

# UCAA Instructions

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**2021**

*Revised as of December 8, 2020*



National Association of  
Insurance Commissioners

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NAIC Executive Office  
444 North Capitol Street, NW  
Suite 700  
Washington, DC 20001  
202.471.3990

NAIC Central Office  
1100 Walnut Street  
Suite 1500  
Kansas City, MO 64106  
816.842.3600

NAIC Capital Markets  
& Investment Analysis Office  
One New York Plaza, Suite 4210  
New York, NY 10004  
212.398.9000

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# UNIFORM CERTIFICATE OF AUTHORITY APPLICATION

## COMPANY LICENSING DEFINITIONS

<b>Admitted</b>	The status of the Applicant Company once the state regulator has approved the UCAA application and issued a Certificate of Authority or an Amendment to a Certificate of Authority. An Applicant Company may be admitted in one or more states. The term admitted or licensed may be used interchangeably.
<b>Alien Insurer</b>	An insurer formed under the laws of a country or jurisdiction other than the United States of America, its states, districts, territories, and commonwealths.
<b>Application</b>	The form located on the UCAA website that the Applicant Company must submit with a UCAA application (including all attachments).
<b>Application State</b>	State in which the Applicant Company is applying.
<b>Checklist</b>	The form located on the UCAA website that provides a guide for assembling a complete application and that should be completed and attached to the top of a UCAA application.
<b>Corporate Amendments Application</b>	The type of UCAA application (including all attachments) that an existing insurer uses for requesting amendments to its Certificate of Authority.
<b>Domestic Insurer</b>	An insurer that is formed under the laws of the Domiciliary State.
<b>Domiciliary State</b>	The state where an insurer is incorporated or organized.
<b>Duplicate Copy or Copy</b>	A photocopy or reproduction that accurately reproduces the original.
<b>Expansion Application</b>	The type of UCAA application (including all attachments) that an existing insurer uses to apply for licensure in one or more additional Uniform States.
<b>Filing Fee</b>	The fee that a Uniform State charges for the processing of a UCAA application. The fee charged will vary by state and the Schedule of Fees is located on the UCAA website under the State Charts section.

<b>Foreign Insurer</b>	An insurer formed under the laws of another state, district, territory or commonwealth of the United States.
<b>Independent Third-Party</b>	An Independent Third Party is one that has no affiliation with the Applicant Company and that is in the business of providing background investigations.
<b>Key Persons in Control Functions</b>	The decision-making individuals in control functions (that require internal control oversight of the Applicant Company) such as the heads of the risk management, cyber security, compliance, internal audit and actuarial functions; as well as the appointed actuary if such person is not the head of the actuarial function, underwriting, claims adjustments/payments, financial reporting and investment management.
<b>Lead State</b>	Lead state(s) or designee assumes the role of coordinator and communication facilitator. The lead state(s) serves as the facilitator and central point of contact for purposes of gathering and distributing information to all regulators involved.
<b>Licensed</b>	An insurer that holds a valid Certificate of Authority that allows it to transact business in a state. One or more states may license an insurer. The term is also synonymous with Admitted.
<b>NAIC Biographical Affidavit</b>	The form, located in the UCAA Application Forms section, that the Applicant Company must submit for all officers, directors, and key managerial personnel of the Applicant Company; individuals with a 10 percent (10%) or more beneficial ownership in the Applicant Company; and individuals with a 10 percent (10%) or more beneficial ownership in the Applicant Company's ultimate controlling person. The biographical affidavit must be current and the affiant must sign the affidavit not more than six months before the filing date of a UCAA application and certification by an Independent Third-Party.
<b>Official Filing Date</b>	The date the appropriate state regulator accepts a UCAA application for filing.
<b>Original</b>	The writing executed or issued by the person producing it. If electronically issued, "original" means the record created electronically, stored by electronic means. An electronic original may contain an electronic signature. A printout of an electronically created record that accurately reflects the electronic record may have the same effect as the original

electronic record. An “original” or “wet” signature may be required for certain documents, such as biographical affidavit and uniform consent to services of process forms. Check state-specific requirements.

**Own Risk Solvency Assessment (ORSA)**

An “Own Risk and Solvency Assessment” or “ORSA” shall mean a confidential internal assessment, appropriate to the nature, scale and complexity of an insurer or insurance group of the material and relevant risks associated with the insurer or insurance group’s current business plan, and the sufficiency of capital resources to support those risks.

**Plan of Operation**

It is made up of three (3) components: a completed Questionnaire, a brief narrative that includes significant information not captured in the Questionnaire, and proforma Financial Statements. The Questionnaire and proforma Financial Statements are forms located on the UCAA website.

**Primary Application**

The type of UCAA application (including all attachments) filed in the state of domicile for use in licensing of a newly formed insurer or by an existing insurer that wishes to re-domesticate to another Uniform State.

**Proforma Financial Statement**

Financial projections for a three-year period. One of the three (3) components of a Plan of Operation. The form is located on the UCAA website in the UCAA Application Forms section.

**Public Records Package**

Contains certain items that accompany a UCAA application in order to satisfy the Public Records Act in some states. The requirements are located in the UCAA Application State Charts section.

**Questionnaire**

The form located on the UCAA website in the UCAA Application Forms that is a part of the Plan of Operation. The Applicant Company must submit a completed Questionnaire that is properly executed and notarized.

**Senior Management**

The body responsible for executing decisions made by the Board and for managing the Applicant Company on a day-to-day basis, including any officer and/or director listed on the Jurat page of the most recent annual/quarterly financial statement.

**State Charts**

Charts that display state information required for the uniform applications. These charts are located on the UCAA website.

<b>State-Specific Information</b>	The additional information outside of the uniform requirements that is required by a state before it can complete the review of a UCAA application. The state-specific requirements are located below the State Charts section on the UCAA website.
<b>Statutory Home Office Address</b>	As identified with the Certificate of Authority in domiciled state. (This definition is consistent with the Annual Statement Instructions.)
<b>UCAA</b>	Uniform Certificate of Authority Application.
<b>UCAA Website</b>	<a href="http://www.naic.org/industry_ucaa.htm">http://www.naic.org/industry_ucaa.htm</a>
<b>Uniform State</b>	A state that is committed to using the UCAA review process for licensing and admissions of insurers.
<b>Updates/Changes</b>	Update is the requirement that an Applicant Company continue to update its filing with current documents. Changes are significant changes that occur or that a state discovers during a UCAA application review period, including any changes that materially affect the accuracy of the forms filed in support of a UCAA application.



## PRIMARY APPLICATION

The Primary Application to the Uniform Certificate of Authority Application (UCAAA) is designed for use in the formation of a new insurer, or for an existing insurer to use in making application to redomesticate to another state. A Uniform State is one that is committed to using the UCAA review process for company licensing and admissions.

The UCAA Primary Application has four sections designed to guide the Applicant Company through the licensing process:

- I. [Application Review Process](#)
- II. [Filing Requirements \(New Insurers and Redomestications\)](#)
- III. [Filing Requirements \(Redomestications Only\)](#)
- IV. [How to File](#)

The goal of the UCAA is to provide a streamlined approval process. However, some states have [state-specific filing requirements](#) based on statutes or internal procedures. The uniform states are working to eliminate non-essential state-specific requirements. All Applicant Companies must be familiar with the insurance laws of the state to which they submit an application. Please see the [UCAAA charts](#) for information related to obtaining a copy of the laws, regulations and bulletins for the state in which an application is filed.

If the Applicant Company has any questions about the uniform admission process, a list of contact information is provided on the [Addresses and Contacts Information for Submission of Application](#) chart. It is highly recommended that the Applicant Company review the [state charts](#), the application instructions and review the [Frequently Asked Questions \(FAQs\)](#) prior to contacting each state with any questions before submitting the application for review.

### **Primary Application Section I Application Review Process Processing Goal: 90 Days**

It is the goal of each Uniform State to process all Primary Applications within 90 calendar days with receipt of a complete application. The 90-day review process includes two weeks to determine if the application is complete and acceptable for filing. A completed application includes all required information detailed in the primary application instructions, any state specific requirements and filing fees. During the remaining time-span, the application will receive a financial and operational review. A state may not achieve the 90-day processing goal in instances where the application requires substantial follow-up, or in states with limited resources, or in instances when the Applicant Company files an application during peak business periods such as year-end and annual statement filing periods. Due to varying levels of resources available in each state the review may take longer than 90 days to complete. Anytime the state requests additional information, the state suspends the 90-day goal until it receives the requested information.



Based on the circumstances of a particular application, it may be necessary for the reviewing state to request additional information. Typically, a state will request any additional information it needs within 30 days after the state accepts the application. For more detail regarding the review process, refer to the [Company Licensing Best Practices Handbook](#).

### **Proprietary Information**

Both regulators and the Applicant Company might deem confidential any communications with insurance regulatory agencies in conjunction with the Primary 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. Each 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 Applicant Company should review the [state chart information](#), and [FAQs](#) prior to contacting the appropriate state regulators with any questions before filing any application.

### **Step One: Filing An Application**

The Applicant Company may submit Primary Applications anytime during the year. The state immediately reviews Primary Applications to ensure that the Applicant Company submitted the application in the required format as outlined in these instructions.

Generally, within two weeks from the date the state receives the application, the state will notify the Applicant Company whether or not the state has accepted the application for filing. If the state accepts the application for filing, it will assign an official filing date.

If the state does not accept the application for filing due to a deficiency in the application's format, the state will contact the Applicant Company. Depending upon the nature of the deficiency, the state may give the Applicant Company two weeks from the date of receipt of notification from the department reviewing the application to correct the deficiency. Some states may return to the Applicant Company any applications that are deficient and not accepted for filing.

### **Step Two: Application Review**

A Primary Application will undergo a rigorous financial and operational review in the state to which the Applicant Company submitted the application. The purpose of the Primary Application is to streamline application processing and the state will make every effort to process a Primary Application as quickly as possible.

At the conclusion of the substantive review by the reviewing state, the state will grant the Applicant Company a Certificate of Authority as a domestic company, allow the Applicant Company to withdraw the application, or will deny the application.

If the application is denied, the state will notify the Applicant Company and provide a detailed explanation for the denial. After the denial, if the Applicant Company wishes to re-file a Primary Application, the state will require a new application and filing fee.

