

Amendment to SB 86

1 Amend RSA 383-B:10-1004 as inserted by section 10 of the bill by replacing it with the following:

2  
3 383-B:10-1004 Interstate Establishment or Acquisition of Branch Offices by Depository Banks.

4 (a) A depository bank may establish a branch in any state or may acquire one or more  
5 branch offices of a foreign bank in any state under federal law and the laws of the other state. The  
6 depository bank shall ***submit an application to establish or acquire a branch office to the***  
7 ***commissioner under RSA 383-A:6-602. The depository bank may proceed to establish or***  
8 ***acquire the branch office if it is permitted to do so by the commissioner under RSA 383-***  
9 ***A:6-604.*** [~~be required to follow all procedures and to obtain all approvals necessary to establish or~~  
10 ~~acquire a branch office under New Hampshire law. The depository bank shall provide the~~  
11 ~~commissioner with written notice of the proposed establishment or acquisition of a branch as~~  
12 ~~required under RSA 383-A:6-602 and file with the commissioner a copy of each application or notice~~  
13 ~~filed with federal or other state regulatory authorities relating to the transaction at the same time~~  
14 ~~such application or notice is filed with such federal or other state regulatory authorities. A~~  
15 ~~depository bank may proceed to establish or acquire the branch if it is permitted to do so by the~~  
16 ~~commissioner under RSA 383-A:6-604.] The depository bank shall have all the powers under the  
17 laws of the state in which each branch office is located, subject to the duties and restrictions thereof.  
18 In addition to any regulation by regulatory authorities in the state where a branch office is located,  
19 each branch of the depository bank located outside of New Hampshire shall be subject to regulation  
20 by the commissioner as if such branch office were located in New Hampshire and shall comply with  
21 New Hampshire law in the conduct of its banking business in such other state unless otherwise  
22 required or permitted under the laws of such other state.~~

23 (b) A foreign bank may establish one or more new branch offices in New Hampshire or  
24 may acquire one or more branch offices from a depository bank or a national bank or federal savings  
25 bank having its principal place of business in New Hampshire. The foreign bank shall ***submit an***  
26 ***application to establish or acquire the branch office to the commissioner under RSA 383-***  
27 ***A:6-602. The foreign bank may proceed to establish or acquire the branch office if it is***  
28 ***permitted to do so by the commissioner under RSA 383-A:6-604.*** [~~be required to obtain all~~  
29 ~~approvals necessary to establish or acquire a branch office under RSA 383-B:7-702.] No branch  
30 office may be established or acquired if it will result in a violation of the deposit limitation contained  
31 in RSA 383-B:7-702(a). The foreign bank shall [~~provide the commissioner with written notice of the~~  
32 ~~proposed establishment or acquisition of a branch office as required under RSA 383-A:6-602 and]~~~~

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1 file with the commissioner a copy of each application or notice filed with federal or other state  
2 regulatory authorities relating to the establishment or acquisition of a branch office or branch  
3 offices at the same time such application or notice is filed with such federal or other state regulatory  
4 authorities. ~~[A foreign bank may proceed to establish or acquire the branch if it is permitted to do~~  
5 ~~so by the commissioner under RSA 383-A:6-604.]~~ The foreign bank shall have all the powers held  
6 by a depository bank with respect to the operation of the branch office or branch offices located in  
7 New Hampshire under New Hampshire law, subject to the duties and restrictions thereof. Each  
8 branch office located in New Hampshire of a foreign bank, other than a national bank or federal  
9 savings association, shall be regulated by the commissioner as if the branch office were a branch  
10 office of a depository bank. Any foreign bank having a branch office located in New Hampshire  
11 shall comply with New Hampshire law in the conduct of its banking business in New Hampshire.  
12 No branch office of a foreign bank shall be permitted to engage in any activity not permissible for a  
13 depository bank. Notwithstanding the foregoing, if the foreign bank is a national bank or a federal  
14 savings association, it shall comply with New Hampshire law to the maximum extent allowed under  
15 federal law.

16  
17 Amend RSA 383-C:7-702 as inserted by section 11 of the bill by replacing it with the following:

18  
19 383-C:7-702 Opening or Relocation of Trust Office. Before opening or relocating a trust office,  
20 ~~[other than an opening or relocation that is expressly provided in the trust company's business plan~~  
21 ~~approved by the commissioner, a trust company that, under the MOECA components under the~~  
22 ~~Uniform Interagency Trust Rating System, has a composite rating of at least 2 as a result of its~~  
23 ~~most recent examination by the commissioner, shall provide the commissioner with written notice of~~  
24 ~~its proposal to open or relocate a trust office as required under RSA 383-A:6-602. All other trust~~  
25 ~~companies]~~ **a trust company that has been transacting business for more than 3 years** shall  
26 submit ~~[an application]~~ **a notice** to establish a trust office under RSA 383-A:6-602. **During the**  
27 **first 3 years of transacting business, a company shall submit an application to open or**  
28 **relocate a trust office unless the opening or relocation is expressly provided in the trust**  
29 **company's business plan as approved by the commissioner.** A trust company **that submits**  
30 **such an application** may proceed with the opening or relocation of the trust office if permitted by  
31 the commissioner under RSA 383-A:6-604.

