the domiciliary state should complete or upload the certificates in the electronic filing to complete the electronic Checklist.

Post-Notification

Service of Process (This would be a stand-alone update after the Redomestication application was approved by the new state or filed as an amendment to the original domestic corporate amendment.)

Item 6

Forms will be provided in the electronic application.

Jurisdiction-Specific Information/Attachments

Item 8

Some jurisdictions may have additional requirements that the Applicant Company must meet for as part of the post-notification. The Applicant Company should review the **State-Specific Requirements** for the application state. **Jurisdiction-specific requirements will be included in the electronic domestic corporate amendment application; included is the requirement for the attachment of the certified approval order; policy endorsements concerning redomestication; explanation of policyholder impact; and economic impact to the state.**



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Corporate Amendments Application Section VII

Filing Requirements (Amended Articles of Incorporation)

Table of Contents / Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [State-Specific Information](#)

1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. All required forms and attachment buttons are provided in the electronic application for the change type selected.

2. Filing Fee

The application will need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are included in the: [Filing Fees - Corporate Amendments](#) chart on the UCAA website. Submit a copy of the Applicant Company's check, reference the electronic application tracking number with your payment.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change (e.g., page number, section number, etc., of the Articles of Incorporation).

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed as a result of this application, file the amended bylaws.
- If the most recently filed (in the state in which application is being made) bylaws have not changed as a result of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the state to which this application relates.

5. State-Specific Information

Some jurisdictions may have additional requirements that must be met before a Certificate of Authority can be amended. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a listing of requirements for the state(s) in which application is being made.



Corporate Amendments Application Section VIII Filing Requirements (Amended Bylaws)

Table of Contents /Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Bylaws](#)
4. [State of Domicile Approval](#)
5. [State-Specific Information](#)

1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. All required forms and attachment buttons are provided in the electronic application for the change type selected.

2. Filing Fee

The application will need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart on the UCAA website. For electronic filings, checks will need to be mailed directly to the application state, reference the electronic application tracking number with your payment.

3. Bylaws

Indicate the location of the language within the bylaws that reflects the change (e.g., page number, section number, etc., of the bylaws).

5. State-Specific Information

Some jurisdictions may have additional requirements that must be met before a Certificate of Authority can be amended. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a list of requirements for the state in which application is being made.

The following applications are considered stand-alone applications.

**~~Corporate Amendments Application Section VIII
Filing Requirements (Change of Mailing/Administrative Office Address/Contact Notification)~~**



Instructions

The Applicant Company should complete the Corporate Amendment Application Section VII as a courtesy filing in conjunction with other changes or to notify regulatory officials of an administrative office or mailing address changes or contact person changes applicable to the Applicant Company. For electronic filings, this change is submitted separately (stand-alone) or in conjunction with any other change type.

Table of Contents / Filing Requirements

1. [Application Form and Attachments](#)
2. [State-Specific Information](#)

1. Application Form and Attachments - Item 1 of Application

The Change of Administrative Office Address/Contact Notification is used to update contact information or administrative office address information and does not require an approval. Submit a completed Change of Mailing/Administrative Office Address/Contact Notification ([Form 14](#)).

2. State-Specific Information - Item 2 of Application

The Applicant Company should review the [State-specific requirements](#) for the application state.

Corporate Amendments Application Section IX Filing Requirements (Uniform Consent to Service of Process)

This section provides a guide to understanding the focus of a stand-alone Uniform Consent to Service of Process Application. It is important that the application be complete.

Please [contact the states individually](#) if there are questions about a specific document that is not noted under the state specific instructions on the UCAA website.

The electronic stand-alone application is located under the [Electronic Application](#) link on the UCAA web site and requires a user ID and password to access.

Please read the following Instructions before proceeding in completing Corporate Amendment Application Section IX.

Instructions

The Applicant Company can complete the Uniform Consent to Service of Process Application as a stand-alone filing or in conjunction with any other Corporate Amendment Application via the electronic application where a service of process form is required to notify regulatory officials of service of process changes to the Applicant Company.



Table of Contents /Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [State-Specific Information](#)

1. Uniform Consent to Service of Process Form

~~The Uniform Consent to Service of Process is located on the UCAA website.~~ Submit a completed Uniform Consent to Service of Process ([Form 12](#)) via the electronic stand-alone application process.

2. Filing Fee

The application will need to include a filing fee if required by the application state. Check the **Domestic State Charts - Corporate Amendment Filing Fee chart /Filing Fee Matrix** on the UCAA website or contact the application state for filing requirements. If retaliatory, verify fee information via the State [Retaliatory Information](#) link. Submit a copy of the Applicant Company's check. For electronic filings, the fees should reference the electronic filing's tracking number.

3. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can accept the amended Consent to Service of Process form. Before completing a UCAA Uniform Consent to Service of Process Application, the Applicant Company should review the listing of [State-Specific Requirements](#) for the application state.