If the application is approved and a Certificate of Authority is granted, the Applicant Company should complete the [Company Code Application](#) form. The form can be submitted via email, fax or mail.

## **Primary Application Section II Filing Requirements (New Insurers and Redomestications)**

This section provides a guide to understanding the focus of each document of the Primary Application. It is important that applications be complete.

**All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents, although generally no more than five (5) years old. Please [contact the states individually](#) if there are questions about a specific document.**

All forms required for the Primary Application are available under the Primary Application tab. The Applicant Company can download these documents for printing and submission. The Primary Application cannot be filed electronically via the NAIC/UCAA portal. It must be file directly with the state of domicile. Please [contact the state](#) for instructions on the preferred method/format for filing.

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#### **1. Application Form and Attachments**

The application must identify all lines of insurance ([Form 3](#)) the Applicant Company is requesting authority to transact, as identified by the Applicant Company's plan of operation. Only the Applicant Company using this application for a redomestication filing need to complete the section listing the lines of business that the Applicant Company is currently licensed to transact and is transacting in all jurisdictions. Submit a completed checklist ([Form 1P](#)) and original executed application form ([Form 2P](#)) as Item 1 of the application.

## 2. Filing Fee

The application must include a filing fee for the state in which an application is being submitted. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Primary and Expansion Applications](#) chart. Submit a copy of the Applicant Company's check as Item 2 of the application.

## 3. Minimum Capital and Surplus Requirements

The application must show that the Applicant Company meets the state's statutory minimum capital and surplus requirements. 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 and the classes of insurance the Applicant Company is authorized to transact in all other jurisdictions. 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 applicants. Review the chart that 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 forms or RBC requirements and instructions. Submit an explanation of the Applicant Company's compliance with the capital and surplus requirements as Item 3 of the application.

## 4. Statutory Deposit Requirements

The domiciliary state may require a statutory deposit. The [Statutory Deposit Requirements](#) chart provides state-specific requirements and identifies those states that require a Statutory Deposit. Submit as Item 4 of the Application, documentation explaining how the Applicant Company meets or is meeting the statutory deposit requirements. Unless otherwise indicated, the Statutory Deposit is for the benefit of all policyholders.

## 5. 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 the state to ensure compliance with all applicable name approval requirements. Where applicable, submit evidence of name approval request as Item 5 of the application.

## 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 8](#)). The narrative should include significant information not captured as part of the Questionnaire that the Applicant Company submits in support of the application, such as the reason for redomestication. The proforma is one of the three (3) components in the Plan of Operation. The proforma is available for Life, Property/Casualty, Health and Title companies. Provide a company-wide, three-year proforma balance sheet and income statement. For the lines requested, provide three-year premium and loss projections by line 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 primary redomestication application is projected data. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. As such, the projected amounts need not balance with historical NAIC financial filings. The projected data, however, should be relevant to the Applicant 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 or 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 states may require five years. The proforma should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state(s) receiving the application. The proforma excel workbook is password protected and cannot be modified. When projecting five years, two workbooks will be required. Submit the completed Questionnaire and all attachments as Item 6 of the application.

## **7. Holding Company Act Filings**

If the Applicant Company is a member of a holding company system, the application must include either the most recent Holding Company Act (HCA) filings, including the Annual Form B Registration Statement and related Form F or a statement substantially similar to the NAIC [\*Insurance Holding Company System Regulatory Act \(#440\)\*](#). The filing should include all attachments, exhibits appendices referenced in the HCA filings, and the most recent Corporate Governance Annual Disclosure, include any updates if the disclosure has not been restated, as Item 7 of the application. Include all attachments and any amendments up to the application filing date and include copies of all advisory, management and service agreements.

## **8. 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. Review the [Statutory Membership Requirements](#) chart prior to contacting the licensure state about any required statutory memberships before transacting insurance. Submit documentation supporting membership application(s) as indicated, in states where required, as Item 8 of the application.

## **9. SEC Filings or Consolidated GAAP Financial Statement**

If the Applicant Company, its parent or its ultimate holding company has made a filing or registration with the U.S. Securities and Exchange Commission (SEC) in connection with a public offering within the last three years, or filed an 8K, 10K or 10Q within the last 12 months, the application must note that the filing, including any supplements or amendments, is available electronically from the SEC. If the Applicant Company, its parent or its ultimate holding company is not publicly traded, the application must include a copy of the Applicant Company's most recent Consolidated GAAP financial statement. Submit the notice of SEC filings or copy of a Consolidated GAAP statement as Item 9 of the application.

## 10. Debt-to-Equity Ratio Statement

Members of a holding company system must submit debt-to-equity information as Item 10 of the application. The application must include a comprehensive debt-to-equity ratio statement that includes the following information.

- A. Provide the consolidated outside debt to consolidated equity ratio on a GAAP basis for the holding company. \*

Debt Duration	Debt Amount (\$)	Debt to Consolidated Equity Ratio
Up to 5 years		
Up to 10 years		
Up to 20 years		

- B. Provide the most recent consolidated holding company financial statement.
- C. State if the holding company, on a consolidated basis, has a tangible net worth: a) for the past three years; b) at present; and c) provide projections with assumptions for a three-year period.
- D. The Applicant Company must clearly substantiate the sources of repayment of any debt, including, but not limited to, whether the source of repayment is independent from the future income of the insurers.
- E. Calculate the debt service (as reported in D above) required of each insurer as a percentage of the Applicant Company's capital and surplus.
- F. List the assets of the holding company, if any, that are pledged to fund the debt service or debt repayment of an affiliate or parent (include the assets or stock of any insurer subsidiaries)
- G. List any guarantees (personal or otherwise) from the shareholders for repayment of the debt.

\*Some states may require re-statement based upon statutory equity.

## 11. Custody Agreements

The Applicant Company should include a statement setting forth whether or not any of the Applicant Company's stocks, bonds, or other physical or book entry securities are in the physical possession of another entity.

If any of the Applicant Company's stocks, bonds or other securities are not in the Applicant Company's actual physical possession or in a safe deposit box under the exclusive control of the Applicant Company (except as shown in the Schedule of Special Deposits in the Applicant Company's Annual Statement), the application must include the written agreement with each entity holding and/or administering these securities. The written agreement should include appropriate safeguards for the handling of the securities, in accordance with those specified in the NAIC *Financial Condition Examiners Handbook* (Handbook).

Some states have additional requirements for these custody agreements, beyond those called for in the Handbook. Submit the statement and copies of the custody agreements as Item 11 of the application.

## 12. Public Records Package

Most states have requirements to disclose information to the public under a Public Records Act. To meet these public disclosure requirements certain items must accompany the application. While these documents may or may not be part of the substantive review, please be sure to include the required documents with the application. The [Public Records Package](#) chart contains requirements for financial and operational filings. An Applicant Company seeking to redomesticate should provide both financial and operational documents for the application state. An Applicant Company that is seeking to form a new insurer should include all documents listed in the operational section of the chart for the application state. Submit all documents required by the application state as Item 12 of the application.

## 13. NAIC Biographical Affidavit (Biographical Affidavit)

- A. The Applicant Company is required to submit an NAIC Biographical Affidavit ([Form 11](#)) in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The Applicant Company must submit an NAIC Biographical Affidavit on behalf of all officers, directors and key managerial personnel of the Applicant Company and individuals with a ten percent (10%), or more, beneficial ownership in the Applicant Company and the Applicant Company's ultimate controlling person ("Affiant").
- B. The UCAA defines "Independent Third-Party" as:
  - (i) A consumer reporting agency ("CRA") overseen by the Federal Trade Commission ("FTC") and, therefore, subject to the FCRA, which have been vetted and is currently on the approved list;
  - (ii) Has the ability to perform international background investigations; and
  - (iii) One whose officers and directors have no material affiliation with the Applicant Company other than stock ownership amounting to less than one percent (1%) of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made.
- C. The NAIC Biographical Affidavit requests information with respect to the Affiant's employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The signature of the Affiant on the Disclosure & Authorization Form permits an Independent Third-Party to conduct an independent third-party verification on the Affiant.
- D. The NAIC Biographical Affidavit includes three types of the Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws, regulations and rules require different kinds of disclosures and wording within such

form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the Affiant has lived or worked within the last ten (10) years. Refer to the Disclosure & Authorization Forms for further information.

- E. The NAIC Biographical Affidavit is used to evaluate the suitability, competency, character and integrity of the Affiant in connection with an Applicant Company's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states.

The Independent Third-Party uses information contained in the NAIC Biographical Affidavit as a tool to perform an independent third-party verification to determine an individual's fitness and propriety. The independent third-party verification may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing (if required by the state). The Independent Third-Party Vendor shall use the independent third-party verification to create a background report (the "Background Report").

- F. The Disclosure & Authorization Form is valid for a maximum of six months. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the Applicant Company. Refer to the Disclosure & Authorization Form for further information.

- G. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an Applicant Company who is seeking admission are "users" of consumer reports. The FCRA requires that the Applicant Company provide the Affiant with a copy of the "Summary of Your Rights Under the Fair Credit Reporting Act." The Applicant Company should provide a copy of the "Summary of Your Rights under the Fair Credit Reporting Act" to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") [website](#). Background Reports are valid for six months from the signature date of the affidavit. Any alteration to the original biographical affidavit or updated signature will require a newly prepared background report.

- H. The Applicant Company and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the states and Independent Third-Party Vendors should maintain the Background Reports procured under the Disclosure & Authorization Form as confidential. A copy of the FCRA is located [here](#).

- I. The department of insurance in the state where an Applicant Company files, or intends to file, an application and the Applicant Company may require the Background Report. An Affiant who desires a copy of their Background Report may request a copy from the Applicant Company or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.

- J. Please check state requirements for those states that require additional background information, such as fingerprints, in place of, or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary [fingerprints](#) and [processing fees](#) should be included.

Refer to the [list of currently approved Independent Third-Party Vendors for Background Reports](#).

NAIC Biographical Affidavits must be completed on the most current form [**Word** | **PDF**], in effect at the time the affidavit was signed and the Affiant shall not sign the Affidavits more than six months before the date the Applicant Company files the application. Each question on the biographical affidavit must have a response. If an answer is “None”, then so state. Incomplete biographical affidavits could delay the background investigation report and result in a delay of the application review by the state.