32  
33 Amend the bill by replacing all after section 11 with the following:

34  
35 12 Amendment of Bylaws. Amend RSA 383-E:3-311 to read as follows:

36 383-E:3-311 Amendment of Bylaws. The board of directors of a credit union may, by majority  
37 vote, amend the bylaws if the credit union files~~[a notice of]~~ **an application describing** the

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1 proposed amendment under RSA 383-A:6-601 and it is permitted to do so by the commissioner based  
2 on the considerations set forth in RSA 383-E:3-301, as applicable.

3 13 Material Change in Operating Conditions. Amend RSA 383-E:3-312 to read as follows:

4 383-E:3-312 Material Change in Operating Conditions. If a board of directors of a credit union  
5 proposes to make a material change in the strategic plan, funding plan or other factors considered  
6 by the commissioner in granting a charter to the credit union within 5 years of its receipt of a  
7 certificate to engage in business under RSA 383-E:3-310, the board may not make such change  
8 unless it ~~[gives notice thereof]~~ **submits an application seeking approval of the change** to the  
9 commissioner as provided in RSA 383-A:6-602 and it is permitted to do so by the commissioner.

10 14 Transactions Involving Assets and Liabilities. Amend RSA 383-E:4-417 to read as follows:

11 383-E:4-417 Transactions Involving Assets and Liabilities. A credit union may purchase assets  
12 from and assume liabilities of, or sell assets and transfer liabilities to, a bank, state credit union,  
13 federal credit union, or foreign credit union if it files an application with the commissioner under  
14 RSA 383-A:6-602 ~~[and is permitted to do so by the commissioner under RSA 383-A:6-604]~~, subject to  
15 other federal or state regulatory approvals.

16 15 Branching Authority. Amend RSA 383-E:9-901(b) and (c) to read as follows:

17 (b) ~~[A credit union that is well-capitalized under applicable federal law and has a~~  
18 ~~composite CAMELS rating of at least 2 as a result of its most recent examination by its federal~~  
19 ~~regulatory authority or the commissioner, shall provide the commissioner with notice of its proposal~~  
20 ~~to establish or acquire a branch office as required under RSA 383-A:6-602.] All [other] credit unions~~  
21 ~~shall submit an application to establish~~ **or acquire** ~~a branch office~~ **to the commissioner** under  
22 RSA 383-A:6-602. A credit union may proceed to establish or acquire the branch office if it is  
23 permitted to do so by the commissioner **under RSA 383-A:6-604.**

24 (c) A foreign credit union may establish or acquire a branch office in this state if a state  
25 credit union would be permitted to do so in the state in which its principal office is located under  
26 conditions no more restrictive than those imposed by the laws of this state as determined by the  
27 commissioner. The foreign credit union shall submit ~~[a notice or]~~ **an** application to establish or  
28 acquire a branch **office** to the commissioner under RSA 383-A:6-602. ~~[and may proceed to do so if~~  
29 ~~permitted by the commissioner.]~~ **The foreign credit union may proceed to establish or acquire**  
30 **the branch office if it is permitted to do so by the commissioner under RSA 383-A:6-604.**

31 16 Branch Closings and Relocations. Amend RSA 383-E:9-902 to read as follows:

32 383-E:9-902 Branch Closings and Relocations.

33 (a) A credit union may close a branch office upon the affirmative vote of a majority of its  
34 board of directors, but the closing shall not occur until the credit union has filed notice of the  
35 branch office closing with the commissioner under RSA 383-A:6-602 ~~[and it is permitted to do so by~~  
36 ~~the commissioner]~~. The credit union shall be required to comply with federal requirements for  
37 branch closings.

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(b) A credit union may relocate a branch office upon the affirmative vote of a majority of its board of directors, but the relocation shall not occur until the credit union has filed notice of the branch office relocation with the commissioner under RSA 383-A:6-602 ~~[and it is permitted to do so by the commissioner]~~. The credit union shall be required to comply with federal requirements for branch relocations.

