

**AGENDA
FINANCIAL SERVICES COMMISSION
OFFICE OF FINANCIAL REGULATION**

<http://www.flofr.com/StaticPages/NoticesOfPublicMeetingsHearingsAndWorkshops.htm>

October 17, 2017

MEMBERS

Governor Rick Scott
Attorney General Pam Bondi
Chief Financial Officer Jimmy Patronis
Commissioner Adam Putnam

Contact: **Jamie Mongiovi**
Director of Communications & Governmental Relations (OFR)
(850) 410-9601

8:00 A.M.
LL-03, The Capitol
Tallahassee, Florida

Courtney Larkin
Deputy Director of Governmental Relations (OFR)
(850) 410-9789

| ITEM | SUBJECT | RECOMMENDATION |
|-------------|---|--|
| 1. | <u>Financial Institutions:</u> The OFR respectfully requests approval to publish Notices of Proposed Rules to create new rules for Qualified Limited Service Affiliates and to repeal Rules 69U-140.004 and 69U-140.022, F.A.C. (ATTACHMENT 1) | APPROVAL TO PUBLISH NOTICE OF PROPOSED RULE |
| 2. | <u>Financial Institutions:</u> The OFR respectfully requests approval for final adoption to amend Rule 69T-1.001, F.A.C. (ATTACHMENT 2) | APPROVAL FOR FINAL ADOPTION |
| 3. | OFR Quarterly Report: April 1, 2017 – June 30, 2017 (ATTACHMENT 3) | FOR APPROVAL |

ATTACHMENT 1

**FINANCIAL SERVICES COMMISSION
OFFICE OF FINANCIAL REGULATION**

AGENDA ITEM # 1 : REQUEST APPROVAL TO PUBLISH NOTICES OF PROPOSED RULE

Action Requested:

The Office of Financial Regulation (“OFR”) respectfully requests approval to publish Notices of Proposed Rule to create new rules under Chapter 69U-135, Florida Administrative Code (“F.A.C.”), and repeal Rules 69U-140.004 and .022, F.A.C.

Summary and Justification of Rules:

Chapter 69U-135, F.A.C.: The OFR proposes to create new rules under Chapter 69U-135, F.A.C., to implement Ch. 2017-83, Laws of Florida (International Financial Institutions), signed into law on June 9, 2017. The legislation requires the Financial Services Commission to implement some of its provisions by rule. Chapter 69U-135, F.A.C., will govern the regulation of Qualified Limited Service Affiliates of International Trust Entities.

Rule 69U-140.004, F.A.C.: The OFR proposes to repeal this rule as it sets forth information that is already included in statute without further implementation.

Rule 69U-140.022, F.A.C.: The OFR proposes to repeal this rule as the location for service of process for financial institutions is already established in Section 655.0201, Florida Statutes.

Proposed Texts of Rules:

69U-135.101 Written Notice for Qualification.

The written notice to qualify as a qualified limited service affiliate shall be filed on Form OFR-U-135, Written Notice to Qualify as a Qualified Limited Service Affiliate in the State of Florida, effective 01/2018, herein incorporated by reference and available at <https://www.flrules.org/XXXXX>.

Rulemaking Authority 663.532(1) FS. Law Implemented 663.532 FS. History-New _____.

69U-135.102 Renewal of Qualification.

(1) A qualification must be renewed every 2 years. Within 30 days of the end of each 2 year period, qualification must be renewed by filing a written notice of renewal with the OFR. The written notice of renewal of qualification shall be filed on Form OFR-U-135R, Written Notice of Renewal of Qualification, effective 01/2018, herein incorporated by reference and available at <https://www.flrules.org/XXXXX>.

(2) Each written notice of renewal of qualification must be signed under penalty of perjury by the executive

officer or managing member of the qualified limited service affiliate, to the best of his or her knowledge.

Rulemaking Authority 663.539 FS. Law Implemented 663.539 FS. History-New _____.

69U-135.103 Procedures for Surrender of Qualification.

(1) A qualified limited service affiliate that proposes to terminate operations in this state must surrender its qualification. A qualified limited service affiliate must surrender its qualification by providing the OFR with written notification at least 60 days prior to the proposed date of voluntary termination. The notice must contain the proposed date of termination and the name of the officer in charge of the termination procedures, and shall attach a proposed plan for discontinuing business as well as a certified copy of the resolution of the board of directors, or members if a limited liability company, authorizing the action.

