

# **WEST VIRGINIA LEGISLATURE**

**2025 REGULAR SESSION**

**Enrolled**

**Committee Substitute**

**for**

**Senate Bill 800**

BY SENATORS AZINGER AND OLIVERIO

[Passed April 11, 2025; to take effect January 1,

2026]



1 AN ACT to amend and reenact §33-27-2, §33-27-4, §33-27-5, §33-27-6a, §33-27-7, and §33-27-  
2 8 of the Code of West Virginia, 1931, as amended, relating to insurance holding company  
3 systems; defining terms; requiring an insurance company that is a member of an insurance  
4 holding company system to annually file a group capital calculation and providing  
5 exemptions thereto; requiring the filing of results from a liquidity stress test by an insurance  
6 company that is a member of an insurance holding company system and is scoped into  
7 the National Association of Insurance Commissioners' liquidity stress test framework;  
8 requiring that a liquidity stress test comply with the National Association of Insurance  
9 Commissioners' liquidity stress test framework's instructions and reporting templates;  
10 permitting the Insurance Commissioner to require an insurance company that is in a  
11 hazardous financial condition or a condition that would be grounds for supervision,  
12 conservation, or a delinquency proceeding to secure and maintain either a deposit to be  
13 held by the commissioner or a bond at the insurer's discretion for the protection of the  
14 insurer while in an insurance holding company system; requiring all records and data of  
15 an insurance company being held by an affiliate of the insurer to remain the property of  
16 the insurer and subject to the insurer's control; providing that an affiliate of a domestic  
17 insurance company is subject to the Insurance Commissioner's jurisdiction and authority  
18 with respect to any supervision, seizure, conservatorship, or receivership proceedings of  
19 the insurer; making an insurance company that is a member of an insurance holding  
20 company system liable to the Insurance Commissioner for the reasonable expenses  
21 incurred by the commissioner for his or her participation in a supervisory college; requiring  
22 the Insurance Commissioner to keep information related to a group capital calculation and  
23 liquidity stress test confidential; and prohibiting the storing of certain insurance holding  
24 company system information shared by the Insurance Commissioner with the National  
25 Association of Insurance Commissioners.

*Be it enacted by the Legislature of West Virginia:*

**ARTICLE 27. INSURANCE HOLDING COMPANY SYSTEMS.**

**§33-27-2. Definitions.**

1           As used in this article:

2           (1) An "affiliate" of, or person "affiliated" with, a specific person means a person that,  
3 directly or indirectly through one or more intermediaries, controls or is controlled by, or is under  
4 common control with, the person specified.

5           (2) "Commissioner" means the West Virginia Insurance Commissioner, his or her  
6 deputies, or the West Virginia offices of the Insurance Commissioner, as appropriate.

7           (3) "Control" (including the terms "controlling", "controlled by", and "under common control  
8 with") means the possession, direct or indirect, of the power to direct or cause the direction of the  
9 management and policies of a person, whether through the ownership of voting securities, by  
10 contract other than a commercial contract for goods or nonmanagement services, or otherwise,  
11 unless the power is the result of an official position with or corporate office held by the person.  
12 Control shall be presumed to exist if any person, directly or indirectly, owns, controls, holds with  
13 the power to vote, or holds proxies representing 10 percent or more of the voting securities of any  
14 other person. This presumption may be rebutted by a showing made in the manner provided by  
15 §33-27-4(k) of this code that control does not exist in fact. The commissioner may determine after  
16 furnishing all persons in interest notice and opportunity to be heard and making specific findings  
17 of fact to support the determination that control exists in fact, notwithstanding the absence of a  
18 presumption to that effect.

19           (4) "Enterprise risk" means any activity, circumstance, event, or series of events involving  
20 one or more affiliates of an insurer that, if not remedied promptly, is likely to have a material  
21 adverse effect upon the financial condition or liquidity of the insurer or its insurance holding  
22 company system as a whole, including, but not limited to, anything that would cause the insurer's  
23 risk-based capital to fall into company action level, as set forth in §33-40-1 *et seq.* of this code, or  
24 would cause the insurer to be in hazardous financial condition, as set forth in §33-34-1 *et seq.* of  
25 this code.

26 (5) "Group capital calculation instructions" means the group capital calculation instructions  
27 as adopted by the NAIC and as amended by the NAIC, from time to time, in accordance with the  
28 procedures adopted by the NAIC.

29 (6) "Group-wide supervisor" means the regulatory official authorized to engage in  
30 conducting and coordinating group-wide supervision activities who is determined or  
31 acknowledged by the commissioner under §33-27-6b of this code to have sufficient significant  
32 contacts with the internationally active insurance group.

33 (7) "Insurance holding company system" means a system that consists of two or more  
34 affiliated persons, one or more of which is an insurer.

35 (8) "Insurer" means any person, persons, corporation, partnership, or company authorized  
36 by the laws of this state to transact the business of insurance in this state, except that it shall not  
37 include agencies, authorities or instrumentalities of the United States, its possessions and  
38 territories, the commonwealth of Puerto Rico, the District of Columbia, or a state or political  
39 subdivision of a state.

40 (9) "Internationally active insurance group" means an insurance holding company system  
41 that includes an insurer registered under §33-27-4 of this code and meets the following criteria:

42 (A) Premiums written in at least three countries;

43 (B) The percentage of gross premiums written outside the United States is at least 10  
44 percent of the insurance holding company system's total gross written premiums; and

45 (C) Based on a three-year rolling average, the total assets of the insurance holding  
46 company system are at least \$50 billion or the total gross written premiums of the insurance  
47 holding company system are at least \$10 billion.

48 (10) "NAIC" means the National Association of Insurance Commissioners.

49 (11) "NAIC liquidity stress test framework" means a NAIC publication that includes a  
50 history of the NAIC's development of regulatory liquidity stress testing, the scope criteria  
51 applicable for a specific data year, and the liquidity stress test instructions and reporting templates  
52 for a specific data year, such scope criteria, instructions, and reporting template being as adopted

53 by the NAIC and as amended by the NAIC, from time to time, in accordance with the procedures  
54 adopted by the NAIC.

