

69O-143.046 Registration of Insurers.

(1) Every insurer which is authorized to do business in this state and which is a member of an insurance holding company system shall register with the Office by April 1, except a foreign insurer subject to disclosure requirements and standards adopted by statute or regulation in the jurisdiction of its domicile which are substantially similar to those contained in this rule and Rule 69O-143.047, F.A.C. Any insurer which becomes subject to registration under this rule after April 1 shall register within fifteen days after it becomes subject to registration. The Office may require any authorized insurer which is a member of a holding company system which is not subject to registration under this rule to furnish a copy of the registration statement or other information filed by such insurance company with the insurance regulatory authority of domiciliary jurisdiction.

(2) All filings required by this rule shall be submitted electronically to the Office via the Regulatory Electronic Filing System, "REFS" at <http://www/floir.com/iportal>.

(3) Every insurer subject to registration shall file a registration statement on a Form OIR-D0-516, incorporated by reference in paragraph 69O-143.046(~~1517~~)(a), F.A.C. The form shall provide current information about:

(a) The capital structure, general financial condition, ownership and management of the insurer and any person controlling the insurer;

(b) The identity and relationship of every member of the insurance holding company system;

(c) The following agreements in force and transactions currently outstanding or which have occurred during the last calendar year between the insurer and its affiliates:

1. Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the insurer or of the insurer by its affiliates;

2. Purchases, sales, or exchanges of assets;

3. Transactions not in the ordinary course of business;

4. Guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the insurer's assets to liability, other than insurance contracts entered into in the ordinary course of the insurer's business;

5. All management and service contracts and all cost-sharing arrangements;

6. Reinsurance agreements;

7. Dividends and other distributions to shareholders; and,

8. Consolidated tax allocation agreements.

(d) Any pledge of the insurer's stock, including stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system;

(e) If requested by the Office, the insurer shall include financial statements of or within an insurance holding company system, including all affiliates. Financial statements may include but are not limited to annual audited financial statements filed with the U.S. Securities and Exchange Commission (SEC) pursuant to the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended. An insurer required to file financial statements pursuant to this paragraph may satisfy the request by providing the Office with the most recently filed parent corporation financial statements that have been filed with the SEC;

(f) Other matters concerning transactions between registered insurers and any affiliates as may be included from time to time in any registration forms adopted or approved by the Office; and,

(g) Statements that the insurer's board of directors oversees corporate governance and internal controls and that the insurer's officers or senior management have approved, implemented, and continue to maintain and monitor corporate governance and internal control procedures.

(4) All registration statements shall contain a summary outlining all items in the current registration statement representing changes from the prior registration statement filed on a Form OIR-A1-2116, incorporated by reference in paragraph 69O-143.046(~~1517~~)(b), F.A.C.

(5) No information need be disclosed on the registration statement filed pursuant to subsection (3) of this rule, if such information is not material for the purposes of this rule and Rule 69O-143.047, F.A.C. Unless the Office by rule, regulation or order provides otherwise, sales, purchases, exchanges, loans, or extensions of credit, or investments, involving one-half of 1% or less of an insurer's admitted assets as of the prior year end shall not be deemed material for purposes of this section. The definition of materiality provided in this paragraph shall not apply for purposes of the Group Capital Calculation or the Liquidity Stress Test Framework.

(6) Each registered insurer shall keep current the information required to be disclosed in its registration statement by reporting

all material changes or additions on an amended Form OIR-D0-516 incorporated by reference in paragraph 69O-143.046(1517)(a), F.A.C., within fifteen calendar days after the end of the month in which it learns of each such change or addition. The amended Form OIR-D0-516 should only address those items which are being amended, and should include at the top of the cover page "Amendment No. [insert number] to Form B for [insert year]." Notwithstanding the provisions of this paragraph, dividends and other distributions to shareholders are to be reported to the Office pursuant to Section 628.371, F.S.

