



# NASAA 2016-2017 Year in Review

# Serving & Protecting

# Investors



North American Securities Administrators Association

Washington, D.C.  
[www.nasaa.org](http://www.nasaa.org)



# About NASAA

Organized in 1919, the North American Securities Administrators Association (NASAA) is the oldest international organization devoted to investor protection. Its membership includes the securities regulators in the 50 states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands; the provinces and territories of Canada; and Mexico.

State and provincial securities regulators have protected investors from fraud and abusive sales practices since Kansas passed the first “blue sky” law in 1911 and, in the following year, Manitoba became the first Canadian province to approve securities legislation. In the United States, state securities regulation preceded federal securities laws, including the creation of the Securities and Exchange Commission (SEC) and the Financial Industry Regulatory Authority (FINRA), formerly the NASD.

## ***NASAA'S VISION***

Protect investors from fraud and abuse; educate investors; support responsible capital formation; and help ensure the integrity and efficiency of financial markets.

## ***NASAA'S MISSION***

Represent and serve members through education, cooperation, coordination, communication, subject matter expertise and advocacy.

## ***NASAA'S GUIDING PRINCIPLES***

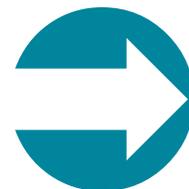
As members of the preeminent organization of securities regulators, NASAA members are guided by the following principles:

- To protect all retail investors regardless of financial wherewithal or level of sophistication.
- To provide education to investors, policymakers, fellow regulators, and each other in order to facilitate informed decision-making.
- To support and facilitate responsible capital formation for the benefit of businesses and investors.
- To respect and seek out diverse views to better inform our policy direction.
- To build consensus wherever possible in order to successfully complete our mission.
- To proactively pursue, develop, and implement initiatives that further our goals and vision.
- To actively participate in NASAA in order to ensure its success.



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*“NASAA’s mission has never been more important than it is today. We are living in an ever-changing and ever-more-complex financial world. It is a world that constantly presents new challenges to investors – and also new challenges to us, as regulators.”*

► **NASAA President Mike Rothman**



# President's Message

I set out a strong vision for moving NASAA forward by strengthening its foundation, building up our association of state and provincial members, and strengthening collaboration among state and federal securities regulators. I am very pleased to report that we have done so.

We have achieved greater collaboration. In February, then-Acting SEC Chairman Michael Piwowar and I signed a Memorandum of Understanding on behalf of NASAA and the Securities and Exchange Commission, which is intended to facilitate greater sharing of information between state and federal securities regulators. We also have had constructive meetings with new SEC Chairman Jay Clayton and with FINRA's leadership, including President and CEO Robert Cook.

We advanced our progress in promoting responsive regulatory frameworks for capital formation by holding our third annual Capital Formation Roundtable in Washington, DC.

NASAA conducted its first Cybersecurity Roundtable, bringing together top national experts to assess current cyber threats to the financial services industry, how industry is responding to these threats, and regulatory efforts underway to help small- and mid-sized investment adviser and broker-dealer firms protect critical client information from cybercriminals. To stay on the cutting edge, NASAA's 2017 Annual Conference will focus on the financial services technology "revolution."

NASAA also strengthened enforcement by developing a framework for working together on multi-jurisdictional matters.

Throughout all of this activity, NASAA continued to represent its members by speaking with a strong voice on the importance of state and provincial authority for investor protection, particularly for seniors, and a regulatory framework for responsible capital formation. It is no exaggeration to say that NASAA's mission has never been more important than it is today.

I wish to thank all NASAA members for your trust and confidence. I know NASAA will continue to progress in the years ahead.



# NASAA FOCUS: CYBERSECURITY

## ***Confronting a Growing Threat to Investors & Financial Services Firms***



*“Cybersecurity requires a collaborative approach involving industry and regulators.”*

### ► **NASAA President Mike Rothman**

Cybersecurity is a top priority for NASAA and its members — the state, provincial and territorial securities regulators in the United States, Canada and Mexico. NASAA members throughout North America, as well as other financial regulators, are working to identify specific threats and develop strategies to protect our financial infrastructure. NASAA also continues to work on this vital issue as a member of the Treasury Department’s Financial Banking and Information Infrastructure Committee (known as FBIIC).