55 (12) "Person" means an individual, a corporation, a limited liability company, a partnership,  
56 an association, a joint-stock company, a trust, an unincorporated organization, any similar entity,  
57 or any combination of the foregoing acting in concert, but does not include any joint venture  
58 partnership exclusively engaged in owning, managing, leasing, or developing real or tangible  
59 personal property.

60 (13) "Scope criteria," as detailed in the NAIC liquidity stress test framework, means the  
61 designated exposure bases along with minimum magnitudes thereof for the specified data year,  
62 used to establish a preliminary list of insurers considered scoped into the NAIC liquidity stress  
63 test framework for that data year.

64 (14) A "security holder" of a specified person means one who owns any security of such  
65 person, including common stock, preferred stock, debt obligations, and any other security  
66 convertible into or evidencing the right to acquire any of the foregoing.

67 (15) A "subsidiary" of a specified person means an affiliate controlled by such person  
68 directly or indirectly through one or more intermediaries.

69 (16) "Voting security" includes any security convertible into or evidencing a right to acquire  
70 a voting security.

**§33-27-4. Registration of insurers; information and form required; summary of changes to  
registration statement; materiality; reporting of dividends to shareholders;  
information to insurers; termination of registration; consolidated filing; alternative  
registration; exemptions; disclaimer; enterprise risk filing; group capital calculation  
filing; liquidity stress test filing; violations.**

1 (a) *Registration.* — (1) Every insurer which is authorized to do business in this state and  
2 which is a member of an insurance holding company system shall register with the commissioner,  
3 except a foreign insurer subject to disclosure requirements and standards adopted by statute or  
4 regulation in the jurisdiction of its domicile which are substantially similar to those contained in:

5 (A) This section;

6 (B) §33-27-5(a), §33-27-5(b), and §33-27-5(c) of this code; and

7 (C) Either §33-27-5(d) of this code or a provision such as the following: "Each registered  
8 insurer shall keep current the information required to be disclosed in its registration statement by  
9 reporting all material changes or additions within 15 days after the end of the month in which it  
10 learns of each change or addition".

11 (2) Any insurer which is subject to registration under this section shall register within 15  
12 days after it becomes subject to registration and annually thereafter by June 1 of each year for  
13 the previous calendar year, unless the commissioner for good cause shown extends the time for  
14 registration. The commissioner may require any authorized insurer which is a member of an  
15 insurance holding company system which is not subject to registration under this section to furnish  
16 a copy of the registration statement, the summary described in subsection (c) of this section, or  
17 other information filed by such insurance company with the insurance regulatory authority of  
18 domiciliary jurisdiction.

19 (b) *Information and form required.* — Every insurer subject to registration shall file a  
20 registration statement with the commissioner on a form and in a format prescribed by the National  
21 Association of Insurance Commissioners (NAIC), which shall contain the following current  
22 information:

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

25 (2) The identity and relationship of every member of the insurance holding company  
26 system;

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

29 (A) Loans, other investments, or purchases, sales, or exchanges of securities of the  
30 affiliates by the insurer or of the insurer by its affiliates;

- 31 (B) Purchases, sales, or exchanges of assets;
- 32 (C) Transactions not in the ordinary course of business;
- 33 (D) Guarantees or undertakings for the benefit of an affiliate which result in an actual  
34 contingent exposure of the insurer's assets to liability, other than insurance contracts entered into  
35 in the ordinary course of the insurer's business;
- 36 (E) All management agreements, service contracts, and all cost-sharing arrangements;
- 37 (F) All reinsurance agreements;
- 38 (G) Dividends and other distributions to shareholders; and
- 39 (H) Consolidated tax allocation statements;
- 40 (4) Any pledge of the insurer's stock, including stock of any subsidiary or controlling  
41 affiliate, for a loan made to any member of the insurance holding company system;
- 42 (5) If requested by the commissioner, the insurer shall include financial statements of or  
43 within an insurance holding company system, including all affiliates. Financial statements may  
44 include, but are not limited to, annual audited financial statements filed with the U.S. Securities  
45 and Exchange Commission (SEC) pursuant to the Securities Act of 1933, as amended, or the  
46 Securities Exchange Act of 1934, as amended. An insurer required to file financial statements  
47 pursuant to this subdivision may satisfy the request by providing the commissioner with the most  
48 recently filed parent corporation financial statements that have been filed with the SEC;
- 49 (6) Other matters concerning transactions between registered insurers and any affiliates  
50 as may be included, from time to time, in any registration forms adopted or approved by the  
51 commissioner;
- 52 (7) Statements that the insurer's board of directors oversees corporate governance and  
53 internal controls and that the insurer's officers or senior management have approved,  
54 implemented, and continue to maintain and monitor corporate governance and internal control  
55 procedures; and
- 56 (8) Any other information required by the commissioner by rule.

57           (c) *Summary of changes to registration statement.* — All registration statements shall  
58 contain a summary outlining all items in the current registration statement representing changes  
59 from the prior registration statement.

60           (d) *Materiality.* — Information need not be disclosed on the registration statement filed  
61 pursuant to subsection (b) of this section if such information is not material for the purpose of this  
62 section. Unless the commissioner by rule or order provides otherwise, sales, purchases,  
63 exchanges, loans or extensions of credit, investments, or guarantees involving one half of one  
64 percent or less of an insurer's admitted assets as of December 31 next preceding shall not be  
65 deemed material for purposes of this section. The definition of materiality provided in this  
66 subsection shall not apply for the purposes of the group capital calculation or the liquidity stress  
67 test framework.

68           (e) *Reporting of dividends to shareholders.* — Subject to §33-27-5(c) of this code, each  
69 registered insurer shall report to the commissioner all dividends and other distributions to  
70 shareholders within 15 business days following the declaration thereof.

71           (f) *Information to insurers.* — Any person within an insurance holding company system  
72 subject to registration shall be required to provide complete and accurate information to an  
73 insurer, when such information is reasonably necessary to enable the insurer to comply with the  
74 provisions of this article.

75           (g) *Termination of registration.* — The commissioner shall terminate the registration of any  
76 insurer which demonstrates that it no longer is a member of an insurance holding company  
77 system.