(2) The proposed plan for discontinuing business must include:

(a) A draft of the proposed notice to each international trust entity to whom services are provided;

(b) Any outstanding liabilities or claims and the proposed process to settle those liabilities or claims;

(c) Any other information related to the resolution of outstanding matters and discontinuance of business including any related proposed amendments to the company's articles of incorporation or organization or articles of dissolution.

(3) Operations of a qualified limited service affiliate are deemed terminated upon the later of the expiration of the 60 days from the date of the filing of the notice of voluntary surrender or upon the date provided in the notice of voluntary surrender, unless the OFR provides written notice specifying the grounds for denial of such proposed termination.

Rulemaking Authority 663.538(1) FS. Law Implemented 663.538 FS. History-New _____.

69U-140.004 Application for the Establishment of Separate International Banking Agencies by a Qualified International Banking Corporation.

Rulemaking Authority 663.06(6), 663.13 FS. Law Implemented 663.04, 663.05(4), 663.06(6) FS. History–New 12-20-82, Formerly 3C-15.081, 3C-15.0081, 3C-140.004, Repealed ____.

69U-140.022 Service of Process.

Rulemaking Authority 655.012(3), 663.13 FS. Law Implemented 48.081, 48.181, 48.193, 120.53(1)(c), 120.60(6), 663.06(6), 663.13 FS. History–New 2-24-80, Amended 7-21-81, Formerly 3C-15.07, 3C-15.00, 3C-140.022, Repealed ____.

Material Incorporated by Reference: (Begins on next page.)

WRITTEN NOTICE
To Qualify as a
Qualified Limited Service Affiliate
in the State of Florida

Form OFR-U-135

General Instructions

A proposed qualified limited service affiliate may seek qualification as a qualified limited service affiliate in the State of Florida by completing this written notice form and providing all information and exhibits. The proposed qualified limited service affiliate may provide additional information in the form of exhibits when attempting to satisfy any of the qualification requirements. All information that the proposed qualified limited service affiliate desires to present to support the written notice must be submitted with the notice. If additional space is needed to complete any information required by this form, attach additional pages and identify the question to which the additional pages pertain.

This written notice will not be deemed complete until the proposed qualified limited service affiliate has provided the OFR with all information required.

Upon the filing of a completed Form OFR-U-135, the OFR shall make an investigation of the character, reputation, business experience, and business qualifications of the proposed qualified limited service affiliate's proposed directors, executive officers, principal shareholder, managers, managing members, or equivalent positions. The OFR shall approve the qualification only if it has determined that such persons are qualified by reason of their ability, reputation, and integrity and have sufficient experience to manage and direct the affairs of the qualified limited service affiliate in a lawful manner and in accordance with the requirements for obtaining and maintaining a qualification under Section 663.532, Florida Statutes.

WRITTEN NOTICE

Director, Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Written notice to qualify as a Qualified Limited Service Affiliate in the State of Florida

Dear Director _____:

_____, whose
(Proposed Qualified Limited Service Affiliate)

proposed address is _____, is duly

incorporated or organized under the laws of, and is authorized to conduct business in

_____. An authentic copy of its articles
(State, Country)

of incorporation or articles of organization, or the equivalent, accompany and are made a part of

this written notice. _____ hereby seeks qualification to
(Proposed Qualified Limited Service Affiliate)

operate a qualified limited service affiliate in the State of Florida for the purpose of engaging in such

activities as are permitted by law.

1. The legal name of the proposed qualified limited service affiliate is:

_____.

2. The intended physical address where the proposed qualified limited service affiliate will conduct
business is:

(Street Address)

(Post Office Address)

(City) (County) Florida, (Zip Code)

3. The mailing address of the proposed qualified limited service affiliate, if different from the above, is:

(Street Address) (Post Office Address)

(City) (County) Florida, (Zip Code)

4. Authentic copies of the proposed qualified limited service affiliate's articles of incorporation, articles of organization, and by-laws, or equivalent thereof, are enclosed.

Dated this ____ day of _____, 20__.

(Proposed Qualified Limited Service Affiliate)

By: _____

Title: _____

ACKNOWLEDGMENT

On this _____ day of _____ 20____, before me personally came _____, who is to me personally known, or who produced _____ as identification, and who acknowledged before me that he/she is the _____ of _____, the proposed qualified limited service affiliate described herein and which executed the foregoing certificate and that he/she signed his/her name hereto by like order.