17 Regulatory Approval Procedures. Amend RSA 383-A:6-601 through RSA 383-A:6-603 to read as follows:

383-A:6-601 Notices and Applications. This article applies to all persons *who are (i)* seeking to engage in an act or transaction under the Banking Act or Credit Union Act that requires the prior review and approval by the commissioner, *or (ii) required to provide notice to the commissioner under the Banking Acts or the Credit Union Act*. The commissioner shall have the power to adopt rules relating to the forms and procedures related to filings required under this article.

83-A:6-602 Filing Procedure.

(a) A person seeking to engage in any act or transaction under the Banking Acts ~~[and]~~ *or* the Credit Union Act, that requires the prior review of the commissioner shall ~~[make a notice filing or]~~ submit a written application, as appropriate, with the commissioner. ~~[For purposes of this article, "filer" means the person filing the notice or application.]~~

*(b) A person required to provide notice to the commissioner under the Banking Acts or the Credit Union Act shall submit a written notice to the commissioner in such form as the commissioner may prescribe.*

*(c) For purposes of this article, "filer" means the person filing the notice or application.* The filer shall provide such relevant information as the commissioner may require with respect to the act or transaction under law or rules adopted by the commissioner.

~~[(e)]~~ *(d)* The filer shall pay an administrative fee in accordance with RSA 383-A:6-609. No notice or application shall be considered by the commissioner until payment of the enumerated fee has been received.

~~[-(d)]~~ *(e)* The filer shall provide to the commissioner a copy of any application ~~[and]~~ *or* notice filed with any other regulatory authority relating to the act or transaction at the time the application ~~[and]~~ *or* notice is made.

383-A:6-603 Substantial Completeness of Filing.

(a) The commissioner shall examine each ~~[notice or]~~ application filed under RSA 383-A:6-602 to determine whether it complies with applicable filing requirements, including payment of any required fee. No later than 30 days after receipt of the filing by the commissioner, the ~~[notice or]~~ application shall be deemed substantially complete unless the commissioner notifies the filer within the 30-day period that it is not substantially complete or requests the person to submit additional information.

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(b) The filer may re-file the ~~[notice or]~~ application with required modifications or submissions. If the re-filing is made within 90 days after receipt of commissioner's notice, then the initial filing fee shall cover the re-filing, and no additional filing fee shall be required to be paid. If the re-filing is made after the expiration of the 90-day period, then a new fee must be paid. The commissioner shall then determine whether the re-filed ~~[notice or]~~ application is substantially complete within 30 days after receipt of the re-filing and shall so notify the person.

(c) ~~[A notice or]~~ **An** application deemed substantially complete under this section shall be subject to final determination by the commissioner under RSA 383-A:6-604.

18 Regulatory Approval Procedures; Determination. RSA 383-A:6-604 is repealed and reenacted to read as follows:

383-A:6-604 Determination.

(a) Within 10 business days after receipt of a notice, the commissioner shall issue a written acknowledgment of receipt of the notice to the filer.

(b) Within 60 days after the application is deemed substantially complete under RSA 383-A:6-603, the commissioner shall issue:

(1) A decision approving or denying the application, in whole or in part, including any conditions of approval the commissioner deems necessary or advisable; or

(2) A notice that further investigation or examination is required, including the possibility of soliciting public comment by hearing or otherwise.

(c) Upon completion of any further investigation or examination under subsection (b)(2), the commissioner shall issue a decision approving or denying the application, in whole or in part, including any conditions of approval the commissioner deems necessary or advisable.

19 Dissolution. Amend RSA 383-C:10-1004 through RSA 383-C:10-1006 to read as follows:

383-C:10-1004 **Application for** Dissolution ~~[Notice]~~.

**(a)** ~~[A] Before a~~ trust company~~[-seeking to]~~ **may** dissolve its charter **under RSA 383-A:10-1002 or RSA 383-A:10-1003, the trust company** shall file ~~[a]~~ **with the commissioner an application for** dissolution ~~[notice with the commissioner under RSA 383-A:6-602 and this section]~~.

**(b)** The ~~[dissolution notice]~~ **application** shall include a comprehensive plan of dissolution setting forth the proposed disposition of all assets and liabilities in reasonable detail to effect the liquidation or reorganization. ~~[Among other things, the]~~

**(c)** ~~The~~ plan of dissolution shall ~~[provide for the]~~ **include arrangements for:**

**(1)** ~~The~~ discharge or assumption of all of the trust company's known or unknown claims and liabilities; ~~[and the transfer of all of its responsibilities as a trustee or other fiduciary to a successor trustee or trustees or other fiduciaries. Additionally, the dissolving]~~

**(2)** ~~With respect to each trust of which it serves as a trustee, trust advisor, or trust protector, the appointment of a successor trustee, trust advisor, or trust protector;~~

1 *and*

2 (3) *With respect to each other account or arrangement of which it serves as*  
3 *a fiduciary, the appointment of a successor fiduciary.*