(7) In addition to the registration statement required in subsection (3), each registered insurer, except foreign insurers subject to disclosure requirements and standards adopted by statute or regulation in the jurisdiction of its domicile which are substantially similar to those contained in this rule and Rule 69O-143.047, F.A.C., shall also provide on Form OIR-A1-2118, incorporated by reference in paragraph 69O-143.046(1517)(c), F.A.C., the information required under Section 628.801(2), F.S.

(8) Except as provided in subsection (8)(a), the ultimate controlling person of every insurer required to file the registration statement in subsection (3), shall concurrently file with the registration an annual group capital calculation on Form OIR-D0-XXX, incorporated by reference in paragraph 69O-143.046(17)(d), F.A.C. as directed by the Office. The report shall be completed in accordance with the NAIC Group Capital Calculation Instructions, which permits the Office to allow a controlling person that is not the ultimate controlling person to file the group capital calculation. The report must be filed with the Office as the lead state regulator of the insurance holding company system as determined by the Office in accordance with the procedures within the Financial Analysis Handbook adopted by the National Association of Insurance Commissioners.

(a) The following insurance holding company systems are exempt from filing the group capital calculation:

1. An insurance holding company system that has only one insurer within its holding company structure, that only writes business and is only licensed in its domestic state, and assumes no business from any other insurer.

2. An insurance holding company system that is required to perform a group capital calculation specified by the United States Federal Reserve Board. The Office shall request the calculation from the Federal Reserve Board under the terms of information sharing agreements in effect. If the Federal Reserve Board cannot share the calculation with the Office, the insurance holding company system is not exempt from the group capital calculation filing.

3. An insurance holding company system whose non-U.S. group-wide supervisor is located within a Reciprocal Jurisdiction as described in Section 624.610(4)(a)3., F.S. that recognizes the U.S. state regulatory approach to group supervision and group capital.

4. An insurance holding company system:

a. That provides information to the lead state that meets the requirements for accreditation under the NAIC financial standards and accreditation program, either directly or indirectly through the group-wide supervisor, who has determined such information is satisfactory to allow the lead state to comply with the NAIC group supervision approach, as detailed in the NAIC Financial Analysis Handbook, and

b. Whose non-U.S. group-wide supervisor that is not in a Reciprocal Jurisdiction recognizes and accepts, as specified by the Office in paragraph 69O-143.046(8)(e), the group capital calculation as the world-wide group capital assessment for U.S. insurance groups who operate in that jurisdiction.

5. Notwithstanding the provisions of subsections (8)(a)3. and (8)(a)4., the Office shall require the group capital calculation for U.S. operations of any non-U.S. based insurance holding company system where, after any necessary consultation with other supervisors or officials, it is deemed appropriate by the Office for prudential oversight and solvency monitoring purposes or for ensuring the competitiveness of the insurance marketplace.

6. Notwithstanding the exemptions from filing the group capital calculation stated in subsection (8)(a)1. through subsection (8)(a)4, the Office has the discretion to exempt the ultimate controlling person from filing the annual group capital calculation or to accept a limited group capital filing or report in accordance with criteria as specified in subsections (8)(b) and (c).

7. If the Office determines that an insurance holding company system no longer meets one or more of the requirements for an exemption from filing the group capital calculation under this section, the insurance holding company system shall file the group capital calculation at the next annual filing date unless given an extension by the Office based on reasonable grounds shown.

(b) Where an insurance holding company system has previously filed the annual group capital calculation at least once, the Office has the discretion to exempt the ultimate controlling person from filing the annual group capital calculation if the Office makes a determination based upon that filing that the insurance holding company system meets all of the following criteria:

1. Has annual direct written and unaffiliated assumed premium (including international direct and assumed premium), but excluding premiums reinsured with the Federal Crop Insurance Corporation and Federal Flood Program, of less than \$1,000,000,000;

2. Has no insurers within its holding company structure that are domiciled outside of the United States or one of its territories;
3. Has no banking, depository or other financial entity that is subject to an identified regulatory capital framework within its holding company structure;

4. The holding company system attests that there are no material changes in the transactions between insurers and non-insurers in the group that have occurred since the last filing of the annual group capital; and

5. The non-insurers within the holding company system do not pose a material financial risk to the insurer's ability to honor policyholder obligations.