Submit original Biographical Affidavits (Form 11 [**Word** | **PDF**]) that contain the Disclosure & Authorization Forms to the state department(s) of insurance as Item 13 of the application.

#### **14. State-Specific Information**

Some jurisdictions may have additional requirements before a Certificate of Authority is issued. Before completing a UCAA Primary Application, the Applicant Company should review the list of requirements on the [State-Specific Requirements](#) for the application state. Submit state-specific requirements as Item 14 of the application.

### **Primary Application Section III Filing Requirements – Redomestications Only**

The requirements of this section are only for those Applicant Company’s seeking to redomesticate from one state to another and are in addition to the requirements of Section II, Items 1 through 14 of the Primary Application. A redomestication is the process whereby any insurer organized under the laws of any state may become a domestic insurer that transfers its domicile to another state by merger or consolidation or any other lawful method. The Applicant Company files the Primary Application with the Applicant Company’s new state of domicile when used for a redomestication.

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- 21. [Corporate Governance Annual Disclosure](#)

#### **15. Annual Statement with Attachments**

Include a copy of the Applicant Company’s most recent annual statement as filed in the current state of domicile including all statements and supplements in accordance with the *Annual Statement Instructions*, including the Statement of Actuarial Opinion and Management’s Discussion and Analysis. The annual statement should be signed and verified and include an original certification from the state insurance regulatory agency of the Applicant Company’s domiciliary state.



Include one copy of the Applicant Company's annual statement for the two (2) preceding years in addition to the most recent annual statement.

Property/Casualty insurers must attach the Insurance Expense Exhibit, Accident and Health Policy Experience Exhibit and/or Schedule P to the annual statement.

Life insurers must include a Certificate of Valuation from the domiciliary state insurance regulatory agency.

Members of a holding company system must attach a copy of the most recent consolidated annual statement, if filed with its current state of domicile. Submit the annual statement, with the necessary attachments, as Item 15 of the application.

## **16. Quarterly Statements**

Include one (1) copy of each quarterly statement that follows the most recent annual statement. In addition, the Applicant Company must immediately forward any new quarterly statements that become available while the application is pending to all states in which applications are pending. Submit the quarterly statements as Item 16 of the application.

## **17. Risk-Based Capital Report**

Include a Risk-Based Capital Report, submitted in the level of detail required by the NAIC, as Item 17 of the application. Please note that the states will maintain confidentiality of these reports.

## **18. Independent CPA Audit Report**

Include a CPA Audit Report, performed by a certified public accountant that is not an employee of the Applicant Company. Submit the CPA Audit Report as Item 18 of the application. Some states allow exemptions to this requirement for small insurers. Please contact the states individually regarding exemptions.

## **19. Reports of Examination**

The application must include a copy of the Applicant Company's most recent Report of Financial Examination from its domiciliary state. The Applicant Company must also note all more recent examinations completed by any state, including market conduct examinations, and provide a description of each examination. Refer to the [Reports of Examination Requirements](#) chart for the exam "as of" date. Submit the Report of Financial Examination and a list of more recent examinations with descriptions as Item 19 of the application.

## **20. Certificate of Compliance**

Include a Certificate of Compliance ([Form 6](#)) with the application. 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 Compliance ([Form 6](#)) from the file date of the application. The current domiciliary state must complete the Certificate of Compliance. Submit as Item 20 of the application.

## 21. Corporate Governance Annual Disclosure

If applicable, include the most recent Corporate Governance Annual Disclosure, include any updates if the disclosure has not been restated. Submit the Registration Statement and Annual Disclosure as Item 21 of the application.

### Primary Application Section IV

#### How to File

To facilitate the prompt review of the Primary Application, please ensure that the application adheres to the formatting instructions provided in this section. States will not accept any applications that fail to meet these formatting requirements. Section IV will address the following areas:

1. [Communication Between Applicant Company and Agency](#)
2. [Questions](#)
3. [Application Checklist](#)
4. [Application and Supporting Documents](#)
5. [Addresses for Submission of Application](#)
6. [Updates/Changes](#)
7. [Filing Fee](#)
8. [Forms](#)
9. [State-Specific Information](#)

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

Once the state accepts a Primary Application for filing, the state will notify the Applicant Company of the official filing date and agency contact person. The state will provide names, addresses, email (if available) and telephone numbers of the individual(s) assigned to the application.

Prior to receiving the name of the agency contact person, an Applicant Company may contact the agency personnel listed on the [Addresses and Contacts for Submission of Application](#) chart to obtain information regarding the status of a Primary Application.

#### 2. Questions

Section II and Section III, Filing Requirements, provide detailed guidelines regarding both the type and format of information required for the Primary Application. In most cases, the state provides an agency contact person for each item in the Filing Requirements section. For additional information, or clarification, Applicant Company's may use the contact names provided in the [Addresses and Contacts for Submission of Application](#) chart.

#### 3. Application Checklist

The application checklist ([Form 1P](#)) provides a guide for assembling a complete application. Complete the checklist before submitting a Primary Application for review. Attach a completed checklist to the top of each application.

#### **4. Application and Supporting Documents**

Submit one copy of the Checklist, completed application and all supporting documentation to the reviewing state. California, Kentucky and New York require two (2) complete copies. Each item identified in Section II and Section III of the Filing Requirements should have a cover sheet as specified below.

Each cover sheet should be on paper suitable for use as a cover sheet, such as binder divider pages.

The Applicant Company needs to tab each cover sheet on the right-hand side of the page with a number corresponding to the document's item number in the Primary Application checklist.

If a particular item is not included with the cover sheet, the Applicant Company must attach to the cover sheet a written explanation stating the reason the item has not been included. Set forth below are examples of why the Applicant Company may not attach a particular item to the cover sheet.

- “Item not applicable to this application for the following reason ... (state reason).”
- “Item has been attached separately because of size.”

#### **5. Addresses for Submission of Application**

Submit the application by mailing it to the appropriate address noted on the [Addresses and Contact Information for Submission of Application](#) chart.

#### **6. 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, change in proposed shareholders, regulatory actions taken against the insurer, change in current business plan, etc.

The Applicant Company must supply revised forms promptly if any changes occur that materially affect the accuracy of the forms filed in support of the application. For example, the Applicant Company must forward new quarterly statements as soon as they become available.

#### **7. Filing Fee**

Please see the [Filing Fees - Primary and Expansion Applications](#) chart to determine the correct fee and filing instructions for the application state.

#### **8. Forms**

All forms are available under the Primary Application tab and labeled as [UCAA Forms](#). All forms can be downloaded, printed and submitted with a completed application. The forms MUST NOT be altered. At this time, the forms cannot be submitted electronically.

## **9. State-Specific Information**

Some jurisdictions may have additional requirements that the Applicant Company must meet before a state can issue a Certificate of Authority. Before completing a UCAA Primary Application, the Applicant Company should review a listing of requirements for the application state under [State-Specific Requirements](#).

# UNIFORM CERTIFICATE OF AUTHORITY APPLICATION

## EXPANSION APPLICATION

The Expansion Application to the Uniform Certificate of Authority Application (UCAA) is for use by an Applicant Company that wishes to expand into one or more Uniform States. The Applicant Company may file Expansion Applications simultaneously in as many states as desired. Prior to submitting an application in a foreign state, the Applicant Company should inform the state of domicile of its plans in the foreign state(s).

Based on the circumstances of a particular application, it may be necessary for the reviewing state to request additional information.

The UCAA Expansion Application has three sections designed to guide the Applicant Company through the admission process:

- I. [Application Review Process](#)
- II. [Filing Requirements](#)
- III. [How to File](#)

The goal of the UCAA is to provide a streamlined approval process. However, some states have [state-specific filing requirements](#) based on either statutory requirements or internal procedures. All Applicant Companies must be familiar with the insurance laws of the state to which they submit an application. Please see the [UCAA home page](#) for information on obtaining a copy of the laws, regulations and bulletins for each state.

Direct any questions about the uniform admission process or [state-specific filing requirements](#) to the contact shown on the list of [Addresses and Contact Information for Submission of Applications](#). To assure a prompt review, the Applicant Company should review the instructions, [state charts](#) and [Frequently Asked Questions \(FAQs\)](#) prior to contacting each state with questions before submitting the application.

### **Expansion Application Section I Application Review Process**

The Expansion Application is an abbreviated version of the UCAA designed to allow solidly performing companies that are in good standing in all admitted states to gain admission into new states quickly and easily. It is the goal of all Uniform States to complete their review of Expansion Applications within 60 calendar days with receipt of a complete application. The 60-day review process includes two weeks to determine if the application is complete and acceptable. A completed application includes all required information detailed in the expansion application instructions, any state specific requirements and filing fees. During the remaining time span, the application will receive a financial and operational review. The states may not achieve the 60-day processing goal in instances where substantial follow-up is required or in states with limited resources or in instances when the Applicant Company files an application during peak business periods, such as year-end and annual statement filing periods.

Based on the circumstances of a particular application, it may be necessary for the reviewing state to request additional information. Anytime the state requests additional information, the state suspends the 60-day review goal until it receives the requested information. The purpose of the Expansion Application is to streamline application processing and the states will make every effort to process an Expansion Application as quickly as possible. For an electronic application, the state may request that the Applicant Company amend their application. While an electronic application is in amended status, the state cannot view or access the expansion application and therefore the 60-day goal is suspended until the company resubmits their application. Refer to the [Electronic User Guide](#) for instructions on amending an electronic application

Refer to the [Company Licensing Best Practices Handbook](#), for more information regarding the review process.

### **Proprietary Information**

Both regulators and the Applicant Company should note that communications with insurance regulatory agencies in conjunction with the Expansion Application concerning proprietary information about the Applicant Company may be deemed confidential. 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. Each 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.

Please do not hesitate to contact the appropriate state insurance regulators with any questions before filing any Uniform Application.

### **Step One: Filing the Application**

The Applicant Company may submit an Expansion Application anytime during the year. States will immediately review the Expansion Application to ensure that the Applicant Company submits the application in the required format as outlined in these instructions.

Generally, within two weeks from the date the state receives the application, the state will notify the Applicant Company whether or not the state has accepted the application for filing. If the state accepts the application for filing, the state will assign an official filing date.