NASAA’s June 23 Cybersecurity Roundtable brought together leading cybersecurity experts to assess current cyber threats to the financial services industry, how industry is responding to this threat, and regulatory efforts underway to help small- and mid-sized investment adviser and broker-dealer firms protect critical client information from cybercriminals.

Just days after NASAA convened its roundtable, news of widespread ransomware attacks reminded all of the growing cybersecurity challenges facing government, industry and the public.

No investment advisers or securities firm of any size can afford the loss in client trust – much less financial losses – that will result from a serious cybersecurity failure. No investor should have his or her personal information compromised.

Statistics help map the battleground that we face. Three years ago, NASAA conducted a survey of small and mid-sized registered investment adviser firms in nine states. Based on the survey results, NASAA developed a cybersecurity module for its coordinated examination program. Recently updated, this tool is being used by

members as part of NASAA’s current investment adviser coordinated examinations to learn more about firm cybersecurity practices and procedures. This information will also help inform our consideration of a possible model cybersecurity rule for investment advisers.

In 2016 alone, the number of U.S. data breaches reached an all-time record high of 1,093, according to the Identity Theft Resource Center. That’s an increase of 40 percent over the 780 breaches reported in 2015. Criminal data breaches will cost businesses a total of \$8 trillion over the next 5 years, predicts a report from Juniper Research.

These threats to the public mean that, as regulators, we must be vigilant. We need to closely monitor developments to promote best practices in the industry.

It is important that securities firms and professionals have the tools and information they need for cybersecurity. It is also essential to have the proper regulatory expectations and guidance in place for the securities industry.

At NASAA, we will continue to explore new ways to provide resources for regulators and industry members to address cybersecurity issues, and we will continue to work collaboratively, so that investors can be better prepared against cyberattacks.



# NASAA FOCUS: CYBERSECURITY

## ***Confronting a Growing Threat to Investors & Financial Services Firms***



*NASAA President Mike Rothman opens the association's June 23 Cybersecurity Roundtable in Washington, D.C. as NASAA Director of Policy Michael Canning (right) looks on. The roundtable brought together cybersecurity experts to assess current cyber threats to the financial services industry, how industry is responding, and regulatory efforts underway to help small- and mid-sized investment advisers and broker-dealers protect critical client information from cybercriminals.*

*NASAA President-elect Joseph Borg (left) moderates a discussion among chief information security officers, including: Jack Donnelly, Chief Information Security Officer, U.S. Department of Treasury; Chris Morrow, Chief Information Officer, Warren Averett, CPAs and Advisors; and Jason Mayor, Manager, IT Vendor Risk Management, IT Governance, Risk, and Compliance, Raymond James Financial, Inc.*





# NASAA FOCUS: SENIORS

## *Bringing Elder Financial Abuse Out of the Shadows*



*“We must reaffirm our responsibility to help seniors protect their financial future.”*

► **NASAA President Mike Rothman**

Momentum and support continues to grow for NASAA’s Model Act to Protect Vulnerable Adults from Financial Exploitation. In 2017, legislatures in nine jurisdictions approved new laws based in part on the NASAA Model Act, and others are expected to follow in the coming year.

The NASAA Model Act provides new tools to help detect and prevent financial exploitation of vulnerable adults. The Model Act, once enacted, will help securities regulators, investment advisers and broker-dealers, as well as adult protective services (APS) agencies, work in partnership to protect our most vulnerable investors.

Among other provisions, the NASAA Model Act mandates reporting to a state securities regulator and state APS agency when a qualified individual, such as a stock broker or investment adviser, has a reasonable belief that financial exploitation of an eligible adult has been attempted or has occurred.

The Model Act also authorizes disclosure to third parties where an eligible adult has previously designated the third party to whom disclosure may be made. Importantly, the act directs that disclosures may not be made to the third party if the qualified individual suspects the third party is involved in the financial exploitation.

The Model Act also provides broker-dealers and investment advisers with the authority to delay disbursing funds from an eligible adult’s account for up to 25 business days if the broker-dealer or investment adviser reasonably believes that a disbursement would result in the financial exploitation of the eligible adult.

The mandatory reporting requirement, combined with the act’s immunity provision from civil and administrative actions, create incentives to encourage broker-dealers and investment advisers to report potential financial exploitation as early as possible, when their intervention may be most able to prevent harm or limit the damage to victims of financial exploitation.