(c) Where an insurance holding company system has previously filed the annual group capital calculation at least once, the Office has the discretion to accept in lieu of the group capital calculation a limited group capital filing if:

1. The insurance holding company system has annual direct written and unaffiliated assumed premium (including international direct and assumed premium), but excluding premiums reinsured with the Federal Crop Insurance Corporation and Federal Flood Program, of less than \$1,000,000,000; and all of the following additional criteria are met:

a. Has no insurers within its holding company structure that are domiciled outside of the United States or one of its territories;
b. Does not include a banking, depository or other financial entity that is subject to an identified regulatory capital framework;
and

c. The holding company system attests that there are no material changes in transactions between insurers and non-insurers in the group that have occurred since the last filing of the report to the Office and the non-insurers within the holding company system do not pose a material financial risk to the insurers ability to honor policyholder obligations.

(d) For an insurance holding company that has previously met an exemption with respect to the group capital calculation pursuant subsection (8)(b) or (8)(c) of this regulation, the Office may require at any time the ultimate controlling person to file an annual group capital calculation, completed in accordance with the NAIC Group Capital Calculation Instructions, if any of the following criteria are met:

1. Any insurer within the insurance holding company system is in a Risk-Based Capital action level event as set forth in Section 624.4085, F.S. or a similar standard for a non-U.S. insurer; or

2. Any insurer within the insurance holding company system meets one or more of the standards of an insurer deemed to be in hazardous financial condition as defined in Section 624.805, F.S.; or

3. Any insurer within the insurance holding company system otherwise exhibits qualities of a troubled insurer as determined by the Office based on unique circumstances including, but not limited to, the type and volume of business written, ownership and organizational structure, federal agency requests, and international supervisor requests.

(e) A non-U.S. jurisdiction is considered to "recognize and accept" the group capital calculation if it satisfies the following criteria:

1. With respect to the subsection (8)(a)4. exemption criteria:

a. The non-U.S. jurisdiction recognizes the U.S. state regulatory approach to group supervision and group capital, by providing confirmation by a competent regulatory authority, in such jurisdiction, that insurers and insurance groups whose lead state is accredited by the NAIC under the NAIC Accreditation Program shall be subject only to worldwide prudential insurance group supervision including worldwide group governance, solvency and capital, and reporting, as applicable, by the lead state and will not be subject to group supervision, including worldwide group governance, solvency and capital, and reporting, at the level of the worldwide parent undertaking of the insurance or reinsurance group by the non-U.S. jurisdiction; or

b. Where no U.S. insurance groups operate in the non-U.S. jurisdiction, that non-U.S. jurisdiction indicates formally in writing to the lead state with a copy to the International Association of Insurance Supervisors that the group capital calculation is an acceptable international capital standard. This will serve as the documentation otherwise required in subsection 8(e)1.a.

2. The non-U.S. jurisdiction provides confirmation by a competent regulatory authority in such jurisdiction that information regarding insurers and their parent, subsidiary, or affiliated entities, if applicable, shall be provided to the Office in accordance with a memorandum of understanding or similar document between the Office and such jurisdiction, including but not limited to the International Association of Insurance Supervisors Multilateral Memorandum of Understanding or other multilateral memoranda of understanding coordinated by the NAIC. The Office shall determine, in consultation with the NAIC Committee Process, if the requirements of the information sharing agreements are in force.