The state will contact the Applicant Company if it does not accept the application for filing due to a deficiency in the application's format. Depending upon the nature of the deficiency, the state may give the Applicant Company two weeks from the date of receipt of notification to correct the deficiency. Some states may return to the Applicant Company applications that are deficient and not accepted for filing. For electronic applications, the expansion state will provide a "closed" status date, indicating that the filing has been returned and no further review will take place.

### **Step Two: Application Review**

An Expansion Application will undergo a rigorous financial and operational review in each state to which the Applicant Company submits the application.

At the conclusion of each state’s substantive review, the state will grant the Applicant Company a Certificate of Authority, it will allow the Applicant Company to withdraw the application or it will deny the application. Each state independently reaches a decision to either approve or deny an Expansion Application. It is entirely possible that some states might approve an Expansion Application and other states might deny the application.

If any state denies the application, that state will notify the Applicant Company and provide a detailed explanation for the denial. After the denial, if the Applicant Company wishes to re-file an Expansion Application, the state will require a new application and filing fee.

When the state has denied or asked the Applicant Company to withdraw the electronic expansion application, the state will provide a “closed” status date. Refer to the electronic [Expansion Application User Guide](#), for detailed information.

Since only established companies can use an Expansion Application, the states assume that the Applicant Company has a basic understanding of the Certificate of Authority review process. Please refer to the [Primary Application](#) or the [Company Licensing Best Practices Handbook](#) for a more detailed explanation of the process. The Applicant Company is strongly encouraged to review the [state charts](#), and [FAQs](#) prior to contacting the states with questions before submitting an application for review.

## **Expansion Application Section II Filing Requirements**

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

**All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents, although generally no more than five (5) years old. Please [contact the states individually](#) if there are questions about a specific document.**

All forms required for the Expansion Application are located under the Expansion Application tab in the [UCAA Forms Section](#).

### **Table of Contents**

1. [Expansion Application Form](#)
2. [Filing Fee](#)
3. [Minimum Capital and Surplus Requirements](#)
4. [Statutory Deposit Requirements](#)
5. [Name Approval](#)
6. [Plan of Operation](#)
7. [Holding Company Act Filings](#)
8. [Certificate of Compliance](#)
9. [Reports of Examination](#)
10. [Statutory Memberships](#)
11. [Public Records Package](#)
12. [NAIC Biographical Affidavits](#)

13. [Uniform Consent to Service of Process](#)
14. [State-Specific Information](#)

## 1. **Application Form and Attachments**

The application must identify all lines of insurance ([Form 3](#)) the Applicant Company is currently licensed to transact and all lines of insurance the Applicant Company is requesting authority to transact, as identified by the Applicant Company's plan of operation. The Applicant Company must be authorized in their domiciliary state for the lines of business requested in the application. Submit a completed checklist ([Form 1E](#)) and original executed application form ([Form 2E](#)) as Item 1 of the application. A cover letter may be included as a component of Item 1 of the application. The Applicant Company should review the [Seasoning Requirements chart](#) for each state where the company plans to expand.

## 2. **Filing Fee**

Include a filing fee for each application state. Please issue a separate check for each state. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Primary and Expansion Applications](#) chart. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart. For electronic applications, mail the filing fee check to the submission state and attach a copy of the electronic application checklist as supporting documentation. Submit/upload a copy of the Applicant Company's check as Item 2 of the application.

## 3. **Minimum Capital and Surplus Requirements**

The application must show that the Applicant Company meets each state's statutory minimum capital and surplus requirements. 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 and the classes of insurance the Applicant Company is authorized to transact in all other jurisdictions. 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 applicants. The [Minimum Capital and Surplus Requirements](#) chart identifies the minimum capital and surplus requirements for each Uniform State. The chart also provides a contact person or a link to a state-specific format or RBC requirements and instructions. An explanation of the Applicant Company's compliance with the capital and surplus requirements is Item 3 of the application.



#### 4. **Statutory Deposit Requirements**

Some states require that a statutory deposit be on file in the domiciliary state. The [Statutory Deposit Requirements](#) chart on the UCAA website provides specific requirements and identifies those states that require deposits by foreign insurers and proof of a Statutory Deposit in the domiciliary state. A foreign insurer is an insurer that is domiciled in another state. Please refer to the [Certificate of Compliance and Certificate of Deposit Requirements](#) chart on the UCAA website for specific requirements for the date of issuance of the Certificate of Deposit ([Form 7](#)) from the file date of the application. Unless otherwise indicated, the statutory deposit is for the benefit of all policyholders. In the states where proof is required, the Certificate of Deposit ([Form 7](#)) prepared by its state of domicile is Item 4 of the application.

For electronic applications, the domiciliary state should upload or complete the certificates in the electronic filing.

#### 5. **Name Approval**

Each state has different guidelines and procedures for name approval. The [Name Approval Requirements](#) chart serves 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 applicable, provide evidence of name approval request as Item 5 of the application.

#### 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 8](#)). The narrative should include significant information not captured as a part of the Questionnaire that the company submits in support of the application. The proforma is one of the three (3) components in the Plan of Operation. The forms are located under the Expansion Application 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 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 expansion 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 Applicant 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 or 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 states may require five years. The proforma should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state(s) receiving the

application. When providing five years of projections, the Applicant Company can provide two excel workbooks.

The completed Questionnaire and all attachments are Item 6 of the application.

## **7. Holding Company Act Filings**

If the Applicant Company is a member of a holding company system, the application must include either the most recent Holding Company Act (HCA) filings, including the Annual Form “B” Registration Statement and related Form F, or a statement substantially similar to the NAIC [Insurance Holding Company System Regulatory Act \(#440\)](#). The filing should include all attachments, exhibits and appendices referenced in the HCA filings. Submit the HCA filings as Item 7 of the application and include all attachments and any amendments up to the filing date of the application.

## **8. Certificate of Compliance**

The application must include a Certificate of Compliance. 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 Compliance ([Form 6](#)) from the file date of the application. The domiciliary state must complete the Certificate of Compliance ([Form 6](#)) which is Item 8 of the application. For electronic submission, the domiciliary state should upload or complete the certificate in the electronic filing.

## **9. Reports of Examination**

The application must include a copy of the Applicant Company’s most recent Report of Financial Examination from its domiciliary state. The Applicant Company must also note all more recent examinations completed by any state, including market conduct examinations, and include a description of each examination. Refer to the [Reports of Examination Requirements](#) chart for the state’s exam “as of” date. The Report of Financial Examination and a list of more recent examinations with descriptions is Item 9 of the application.

## **10. Statutory Memberships**

In some states, the Applicant Company is required to join one or more rating, guaranty or other organizations before transacting insurance. Generally, the authorized lines of insurance the Applicant Company can transact govern statutorily mandated memberships. Please be sure to check with each application state to inquire about any statutory memberships required before transacting insurance. The [Statutory Membership Requirements](#) chart is on the UCAA website. Submit documentation supporting membership application(s) in states where required, as Item 10 of the application.

## **11. Public Records Package**

Most states have requirements to disclose information to the public under a Public Records Act. To meet these public disclosure requirements certain items must accompany the application. While these documents may or may not be part of the substantive review, please be sure to include the documents with the application. The [Public Records Package](#) chart provides the

state's listing of items that can be provided in electronic format and which items are held confidential. Submit all documents listed for the application state as Item 11 of the application.

## 12. NAIC Biographical Affidavits

- A. The Applicant Company is required to submit an NAIC Biographical Affidavit ([Form 11](#)) in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The Applicant Company must submit an NAIC Biographical Affidavit on behalf of all officers, directors and key managerial personnel of the Applicant Company and individuals with a ten percent (10%), or more, beneficial ownership in the Applicant Company or the Applicant Company's ultimate controlling person (Affiant). Individuals with ten percent (10%) or more beneficial ownership in the Applicant Company or Applicant Company's ultimate controlling person who do not file a biographical affidavit should file a copy of the Disclaimer of Control and approval from the domiciliary regulator.
- B. The UCAA defines "Independent Third-Party" as:
- (i) A consumer reporting agency ("CRA") overseen by the Federal Trade Commission ("FTC") and, therefore, subject to the FCRA, which have been vetted and is currently on the approved list;
  - (ii) Has the ability to perform international background investigations; and
  - (iii) One whose officers and directors have no material affiliation with the Applicant Company other than stock ownership amounting to less than one percent (1%) of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made.
- C. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports Form (the "Disclosure & Authorization Form"). The signature of the Affiant on the Disclosure & Authorization Form permits an Independent Third-Party to conduct an independent third-party verification on the Affiant.
- D. The NAIC Biographical Affidavit includes three types of the Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws, regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the Affiant has lived or worked within the last ten (10) years. Refer to the Disclosure & Authorization Forms for further information.
- E. The NAIC Biographical Affidavit is used to evaluate the suitability, competency, character and integrity of the Affiant in connection with an Applicant Company's pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states.

The Independent Third-Party uses information contained in the NAIC Biographical Affidavit as a tool to perform an independent third-party verification to determine an individual's fitness and propriety. The independent third-party verification may contain

information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing (if required by the state). The Independent Third-Party Vendors shall use the independent third-party verification to create a background report (the "Background Report").

- F. The Disclosure & Authorization Form is valid for a maximum of six months. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the Applicant Company. Refer to the Disclosure & Authorization Form for further information.
- G. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an Applicant Company who is seeking admission are "users" of consumer reports. The FCRA requires that the Applicant Company provide the Affiant with a copy of the "Summary of Your Rights Under the Fair Credit Reporting Act." Applicant Company's should provide a copy of the "Summary of Your Rights under the Fair Credit Reporting Act" to each Affiant. This summary can be found at the Federal Trade Commission ("FTC") [website](#). Background Reports are valid for six months from the signature date of the affidavit. Any alteration to the original biographical affidavit or updated signature will require a newly prepared background report.
- H. The Applicant Company and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the states and Third-Party Vendors should maintain the Background Reports procured under the Disclosure & Authorization Form as confidential. A copy of the FCRA is located at [here](#).
- I. The department of insurance in the state where an Applicant Company files, or intends to file an application and the Applicant Company may require the Background Report. An Affiant who desires a copy of their Background Report, may request a copy from the Applicant Company or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- J. Please check the [Fingerprint and Biographical Affidavit Requirements chart](#) for those states that require additional background information, such as fingerprints, in place of, or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprints and processing fees should be included.