78           (h) *Consolidated filing.* — The commissioner may require or allow two or more affiliated  
79 insurers subject to registration hereunder to file a consolidated registration statement or  
80 consolidated reports amending their consolidated registration statement or their individual  
81 registration statements.

82           (i) *Alternative registration.* — The commissioner may allow an insurer which is authorized  
83 to do business in this state and which is a part of an insurance holding company system to register  
84 on behalf of any affiliated insurer which is required to register under §33-27-4(a) of this code and  
85 to file all information and material required to be filed under this section.

86           (j) *Exemptions.* — The provisions of this section shall not apply to any insurer, information,  
87 or transaction if and to the extent that the commissioner by rule or order shall exempt the same  
88 from the provisions of this section.

89           (k) *Disclaimer.* — Any person may file with the commissioner a disclaimer of affiliation with  
90 any authorized insurer or a disclaimer may be filed by the insurer or any member of an insurance  
91 holding company system. The disclaimer shall fully disclose all material relationships and bases  
92 for affiliation between the person and the insurer as well as the basis for disclaiming such  
93 affiliation. A disclaimer of affiliation shall be deemed to have been granted unless the  
94 commissioner, within 30 days following receipt of a complete disclaimer, notifies the filing party  
95 the disclaimer is disallowed. In the event of disallowance, the disclaiming party may request an  
96 administrative hearing, which shall be granted, and the commissioner shall disallow such a  
97 disclaimer only after furnishing all parties in interest with notice and opportunity to be heard and  
98 after making specific findings of fact to support such disallowance. The disclaiming party shall be  
99 relieved of its duty to register under this section if approval of the disclaimer has been granted by  
100 the commissioner, or if the disclaimer is deemed to have been approved.

101           (l) *Enterprise Risk Filings.* —

102           (1) The ultimate controlling person of every insurer subject to registration shall also file an  
103 annual enterprise risk report. The report shall, to the best of the ultimate controlling person's  
104 knowledge and belief, identify the material risks within the insurance holding company system  
105 that could pose enterprise risk to the insurer. The report shall be filed with the lead state  
106 commissioner of the insurance holding company system as determined by the procedures within  
107 the Financial Analysis Handbook adopted by the NAIC.

108           (2) *Group capital calculation.* —

109           (A) Except as provided below, the ultimate controlling person of every insurer subject to  
110 registration shall concurrently file with the registration an annual group capital calculation as  
111 directed by the lead state commissioner. The report shall be completed in accordance with the  
112 NAIC group capital calculation instructions, which may permit the lead state commissioner to  
113 allow a controlling person that is not the ultimate controlling person to file the group capital  
114 calculation. The report shall be filed with the lead state commissioner of the insurance holding  
115 company system as determined by the commissioner in accordance with the procedures within  
116 the Financial Analysis Handbook adopted by the NAIC. The following insurance holding company  
117 systems are exempt from filing the group capital calculation:

118           (i) An insurance holding company system that has only one insurer within its holding  
119 company structure, that only writes business, and is only licensed in its domestic state, and  
120 assumes no business from any other insurer;

121           (ii) An insurance holding company system that is required to perform a group capital  
122 calculation specified by the United States Federal Reserve Board. The lead state commissioner  
123 shall request the calculation from the Federal Reserve Board under the terms of information  
124 sharing agreements in effect. If the Federal Reserve Board cannot share the calculation with the  
125 lead state commissioner, the insurance holding company system is not exempt from the group  
126 capital calculation filing;

127           (iii) An insurance holding company system whose non-United States group-wide  
128 supervisor is located within a reciprocal jurisdiction as described in §33-4-15a(b)(2)(F) of this code  
129 that recognizes the United States state regulatory approach to group supervision and group  
130 capital; and

131           (iv) An insurance holding company system:

132           (I) That provides information to the lead state that meets the requirements for accreditation  
133 under the NAIC financial standards and accreditation program, either directly or indirectly through

134 the group-wide supervisor, who has determined such information is satisfactory to allow the lead  
135 state to comply with the NAIC group supervision approach, as detailed in the Financial Analysis  
136 Handbook adopted by the NAIC; and

137 (II) Whose non-United States group-wide supervisor that is not in a reciprocal jurisdiction  
138 recognizes and accepts, as specified by the commissioner in rule, the group capital calculation  
139 as the world-wide group capital assessment for United States insurance groups who operate in  
140 that jurisdiction.

141 (B) Notwithstanding the provisions of §33-27-4(l)(2)(A)(iii) and §33-27-4(l)(2)(A)(iv) of this  
142 code, a lead state commissioner shall require the group capital calculation for United States  
143 operations of any non-United States based insurance holding company system where, after any  
144 necessary consultation with other supervisors or officials, it is deemed appropriate by the lead  
145 state commissioner for prudential oversight and solvency monitoring purposes or for ensuring the  
146 competitiveness of the insurance marketplace.

147 (C) Notwithstanding the exemptions from filing the group capital calculation stated in §33-  
148 27-4(l)(2)(A) of this code, the lead state commissioner has the discretion to exempt the ultimate  
149 controlling person from filing the annual group capital calculation or to accept a limited group  
150 capital filing or report in accordance with criteria as specified by the commissioner in rule or  
151 regulation.

152 (D) If the lead state commissioner determines that an insurance holding company system  
153 no longer meets one or more of the requirements for an exemption from filing the group capital  
154 calculation under this section, the insurance holding company system shall file the group capital  
155 calculation at the next annual filing date unless given an extension by the lead state commissioner  
156 based on reasonable grounds shown.

157 (3) *Liquidity stress test.* —

158 (A) The ultimate controlling person of every insurer subject to registration and also scoped  
159 into the NAIC liquidity stress test framework shall file the results of a specific year's liquidity stress

160 test. The filing shall be made to the lead state insurance commissioner of the insurance holding  
161 company system as determined by the procedures within the Financial Analysis Handbook  
162 adopted by the NAIC.