“States are deploying legislation based on the NASAA Model Act to great effect,” said NASAA President Mike Rothman. “The Model Act can help ensure we stop criminals who commit financial fraud against seniors and vulnerable adults.”

**BY THE NUMBERS:**  
**NASAA Model Act**

**1** **3**

***Number of jurisdictions in the United States that have enacted laws based in part on the NASAA Model Act to Protect Vulnerable Adults from Financial Exploitation.***



# NASAA FOCUS: SENIORS

## *Bringing Elder Financial Abuse Out of the Shadows*

### Industry Outreach:

In June, NASAA released a study prepared by NASAA's Broker-Dealer Section's Investment Products and Services Project Group, presenting findings of a survey of the senior-related practices and procedures of more than 60 broker-dealer firms throughout the United States.

The study includes information about the firms' supervisory procedures, training, escalation and reporting of senior issues, resolution of senior issues, and use of trusted contact forms.

Financial services professionals are on the frontlines to stop suspected cases of senior financial fraud and exploitation. As the U.S. population ages, the financial industry can help detect and report financial crime and abuse of the elderly and other vulnerable adults," said Mike Rothman, NASAA President.

Data collected for the study show responding firms reported nearly 2,300 cases of suspected senior-related fraud or exploitation to authorities in 2015. The vast majority of these escalated external reports involved customers in the 81-90 year age group.

The study also collected examples of how broker-dealers prevented or resolved senior issues. More than half of the examples involved attempts by family members or third parties to access senior customers' accounts or funds or other potential forms of unauthorized access.

The study found that, while 90 percent of the firms had either a dedicated team or at least some type of internal process for addressing senior issues, less than half (41 percent) had developed a form for customers to identify an emergency or trusted contact person. Included in the study is a checklist of recommended areas of consideration for firms working toward improving their senior-related policies and procedures.

Recommended areas for consideration include those contained in NASAA's *Guide for Developing Practices and Procedures for Protecting Senior Investors and Vulnerable Adults from Financial Exploitation*, released in September 2016.



NASAA members continue to train financial professionals on how to detect and report suspected cases of senior financial exploitation. Through its SeniorSafe training program, based on a successful model from Maine, state securities regulators provided training to more than 1,000 broker-dealer and investment adviser representatives during national SeniorSafe Training Weeks in 2016 and 2017.



*The Colorado Securities Division presents SeniorSafe training to state-registered investment adviser representatives, broker-dealer representatives and other financial services professions during a symposium in Lone Tree as part of the national SeniorSafe Training Week.*



# NASAA FOCUS: CAPITAL FORMATION

## *Promoting Regulatory Frameworks for Capital Formation in a New Age of Investing*



*NASAA and its members are committed to help small businesses and entrepreneurs build capital in a safe and secure manner.*

NASAA members are at the forefront of promoting regulatory frameworks for capital formation for small businesses and entrepreneurs throughout their jurisdictions.

The reality of new technologies, new modes of investing, and a global, interconnected marketplace, requires new ideas and creative solutions. Toward this shared goal, NASAA and its members have been involved in numerous efforts to facilitate capital formation, promote job growth and protect investors.

Throughout 2016-2017, NASAA and its members continued to build upon the momentum generated by several innovative initiatives and activities undertaken to promote responsible capital formation.

In February, for example, leaders of NASAA and the Securities and Exchange Commission signed an information-sharing agreement designed to facilitate the regulation of securities offerings, including intrastate crowdfunding offerings and regional offerings. Under the Memorandum of Understanding (MOU), federal and state securities regulators will be better able to monitor the effects of the new capital formation rules and also guard against fraud. *Representatives of NASAA and the SEC gather after the signing ceremony of a joint Memorandum of Understanding as new rules to facilitate intrastate crowdfunding offerings and regional offerings take effect. Joining Acting SEC Chair Michael Piwowar (center) and SEC staff, the NASAA delegation included President Mike Rothman, President-elect Joe Borg, Past President Judith Shaw, Executive Director Joseph Brady, General Counsel Valerie Mirko, Director of Policy Mike Canning, Deputy Director of Policy and Associate General Counsel Anya Coverman and Counsel Mark Stewart.*