(L.S)

(Signature of Notary Public or other official taking acknowledgment)

(Title of official taking acknowledgment)

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d'affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of their office or the seal of the office to which they are attached should be affixed.

REQUIRED INFORMATION AND ATTACHMENTS
Form OFR-U-135

1. Provide the name, address, email address, and telephone number of the contact person or correspondent for this notice.
2. Provide a copy of a Certificate of Authorization from the Florida Department of State.
3. Provide a brief biography of each of the proposed qualified limited service affiliate's directors, executive officers, managers, managing members, or those in equivalent positions. For each, provide, as Attachment 3(a), the information in the biographical portion of this notice.
4. Provide the number of officers and employees of the proposed qualified limited service affiliate.
5. Provide a detailed list and description of the services and activities to be conducted by the proposed qualified limited service affiliate. For each service and activity, please provide an explanation of how that service or activity will serve the business purpose of each international trust entity that the service or activity is meant to benefit.
6. Please provide an explanation of how the services and activities of the proposed qualified limited service affiliate are distinguishable from those of the permissible activities of an international trust company representative office described under Section 663.409, Florida Statutes.
7. For each international trust entity that the proposed qualified limited service affiliate will provide services for in this state, please provide the following:
 - a. The name of the international trust entity;
 - b. A list of the current officers and directors (or equivalents) of the international trust entity;
 - c. A list of each country where the international trust entity is organized or authorized to do business;
 - d. The name of the home country regulator¹;
 - e. Proof that the international trust entity has been authorized by charter, license, or similar authorization by its home-country regulator to engage in trust business;
 - f. Proof that the international trust entity lawfully exists and is in good standing under the laws of the jurisdiction where it is chartered, licensed, or organized;
 - g. Proof that the international trust entity is not currently operating under the direct control of the government or the regulatory or supervisory authority of the jurisdiction of its incorporation through government intervention or any other extraordinary actions, and confirmation that it has not been in such a status or under such control at any time within the three years prior to filing this application;
 - h. Proof and confirmation that the proposed qualified limited service affiliate is affiliated with the international trust entity; and
 - i. Proof that the jurisdiction(s) where the international trust entity or its offices, subsidiaries, or any affiliates that are directly involved in or that facilitate the financial services functions, banking, or fiduciary activities of the

¹ As used in the Form OFR-U-135, "home country regulator" means the supervisory authority or equivalent or other similarly sanctioned body, organization, governmental entity, or recognized authority, which has similar responsibilities in a foreign country in which and by whom an international trust entity is licensed, chartered, or has similar authorization to organize and operate.

international trust entity are not listed on the Financial Action Task Force Public Statement or on its list of jurisdictions with deficiencies in anti-money laundering or counterterrorism.

- j. A declaration under penalty of perjury, as Attachment 7(j), signed by an executive officer, manager, or managing member of each international trust entity affiliated with the proposed qualified limited service affiliate, declaring that the information provided to the OFR through this written notice is true and correct to the best of his or her knowledge.
8. List any occasion within the 10 year period preceding the date of this written notice in which any director, executive officer, principal shareholder, manager, managing member, or any person holding an equivalent position at the proposed qualified limited service affiliate was arrested for, charged with, or convicted of, regardless of adjudication, any offense that is punishable by imprisonment for a term exceeding one year, or to any offense that involves money laundering, currency transaction reporting, tax evasion, facilitating or furthering terrorism, fraud, theft, larceny, embezzlement, fraudulent conversion, misappropriation of property, dishonesty, breach of trust, breach of fiduciary duty, or moral turpitude, or that is otherwise related to the operation of a financial institution.
9. List any occasion within the 10 year period preceding the date of this written notice in which any director, executive officer, principal shareholder, manager, managing member, or any person holding an equivalent position at the proposed qualified limited service affiliate was fined or sanctioned as a result of a complaint to the Florida Office of Financial Regulation or any other state or federal regulatory agency.
10. List any occasion within the 10 year period preceding the date of this written notice in which any director, executive officer, principal shareholder, manager, managing member, or any person holding an equivalent position at the proposed qualified limited service affiliate was ordered to pay a fine or penalty in a proceeding initiated by a federal, state, foreign, or local law enforcement agency or an international agency related to money laundering, currency transaction reporting, tax evasion, facilitating or furthering terrorism, fraud, theft, larceny, embezzlement, fraudulent conversion, misappropriation of property, dishonesty, breach of trust, breach of fiduciary duty, or moral turpitude, or that is otherwise related to the operation of a financial institution.
11. Provide a completed declaration under penalty of perjury, as attachment 11(a), signed by the executive officer, manager, or managing member of the proposed qualified limited service affiliate.