Refer to the [UCAA homepage](#) for a list of currently approved [Independent Third-Party Vendors](#) for Background Reports.

NAIC Biographical Affidavits must be completed on the most **current form [Word | PDF]**, in effect at the time the affidavit was signed and the affiant shall not sign the Affidavits more than six months before the date the Applicant Company files the application. Each question on the biographical affidavit must have a response. If an answer is "None", then so state. Incomplete biographical affidavits could delay the background investigation report and result in a delay of the application review by the state.

Submit original Biographical Affidavits (Form 11 [\[Word | PDF\]](#)) that contain the Disclosure & Authorization Forms to the state department(s) of insurance as Item 12 of the application.

### **13. Uniform Consent to Service of Process**

Many jurisdictions require that the Applicant Company designate the insurance commissioner or a resident agent to receive service of process on behalf of the Applicant Company. In addition, the Applicant Company must designate a person or entity to receive a forwarded service of process after the commissioner receives the served documents. The Uniform Consent to Service of Process and the Resolution Authorizing Appointment of Attorney ([Form 12](#)) are required for this purpose. However, four states do not accept the Uniform Consent to Service of Process form. Those states are: California, Massachusetts, Virginia and Wisconsin. For those states, please see the [State-specific Requirements](#) for any information regarding this subject. Pennsylvania does not accept service of process and does not require a form. The Uniform Consent to Service of Process and Resolution Authorizing Appointment of Attorney is Item 13 of the application.

### **14. State-Specific Information**

Some jurisdictions may have additional requirements that the Applicant Company must meet other than that required above. Before completing a UCAA Expansion Application, the Applicant Company should review the [State-specific](#) information for the listing of requirements for the state to which an application is being submitted. State-Specific items are Item 14 of the application.

## **Expansion Application Section III**

### **How to File**

To facilitate the prompt review of the Expansion Application, please ensure that the application adheres to the formatting instructions provided in this section. The state will not accept for filing any applications that fail to meet these formatting requirements.

### **Table of Contents**

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

Once a state has accepted an Expansion Application for filing, the state will notify the Applicant Company of the filing date and provide the agency contact person. The state will provide the

names, addresses, email (if available) and telephone numbers of the individual(s) assigned to the application.

Before receiving the name of the agency contact person, the Applicant Company may contact the agency personnel in the [Addresses and Contact Information for Submission of Application](#) chart to obtain information regarding the status of an Expansion Application.

## 2. Questions

Section II, Filing Requirements, provides detailed guidelines regarding both the type and format of information required for the Expansion Application. In most cases, the state provides an agency contact person for each item in the Filing Requirements section before receiving the name of the agency contact person, the Applicant Company may contact the agency personnel on the [Addresses and Contact Information for Submission of Application](#) chart to obtain information regarding the status of or questions for Expansion Application. In the electronic application UCAA email, a state distribution list is provided once the submission states are selected. Refer to the [User Guide](#) for instructions/location of the distribution list.

## 3. Application Checklist

The Application Checklist ([Form 1E](#)) provides a guide for assembling a complete application. Complete the Checklist before submitting an Expansion Application for review. Hard copy applications should include a completed Checklist to the top of each application. The Checklist is automatically completed in the electronic application and cannot be changed/edited.

## 4. Application and Supporting Documents

Hard copy applications should include one copy of the Checklist, completed application and all supporting documentation to each reviewing state. Each item identified in Section II Filing Requirements should have a cover sheet as specified below.

Each cover sheet should be on paper suitable for use as a cover sheet, such as binder divider pages. For the electronic application, the cover letter should be uploaded to the appropriate attachment button provided.

Tab each cover sheet on the right-hand side of the page with a number corresponding to the document's item number in the "Filing Requirements" section of the Expansion Application.

If a particular item is not included with the cover sheet, attach a written explanation to the cover sheet stating the reason the item has not been included. These are examples of why the Applicant Company may not attach a particular item to the cover sheet:

- "Item not applicable to this application for the following reason ... (state reason)."
- "Item has been attached separately because of size."

The electronic application includes all required items listed in Section II Filing Requirements. The Applicant Company should include a cover sheet to explain any item that is state specific or requires additional explanation.

## 5. **Addresses for Submission of Application**

Submit the application by mailing it to the appropriate address noted on the, [Addresses and Contact Information for Submission of Application](#) chart. Electronic applications are automatically available to the expansion state once the application is “finished.” See the [Electronic Application User Guide](#) for specific details regarding submission of the application.

## 6. **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, redomestication of the insurer, regulatory actions taken against the insurer, change in current business plan, etc.

The Applicant Company must supply revised forms promptly if any changes occur that materially affect the accuracy of the forms filed in support of the application. For example, the Applicant Company must forward new quarterly statements as soon as they become available.

In addition, all carriers admitted to transact insurance in any Uniform State are required to maintain their Certificate(s) of Authority in good order to ensure ongoing compliance with all applicable laws, regulations and bulletins.

For electronic applications, the Applicant Company can either amend their electronic filing or provide additional updated information via the UCAA email. Refer to the [Electronic Application User Guide](#) for additional instructions on amending and resubmitting an original filing.

## 7. **Filing Fee**

The [filing fees](#) chart provides the state’s fee and filing instructions for each application type.

## 8. **Forms**

All forms are available under the specific application tab. For electronic application, all forms are generated for each application type.

## 9. **State-Specific Information**

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can issue a Certificate of Authority. Before completing a UCAA Expansion Application, the Applicant Company should review a list of requirements for the state to which the Applicant Company is applying. These requirements are located under [State-Specific Requirements](#) on the UCAA homepage.

# UNIFORM CERTIFICATE OF AUTHORITY APPLICATION

## CORPORATE AMENDMENTS APPLICATION

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 in the same submission. The Applicant Company should mark all changes on the application form and submit all items required for those changes. For electronic application submissions, refer to the [UCAA Corporate Amendment User Guide](#).

The following instructions contain a detailed explanation of the various requirements designed to assist in the preparation and submission of the necessary documentation to obtain regulatory approval. Each state's review process may follow slightly different time lines to complete a comprehensive and detailed operational and financial review of the Applicant Company's business.

Based on the circumstances of a particular application, it may be necessary for the reviewing state to request additional information. Typically, the state will request any additional information within 30 days after it accepts the application.

The goal of the UCAA is to provide a streamlined approval process. However, some states have [State-Specific Filing Requirements](#) based on either statutory requirements or internal procedures. The Applicant Company must be familiar with the insurance laws of the state(s) to which they submit an application. For information on state laws, regulations and bulletins, see the State Charts on the [UCAA website](#).

It is highly recommended that the Applicant Company review the [corporate amendment instructions](#), [FAQs](#) and [state specific information](#) prior to contacting each state with any questions before submitting the application for review.

### **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 each Uniform State to process all Corporate Amendments Applications within 60 calendar days of receipt. The 60-day review process includes two weeks to determine if the application is complete and acceptable for filing. During the remaining time-span, the application will receive a financial and operational review. The state(s) may not achieve the 60-day processing goal in instances where the application requires substantial follow-up, in state(s) with limited resources or in instances when the application is filed during peak business periods such as year-end and annual statement filing periods.

Based on the circumstances of a particular application, it may be necessary for the reviewing state(s) to request additional information. Typically, the state(s) will request any additional information that it needs within 30 days after the state accepts the application.



## **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. Each 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 it has been submitted in the required format as outlined in the instructions.

Generally, within two weeks from the date that the application is received, the state will notify the Applicant Company whether or not it has accepted the application for filing. If the state accepts the application for filing, it will assign an official filing date. For electronic application submissions the state notification will be the status date.

The state will contact the Applicant Company if it does not accept the application for filing due to a deficiency in the application's format. Depending upon the nature of the deficiency, the state may give the Applicant Company two weeks from the date of receipt of the notification from the department reviewing the application to correct the deficiency. Some states may return to the Applicant Company any applications that are deficient and not accepted for filing. Electronic applications that are not accepted by the state will be updated with a "closed" status date.

### **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 reviewing 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 denies the application, the Applicant Company will be notified with a detailed explanation for the denial. After the denial, if the Applicant Company wishes to re-file a Corporate Amendment Application, the state will require a new application and filing fee.

## **How to File**

Refer to the [State-Specific Information](#). Some states provide their preference for how the application should be submitted. The following provides instructions for filing hard-copy and electronic filings.

## **Hard-Copy**

To facilitate the prompt review of the Corporate Amendment Application, please ensure that the application adheres to the formatting instructions provided in this section. The states will not accept filing applications that fail to meet these formatting requirements.

1. [Communication Between Applicant Company and Agency](#)
2. [Questions](#)
3. [Application Checklist](#)
4. [Application and Supporting Documents](#)
5. [Addresses for Submission of Application](#)
6. [Updates/Changes](#)
7. [Filing Fee](#)
8. [Forms](#)
9. [State-Specific Information](#)

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

Once a state accepts a Corporate Amendment Application for filing, the state will notify the Applicant Company of the official filing date and agency contact person. The state will provide the names, addresses, email (if available) and telephone numbers of the individual(s) assigned to the application.

Before receiving the name of the agency contact person, an Applicant Company may contact the agency personnel listed on the [Addresses and Contact Information for Submission of Application](#) chart to obtain information regarding the status of a Corporate Amendment Application.

### **2. Questions**

Section I through Section XII, Filing Requirements, provide detailed guidelines regarding both the type and format of 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 Checklist**

The Application Checklist ([Form 1C](#)) in the Forms section of the UCAA website is a guide for assembling a complete application. Complete the Checklist prior to submitting a Corporate Amendment Application for review. Attach a completed Checklist to the top of the application. For electronic filings, the Checklist is completed as the Applicant Company completes the

required information. The Checklist cannot be edited, and the application cannot be submitted until all required information is completed.

#### **4. Application and Supporting Documents**

Submit one copy of the Checklist, completed application and all supporting documentation to the reviewing state. Each item identified in Section I through Section XII of the Filing Requirements should have a cover sheet as specified below.

Each cover sheet should be on paper suitable for use as a cover sheet, such as binder divider pages.

Tab each cover sheet on the right-hand side of the page with a number corresponding to the document's Item number in the Corporate Amendment Application Checklist.

If a particular item is not included with the cover sheet, attach a written explanation stating the reason the item has not been included to the cover sheet. Below are examples of why the Applicant Company may not attach a particular item to the cover sheet.