*NASAA President and Minnesota Commissioner of Commerce Mike Rothman (left) and then-Acting SEC Chair Michael Piwowar at the MOU signing ceremony at SEC headquarters in Washington, DC.*





# NASAA FOCUS: CAPITAL FORMATION

## *Promoting Regulatory Frameworks for Capital Formation in a New Age of Investing*

NASAA President Mike Rothman addresses NASAA's Capital Formation Roundtable in Washington, D.C. The event provided NASAA with an opportunity to meet with outside stakeholders, including investor advocates, industry trade representatives, corporate finance counsel, business owners, and academics. Topics for the 2017 Roundtable included crowdfunding, Regulation A and general solicitation, broker-dealer regulation, secondary trading, and fintech.



### BY THE NUMBERS:

## Electronic Filing Depository

NASAA's Electronic Filing Depository (EFD) is an online system that allows issuers to submit to state securities regulators notice filings for Regulation D, Rule 506 offerings. EFD is modernizing and streamlining the process of notice filings, or copies of Form Ds for 506 offerings, with state securities regulators. Since its launch in December 2014, NASAA's EFD has been used to process more than 112,625 notice filings (including initial filings, amendments, terminations and renewals) with state securities regulators.

4 3,992

**Number of notice filings (including initial filings, amendments, terminations and renewals) processed through EFD in 2017 through August.**

### BY THE NUMBERS:

## Intrastate Crowdfunding

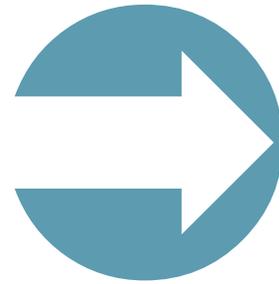
Since the first crowdfunding statute was enacted in Kansas in 2011, intrastate crowdfunding has grown, enabling many small businesses to rely on these state laws and regulations to raise money and further their business objectives.

3 5

**Number of jurisdictions that have enacted laws to allow intrastate crowdfunding throughout the United States.**



# FOCUS ON NASAA



➔ Model Rules & Statements of Policy ➔ Advocacy ➔ Amicus Briefs ➔ Outreach ➔ Training & Events ➔ Awards ➔ Board of Directors ➔ Board-level Committees ➔ Section Committees & Project Groups ➔ NASAA Member Agencies ➔ Corporate Office Staff



## FOCUS ON NASAA: **2016-2017 Model Rules & Statements of Policy**

*NASAA formulates model rules and statements of policy for its members as an ongoing priority to promote and encourage regulatory uniformity in the interest of investor protection and responsible capital formation. In 2016-2017, NASAA adopted or proposed the following model rules and statements of policy.*

### **ADOPTED: NASAA Franchise Commentary on Financial Performance Representations**

NASAA members in May 2017 adopted a Franchise Commentary to answer frequently asked questions about how franchisors can make a financial performance representation (FPR), also known as an earnings claim, under federal and state franchise disclosure guidelines. Those guidelines provide that a franchisor can make an FPR when it has a “reasonable basis” for making the claim and substantiation for the representation. There is very little guidance, however, regarding what constitutes a reasonable basis for making an FPR. Working with representatives of NASAA’s Industry Advisory Committee and franchise law practitioners, NASAA’s Corporation Finance Section’s Franchise Project Group reached consensus on numerous questions about FPRs.

The new Commentary supplements NASAA’s Commentary on the 2008 Franchise Registration and Disclosure Guidelines adopted April 27, 2009. Under the FTC Franchise Rule and applicable state franchise laws, a franchise seller is prohibited from making an FPR absent a “reasonable basis.” What constitutes a reasonable basis, and what information is needed to substantiate an FPR, is fact-specific and varies from case to case, depending on the representation to be made. In every case, however, written information in the seller’s possession must reasonably support the representation, as the FPR is likely to be understood by a reasonable prospective franchisee. The FPR must be based on the sort of factual information upon which a prudent businessperson would rely in making an investment decision.

### **ADOPTED: NASAA Statement of Policy Regarding the Use of Electronic Offering Documents and Subscription Agreements**

As technology permeates through the securities industry, it has become increasingly important for state regulators to address the appropriate use of technology in securities offerings.