Attachment 3(a) to Form OFR-U-135

BIOGRAPHICAL INFORMATION

This section of Form OFR-U-135 must be completed by the proposed qualified limited service affiliate for each director, executive officer, manager, managing member, or person who holds an equivalent position (Subject) with the proposed qualified limited service affiliate.

If additional space is needed to complete the information required, attach additional pages and identify the question to which the additional pages pertain.

Preparation

All questions must be answered with complete and accurate information that is subject to verification. If the answer is “none,” “not applicable,” or “unknown,” so state. Answers of “unknown” or “yes” should be explained.

The questions are not intended to limit the presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. A cross-reference to the information is acceptable. Any cross-reference must be made to a specific cite or location in the documents, so the information can be located easily. Use additional sheets as necessary. If the report is not complete, the OFR may either request additional information or return the filing. If the Subject is a foreign national or a United States citizen who currently resides in a foreign country, additional information may be necessary. You must report promptly any material change to the information provided in the Biographical Report that occurs during the review period for the filing.

Notice Regarding Collection and Use of Social Security Numbers

In accordance with Section 119.071(5)(a)2.a. and b., F.S., the OFR provides the following notice to applicants regarding the OFR’s collection and use of social security numbers.

The OFR’s collection of social security numbers is not expressly authorized by or mandatory under federal or state law, but it is imperative for the performance of the OFR’s duties and responsibilities as prescribed by Section 663.532, F.S.

Social security numbers collected by the OFR may not be used by the OFR for any purpose other than the purpose provided in this notice.

Social security numbers held by the OFR are confidential and exempt from s. 119.07(1) and s. 24(a), Art. I of the State Constitution. This exemption does not supersede any federal law prohibiting the release of social security numbers or any other applicable public records exemption for social security numbers existing prior to May 13, 2002, or created thereafter.

Social security numbers held by the OFR may be disclosed if any of the following apply:

- a. The disclosure of the social security number is expressly required by federal or state law or a court order.
- b. The disclosure of the social security number is necessary for the receiving agency or governmental entity to perform its duties and responsibilities.
- c. The individual expressly consents in writing to the disclosure of his or her social security number.
- d. The disclosure of the social security number is made to comply with the USA Patriot Act of 2001, Pub. L. No. 107-56, or Presidential Executive Order 13224.
- e. The disclosure of the social security number is made to a commercial entity for the permissible uses set forth in the federal Driver’s Privacy Protection Act of 1994, 18 U.S.C. ss. 2721 et seq.; the Fair Credit Reporting Act, 15 U.S.C. ss. 1681 et seq.; or the Financial Services Modernization Act of 1999, 15 U.S.C. ss. 6801 et seq., provided that the authorized commercial entity complies with the requirements of this paragraph.
- f. The disclosure of the social security number is for the purpose of the administration of health benefits for an agency employee or his or her dependents.
- g. The disclosure of the social security number is for the purpose of the administration of a pension fund administered for the agency employee’s retirement fund, deferred compensation plan, or defined contribution plan.

h. The disclosure of the social security number is for the purpose of the administration of the Uniform Commercial Code by the office of the Secretary of State.

1. Personal Information.

(a) Name:

Last First Middle

(b) Residence: _____

(Street Address)

(City) (State) (Postal Code) (Country)

(c) If at residence less than five years, list addresses and dates occupied for the past five years.

Date from Date to Number and Street State Zip Code Country

(d) Date of Birth: Month _____ Day _____ Year _____

(e) Place of Birth: _____
(City) (State) (Country)

(f) United States Social Security Number:* _____
**Please see the notice regarding the OFR's collection and use of social security numbers.*

(g) Citizenship: _____
(Country) (Date, if Naturalized)

(h) If the Subject is not a United States citizen, provide:

Passport Number: _____

Home Country Identification Number: _____

Immigration File Number: _____

(i) Telephone and fax numbers where the Subject may be reached during business hours and an e-mail address:

(Area Code, Telephone Number, including Country Code if outside U.S.)