- “Item not applicable to this application for the following reason ... (state reason)”
- “Item has been attached separately because of size.”

For electronic submissions, all applicable forms are prepared prior to submission. If applying to states that accept electronic and/or prefer hard-copy, print completed forms from the View/Print/Download link and submit those forms to the states as hard-copy applications.

#### **5. Addresses for Submission of Application**

Submit the application by mailing it to the appropriate address noted in the [Addresses and Contact Information for Submission of Application](#) chart.

#### **6. 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, etc.

The Applicant Company must supply revised forms promptly if any changes occur which materially affect the accuracy of the forms filed in support of the application. For electronic filings, the updated attachments can be submitted via the UCAA email or the application can be amended. Refer to the [Electronic Application User Guide for Corporate Amendment Applications](#).

## 7. 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. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

## 8. Forms

All forms are located on the [UCAA website](#). For electronic filings, all required forms are automatically prepared as the required information is entered.

## 9. 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 review a listing of requirements for the application state located under [State-Specific Requirements](#) on the UCAA website.

## Electronic Submission

To initiate an electronic filing, 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.

A [User Guide](#) is provided as a step by step guide for utilizing the electronic application.

The UCAA Corporate Amendment Application has twelve change types (sections) designed to guide the Applicant Company through the licensing process. Each section and filing requirement item is noted on the Application Checklist (Form 1C);

- I. [Adding and/or Deleting Lines of Business Filing Requirements](#)
- II. [Name Change Filing Requirements](#)
- III. [Redomestication of a Foreign Insurer Filing Requirements](#)
- IV. [Change of Statutory Home Office Address Filing Requirements](#)
- V. [Merger of Two or More Foreign Insurers](#)
- VI. [Proposed/Completed Change of Control of Foreign Insurers](#)
- VII. [Amended Articles of Incorporation](#)
- VIII. [Amended Bylaws](#)
- IX. [Change of Address/Contact Notification Filing Requirement](#)
- X. [Statement of Withdrawal/Complete Surrender of Certificate of Authority Application](#)
- XI. [Voluntary Dissolution](#)
- XII. [Amended Uniform Consent to Service of Process](#)

## **Corporate Amendments Application Section I**

### **Filing Requirements (Adding and/or Deleting Lines of Business)**

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

**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 state specific requirements in the state charts and [state-specific requirements](#) prior to [contacting the states individually](#) if there are questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#). For electronic application submissions, 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. [Statutory Deposit Requirements](#)
7. [Plan of Operation](#)
8. [Statutory Membership\(s\)](#)
9. [Certificate of Compliance](#)
10. [State-Specific Information](#)
11. [Deleting Lines of Business](#)

#### **1. Application Form and Attachments - Item 1 of the application**

The application must identify all lines of insurance that the Applicant Company is currently authorized to transact and specify the lines of authority to add or delete from an existing Certificate of Authority, as identified in the plan of operation. The Applicant Company must be authorized in their domiciliary state for the lines of business requested to add in the application. The Applicant Company should review the [Seasoning Requirements chart](#) for each submission state. For hard-copy filings submit a completed Checklist ([Form 1C](#)), and an original executed Application Form ([Form 2C](#)), completed Lines of Business ([Form 3](#)) and a copy of the Applicant Company's original Certificate of Authority or an affidavit of lost Certificate of Authority ([Form 15](#)) as Item 1 of the application. A cover letter may be included. The Checklist is automatically created in the electronic application and cannot be edited.

#### **2. Filing Fee - Item 2 of the application**

The application must include a filing fee for the application state, unless specified that the state prefers to send an invoice. The payee name and the instructions for submitting the filing fee are

included in the [Filing Fees - Corporate Amendments](#) chart. Submit/upload a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

### **3. Articles of Incorporation - Item 3 of the application**

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 - Item 4 of the application**

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 - Item 5 of the application**

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 and the classes of insurance the Applicant Company is authorized to transact in all other jurisdictions. 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. Statutory Deposit Requirements - Item 6 of the application**

A Statutory Deposit may be required for the requested modification. 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 date of the application. The Applicant Company should submit the Certificate of Deposit ([Form 7](#)) prepared by the state of domicile. For electronic submissions the domiciliary state can complete the certificates or upload them into the electronic filing. This step must be done in order to check this item on the electronic application Checklist.

## 7. **Plan of Operation** - Item 7 of the application

The Plan of Operation has three components, a brief narrative, proforma financial statements/projections (Form 13) and a completed Questionnaire ([Form 8C](#)). 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(s) receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

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

## 8. **Statutory Memberships** - Item 8 of the application

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.

**9. Certificate of Compliance** - Item 9 of the application

Include a Certificate of Compliance with the application. 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 Compliance ([Form 6](#)) from the file date of the application. The current domiciliary state must complete the Certificate. The domiciliary state can complete or upload the certificate in the electronic filing.

**10. State-Specific Information** - Item 10 of the application

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 the state to which the Applicant Company is applying.

**11. Deleting Lines of Business** - Item 11 of the application

Complete Section II of [Form 8C](#) (questions 22–25) 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 each 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 UCCA website contains a [Deleting Lines of Business Requirements](#) chart of individual 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.

**Corporate Amendments Application Section II  
Filing Requirements (Name Change)**

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

**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, state charts and FAQs before [contacting the states individually](#) if there are questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#).



## 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 of Domicile Approval](#)
7. [State-Specific Information](#)
8. [Name Approval](#)

### 1. **Application Form and Attachments** - Item 1 of the application

For hard-copy filings the Applicant Company must submit a completed Checklist ([Form 1C](#)), an original executed Application Form ([Form 2C](#)) and the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)). A cover letter may be included. The Checklist is automatically created in the electronic application

### 2. **Filing Fee** - Item 2 of the application

Include a filing fee for each application state, unless specified that the state prefers to send an invoice. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

### 3. **Articles of Incorporation** - Item 3 of the application

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** - Item 4 of the application

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** - Item 5 of the application

Include one original fully executed UCAA Service of Process ([Form 12](#)) or see [state-specific requirements](#).

**6. State of Domicile Approval (Foreign Insurers Only)** - Item 6 of the application

Provide a copy of the name change approval from the Applicant Company's state of domicile.

**7. State-Specific Information** - Item 7 of the application

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 the state to which the Applicant Company is applying. [State-specific requirements](#) are located on the UCAA website.

**8. Name Approval** - Item 8 of the application

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 applicable, submit evidence of the name approval request.

The Applicant Company must notify the NAIC once the domiciliary state approves the name change prior to preparation of the electronic application. Email approval to: [jheinz@naic.org](mailto:jheinz@naic.org).

### **Corporate Amendments Application Section III Filing Requirements (Redomestication of a Foreign Insurer)**

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

**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.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#).

#### **Table of Contents/ Filing Requirements**

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

5. [Statutory Deposit Requirements](#)
6. [Service of Process](#)
7. [State of Domicile Approval \(Foreign Insurers Only\)](#)
8. [State-Specific Information](#)

**1. Application Form and Attachments** - Item 1 of the application

For hard-copy filings submit a completed Checklist ([Form 1C](#)), and an original executed Application ([Form 2C](#)) and the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)) as Item 1 of the application. A cover letter may be included. The Checklist is automatically created in the electronic application.

**2. Filing Fee** - Item 2 of the application

Include a filing fee for each application state. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

**3. Articles of Incorporation** - Item 3 of the 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.

**4. Bylaws** - Item 4 of the application

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. Statutory Deposit Requirements** - Item 5 of the application

A Statutory Deposit may be required for the requested modification. 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.

**6. Service of Process** - Item 6 of the application

Include one original fully executed UCAA Service of Process form ([Form 12](#)) or [state-specific requirements](#).

**7. State of Domicile Approval** - Item 7 of the application

Provide a copy of the redomestication approval from the Applicant Company's state of domicile. The Applicant Company must notify the NAIC once the domiciliary state approves the redomestication prior to preparation of the electronic application. Email approval to: [jheinz@naic.org](mailto:jheinz@naic.org).

**8. State-Specific Information** - Item 8 of the application

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 [State-Specific Requirements](#) for the application state.

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

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

**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, state charts and FAQs prior to [contacting the states individually](#) if there are questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#).

**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 of Domicile Approval \(Foreign Insurers Only\)](#)
7. [State-Specific Information](#)

**1. Application Form and Attachments - Item 1 of the application**

For hard-copy filings the Applicant Company must submit a completed Checklist ([Form 1C](#)), and an original executed Application ([Form 2C](#)) and the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required as Item 1 of the application. A cover letter may be included. The Checklist is automatically created for electronic filings.

**2. Filing Fee - Item 2 of the application.**

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. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

**3. Articles of Incorporation - Item 3 of the application**

Indicate the location of the language within the Articles of Incorporation that reflects the change of statutory home office address (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 - Item 4 of the application**

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 - Item 5 of the application**

Include one original fully executed UCAA Service of Process form ([Form 12](#)) or [State-Specific Requirements](#).

**6. State of Domicile Approval (Foreign Insurers Only) - Item 6 of the application**

Provide a copy of the approval from the Applicant Company's state of domicile.

## 7. State-Specific Information - Item 7 of the application

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 the application state. Attach a completed Form 14, if contact address information has changed because of this application.

### **Corporate Amendments Application Section V Filing Requirements (Merger of Two or More Foreign Insurers)**

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

**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.**

Please read the following Instructions before proceeding in completing Corporate Amendment Application Section V. Section V may not be applicable.

#### **Instructions**

The Corporate Amendment Application Section V is for notifying the states that a merger involving one or more licensed companies is taking place. Section V provides for submission of the information on the surviving Applicant Company that changed due to the merger and the surrender of any certificates of authority for non-surviving companies if applicable. Section V is not applicable for filing in a state if either insurer involved in the merger is a domestic insurer in that state. If an insurer that is party to the merger has a license in California, then do not submit a UCAA Corporate Amendment Section V to California, as it has a state application for prior consent of a merger involving a licensed insurer.