163 (i) The NAIC liquidity stress test framework includes scope criteria applicable to a specific  
164 data year. These scope criteria are reviewed at least annually by the NAIC Financial Stability  
165 Task Force or its successor. Any change to the NAIC liquidity stress test framework or to the data  
166 year for which the scope criteria are to be measured shall be effective on January 1 of the year  
167 following the calendar year when such changes are adopted. Insurers meeting at least one  
168 threshold of the scope criteria are considered scoped into the NAIC liquidity stress test framework  
169 for the specified data year unless the lead state insurance commissioner, in consultation with the  
170 NAIC Financial Stability Task Force or its successor, determines the insurer should not be scoped  
171 into the framework for that data year. Similarly, insurers that do not trigger at least one threshold  
172 of the scope criteria are considered scoped out of the NAIC liquidity stress test framework for the  
173 specified data year, unless the lead state insurance commissioner, in consultation with the NAIC  
174 Financial Stability Task Force or its successor, determines the insurer should be scoped into the  
175 framework for that data year.

176 (l) Regulators wish to avoid having insurers scoped in and out of the NAIC liquidity stress  
177 test framework on a frequent basis. The lead state insurance commissioner, in consultation with  
178 the NAIC Financial Stability Task Force or its successor, will assess this concern as part of the  
179 determination for an insurer.

180 (ii) The performance of, and filing of the results from, a specific year's liquidity stress test  
181 shall comply with the NAIC liquidity stress test framework's instructions and reporting templates  
182 for that year and any lead state insurance commissioner determinations, in consultation with the  
183 NAIC Financial Stability Task Force or its successor, provided within the framework.

184 (m) *Violations.* — The failure to file a registration statement, or any summary of the  
185 registration statement, or enterprise risk filing required by this section within the time specified for  
186 such filing shall be a violation of this section.

**§33-27-5. Standards; adequacy of surplus; dividends and other distributions; notice of amendments or modifications; management of domestic insurers subject to registration.**

1 (a) Transactions within an insurance holding company system to which an insurer subject  
2 to registration is a party shall be subject to the following standards:

3 (1) The terms shall be fair and reasonable;

4 (2) Agreements for cost-sharing services and management shall include such provisions  
5 as required by rule;

6 (3) Charges or fees for services performed shall be reasonable;

7 (4) Expenses incurred and payment received shall be allocated to the insurer in conformity  
8 with customary insurance accounting practices consistently applied;

9 (5) The books, accounts and records of each party to all such transactions shall be so  
10 maintained as to clearly and accurately disclose the nature and details of the transactions,  
11 including such accounting information as is necessary to support the reasonableness of the  
12 charges or fees to the respective parties;

13 (6) The insurer's surplus as regards policyholders following any dividends or distributions  
14 to shareholder affiliates shall be reasonable in relation to the insurer's outstanding liabilities and  
15 adequate to its financial needs;

16 (7) If an insurer subject to this article is deemed by the commissioner to be in a hazardous  
17 financial condition as defined by §33-34-3a of this code or a condition that would be grounds for  
18 supervision, conservation, or a delinquency proceeding, then the commissioner may require the  
19 insurer to secure and maintain either a deposit, held by the commissioner, or a bond, as  
20 determined by the insurer at the insurer's discretion, for the protection of the insurer for the  
21 duration of the contract(s) or agreement(s), or the existence of the condition for which the  
22 commissioner required the deposit or the bond.

23           In determining whether a deposit or a bond is required, the commissioner should consider  
24 whether concerns exist with respect to the affiliated person's ability to fulfill the contract(s) or  
25 agreement(s) if the insurer were to be put into liquidation. Once the insurer is deemed to be in a  
26 hazardous financial condition or a condition that would be grounds for supervision, conservation,  
27 or a delinquency proceeding, and a deposit or bond is necessary, the commissioner has discretion  
28 to determine the amount of the deposit or bond, not to exceed the value of the contract(s) or  
29 agreement(s) in any one year, and whether such deposit or bond should be required for a single  
30 contract, multiple contracts, or a contract only with a specific person(s);

31           (8) All records and data of the insurer held by an affiliate are and remain the property of  
32 the insurer, are subject to control of the insurer, are identifiable, and are segregated or readily  
33 capable of segregation, at no additional cost to the insurer, from all other persons' records and  
34 data. This includes all records and data that are otherwise the property of the insurer, in whatever  
35 form maintained, including, but not limited to, claims and claim files, policyholder lists, application  
36 files, litigation files, premium records, rate books, underwriting manuals, personnel records,  
37 financial records, or similar records within the possession, custody, or control of the affiliate. At  
38 the request of the insurer, the affiliate shall provide that the receiver can obtain a complete set of  
39 all records of any type that pertain to the insurer's business; obtain access to the operating  
40 systems on which the data is maintained; obtain the software that runs those systems either  
41 through assumption of licensing agreements or otherwise; and restrict the use of the data by the  
42 affiliate if it is not operating the insurer's business. The affiliate shall provide a waiver of any  
43 landlord lien or other encumbrance to give the insurer access to all records and data in the event  
44 of the affiliate's default under a lease or other agreement; and

45           (9) Premiums or other funds belonging to the insurer that are collected by or held by an  
46 affiliate are the exclusive property of the insurer and are subject to the control of the insurer. Any  
47 right of offset in the event an insurer is placed into receivership shall be subject to §33-10-1 *et*  
48 *seq.* of this code.

49           (b) *Adequacy of surplus.* — For purposes of this article, in determining whether an  
50 insurer’s surplus as regards policyholders is reasonable in relation to the insurer’s outstanding  
51 liabilities and adequate to meet its financial needs, the following factors, among others, shall be  
52 considered:

53           (1) The size of the insurer as measured by its assets, capital and surplus, reserves,  
54 premium writings, insurance in force, and other appropriate criteria;

55           (2) The extent to which the insurer’s business is diversified among the several lines of  
56 insurance;

57           (3) The number and size of risks insured in each line of business;

58           (4) The extent of the geographical dispersion of the insurer’s insured risks;

59           (5) The nature and extent of the insurer’s reinsurance program;

60           (6) The quality, diversification, and liquidity of the insurer’s investment portfolio;

61           (7) The recent past and projected future trend in the size of the insurer’s investment  
62 portfolio;

63           (8) The surplus as regards policyholders maintained by other comparable insurers;

64           (9) The adequacy of the insurer’s reserves; and

65           (10) The quality and liquidity of investments in affiliates. The commissioner may treat any  
66 such investment as a disallowed asset for purposes of determining the adequacy of surplus as  
67 regards policyholders whenever in his or her judgment such investment so warrants.