(Fax Number) (E-mail Address)

(j) List other names the Subject has used and the period of time he/she used them (for example, maiden name, name by a former marriage, former name, alias, or nickname). Attach additional sheets as necessary.

| Name | From MM/YY | To MM/YY |
|------|---------------|-------------|
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2. Employment History

(a) Starting with the Subject’s current employment, provide a complete employment history for the past five years without gaps. Account for all time, whether paid or unpaid. Include full and part-time employment, self-employment, military service, and homemaking. Also, include periods of unemployment, retirement, as a full-time student, and extended travel. Attach additional sheets as necessary.

| From mm/yyyy | To mm/yyyy | Employer (company name and address) | Type or nature of the employer’s business or activities | Title/Position and Nature of the Subject’s duties or responsibilities | Reason for leaving |
|-----------------|---------------|--|---|--|--------------------|
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(b) Has the Subject, within the last 10 years, ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service?

Yes No

If “yes,” provide the employer’s name, address, and telephone number; title or position; date of discharge; and explanation.

3. Education and Professional Credentials

(a) List each diploma or degree from high schools, colleges, universities, postgraduate, or other schools.

| School Name and Address | From MM/YY | To MM/YY | Degree |
|-------------------------|---------------|-------------|--------|
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(b) List each professional license or similar certificate the Subject now holds or has held (for example, attorney, physician, CPA, NASD or SEC registration).

| License Type/Number | Issuing Authority | Status (active, expired, revoked) | Date Issued MM/YY | Expiration MM/YY |
|---------------------|-------------------|--|----------------------|---------------------|
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4. Business Affiliations

(a) List the educational, management, board, supervisory, or other experience the Subject has had that demonstrates the Subject has the ability, experience, reputation, and integrity to manage and direct the affairs of the proposed qualified limited service affiliate in a lawful manner and in accordance with the requirements for obtaining and maintaining a qualification under Part IV of Chapter 663, Florida Statutes.

5. Legal and Related Matters

- (a) Has the Subject been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization, in which the reason for the denial, disapproval, withdrawal, or lack of favorable action involved the character, integrity, lack of qualification, or conduct of the Subject:
- (1) A charter or license application, a financial institution holding company application, or a federal deposit insurance application, in which the Subject was listed as an organizer, director, senior executive officer, or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position?
 Yes No
 - (2) A merger application in which the Subject was listed as a director, senior executive officer, or similar position?
 Yes No
 - (3) A notice of change in director or senior executive officer, or similar form, in which the Subject was listed as a director, senior executive officer, or similar position?
 Yes No
 - (4) A notice of change in control for a depository institution or other company, or a similar form, in which the Subject was listed (either individually or as a member of a group) as an acquirer or transferee?
 Yes No
 - (5) Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which the Subject was listed in some capacity?
 Yes No
- (b) Has the Subject or any company, financial institution, or financial institution holding company with which the Subject is or was associated as a director, an executive officer, a principal shareholder, a manager, a managing member, or an equivalent position been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity, due to the conduct of the Subject?
 Yes No

(c) If you answer “yes” to any question in 5(a) or 5(b), provide your explanation by identifying the number of the question, describing the situation in detail, and, where relevant, including the following information. Attach additional sheets as necessary.

- Name and location of any company, party, court, regulatory agency, or self-regulatory organization involved.
- Nature of the Subject’s association with any company (for example, officer, director, organizer, principal shareholder, or owner).
- Type of any application, notice, or other regulatory or administrative request.
- Nature of any supervisory, enforcement, or administrative action.
- Date of any relevant event.
- Nature of any lawsuit, charge, or proceeding.
- Jurisdiction in which any legal proceeding occurred.
- Resolution or disposition of the matter.

6. Additional Information

Present any other information you believe is important to evaluate your filing.

CERTIFICATION

I hereby affirm that the foregoing biographical information and all information submitted herewith is true, complete, and correct to the best of my knowledge and belief.

Signature: _____

Name: _____

Date: _____

STATE OF _____

COUNTY OF _____

On this _____, day of _____, 20____, before me, the undersigned notary, personally appeared _____ (name),

who ___ is personally known to me or ___ proved to me through the following identification:

_____ to be the person who signed the preceding document in my presence and who affirmed to me that the statement and contents of the document are truthful and accurate to the best of ___ his or _____her knowledge and belief.

Signature of Notary Public or other official taking the acknowledgment

L.S./
Notary Seal:

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d’affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of their office or the seal of the office to which they are attached should be affixed.