(f) A list of non-U.S. jurisdictions that "recognize and accept" the group capital calculation will be published through the NAIC Committee Process and by the Office:

1. A list of jurisdictions that “recognize and accept” the group capital calculation pursuant to subsection (8)(a)4. exemption criteria, is published through the NAIC Committee Process to assist the Office in determining which insurers shall file an annual group capital calculation. The list will clarify those situations in which a jurisdiction is exempted from filing under subsection (8)(a)4. exemption criteria. To assist with a determination under subsection (8)(a)5., the list will also identify whether a jurisdiction that is exempted under either subsection (8)(a)3. or subsection (8)(a)4. requires a group capital filing for any U.S. based insurance group’s operations in that non-U.S. jurisdiction.

2. For a non-U.S. jurisdiction where no U.S. insurance groups operate, the confirmation provided to meet the requirement of subsection 8(e)1.b. will serve as support for recommendation to be published as a jurisdiction that “recognizes and accepts” the group capital calculation through the NAIC Committee Process and by the Office.

3. If the Office makes a determination pursuant to subsection (8)(a)4. that differs from the NAIC List, the Office shall provide thoroughly documented justification to the NAIC and other states.

4. Upon determination by Office that a non-U.S. jurisdiction no longer meets one or more of the requirements to “recognize and accept” the group capital calculation, the Office may provide a recommendation to the NAIC that the non-U.S. jurisdiction be removed from the list of jurisdictions that “recognize and accepts” the group capital calculation.

(9) The ultimate controlling person of every insurer subject to registration and also scoped into the NAIC Liquidity Stress Test Framework shall file the results of a specific year’s Liquidity Stress Test on Form OIR-D0-XXX, incorporated by reference in paragraph 69O-143.046(17)(e), F.A.C.. The filing shall be made to the Office as the lead state regulator of the insurance holding company system as determined by the procedures within the Financial Analysis Handbook adopted by the National Association of Insurance Commissioners.

(a) Insurers meeting at least one threshold of the Scope Criteria are considered scoped into the NAIC Liquidity Stress Test Framework for the specified data year unless the Office, in consultation with the NAIC Financial Stability Task Force or its successor, determines the insurer should not be scoped into the Framework for that data year.

(b) The performance of, and filing of the results from, a specific year’s Liquidity Stress Test shall comply with the NAIC Liquidity Stress Test Framework’s instructions and reporting templates for that year and any Office determinations, in conjunction with the NAIC Financial Stability Task Force or its successor, provided within the Framework.

(10) The Office shall terminate the registration of any insurer which demonstrates that it no longer is a member of an insurance holding company system.

(11) The Office may require or allow two or more affiliated insurers subject to registration hereunder to file a consolidated registration statement or consolidated reports amending their consolidated registration statement or their individual registration statement.

(12) The Office may allow an insurer which is authorized to do business in this state and which is part of an insurance holding company system to register on behalf of any affiliated insurer which is required to register under subsection (1) of this rule, and to file all information and material required to be filed under this rule.

(13) The provisions of this rule shall not apply to any insurer, information or transaction if and to the extent that the Office by rule, regulation, or order shall exempt the same from the provisions of this rule.

(14) Any person may file with the Office a disclaimer of affiliation with any authorized insurer or such a disclaimer may be filed by such insurer or any member of an insurance holding company system. The disclaimer shall fully disclose all material relationships and bases for affiliation between such person and such insurer as well as the basis for disclaiming such affiliation. After a disclaimer has been filed, the insurer shall be relieved of any duty to register or report under this rule which may arise out of the insurer’s relationship with such person unless and until the Office disallows such a disclaimer. A disclaimer of affiliation shall be deemed to have been granted unless the Office, within thirty (30) calendar days following the receipt of a complete disclaimer, notifies the filing party that it is disallowed.

(15) Any person within an insurance holding company system subject to registration shall be required to provide complete and accurate information to an insurer, where such information is reasonably necessary to enable the insurer to comply with the provisions of this rule chapter.

(16) The failure to file a registration statement or any amendment thereto required by this rule within the time specified for such filing shall be a violation of this rule.