68           (c) *Dividends and other distributions.* — (1) No domestic insurer may pay any  
69 extraordinary dividend or make any other extraordinary distribution to its shareholders until:

70           (A) Thirty days after the commissioner has received notice of the declaration thereof and  
71 has not within that period disapproved such payment; or

72           (B) The commissioner has approved that payment within the 30-day period.

73           (2) For purposes of this section, an extraordinary dividend or distribution includes any  
74 dividend or distribution of cash or other property, whose fair market value together with that of  
75 other dividends or distributions made within the preceding 12 months exceeds the lesser of:

76           (A) Ten percent of such insurer's surplus as regards policyholders as of December 31,  
77 next preceding; or

78           (B) The net gain from operations of such insurer, if such insurer is a life insurer, or the net  
79 income, if the insurer is not a life insurer, not including realized capital gains, for the 12-month  
80 period ending December 31, next preceding, but shall not include pro rata distributions of any  
81 class of the insurer's own securities.

82           (3) In determining whether a dividend or distribution is extraordinary for purposes of this  
83 subsection, an insurer other than a life insurer may carry forward net income from the previous  
84 two calendar years that has not already been paid out as dividends. This carry-forward shall be  
85 computed by taking the net income from the second and third preceding calendar years, not  
86 including realized capital gains, less dividends paid in the second and immediate preceding  
87 calendar years.

88           (4) Notwithstanding any other provision of law, an insurer may declare an extraordinary  
89 dividend or distribution which is conditional upon the commissioner's approval, and the  
90 declaration shall confer no rights upon shareholders until:

91           (A) The commissioner has approved the payment of such dividend or distribution; or

92           (B) The commissioner has not disapproved such payment within the 30-day period  
93 referred to above.

94           (d) The following transactions involving a domestic insurer and any person in its insurance  
95 holding company system, including amendments or modifications of affiliate agreements  
96 previously filed pursuant to this section, that are subject to any materiality standards contained in  
97 subdivisions (1) through (7) of this subsection, may not be entered into unless the insurer has  
98 notified the commissioner in writing of its intention to enter into the transaction at least 30 days

99 prior thereto, or such shorter period as the commissioner may permit, and the commissioner has  
100 not disapproved it within that period: *Provided*, That nothing contained in this subsection shall be  
101 deemed to authorize or permit any transactions which, in the case of an insurer not a member of  
102 the same holding company system, would be otherwise contrary to law. The notice for  
103 amendments or modifications shall include the reasons for the change and the financial impact  
104 on the domestic insurer. Informal notice shall be reported, within 30 days after a termination of a  
105 previously filed agreement, to the commissioner for determination of the type of filing required, if  
106 any.

107 (1) Sales, purchases, exchanges, loans, extensions of credit, or investments, provided  
108 such transactions are equal to or exceed:

109 (A) With respect to nonlife insurers, the lesser of three percent of the insurer's admitted  
110 assets or 25 percent of surplus as regards policyholders as of December 31, next preceding;

111 (B) With respect to life insurers, three percent of the insurer's admitted assets as of  
112 December 31, next preceding;

113 (2) Loans or extensions of credit to any person who is not an affiliate, where the insurer  
114 makes the loans or extensions of credit with the agreement or understanding that the proceeds  
115 of such transactions, in whole or in substantial part, are to be used to make loans or extensions  
116 of credit to, purchase assets of, or to make investments in, any affiliate of the insurer making such  
117 loans or extensions of credit provided the transactions are equal to or exceed:

118 (A) With respect to nonlife insurers, the lesser of three percent of the insurer's admitted  
119 assets or 25 percent of surplus as regards policyholders as of December 31, next preceding;

120 (B) With respect to life insurers, three percent of the insurer's admitted assets as of  
121 December 31, next preceding;

122 (3) Reinsurance agreements or modifications thereto, including:

123 (A) All reinsurance pooling agreements; and

124 (B) Agreements in which the reinsurance premium or a change in the insurer's liabilities,  
125 or the projected reinsurance premium or a change in the insurer's liabilities in any of the next  
126 three years, equals or exceeds five percent of the insurer's surplus as regards policyholders, as  
127 of December 31, next preceding, including those agreements which may require as consideration  
128 the transfer of assets from an insurer to a nonaffiliate, if an agreement or understanding exists  
129 between the insurer and nonaffiliate that any portion of the assets will be transferred to one or  
130 more affiliates of the insurer;

131 (4) All management agreements, service contracts, tax allocation agreements,  
132 guarantees, and all cost-sharing arrangements;

133 (5) Guarantees when made by a domestic insurer: *Provided*, That a guarantee that is  
134 quantifiable as to amount is not subject to the notice requirements of this subsection unless it  
135 exceeds the lesser of one half of one percent of the insurer's admitted assets or 10 percent of  
136 surplus as regards policyholders as of December 31, next preceding: *Provided, however*, That all  
137 guarantees that are not quantifiable as to amount are subject to the notice requirements of this  
138 subsection;

139 (6) Direct or indirect acquisitions or investments in a person that controls the insurer or in  
140 an affiliate of the insurer in an amount which, together with its present holdings in such  
141 investments, exceeds two and one-half percent of the insurer's surplus to policyholders. Direct or  
142 indirect acquisitions or investments in subsidiaries acquired pursuant to §33-27-2a of this code or  
143 authorized under any other section of this chapter, or in non-subsubsidiary insurance affiliates that  
144 are subject to the provisions of this article, are exempt from this requirement; and

145 (7) Any material transactions, specified by rule, which the commissioner determines may  
146 adversely affect the interests of the insurer's policyholders.

147 (e) A domestic insurer may not enter into transactions which are part of a plan or series of  
148 like transactions with persons within the insurance holding company system if the purpose of  
149 those separate transactions is to avoid the statutory threshold amount and thus avoid the review

150 that would occur otherwise. If the commissioner determines that separate transactions were  
151 entered into over any 12-month period for that purpose, he or she may exercise his or her authority  
152 under §33-27-9 of this code.