For each admitted state for any one of the merging companies, please proceed through the steps given below to determine the appropriate filing for the situation in each state. The steps may result in one Corporate Amendment filing going to several states to report the merger and a Corporate Amendment filing to add lines of business if the surviving entity is not currently authorized to transact a line of business absorbed by the non-surviving entity. That filing would include corporate documents that changed due to the merger, if any, and surrender of the non-surviving company's Certificate of Authority if applicable. In some cases, the Applicant Company may need to submit the UCAA expansion application to some states to obtain a license that allows the surviving insurance company to operate, review the [Seasoning Requirements chart](#) for those states.

#### **Step One:**

#### **For each state consider the following:**

1. Is the surviving insurer licensed as a foreign insurer in the state?
2. Is the non-surviving insurer licensed as a foreign insurer in the state?

If the answer to both questions is “yes,” then proceed to Step Two.

If the answer to both questions is “no,” then no filing in the state is required. Do not complete the UCAA Corporate Amendment Application. In order to conduct business in the state post-merger, the surviving insurer will need to complete the UCAA Expansion Application located on the UCAA website.

If the answer to question one is “yes” and the answer to question two is “no,” then go to Step Two. If the answer to question one is “no” the surviving insurer is not currently authorized as a foreign insurer in the state, then go to Step Three.

### **Step Two:**

For the authorized surviving Applicant Company:

1. Are the authorized lines of business aligned for the merged companies?
2. Is the surviving Applicant Company currently authorized to write all of these lines of business, including variable products, in the state, formerly conducted by the non-survivor?

If the answer to questions 1 and 2 is “yes,” then complete Section V of the UCAA Corporate Amendment Application.

If the answer to either question is “no,” then review and complete both Section V and Section I of the UCAA Corporate Amendment Application located on the UCAA website to add those lines that the Surviving Applicant Company is not currently authorized to transact in the state. For additional guidance please refer to the [UCAA FAQs – General](#).

### **Step Three:**

If the instructions directed the Applicant Company to this step, then the surviving Applicant Company is not currently authorized to conduct business in the state. In order to conduct business in the state, the surviving Applicant Company must complete the UCAA Expansion Application and request authorization for all lines it will be transacting in the state, post-merger. For further information and clarification, review the [Seasoning Requirements chart](#) prior to contacting the individual listed as the expansion application contact on the [Address and Contact Information chart](#).

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2. [Filing Fee](#)
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**1. Application Form and Attachments - Item 1 of the application**

For hard-copy filings the Applicant Company must submit a completed Checklist ([Form 1C](#)), an original executed Application ([Form 2C](#)) and the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)) as Item 1 of the application. A cover letter may be included. For electronic submissions the Checklist is completed automatically.

**2. Filing Fee - Item 2 of the application**

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. Include a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

**3. Articles of Incorporation /Articles of Merger - Item 3 of the application**

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

- If the Articles have changed because of this application, then 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, then 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 - Item 4 of the application**

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

- If the bylaws have changed because of this application, then file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, then 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 - Item 5 of the application**

The application will need to show that subsequent to the merger, the Applicant Company meets the state's statutory minimum capital and surplus requirements for the requested amendment to



its Certificate of Authority. Submit an explanation of how the Applicant Company complies with the capital and surplus requirements. 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 and the classes of insurance the Applicant Company is authorized to transact in all other jurisdictions. The level of surplus required will be determined 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.

## 6. **Statutory Deposit Requirements** - Item 6 of the application

A Statutory Deposit may be required for the requested Corporate Amendment. 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 submission, the domiciliary state may complete or upload the certificates directly in the electronic filing to complete the application Checklist.

## 7. **Plan of Operation** - Item 7 of the application

If the business plan of the surviving Applicant Company will change because of the merger, submit a Plan of Operation; otherwise, a statement that the business plan will not change will suffice. The Plan of Operation for a merger application contains two components, a brief narrative and proforma financial statements/projections (Form 13). The narrative should include significant information in support of the application. 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 is one of two (2) components in the Plan of Operation for a Corporate Amendment merger of two or more foreign insurers application. 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 balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year.

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 operations that the Applicant Company anticipates actively writing business in the state(s) receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

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

## **8. Statutory Memberships - Item 8 of the application**

In some states, the Applicant Company is required to join one or more rating, guaranty 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 a list of statutory memberships that may be required before transacting business. Submit documentation supporting membership application(s), in states where required.

## **9. NAIC Biographical Affidavits - Item 9 of the application**

- A. The Applicant Company is required to submit an NAIC Biographical Affidavit ([Form 11](#)) in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The Applicant Company must submit an NAIC Biographical Affidavit on behalf of all officers, directors and key managerial personnel of the Applicant Company and individuals with a ten percent (10%), or more, beneficial ownership in the Applicant Company or the Applicant Company's ultimate controlling person (Affiant), if the information currently on file with the regulator is not current. Individuals with ten percent (10%) or more beneficial ownership in the Applicant Company or Applicant Company's ultimate controlling person who do not file a biographical affidavit should file a copy of the Disclaimer of Control and approval from the domiciliary regulator.
- B. The UCAA defines "Independent Third-Party" as:
- (i) A consumer reporting agency ("CRA") overseen by the Federal Trade Commission ("FTC") and, therefore, subject to the FCRA, which have been vetted and is currently on the approved list;
  - (ii) Has the ability to perform international background investigations; and
  - (iii) One whose officers and directors have no material affiliation with the Applicant Company other than stock ownership amounting to less than one percent (1%) of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made.
- C. The NAIC Biographical Affidavit requests information with respect to the Affiant's employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning

Background Reports (the “Disclosure & Authorization Form”). The signature of the Affiant on the Disclosure & Authorization Form permits an Independent Third-Vendor to conduct an independent third-party verification on the Affiant.

- D. The NAIC Biographical Affidavit includes three types of the Disclosure & Authorization Forms. There are three different Disclosure & Authorization Forms since certain state laws, regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the Affiant has lived or worked within the last ten (10) years. Refer to the Disclosure & Authorization Forms for further information.
- E. The NAIC Biographical Affidavit is used to evaluate the suitability, competency, character and integrity of the Affiant in connection with an Applicant Company’s pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states.

The Independent Third-Party uses information contained in the NAIC Biographical Affidavit as a tool to perform an independent third-party verification to determine an individual’s fitness and propriety. The independent third-party verification may contain information bearing on the Affiant’s character, general reputation, personal characteristics, mode of living and credit standing (if required by the state). The Independent Third-Party Vendors shall use the independent third-party verification to create a background report (the “Background Report”).

- F. The Disclosure & Authorization Form is valid for a maximum of six months. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the Applicant Company. Refer to the Disclosure & Authorization Form for further information.
- G. The Background Reports are subject to the Fair Credit Reporting Act (“FCRA”). Pursuant to FCRA, the state departments of insurance and an Applicant Company who is seeking admission are “users” of consumer reports. The FCRA requires that the Applicant Company provide the Affiant with a copy of the “Summary of Your Rights Under the Fair Credit Reporting Act.” The Applicant Company should provide a copy of the “Summary of Your Rights under the Fair Credit Reporting Act” to each Affiant. This summary can be found at the Federal Trade Commission (FTC) [website](#). Background Reports are valid for six months from the signature date of the affidavit. Any alteration to the original biographical affidavit or updated signature will require a newly prepared background report.
- H. The Applicant Company and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the states and Third-Party Vendors should maintain the Background Reports procured under the Disclosure & Authorization Form as confidential. A copy of FCRA is located [here](#).
- I. The department of insurance in the state where the Applicant Company files, or intends to file and the Applicant Company may require the Background Report. An Affiant, who desires a copy of their Background Report, may request a copy from the Applicant

Company or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.

- J. For those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits, please refer to the appropriate charts for [fingerprints](#) and [processing fees](#) information.

The list of currently approved [Independent Third-Party Vendors for Background Reports](#) is located on the UCAA homepage.

NAIC Biographical Affidavits must be completed on the most **current form** [Word | PDF], in effect at the time the affidavit was signed and the Affiant shall not sign the Affidavits more than six months before the date the Applicant Company files the application. Each question on the biographical affidavit must have a response. If an answer is “None”, then so state. Incomplete biographical affidavits could delay the background investigation report and result in a delay of the application review by the state.

Submit original Biographical Affidavits that contain the Disclosure & Authorization Form to the state department(s) of insurance.

**10. Uniform Consent to Service of Process - Item 10 of the application**

If the merger affects any of the information captured on the Uniform Consent to Service of Process and the Resolution Authorizing Appointment of Attorney ([Form 12](#)), submit one original fully executed Uniform Consent to Service of Process form or the appropriate state-specific form.

**11. State of Domicile Approval - Item 11 of the application**

Provide a copy of the approval from the Applicant Company’s state of domicile, including a copy of the Merger Agreement, and sample Assumption Certificate, if any.

The Applicant Company must notify the NAIC once the domiciliary state approves the merger prior to preparation of the electronic application. Email approval to: [jheinz@naic.org](mailto:jheinz@naic.org).

**12. State-Specific Information - Item 12 of the application**

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

**Corporate Amendments Application Section VI  
Filing Requirements (Proposed/Completed Change of Control of Foreign Insurers)**

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

**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 [contact the states individually](#) if there are questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#) in the Forms section on the UCAA website.

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

## **Instructions**

The Corporate Amendment Application Section VI provides for submission of proposed change of control transaction information (proposed transaction) and a second filing of actual information after the change of control is complete (completed transaction). Section VI is not applicable for filing in a state if the insurer is a domestic insurer in that state.

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7. [Uniform Consent to Service of Process](#)
8. [State of Domicile Approval](#)
9. [State-Specific Information](#)

### **1. Application Form and Attachments - Item 1 of the application**

For hard-copy filings a completed Checklist ([Form 1C](#)), and an original executed application ([Form 2C](#)) must be submitted as Item 1 of the application for a proposed transaction and again for a completed transaction. Include the previous and new group code if applicable. All forms for the Corporate Amendment Application are located in the Forms section on the UCAA website. A cover letter may be included.

### **2. Filing Fee - Item 2 of the application**

The application may 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 located in the [Filing Fees - Corporate Amendments](#) chart. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

### 3. **Articles of Incorporation** - Item 3 of the application

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

- If the Articles of Incorporation have changed as a result of the change of control, file the amended Articles.
- 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 are already on file in the application state.