Corporate Amendments Application Section **X-IX** Filing Requirements (Statement of Voluntary Dissolution)

This section provides a guide to understanding the purpose of completing the statement of voluntary dissolution. This courtesy filing does not require approval but should be provided when the Applicant Company is exiting the marketplace. This form is also available for [Risk Retention Group registrations](#).

This form should be completed by those reporting entities that are ending their existence in all states. The Applicant Company should complete Form 16a or 16b and submit to the domicile state when requesting dissolution or cancellation of the Certificate of Authority and may also be requested by non-domiciliary states when requesting cancellation of the foreign Certificate of Authority (Form 17 Statement of Withdraw). The purpose of the form is to provide information about the status of all foreign Certificates of Authority and any obligations that are still present in those states.

Table of Contents /Filing Requirements/Columns

[1. List state\(s\) where certificate of authority has been held.](#)



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- [2. Approval date for the surrender of the Certificate of Authority.](#)
- [3. Policyholder obligations or contingent liabilities.](#)
- [4. Status of premium taxes, fees and other monetary obligations to the foreign state.](#)
- [5. State deposits, amount and purpose.](#)

1. Certificate of Authority has been held from the states listed below

List each state from which the entity has held a certificate of authority during the last 10 years. Include states where a certificate of authority had been issued and surrendered within the 10-year period. For Risk Retention Groups-list each state from which the entity has registered during the last 10 years. Include states where a registration had been issued and surrendered within the 10-year period.

2. Approval date of surrender of Certificate of Authority by state

Report the date that the state department of insurance approved the surrender or cancellation of the Certificate of Authority in that state. For Risk Retention Groups – report the date of registration cancellation by state.

3. Policyholder obligations or contingent liabilities

Report any kind of obligation that exists on the date of the signature on this form which is related to the policies or contracts issued by the entity or RRG. Include claim obligations, loss adjustment expenses, involuntary reinsurance pool obligations and any other unpaid charges that arise from policies or contracts written in that state or that are expected to arise from the policy or contract activities of the entity or RRG in that state. Estimate the amount if the actual amount is not known.

4. Premium taxes, fees and other monetary obligations owed to the foreign state

Report any other obligations that exist on the date of the signature on this form. Include taxes, fees, assessments, creditor obligations and any other unpaid charges that arise from that state or that are expected to arise from the operations of the entity or RRG in that state. Estimate the amount if the actual amount is not known.

5. State Deposit

Report the amount of any statutory or regulatory deposit that exists in the state on the date of the signature on this form. Explain the reason for the deposit, if known.

Applicant Company Name: ###ApplicantCompanyNameHeader###
FEIN: ###fein###
Tracking Number: ###trackingNumber###



###Domestic Corporate Amendment### APPLICATION
###Change Type Specified###

To the Insurance Commissioner/Director/Superintendent of ###jurisdiction###,

The undersigned Applicant Company hereby certifies that the classes of insurance as indicated on the Lines of Insurance, Form 3, are the lines of business which the Applicant Company is authorized to transact.

CONTACTS

Authorized Individual *

Full Legal Name: ###authorizedIndvName###
Title: ###authorizedIndvTitle###
Address: ###authIndvaddress###
Email: ###authIndvEmail###
Phone: ###authIndvPhone###

Is the authorized representative an employee of the applicant company: ###isAuthorizedRepEmployee### *

Company Contact

Full Legal Name: ###financialContactName###
Address: ###financialContactAddress###
Email: ###financialContactEmail###
Phone: ###financialContactPhone###

Designee

Full Legal Name: ###designeeName###

APPLICATION Change Types (Requirements based on change type selected)

Proposed Effective Date of Name Change:

Company Information *(all of this section is required)

Name: ###companyName###

Commented [TJ1]: Since the answers is where we want to focus on, I made them bold. Is this ok? @Hudak, Zachery

Commented [HZ2R1]: I would actually think the opposite where the label is bold and the answer is regular text. I'd expect you'd be searching for a value by label (standing out by being bold), and then look at the answer (standard text).

Commented [TJ3R1]: Labels will be bold and answers will be regular text.

Applicant Company Name: ###ApplicantCompanyNameHeader###
FEIN: ###fein###
Tracking Number: ###trackingNumber###

NAIC Cocode: ###companycode###
Doing Business As: ###doingBusinessAs###
Previous Name (if Name Change): ###previousName###

Did the Applicant Company experience a merger and/or ownership change?
If yes, be sure a Form A was also submitted for the merger/ownership change. (tooltip)

Group Code: ###groupCode###
Group Name: ###groupName###

Proposed Effective Date of change of Corporate Structure: ###proposedEffectiveDate###
List of required attachments based on structure change type.
i.e. reciprocal; LLC, corporation, etc.

Effective date of Statutory Home Office Address Change:
Statutory Office Address: ###statutoryOfficeAddress### *
Email: ###statutoryEmail###
Phone: ###statutoryPhone###

Redomestication Pre-Notification

Proposed Effective Date: ###proposedEffectiveDate###

Proposed State:

Is the company licensed in the state where they plan to redomesticate? Yes or No

If No, explain if an expansion application is pending or if the application for licensure is in conjunction with the redomestication application.