153 (f) The commissioner, in reviewing transactions pursuant to subsection (d) of this section,  
154 shall consider whether the transactions comply with the standards set forth in subsection (a) of  
155 this section and whether they may adversely affect the interests of policyholders.

156 (g) The commissioner shall be notified within 30 days of any investment of the domestic  
157 insurer in any one corporation if the total investment in that corporation by the insurance holding  
158 company system exceeds 10 percent of such corporation's voting securities.

159 (h) *Management of domestic insurers subject to registration.* — (1) Notwithstanding the  
160 control of a domestic insurer by any person, the officers and directors of the insurer shall not  
161 thereby be relieved of any obligation or liability to which they would otherwise be subject by law,  
162 and the insurer shall be managed so as to assure its separate operating identity consistent with  
163 the provisions of this article.

164 (2) Nothing in this section precludes a domestic insurer from having or sharing a common  
165 management or cooperatively, or jointly using personnel, property, or services with one or more  
166 other persons under arrangements meeting the standards of subsection (a) of this section.

167 (3) Not less than one third of the directors of a domestic insurer, and not less than one  
168 third of the members of each committee of the board of directors of any domestic insurer, shall  
169 be persons who are not officers or employees of the insurer or of any entity controlling, controlled  
170 by, or under common control with the insurer and who are not beneficial owners of a controlling  
171 interest in the voting stock of the insurer or entity. At least one such person must be included in  
172 any quorum for the transaction of business at any meeting of the board of directors or any  
173 committee thereof.

174 (4) The board of directors of a domestic insurer shall establish one or more committees  
175 comprised solely of directors who are not officers or employees of the insurer or of any entity

176 controlling, controlled by, or under common control with the insurer and who are not beneficial  
177 owners of a controlling interest in the voting stock of the insurer or any such entity. The committee  
178 or committees have responsibility for nominating candidates for director for election by  
179 shareholders or policyholders, evaluating the performance of officers deemed to be principal  
180 officers of the insurer and recommending to the board of directors the selection and compensation  
181 of the principal officers.

182 (5) The provisions of subdivisions (3) and (4) of this subsection do not apply to a domestic  
183 insurer if the person controlling the insurer, such as an insurer, a mutual insurance holding  
184 company, or a publicly held corporation, has a board of directors and committees thereof that  
185 meet the requirements of such subdivisions with respect to such controlling entity.

186 (6) An insurer may make application to the commissioner for a waiver from the  
187 requirements of this subsection, if the insurer's annual direct written and assumed premium,  
188 excluding premiums reinsured with the Federal Crop Insurance Corporation and Federal Flood  
189 Program, is less than \$300 million. An insurer may also make application to the commissioner for  
190 a waiver from the requirements of this subsection based upon unique circumstances. The  
191 commissioner may consider various factors including, but not limited to, the type of business  
192 entity, volume of business written, availability of qualified board members, or the ownership or  
193 organizational structure of the entity.

194 (i) *Supervision, seizure, conservatorship, or receivership proceedings.* — (1) Any affiliate  
195 that is party to an agreement or contract with a domestic insurer that is subject to §33-27-5(d)(4)  
196 of this code shall be subject to the jurisdiction of any supervision, seizure, conservatorship, or  
197 receivership proceedings against the insurer and to the authority of any supervisor, conservator,  
198 rehabilitator, or liquidator for the insurer appointed pursuant to §33-10-1 *et seq.* and §33-34-1 *et*  
199 *seq.* of this code for the purpose of interpreting, enforcing, and overseeing the affiliate's  
200 obligations under the agreement or contract to perform services for the insurer that:

201 (A) Are an integral part of the insurer's operations, including, but not limited to,  
202 management, administrative, accounting, data processing, marketing, underwriting, claims  
203 handling, investment, or any other similar functions; or

204 (B) Are essential to the insurer's ability to fulfill its obligations under insurance policies.

205 (2) The commissioner may require that an agreement or contract pursuant to §33-27-  
206 5(d)(4) of this code for the provision of services described in §33-27-5(i)(1)(A) and §33-27-  
207 5(i)(1)(B) of this code specify that the affiliate consents to the jurisdiction as set forth in this  
208 subsection.

**§33-27-6a. Supervisory colleges; power of commissioner; expenses; agreements.**

1 (a) *Power of commissioner.* — With respect to any insurer registered under §33-27-4 of  
2 this code, and in accordance with subsection (c) of this section, the commissioner may participate  
3 in a supervisory college for any domestic insurer that is part of an insurance holding company  
4 system with international operations in order to determine compliance by the insurer with this  
5 chapter. The powers of the commissioner with respect to supervisory colleges include, but are  
6 not limited to, the following:

7 (1) Initiating the establishment of a supervisory college;

8 (2) Clarifying the membership and participation of other supervisors in the supervisory  
9 college;

10 (3) Clarifying the functions of the supervisory college and the role of other regulators,  
11 including the establishment of a group-wide supervisor;

12 (4) Coordinating the ongoing activities of the supervisory college, including planning  
13 meetings, supervisory activities, and processes for information sharing; and

14 (5) Establishing a crisis management plan.

15 (b) *Expenses.* — Each registered insurer subject to this section shall be liable for and shall  
16 pay the reasonable expenses of the commissioner's participation in a supervisory college in  
17 accordance with subsection (c) of this section, including reasonable travel expenses. For

18 purposes of this section, a supervisory college may be convened as either a temporary or  
19 permanent forum for communication and cooperation between the regulators charged with the  
20 supervision of the insurer or its affiliates, and the commissioner may establish a regular  
21 assessment to the insurer for the payment of such expenses.