### 4. **Bylaws** - Item 4 of the application

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. **Plan of Operation** - Item 5 of the application

If the business plan of the Applicant Company will change as a result of the change of control transaction, a plan of operation must be submitted; otherwise, a statement that the business plan will not change will suffice. The plan of operation is made up of two components; a brief narrative and proforma financial statements/projections (Form 13). The narrative should include significant information in support of the application. The proforma is one of two (2) components in the Plan of Operation for a change of control of foreign insurer application. The forms are located on the UCAA website 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 of business requested, provide three-year premium and loss projections by line 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 balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year.

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 operations that the Applicant Company anticipates actively writing business in the state(s) receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

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

## 6. NAIC Biographical Affidavits - Item 6 of the application

- A. The Applicant Company is required to submit an NAIC Biographical Affidavit ([Form 11](#)) in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The Applicant Company must submit an NAIC Biographical Affidavit on behalf of all officers, directors and key managerial personnel of the Applicant Company and individuals with a ten percent (10%), or more, beneficial ownership in the Applicant Company or the Applicant Company's ultimate controlling person (Affiant), if the information currently on file with the regulator is not current. Individuals with ten percent (10%) or more beneficial ownership in the Applicant Company or Applicant Company's ultimate controlling person who do not file a biographical affidavit should file a copy of the Disclaimer of Control and approval from the domiciliary regulator.
- B. The UCAA defines "Independent Third-Party" as:
- (i) A consumer reporting agency ("CRA") overseen by the Federal Trade Commission ("FTC") and, therefore, subject to the FCRA, which have been vetted and is currently on the approved list;
  - (ii) Has the ability to perform international background investigations; and
  - (iii) One whose officers and directors have no material affiliation with the Applicant Company other than stock ownership amounting to less than one percent (1%) of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made.
- C. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the "Disclosure & Authorization Form"). The signature of the Affiant on the Disclosure & Authorization Form permits an Independent Third-Party to conduct an independent third-party verification on the Affiant.
- D. The NAIC Biographical Affidavit includes three types of the Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws, regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the Affiant has lived or worked within the last ten (10) years. Refer to the Disclosure & Authorization Forms for further information.
- E. The NAIC Biographical Affidavit is used to evaluate the suitability, competency, character and integrity of the Affiant in connection with an Applicant Company's

pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states.

The Independent Third-Party uses information contained in the NAIC Biographical Affidavit as a tool to perform an independent third-party verification to determine an individual's fitness and propriety. The independent third-party verification may contain information bearing on the Affiant's character, general reputation, personal characteristics, mode of living and credit standing (if required by the state). The Independent Third-Party Vendors shall use the independent third-party verification to create a background report (the "Background Report").

- F. The Disclosure & Authorization Form is valid for a maximum of six months. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the Applicant Company. Refer to the Disclosure & Authorization Form for further information.
- G. The Background Reports are subject to the Fair Credit Reporting Act ("FCRA"). Pursuant to FCRA, the state departments of insurance and an Applicant Company who is seeking admission are "users" of consumer reports. The FCRA requires that the Applicant Company provide the Affiant with a copy of the "Summary of Your Rights Under the Fair Credit Reporting Act." The Applicant Company should provide a copy of the "Summary of Your Rights under the Fair Credit Reporting Act" to each Affiant. This summary can be found at the Federal Trade Commission (FTC) [website](#). Background Reports are valid for six months from the signature date of the affidavit. Any alteration to the original biographical affidavit or updated signature will require a newly prepared background report.
- H. The Applicant Company and state departments of insurance are required to comply with the FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the states and Independent Third-Party Vendors should maintain the Background Reports procured under the Disclosure & Authorization Form as confidential. A copy of the FCRA is located [here](#).
- I. The department of insurance in the state where the Applicant Company files, or intends to file, an application and the Applicant Company may require the Background Report. An Affiant who desires a copy of their Background Report may request a copy from the Applicant Company or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.
- J. Please check state requirements for those states that require additional background information, such as fingerprints, in place of, or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary [fingerprints](#) and [processing fees](#) should be included.

Refer to the UCAA website for a [list of currently approved Independent Third-Party Vendors for Background Reports](#).

NAIC Biographical Affidavits must be completed on the most **current form** [Word | PDF], in effect at the time the affidavit was signed and the Affiant shall not sign the Affidavits more than



six months before the date the Applicant Company files the application. Each question on the biographical affidavit must have a response. If an answer is “None”, then so state. Incomplete biographical affidavits could delay the background investigation report and result in a delay of the application review by the state.

Submit original Biographical Affidavits that contain the Disclosure & Authorization Form to the state department(s) of insurance.

**7. Uniform Consent to Service of Process - Item 7 of the application**

If there are in effect changes to information captured on the Uniform Consent to Service of Process and the Resolution Authorizing Appointment of Attorney ([Form 12](#)), submit one original fully executed Uniform Consent to Service of Process form ([Form 12](#)) or the appropriate state-specific form for these states: California, Massachusetts, Virginia and Wisconsin. Pennsylvania does not accept Service of Process and does not require Form 12. Include as Item 7 of the proposed transaction or completed transaction application.

If the most recently filed (in the state in which application is being made) Uniform Consent to Service of Process form ([Form 12](#)) has not changed, do not file the form. Simply state that the current information is already on file in the state to which this application relates.

**8. State of Domicile Approval - Item 8 of the application**

Provide a copy of the approval from the Applicant Company’s state of domicile when the change of control is completed.

The Applicant Company must notify the NAIC once the domiciliary state approves the change of control prior to preparation of the electronic application. Email approval to: [jheinz@naic.org](mailto:jheinz@naic.org).

**9. State-Specific Information - Item 9 of the application**

Some jurisdictions may have additional requirements that must be met before a proposed change of control can be completed. For example, some states require the filing of a Form E (Pre-Acquisition Notification Form Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition by a Non-Domiciliary Insurer Doing Business in this State or by a Domestic Insurer) at least 30 days before the completion of a change of control transaction. In addition some states may require a Holding Company Act Form B amended statement after completion of the change of control transaction. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of [State-Specific Requirements](#) for the application state.

**Corporate Amendments Application Section VII  
Filing Requirements (Amended Articles of Incorporation)**

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

This section is intended for submission of amended Articles of Incorporation that are not a result of changes addressed in other areas of the Corporate Amendment Application (e.g., change in number of shares or par value).

**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 [contact the states individually](#) with questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#) in Forms section on the UCAA website.

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### 1. **Application Form and Attachments** - Item 1 of the application

For hard-copy filings a completed Checklist ([Form 1C](#)), and an original executed application ([Form 2C](#)) must all be submitted as Item 1 of the application. All forms for the Corporate Amendment Application are located in the Forms section on the UCAA website. A cover letter may be included.

### 2. **Filing Fee** - Item 2 of the application

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. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

### 3. **Articles of Incorporation** - Item 3 of the application.

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** - Item 4 of the application

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 of Domicile Approval (Foreign Insurers Only) - Item 5 of the application**

Provide a copy of the amended Articles of Incorporation approval from the Applicant Company's state of domicile.

**6. State-Specific Information - Item 6 of the application**

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)**

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

This section is intended for submission of amended bylaws that are not a result of changes addressed in other areas of the Corporate Amendment Application.

**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 [contact the states individually](#) with questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#) on the UCAA website.

**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 - Item 1 of the application.**

For hard-copy filings a completed Checklist ([Form 1C](#)), and an original executed application ([Form 2C](#)) must all be submitted as Item 1 of the application. All forms for the Corporate Amendment Application are located in the Forms section on the UCAA website. A cover letter may be included.

**2. Filing Fee - Item 2 of the application**

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. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to [retaliatory statutes](#), the ultimate amount of fees in any state may be more than the amount indicated in the chart.

**3. Bylaws - Item 3 of the application**

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

**4. State of Domicile Approval (Foreign Insurers Only) - Item 4 of the application**

Provide a copy of the amended bylaws approval from the Applicant Company's state of domicile.

**5. State-Specific Information - Item 5 of the application**

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 IX  
Filing Requirements (Change of Address/Contact Notification – Electronic Stand-Alone)**

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

**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, state charts and FAQs prior to [contacting the states individually](#) if there are questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#). All Forms are in Excel, Word or Adobe PDF file format.

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

## Instructions

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

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

#### 2. State-Specific Information - Item 2 of Application

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 [State-specific requirements](#) for the application state. Attach a completed Form 12, Uniform Consent to Service of Process, if the forwarding address has changed because of this application. Include as Item 2 of the application.

## Corporate Amendments Application Section X

### Filing Requirements (Statement of Withdrawal Complete Surrender of Certificate of Authority)

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

**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 [contact the states individually](#) with questions about a specific document.**

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the [UCAA Forms Section](#) on the UCAA website.

### Table of Contents/ Filing Requirements

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

**1. Application Form and Attachments** - Item 1 of the application

The application must identify the reason for withdrawal. For hard-copy filings submit a completed Checklist ([Form 1C](#)), and the original Certificate of Authority or an affidavit of lost Certificate of Authority ([Form 15](#)). All forms for the Corporate Amendment Application are located on the UCAA website. A cover letter may be included.

**2. Filing Fee** - Item 2 of the application.

The application must include a filing fee for the application state, if required. The payee name and instructions for submitting a filing fee are located in the [Withdrawal Requirements](#) chart located on the UCAA website. Submit a copy of the Applicant Company's check. For electronic filings, the fees should include a copy of the electronic Checklist, which includes the filing's tracking number.

**3. Statement of Withdrawal and Attachments** - Item 3 of the application

The application must include a completed Statement of Withdrawal ([Form 17](#)).

Include attachments to the Statement of Withdrawal.

**4. State-Specific Information** - Item 4 of the application

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can cancel a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of [State-Specific Requirements](#) for the application state.

**Corporate Amendments Application Section XI  
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. 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.](#)
- [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.

### **Corporate Amendments Application Section XII 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 required form for the stand-alone Uniform Consent to Service of Process Application is located under the Corporate Amendment Application tab in the [UCAA Forms Section](#) on the UCAA website. The Form is in Word or Adobe PDF file format. 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 XII.

## 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 (or 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** - Item 1 of Application

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

#### 2. **Filing Fee** - Item 2 of the application

The application will need to include a filing fee if required by the application state. Check the 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 include a copy of the electronic Checklist, which includes the filing's tracking number.

#### 3. **State-Specific Information** - Item 3 of the application

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.