**Attachment 7(j) to Form OFR-U-135
DECLARATION OF AFFILIATED INTERNATIONAL TRUST ENTITY**

Pursuant to Section 663.532(1)(k), Florida Statutes, this declaration must be completed by an executive officer, manager, or managing member of each international trust entity affiliated with a proposed qualified limited service affiliate.

The undersigned hereby declares under penalty of perjury that to the best of their knowledge, the information provided to this office regarding this International Trust Entity is true and correct:

Signature: _____ Date: _____

Name: _____

Title: _____

Name of International Trust Entity: _____

Home Jurisdiction of International Trust Entity: _____

STATE OF _____

COUNTY OF _____

On this _____, day of _____, 20____, before me, the undersigned notary, personally appeared _____ (name),

who ___ is personally known to me or ___ proved to me through the following identification:

_____ to be the person who signed the preceding document in my presence and who affirmed to me that the statement and contents of the document are truthful and accurate to the best of ___ his or ___ her knowledge and belief.

Signature of Notary Public or other official taking the acknowledgment

L.S./
Notary Seal:

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d'affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of their office or the seal of the office to which they are attached should be affixed.

Attachment 11(a) to Form OFR-U-135
DECLARATION OF EXECUTIVE OFFICER, MANAGER, OR MANAGING MEMBER

Pursuant to Section 663.532(1)(i), Florida Statutes, this declaration must be completed by an executive officer, manager, or managing member of the proposed qualified limited service affiliate.

The undersigned hereby declares under penalty of perjury that to the best of their knowledge, that the following statements are true and correct:

- 1) No employee, representative, or agent of _____, the proposed qualified limited service affiliate that is the subject of the attached written notice, provides, or will provide, banking services; promotes or sells, or will promote or sell, investments; or accepts, or will accept, custody of assets.
- 2) No employee, representative, or agent of _____, the proposed qualified limited service affiliate that is the subject of the attached written notice, acts, or will act, as a fiduciary in this state, which includes, but is not limited to, accepting the fiduciary appointment, executing the fiduciary documents that create the fiduciary relationship, or making discretionary decisions regarding the investment or distribution of fiduciary accounts.
- 3) The jurisdiction of each international trust entity listed in response to Question 7 of the OFR-U-135 served by _____, the proposed qualified limited service affiliate that is the subject of the attached written notice, and the jurisdictions of any offices, subsidiaries, or affiliates of each such international trust entity that are directly involved in or facilitate the activities of that international trust entity, are not listed on the Financial Action Task Force Public Statement or on its list of jurisdictions with deficiencies in anti-money laundering or counterterrorism.

Signature: _____ Date: _____

Name: _____

Title at Proposed Qualified Limited Service Affiliate: _____

STATE OF _____

COUNTY OF _____

On this _____, day of _____, 20____, before me, the undersigned notary, personally appeared _____ (name), who ___ is personally known to me or ___ proved to me through the following identification:

_____ to be the person who signed the preceding document in my presence and who affirmed to me that the statement and contents of the document are truthful and accurate to the best of ___ his or ____her knowledge and belief.

Signature of Notary Public or other official taking the acknowledgment

L.S./
Notary Seal:

FLORIDA OFFICE OF FINANCIAL REGULATION
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
www.flofr.com

WRITTEN NOTICE
To Renew Qualification as a
Qualified Limited Service Affiliate
in the State of Florida

Form OFR-U-135R

General Instructions

Qualified limited service affiliates must renew qualification every two years by completing this written notice form and providing all information and exhibits. Qualified limited service affiliates may provide additional information in the form of exhibits when attempting to satisfy any of the renewal of qualification requirements. All information that the qualified limited service affiliate desires to present to support the written notice to renew their qualification must be submitted with the notice. If additional space is needed to complete any information required by this form, attach additional pages and identify the question to which the additional pages pertain.

This written notice will not be deemed complete until the proposed qualified limited service affiliate has provided the OFR with all information required.

WRITTEN NOTICE OF RENEWAL

Director, Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Biennial written notice to renew qualification as a Qualified Limited Service Affiliate in the State of Florida

Dear Director _____:

_____, whose
(Qualified Limited Service Affiliate)

principal place of business is _____, and who was
(Address)

originally qualified as a qualified limited service affiliate in the State of Florida on

_____, 20____, hereby seeks to renew its qualification to operate a

qualified limited service affiliate in the State of Florida for the purpose of engaging in such activities as are

permitted by law.