22 (c) *Supervisory college.* — In order to assess the business strategy, financial position,  
23 legal and regulatory position, risk exposure, risk management, and governance processes, and  
24 as part of the examination of individual insurers in accordance with §33-27-6 of this code, the  
25 commissioner may participate in a supervisory college with other regulators charged with  
26 supervision of the insurer or its affiliates, including other state, federal, and international regulatory  
27 agencies. The commissioner may enter into agreements in accordance with §33-27-7(c) of this  
28 code providing the basis for cooperation between the commissioner and the other regulatory  
29 agencies, and the activities of the supervisory college: *Provided,* That this section may not be  
30 construed as delegating to the supervisory college the authority of the commissioner to regulate  
31 or supervise the insurer or its affiliates within its jurisdiction.

**§33-27-7. Confidential treatment.**

1 (a) Documents, materials or other information in the possession or control of the  
2 commissioner that are obtained by or disclosed to the commissioner or any other person in the  
3 course of an examination or investigation made pursuant to §33-27-6 of this code and all  
4 information reported or provided to the commissioner pursuant to §33-27-3(b)(12), §33-27-  
5 3(b)(13), §33-27-4, §33-27-5, or §33-27-6b of this code is confidential by law and privileged, is  
6 exempt from disclosure pursuant to chapter 29B of this code, is not open to public inspection, is  
7 not subject to subpoena, is not subject to discovery or admissible in evidence in any criminal,  
8 private civil, or administrative action, and is not subject to production pursuant to court order:  
9 *Provided,* That the commissioner is authorized to use the documents, materials, or other  
10 information in the furtherance of any regulatory or legal action brought as part of the  
11 commissioner's official duties. The commissioner may not otherwise make the documents,

12 materials, or other information public without the prior written consent of the insurer to which it  
13 pertains unless the commissioner, after giving the insurer and its affiliates who would be affected  
14 thereby notice and opportunity to be heard, determines that the interests of policyholders,  
15 shareholders, or the public will be served by the publication thereof, in which event he or she may  
16 publish all or any part thereof in any manner as he or she may consider appropriate.

17 (1) For purposes of the information reported and provided to the commissioner pursuant  
18 to §33-27-4(l)(2) of this code, the commissioner shall maintain the confidentiality of the group  
19 capital calculation and group capital ratio produced within the calculation and any group capital  
20 information received from an insurance holding company supervised by the Federal Reserve  
21 Board or any United States group-wide supervisor.

22 (2) For purposes of the information reported and provided to the commissioner pursuant  
23 to §33-27-4(l)(3) of this code, the commissioner shall maintain the confidentiality of the liquidity  
24 stress test results and supporting disclosures and any liquidity stress test information received  
25 from an insurance holding company supervised by the Federal Reserve Board and non-United  
26 States group-wide supervisors.

27 (b) Neither the commissioner nor any person who received documents, materials, or other  
28 information while acting under the authority of the commissioner or with whom such documents,  
29 materials, or other information are shared pursuant to this article may be permitted or required to  
30 testify in any private civil action concerning any confidential documents, materials, or information  
31 subject to subsection (a) of this section.

32 (c) In order to assist in the performance of the commissioner's duties, the commissioner:

33 (1) May share documents, materials, or other information, including the confidential and  
34 privileged documents, materials, or information subject to subsection (a) of this section, with other  
35 state, federal, and international regulatory agencies, with the National Association of Insurance  
36 Commissioners (NAIC) and its affiliates and subsidiaries, with any third-party consultants  
37 designated by the commissioner, and with state, federal, and international law-enforcement

38 authorities, including members of any supervisory college described in §33-27-6a of this code, if  
39 the recipient agrees in writing to maintain the confidentiality and privileged status of the document,  
40 material, or other information, and has verified in writing the legal authority to maintain  
41 confidentiality;

42 (2) Notwithstanding subdivision (1) of this subsection, the commissioner may only share  
43 confidential and privileged documents, material, or information reported pursuant to §33-27-  
44 4(l)(1) of this code, with commissioners of states having statutes or regulations substantially  
45 similar to subsection (a) of this section and who have agreed in writing not to disclose such  
46 information;

47 (3) May receive documents, materials, or information, including otherwise confidential and  
48 privileged documents, materials, or information from the NAIC and its affiliates and subsidiaries  
49 and from regulatory and law-enforcement officials of other foreign or domestic jurisdictions, and  
50 shall maintain as confidential or privileged any document, material, or information received with  
51 notice or the understanding that it is confidential or privileged under the laws of the jurisdiction  
52 that is the source of the document, material, or information; and

53 (4) Shall enter into written agreements with the NAIC and any third-party consultant  
54 designated by the commissioner governing sharing and use of information provided pursuant to  
55 this article consistent with this subsection that shall:

56 (A) Specify procedures and protocols regarding the confidentiality and security of  
57 information shared with the NAIC and its affiliates and subsidiaries or a third-party consultant  
58 designated by the commissioner pursuant to this article, including procedures and protocols for  
59 sharing by the NAIC with other state, federal, or international regulators. The agreement shall  
60 provide that the recipient agrees in writing to maintain the confidentiality and privileged status of  
61 the documents, materials, or other information, and has verified in writing the legal authority to  
62 maintain such confidentiality;

63 (B) Specify that ownership of information shared with the NAIC and its affiliates and  
64 subsidiaries or a third-party consultant designated by the commissioner pursuant to this article  
65 remains with the commissioner, and the NAIC's or third-party consultant's use of the information  
66 is subject to the direction of the commissioner;

67 (C) Excluding documents, material, or information reported pursuant to §33-27-4(l)(3) of  
68 this code, prohibit the NAIC or a third-party consultant designated by the commissioner from  
69 storing the information shared pursuant to this article in a permanent database after the underlying  
70 analysis is completed;

71 (D) Require prompt notice to be given to an insurer whose confidential information in the  
72 possession of the NAIC or a third-party consultant designated by the commissioner pursuant to  
73 this article is subject to a request or subpoena to the NAIC or third-party consultant for disclosure  
74 or production;

75 (E) Require the NAIC and its affiliates and subsidiaries or a third-party consultant  
76 designated by the commissioner to consent to intervention by an insurer in any judicial or  
77 administrative action in which the NAIC and its affiliates and subsidiaries or third-party consultant  
78 may be required to disclose confidential information about the insurer shared with the NAIC and  
79 its affiliates and subsidiaries or third-party consultant pursuant to this article; and

80 (F) For documents, material, or information reported pursuant to §33-27-4(l)(3) of this  
81 code, in the case of an agreement involving a third-party consultant designated by the  
82 commissioner, provide for notification of the identity of the consultant to the applicable insurers.