4 (d) *In connection with any further investigation or examination that the*  
5 *commissioner conducts in accordance with RSA 383-A:6-604, the* trust company shall provide  
6 to the commissioner ~~[such other]~~ *any* certifications, affidavits, documents,~~[or]~~ *and* information  
7 with respect to the dissolution as the commissioner may ~~[require to understand how]~~ *request*  
8 *concerning:*

9 (1) *How* assets and liabilities will be disposed of; ~~[the]~~

10 (2) *The* timetable for effecting disposition of trust company assets and liabilities~~;~~;

11 *and*

12 (3) ~~[the]~~ *The* dissolving trust company's proposal for dealing with any claims that  
13 are asserted after the dissolution has been completed.

14 383-C:10-1005 Commissioner Determination. After receipt of ~~[a notice of trust company]~~ *an*  
15 *application for* dissolution under RSA 383-C:10-1004, the commissioner shall make a  
16 determination under RSA 383-A:6-604.

17 383-C:10-1006 Completion of Plan of Dissolution.

18 (a) Upon issuance ~~[by the commissioner of a no objection letter or a determination]~~ of  
19 *the commissioner's decision approving* ~~[approval in response to]~~ a *trust company's*  
20 *application for* dissolution ~~[notice under RSA 383-C:10-1004]~~, the trust company may dissolve in  
21 accordance with the terms of its *application for* dissolution ~~[notice]~~ and plan for dissolution.

22 (b) Upon completion of all actions required under the plan for dissolution and  
23 *compliance with* any conditions prescribed by the commissioner, the ~~[dissolving]~~ trust company  
24 shall submit a report of its actions to the commissioner. ~~[and the dissolving]~~

25 (c) *The* trust company's board of directors shall certify, under oath, that ~~[it]~~ *the report*  
26 *is true and correct.*

27 (d) Following receipt of the report, the commissioner may examine the trust company  
28 to determine whether: ~~[the commissioner is satisfied that all]~~

29 (1) *All* required actions have been taken to liquidate or reorganize the trust  
30 company in accordance with the plan for dissolution; and

31 (2) *The trust company complied with* any conditions prescribed *by the*  
32 *commissioner.* ~~[Following receipt of the dissolving]~~

33 (e) *After receiving the* trust company's report, ~~[and after]~~ determining that the  
34 *required actions under the* plan for dissolution *have been completed,* and *determining that*  
35 *the trust company complied with* any conditions prescribed *by the commissioner* ~~[have been~~  
36 ~~satisfied]~~, the commissioner shall notify the ~~[dissolving]~~ trust *company* that the dissolution has  
37 been completed and is final~~;~~.

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1           (1) *The* ~~[which]~~ notice shall supplement the ~~[prior no-objection or]~~ approval of *the*  
2 *application for* dissolution issued by the commissioner under RSA 383-A:6-604. ~~[Thereupon, the~~  
3 ~~dissolving]~~

4           (2) *After receiving the notice, the* trust company shall surrender its charter to  
5 the commissioner, and the commissioner shall issue a certificate of dissolution, ~~[to be filed]~~ *which*  
6 *the trust company shall file* with the secretary of state *in accordance with RSA 383-C:10-*  
7 *1007.*

8           (f) If the commissioner is not satisfied that all required actions have been taken *or the*  
9 *trust company has not complied with all of the conditions prescribed by the commissioner,*  
10 then the commissioner shall notify the dissolving trust company what additional actions shall be  
11 taken to be eligible for a certificate of dissolution~~[, which]~~.

12           (1) *The* notice shall supplement the ~~[prior no-objection or]~~ approval of *the*  
13 *application for* dissolution issued by the commissioner under RSA 383-A:6-604.

14           (2) In the notice, the commissioner may establish a deadline for the submission of  
15 evidence that the additional actions have been taken.

16           (3) The commissioner may extend the deadline for good cause shown.

17           (4) If, *before the deadline,* the ~~[applicant]~~ *trust company* fails to ~~[file a~~  
18 ~~supplemental report showing]~~ *submit evidence* that the additional actions have been taken ~~[before~~  
19 ~~the deadline, or submits a report that is found not to be satisfactory by]~~ *or* the commissioner  
20 *determines that the submitted evidence is inadequate or otherwise unsatisfactory,* then the  
21 commissioner may ~~[issue an order under RSA 383-A:6-604 denying the dissolution and reversing~~  
22 ~~any prior approval or no-objection]~~ *revoke its approval of the application for dissolution.*

23           20 Repeal. RSA 383-A:6-605, relative to further investigation or examination, is repealed.

24           21 Effective Date. This act shall take effect 60 days after its passage.