Dated this ____ day of _____, 20____.

(Proposed Qualified Limited Service Affiliate)

By: _____

Title: _____

ACKNOWLEDGMENT

On this _____ day of _____ 20____, before me personally came
_____, who is to me personally known,
or who produced _____ as identification, and who acknowledged
before me that he/she is the _____ of
_____, the
qualified limited service affiliate described herein and which executed the foregoing certificate and that
he/she signed his/her name hereto by like order.

(L.S)

(Signature of Notary Public or other official taking
acknowledgment)

(Title of official taking acknowledgment)

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d'affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of their office or the seal of the office to which they are attached should be affixed.

REQUIRED INFORMATION AND ATTACHMENTS
Form OFR-U-135R

1. The legal name of the qualified limited service affiliate is:

_____.

2. The physical location of the principal place of business of the qualified limited service affiliate is:

(Street Address)

(Post Office Address)

(City)

(County)

Florida, _____

(Zip Code)

3. The mailing address of the qualified limited service affiliate, if different from the above, is:

(Street Address)

(Post Office Address)

(City)

(County)

Florida, _____

(Zip Code)

4. The telephone number of the qualified limited service affiliate is: (_____)_____.

5. Provide the name, address, email address, and telephone number of the contact person or correspondent for this notice.

6. The following is a complete list of the names and titles of the qualified limited service affiliate's current directors, executive officers, principal shareholder, managers, managing members, or those in equivalent positions.

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

7. Provide a copy of a Certificate of Status from the Florida Department of State.

8. If applicable, provide the date of the last renewal of qualification.

9. **Provide a completed declaration under penalty of perjury, as attachment 9(a), signed by the executive officer, manager, or managing member of the proposed qualified limited service affiliate.**

10. **Present any updates or other changes in information which were not previously provided in either the initial written notice of qualification or in any subsequent qualification renewals, or which were not previously disclosed to the OFR.**

**Attachment 9(a) to Form OFR-U-135R
DECLARATION OF EXECUTIVE OFFICER, MANAGER, OR MANAGING MEMBER**

Pursuant to Section 663.539, Florida Statutes, this declaration must be completed by an executive officer or managing member of the proposed qualified limited service affiliate.

The undersigned hereby declares under penalty of perjury that to the best of their knowledge, the qualified limited service affiliate named in the attached written notice is operating in compliance with Part IV, Qualified Limited Service Affiliates of International Trust Entities, of Chapter 663, Florida Statutes, and that the information submitted within this notice for the purposes of renewal is true and correct.

Signature: _____ Date: _____

Name: _____

Title at Proposed Qualified Limited Service Affiliate: _____

STATE OF _____

COUNTY OF _____

On this _____, day of _____, 20____, before me, the undersigned notary, personally appeared _____ (name),

who ___ is personally known to me or ___ proved to me through the following identification:

_____ to be the person who signed the preceding document in my presence and who affirmed to me that the statement and contents of the document are truthful and accurate to the best of ___ his or ___ her knowledge and belief.

Signature of Notary Public or other official taking the acknowledgment

L.S./
Notary Seal:

Note: This acknowledgment may be taken within the State of Florida or within any other state of the United States by a notary public. In countries other than the United States, this acknowledgment may be taken by certificate of apostille pursuant to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (The Hague, October 5, 1961) or by an ambassador, a minister plenipotentiary, a minister extraordinary, a minister resident, a charge d'affairs, a consul-general, a vice consul-general, a deputy consul-general, a consul, a vice-consul, a deputy-consul, a consular agent, a vice consular agent, a commercial agent or a vice-commercial agent of the United States within their jurisdiction. The seal of their office or the seal of the office to which they are attached should be affixed.

ATTACHMENT 2

FINANCIAL SERVICES COMMISSION
OFFICE OF FINANCIAL REGULATION
AGENDA ITEM # 2 : REQUEST APPROVAL FOR FINAL ADOPTION

Action Requested:

The Office of Financial Regulation (“OFR”) respectfully requests approval for final adoption of amendments to Rule 69T-1.001, Florida Administrative Code.

Summary and Justification of Rule:

The OFR intends to amend this rule to change the organizational structure of the OFR to consolidate the Bureau of Bank Regulation District I and Bureau of Bank Regulation District II into one bureau to be called the Bureau of Bank Regulation.