83 (d) The sharing of information by the commissioner pursuant to this article does not  
84 constitute a delegation of regulatory authority, and the commissioner is solely responsible for the  
85 administration, execution, and enforcement of the provisions of this article.

86 (e) No waiver of any applicable privilege or claim of confidentiality in the documents,  
87 materials, or information occurs as a result of disclosure to the commissioner under this section  
88 or as a result of sharing as authorized in subsection (c) of this section.

89 (f) Documents, materials, or other information in the possession or control of the NAIC  
90 and its affiliates and subsidiaries or a third-party consultant designated by the commissioner  
91 pursuant to this article is confidential by law and privileged, is exempt from disclosure pursuant to  
92 chapter 29B of this code, is not subject to subpoena, and is not subject to discovery or admissible  
93 in evidence in any private civil action.

94 (g) The group capital calculation and resulting group capital ratio required under §33-27-  
95 4(l)(2) of this code and the liquidity stress test along with its results and supporting disclosures  
96 required under §33-27-4(l)(3) of this code are regulatory tools for assessing group risks and  
97 capital adequacy and group liquidity risks, respectively, and are not intended as a means to rank  
98 insurers or insurance holding company systems generally. Therefore, except as otherwise may  
99 be required under the provisions of this article, the making, publishing, disseminating, circulating,  
100 or placing before the public, or causing directly or indirectly to be made, published, disseminated,  
101 circulated, or placed before the public in a newspaper, magazine, or other publication, or in the  
102 form of a notice, circular, pamphlet, letter, or poster, or over any radio or television station or any  
103 electronic means of communication available to the public, or in any other way as an  
104 advertisement, announcement, or statement containing a representation or statement with regard  
105 to the group capital calculation, group capital ratio, the liquidity stress test results, or supporting  
106 disclosures for the liquidity stress test of any insurer or any insurer group, or of any component  
107 derived in the calculation by any insurer, broker, or other person engaged in any manner in the  
108 insurance business would be misleading and is therefore prohibited: *Provided*, That if any  
109 materially false statement with respect to the group capital calculation, resulting group capital  
110 ratio, an inappropriate comparison of any amount to an insurer's or insurance group's group  
111 capital calculation or resulting group capital ratio, liquidity stress test result, supporting disclosures  
112 for the liquidity stress test, or an inappropriate comparison of any amount to an insurer's or  
113 insurance group's liquidity stress test result or supporting disclosures is published in any written  
114 publication and the insurer is able to demonstrate to the commissioner with substantial proof the

115 falsity of such statement or the inappropriateness, as the case may be, then the insurer may  
116 publish announcements in a written publication if the sole purpose of the announcement is to  
117 rebut the materially false statement.

**§33-27-8. Injunctions; prohibitions against voting securities; sequestration of voting securities.**

1           (a) *Injunctions.* — Whenever it appears to the commissioner that any insurer or any  
2 director, officer, employee, or agent thereof has committed or is about to commit a violation of  
3 this article or of any rule, regulation, or order issued by the commissioner hereunder, the  
4 commissioner may apply to the circuit court for the county in which the principal officer of the  
5 insurer or, if the insurer has no office in this state, then to the circuit court of Kanawha County for  
6 an order enjoining such insurer or such director, officer, employee, or agent thereof from violating  
7 or continuing to violate this article or any such rule, regulation, or order, and for such other  
8 equitable relief as the nature of the case and the interests of the insurer's policyholders, creditors,  
9 and shareholders or the public may require.

10           (b) *Voting of securities: when prohibited.* — No security which is the subject of any  
11 agreement or arrangement regarding acquisition, or which is acquired or to be acquired, in  
12 contravention of the provisions of this article or of any rule, regulation, or order issued by the  
13 commissioner hereunder may be voted at any shareholders' meeting, or may be counted for  
14 quorum purposes, and any action of shareholders requiring the affirmative vote of a percentage  
15 of shares may be taken as though such securities were not issued and outstanding; but no action  
16 taken at any such meeting shall be invalidated by the voting of such securities, unless the action  
17 would materially affect control of the insurer or unless the courts of this state have so ordered. If  
18 an insurer or the commissioner has reason to believe that any security of the insurer has been or  
19 is about to be acquired in contravention of the provisions of this article or of any rule, regulation,  
20 or order issued by the commissioner hereunder, the insurer or the commissioner may apply to  
21 the circuit court for the county in which the insurer has its principle place of business to enjoin any

22 offer, request, invitation, agreement, or acquisition made in contravention of §33-27-3 of this code,  
23 or any rule, regulation, or order issued by the commissioner thereunder to enjoin the voting of any  
24 security so acquired, to void any vote of such security already cast at any meeting of shareholders,  
25 and for such other equitable relief as the nature of the case and the interests of the insurer's  
26 policyholders, creditors, and shareholders or the public may require.

27 (c) *Sequestration of voting securities.* — In any case where a person has acquired or is  
28 proposing to acquire any voting securities in violation of this article or any rule, regulation, or order  
29 issued by the commissioner hereunder, the circuit court may, on such notice as the court deems  
30 appropriate, upon the application of the insurer or the commissioner seize or sequester any voting  
31 securities of the insurer owned directly or indirectly by such person, and issue such orders with  
32 respect thereto as may be appropriate to effectuate the provisions of this article.

33 (d) Notwithstanding any other provisions of law, for the purposes of this article, the situs  
34 of the ownership of the securities of domestic insurers shall be deemed to be in this state.



The Clerk of the Senate and the Clerk of the House of Delegates hereby certify that the foregoing bill is correctly enrolled.

.....  
*Clerk of the Senate*

.....  
*Clerk of the House of Delegates*

Originated in the Senate.

To take effect January 1, 2026.

.....  
*President of the Senate*

.....  
*Speaker of the House of Delegates*

\_\_\_\_\_

The within is ..... this the.....  
Day of ....., 2025.

.....  
*Governor*