



# RULE-MAKING ORDER PERMANENT RULE ONLY

## CR-103P (December 2017) (Implements RCW 34.05.360)

CODE REVISER USE ONLY

OFFICE OF THE CODE REVISER  
STATE OF WASHINGTON  
FILED

DATE: February 04, 2019

TIME: 12:43 PM

WSR 19-04-083

**Agency:** Department of Financial Institutions

**Effective date of rule:**

**Permanent Rules**

- 31 days after filing.
- Other (specify) \_\_\_\_\_ (If less than 31 days after filing, a specific finding under RCW 34.05.380(3) is required and should be stated below)

**Any other findings required by other provisions of law as precondition to adoption or effectiveness of rule?**

- Yes  No If Yes, explain:

**Purpose:** The Department of Financial Institutions hereby amends WAC 460-16A-205 to update its adoption of various statements of policy promulgated by the North American Securities Administrators Association (“NASAA”) that are applied to securities offerings sought to be registered under RCW 21.20.180 or 21.20.210. These statements of policy do not apply to offerings of federal covered securities or offerings that are exempt from registration under the Securities Act of Washington, chapter 21.20 RCW. The amendments make the following changes:

- Adopt updated versions of the following statements of policy: Corporate Securities Definitions; Loans and Other Material Transactions; Preferred Stock; Promoters’ Equity Investment; Specificity in Use of Proceed; Underwriting and Selling Expenses, Underwriter’s Warrants and Selling Security Holders; Unsound Financial Condition; Voting Rights, Registration of Asset-Backed Securities; Registration of Commodity Pool Programs; Registration of Equipment Programs; and Registration of Oil and Gas Programs;
- Adopt the new Statement of Policy Regarding Use of Electronic Offering Documents and Electronic Signatures; and
- Repeal the adoption of the Statement of Policy Regarding Healthcare Facility Offerings, which was repealed by NASAA when it became obsolete as a result of the fact that healthcare facility offerings are now structured as municipal bonds and exemptions from registration apply.

**Citation of rules affected by this order:**

New:  
 Repealed:  
 Amended: WAC 460-16A-205  
 Suspended:

**Statutory authority for adoption:** RCW 21.20.450

**Other authority:** None.

**PERMANENT RULE (Including Expedited Rule Making)**

Adopted under notice filed as WSR 19-01-088 on December 18, 2018 (date).  
 Describe any changes other than editing from proposed to adopted version: None.

If a preliminary cost-benefit analysis was prepared under RCW 34.05.328, a final cost-benefit analysis is available by contacting:

Name:  
 Address:  
 Phone:  
 Fax:  
 TTY:  
 Email:  
 Web site:

Other:

**Note: If any category is left blank, it will be calculated as zero.  
No descriptive text.**

**Count by whole WAC sections only, from the WAC number through the history note.  
A section may be counted in more than one category.**

**The number of sections adopted in order to comply with:**

Federal statute:	New	___	Amended	___	Repealed	___
Federal rules or standards:	New	___	Amended	___	Repealed	___
Recently enacted state statutes:	New	___	Amended	___	Repealed	___

**The number of sections adopted at the request of a nongovernmental entity:**

New	___	Amended	___	Repealed	___
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**The number of sections adopted on the agency's own initiative:**

New	___	Amended	<u>1</u>	Repealed	___
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**The number of sections adopted in order to clarify, streamline, or reform agency procedures:**

New	___	Amended	<u>1</u>	Repealed	___
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**The number of sections adopted using:**

Negotiated rule making:	New	___	Amended	___	Repealed	___
Pilot rule making:	New	___	Amended	___	Repealed	___
Other alternative rule making:	New	___	Amended	___	Repealed	___

**Date Adopted:** 2/4/19

**Name:** Gloria Papiez

**Title:** Director

**Signature:**