Procedural History:

On July 11, 2017, a Notice of Development of Rulemaking was published in the Florida Administrative Register (FAR) to advise the public of development of the rules and to provide that, if requested in writing, a rule development workshop would be held. No written requests for a workshop were received by the OFR.

On August 16, 2017, the Financial Services Commission approved the OFR’s request to publish a Notice of Proposed Rule. On August 18, 2017, the Notice of Proposed Rule was published in the FAR.

No comments from the Joint Administrative Procedures Committee were received for the proposed rule. No comments or requests for hearing were received from the public for the proposed rule and no hearings were held.

Comments on Rule:

None.

Final Text of Rule:

69T-1.001 Organizational Structure.

(1) The following organizational units are established in the Office of Financial Regulation:

(a) through (b) No change.

(c) Division of Financial Institutions, which shall include the following bureaus:

1. Bureau of Bank Regulation ~~District I,~~

~~2. Bureau of Bank Regulation District II,~~

2.3. Bureau of Credit Union Regulation.

(d) through (g) No change.

(2) through (7) No change.

Rulemaking Authority 20.121(3)(b) FS. Law Implemented 20.055(2), 20.121(3)(b) FS. History--New 1-3-07, Amended 5-29-12,

Material Incorporated by Reference:

None.

ATTACHMENT 3



2017

Florida Office of Financial Regulation

FINANCIAL SERVICES COMMISSION REPORT 2016-17 QUARTER 4 (APRIL 1-JUNE 30, 2017)

| OFR Performance Measures | | | | | | |
|--------------------------|---|------------|--|--|-------------|-------------------------|
| Number | Objective | Weight | Range | Q4 (Apr 1 - June 30) FY 2016-17 | Q4 Score | Q4 Weighted Score |
| 1 | Percentage of state financial institutions examined within the last 18 and 36 months, as required by S. 655.045, F.S. | 10% | 5 = 100% 4 = 98-99% 3 = 96-97% 2 = 94-95% 1 = 92-93% | 100% | 5 | 0.50 |
| 2 | Percentage of money services businesses examined within statutory timeframes per S. 560.109, F.S. | 10% | 5 = 100% 4 = 98-99% 3 = 96-97% 2 = 94-95% 1 = 92-93% | 100% | 5 | 0.50 |
| 3 | Percentage of OFR applications processed within 90 days, as required by S. 120.60, F.S. | 15% | 5 = 100% 4 = 98-99% 3 = 96-97% 2 = 94-95% 1 = 92-93% | 100% | 5 | 0.75 |
| 4 | Division of Consumer Finance: Average number of days from receipt of application to approval | 10% | 5 = 1-2 days 4 = 3-4 days 3 = 5-10 days 2 = 11-20 days 1 = 21 days or more | 7 days | 3 | 0.30 |
| 5 | Division of Securities: Average number of days from receipt of application to date of approval | 10% | 5 = 1-2 days 4 = 3-4 days 3 = 5-10 days 2 = 11-20 days 1 = 21 days or more | 5 days | 3 | 0.30 |
| 6 | OFR Employee Engagement Rate (2017 Annual Measure) | 5% | 5 = 90-100% 4 = 80-89% 3 = 70-79% 2 = 60-69% 1 = Less than 60% | 74% | 3 | 0.15 |
| 7 | Percentage of financial institutions rating OFR high-performing (2017 Annual Measure) | 5% | 5 = 95 - 100% 4 = 90 - 94% 3 = 85 - 89% 2 = 80 - 84% 1 = 79% and below | 98% | 5 | 0.25 |
| 8 | Average days to issue deficiency letters to OFR applicants | 10% | 5 = 1-2 days 4 = 3-4 days 3 = 5-10 days 2 = 11-20 days 1 = 21 days or more | 4 | 4 | 0.40 |
| 9 | Percentage of OFR customer calls with a wait time of two minutes or less | 5% | 5 = 99-100% 4 = 97-98% 3 = 94-96% 2 = 91-94% 1 = Less than 90% | 98% | 4 | 0.20 |
| | Total | 80% | | | | 3.35 |

| Weighted Average Scale | |
|------------------------------------|---------------|
| Significantly Exceeds Expectations | 4.6 and above |
| Exceeds Expectations | 3.6 - 4.5 |
| Meets Expectations | 2.6 - 3.5 |
| Does Not Meet Expectations | 1.6 - 2.5 |
| Fails Expectations | 1.5 and below |