Post-Notification

Effective Date:

Certificate of Authority: certified by new state

Amended Articles: attachment

Request to release Statutory Deposit: Attachment

Date of Return for Original Certificate of Authority:

Affidavit of Lost Certificate of Authority: attachment

Additional Address Information (shown as a system generated change in the company details once the domestic state approves the application/change.)

Administrative Office

Address: ###adminAddress###
Email: ###adminEmail###
Phone: ###adminPhone###

Applicant Company Name: ###ApplicantCompanyNameHeader###
FEIN: ###fein###
Tracking Number: ###trackingNumber###

Mailing Office

Address: ###mailingAddress###
Email: ###mailingEmail###
Phone: ###mailingPhone###

Are these addresses the same as those shown on the Applicant Company's Annual Statement?

Billing Office

Address: ###billingAddress###
Email: ###billingEmail###
Phone: ###billingPhone###

Premium Tax Office

Address: ###premiumTaxAddress###
Email: ###premiumTaxEmail###
Phone: ###premiumTaxPhone###

Producer Licensing Office

Address: ###producerLicensingAddress###
Email: ###producerLicensingEmail###
Phone: ###producerLicensingPhone###

Rate/Form Office

Address: ###rateFormAddress###
Email: ###rateFormEmail###
Phone: ###rateFormPhone###

Consumer Affairs Office

Address: ###consumerAffairsAddress###
Email: ###consumerAffairsEmail###
Phone: ###consumerAffairsPhone###

Previous Admission History *

Has the Applicant Company ever been refused admission to this or any other jurisdiction prior to the date of this application?

Answer: ###wasRefusedAdmissionYesNo###

Explanation: ###wasRefusedAdmissionExplanation###

Attachment: ###wasRefusedAdmissionAttachments###

Applicant Company Name: ###ApplicantCompanyNameHeader###
FEIN: ###fein###
Tracking Number: ###trackingNumber###

This information populates onto the Form 12 template, for those states that do NOT have their own portal.
Required for Redomestication Post-Notification

Consent to Service of Process

(copy statutory home office address information) (when they select to copy then all information below will be required* If they don't copy down then it's not required to be completed.)

Forwarding Address Information

Mailing Address: ###cspMailingAddress
Email: ###cspEmail###
Phone: ###cspPhone###

Resident Agent Information (State Specific* Required) Exhibit A- I still need to provide this information in an easier to read format)

State: ###applicationjurisdictionState###
Street Address: ###residentAgentStreetAddress###
Mailing Address: ###residentAgentMailingAddress###
Email: ###residentAgentEmail###
Phone: ###residentAgentEmail###

Consent to Service of Process Certification and Attestation*

Organized under the Laws of: ###cspOrganizedUnderLawsOf###
Regulated under the Laws of: ###cspRegulatedUnderTheLawOf###

Resolution Authorizing Appointment of Attorney*

Authorized Date: ###raaAuthorizedDate###
Application Jurisdiction: ###raaApplicationJurisdiction###
Adopted Effective Date: ###raaAdoptedEffectiveDate###
Board of Directors Meeting Date: ##authorized date## Or Written Consent Date: _ ##authorized date##

MEMORANDUM

TO: Debbie Doggett and Cameron Piatt, Co-Chairs of the National Treatment and Coordination (E) Working Group

FROM: Judy Weaver, Facilitator of the Chief Financial Regulator Forum

DATE: March 20, 2024

RE: Insurers not Regulated by the Department of Insurance

During its March 15, 2024 meeting, the Chief Financial Regulator Forum discussed various types of insurers that are not regulated by the department of insurance in their domestic state. Examples include but may not be limited to: Title Insurers in Illinois; HMOs in California; and warranty insurers in various states. As these insurers are not regulated by their domestic state's department of insurance, they aren't covered by the NAIC Accreditation Program and may not be subject to the level of regulation typically expected. The Chief Financial Regulators felt it would be helpful to have a process for identifying these types of entities and to provide related guidance. It is important for other states to understand this nuance and potential risk so they can make informed decisions during the licensure process. At a minimum, the other states may want to understand the regulatory framework for these entities and be prepared to work with other state agencies regarding their oversight.

As the National Treatment and Coordination (E) Working Group is charged with maintaining the NAIC's *Company Licensing Best Practices Handbook* (Handbook) and overseeing the company expansion application process, the forum would like to refer this topic to the Working Group for consideration. In so doing, the Working Group should consider developing a comprehensive list of insurers (or types of insurers) not regulated by their domestic state's insurance department.

As the Working Group deliberates on these issues, we encourage it to consider engaging with other relevant NAIC groups as appropriate (e.g., Financial Regulatory Standards and Accreditation (F) Committee, Financial Examiners Handbook (E) Technical Group, Financial Analysis Solvency Tools (E) Working Group).

If there are any questions regarding the referral, please contact either me or NAIC staff (Bruce Jenson at bjenson@naic.org) for clarification. Thank you for your consideration of this important issue.