(17) The following forms and documents are hereby incorporated by reference:

(a) Form OIR-D0-516, “Form B – Insurance Holding Company System Annual Registration Statement,” effective 09/18,

available at <http://www.flrules.org/Gateway/reference.asp?No=Ref-11238>;

(b) Form OIR-A1-2116, "Form C – Summary of Changes to Registration Statement," effective 09/18, available at <http://www.flrules.org/Gateway/reference.asp?No=Ref-11239>; and,

(c) Form OIR-A1-2118, "Form F – Enterprise Risk Report," effective 09/18, available at <http://www.flrules.org/Gateway/reference.asp?No=Ref-11240>.

(d) Form OIR-D0-XXX, "Group Capital Calculation 2024 Template," effective XX/XX, available at <http://www.flrules.org/Gateway/XXXXXXXXXX>.

(e) Form OIR-D0-XXX, "NAIC Liquidity Stress Test 2024 Template," effective XX/XX, available at <http://www.flrules.org/Gateway/XXXXXXXXXX>.

(f) "Group Capital Calculation Instructions" means the Group Capital Calculation 2024 Instructions as adopted by the NAIC and as amended by the NAIC from time to time in accordance with the procedures adopted by the NAIC if the methodology remains substantially consistent. The Office has determined that posting these incorporated materials would be a violation of federal copyright law. The document is available: from the National Association of Insurance Commissioners (NAIC), 1100 Walnut Street, Suite 1000, Kansas City, MO 64106-2197, at <https://content.naic.org>. The "Group Capital Calculation Instructions" is also available for inspection during regular business hours at the Office of Insurance Regulation, Larson Building, 200 East Gaines Street, Tallahassee, Florida 32399-0300 or at the Department of State, The Capitol, 400 S. Monroe Street, Room 701, Tallahassee, FL 32399.

(g) "NAIC Liquidity Stress Test Framework" means the NAIC 2023 Liquidity Stress Test Framework For Life Insurers Meeting the Scope Criteria as adopted by the NAIC on December 1, 2023 and as amended by the NAIC from time to time in accordance with the procedures adopted by the NAIC if the methodology remains substantially consistent. The Office has determined that posting these incorporated materials would be a violation of federal copyright law. The document is available: from the National Association of Insurance Commissioners (NAIC), 1100 Walnut Street, Suite 1000, Kansas City, MO 64106-2197, at <https://content.naic.org>. The "NAIC Liquidity Stress Test Framework" is also available for inspection during regular business hours at the Office of Insurance Regulation, Larson Building, 200 East Gaines Street, Tallahassee, Florida 32399-0300 or at the Department of State, The Capitol, 400 S. Monroe Street, Room 701, Tallahassee, FL 32399.

(18) As used in this rule, the following terms shall have the respective meanings hereinafter set forth:

(a) "Group Capital Calculation Instructions" means the Group Capital Calculation 2024 Instructions as adopted by the NAIC and as amended by the NAIC from time to time in accordance with the procedures adopted by the NAIC if the methodology remains substantially consistent.

(b) "Insurance Holding Company System" consists of two or more affiliated persons, one or more of which is an insurer.

(c) "NAIC Liquidity Stress Test Framework" means the NAIC 2023 Liquidity Stress Test Framework For Life Insurers Meeting the Scope Criteria which is a separate NAIC publication which includes a history of the NAIC's development of regulatory liquidity stress testing, the Scope Criteria applicable for a specific data year, and the Liquidity Stress Test instructions and reporting templates for a specific data year, such Scope Criteria, instructions and reporting template being as adopted by the NAIC on December 1, 2023 and as amended by the NAIC from time to time in accordance with the procedures adopted by the NAIC if the methodology remains substantially consistent.

(d) "Scope Criteria" means as detailed in the NAIC 2023 Liquidity Stress Test Framework, are the designated exposure bases along with minimum magnitudes thereof for the specified data year, used to establish a preliminary list of insurers considered scoped into the NAIC Liquidity Stress Test Framework for that data year and as amended if the methodology remains substantially consistent.