Several issuers have sought to provide prospective investors with electronic offering documents and electronic subscription agreements as well as the ability to execute these documents electronically. Issuers had to seek specific relief from regulators, such as requesting no-action relief, to receive state approval.

As more issuers seek to implement similar programs, NASAA’s membership in May 2017 voted to adopt a Statement of Policy establishing uniform guidelines to govern these initiatives and to streamline the process for industry participants. The Electronic Initiatives Statement of Policy outlines intended requirements and restrictions for offering documents and/or subscription agreements electronically.



## FOCUS ON NASAA: *2016-2017 Model Rules & Statements of Policy*

**PROPOSED:** Model Rule Amendment to the Unethical Business Practices of Investment Advisers, Investment Adviser Representatives, and Federal Covered Advisers Model Rule to Include Investment Adviser Account Access Under the Uniform Securities Acts of 1956 and 2002

NASAA released for public comment in July 2017 a proposed rule amendment to address the practice of investment advisers and investment adviser representatives accessing various client accounts with the client's own unique identifying information (such as username and password), rather than accessing these accounts through a separate log-in created specifically for the adviser. As many investment advisers need access to a host of different client retirement accounts, brokerage accounts, and other online accounts to inform their advice, some advisers accept or specifically ask clients for the clients' own usernames and passwords to access their online accounts.

When an investment adviser accesses a client's account in this manner, the investment adviser is in effect impersonating the client and has the same access to the account as the client. There are multiple concerns with this type of access, including but not limited to fraud, custody and recordkeeping obligations, as well as violations of the clients' own user agreements.

In addition to the risk of fraud, problems are inherent in the use of customer account access information. This type of access may cause clients to violate their user agreements with the custodian of the assets. This, in turn, may void the client's online accounts fraud protections. It is a common cybersecurity measure for user agreements to prohibit clients from providing another person with their username and password. Indeed, this type of access may represent a violation of the company's online fraud policies (which may be outside of the client's agreement with the company), creating the potential for both client and company liability.

**PROPOSED:** Model Statute, Model Rule, and Solicitation of Interest Form to Permit Testing the Waters in Regulation A - Tier 1 Offerings

NASAA in December 2016 released for public comment a proposed model statute and a proposed model rule that would permit testing the waters in Tier 1 offerings conducted under federal Regulation A. In addition, NASAA sought public comment on a Solicitation of Interest form that would be filed with state securities regulators prior to conducting a testing-the-waters campaign.

Under SEC rules, issuers are permitted to solicit indications of interest in a testing-the-waters campaign in either a Tier 1 or Tier 2 offering prior to making any filing with the SEC. States are preempted from requiring registration of testing-the-waters campaigns under Tier 2. However, issuers are interested in and have been conducting testing the waters campaigns under Tier 2 since the final rules became effective. Issuers have expressed an interest in being able to test the waters over the internet in offerings they intend to conduct under Tier 1. State requirements in this regard vary.

NASAA's Corporation Finance Section Committee believes that testing the waters can be a valuable exercise for issuers interested in conducting an offering. It can provide an issuer with information about whether anyone is interested in investing in its securities, what the appropriate pricing of those securities may be, and where interested investors may reside. The Committee understands, however, that jurisdictions have legitimate concerns regarding testing-the-waters campaigns. Issuers that test the waters without any regulatory oversight may engage in fraud or precondition the market. Prior regulatory review of testing-the-waters materials serves to mitigate or eliminate such risks.



# FOCUS ON NASAA: 2016-2017 Advocacy

*On a biannual basis, NASAA makes recommendations to Congress regarding ways to strengthen investor protection and facilitate healthy capital formation. The following are NASAA’s legislative priorities for the 115th Congress.*

“Our legislative priorities are designed to help members of the 115th Congress protect their constituents in the fight against investment fraud; ensure honest and transparent markets; and allow responsible capital formation, for even the smallest of companies, without undermining investor protection.”

► **NASAA President Mike Rothman**



## **Preserve and Promote Protections for Retail Investors**

- Provide for a fiduciary standard for broker-dealers consistent with the standard applicable to investment advisers.
- Ensure regulators’ independence and ability to take timely action.
- Maintain federal rules that disqualify felons and other “bad actors” from private offerings.

## **Strengthen Laws to Prevent Financial Exploitation of America’s Growing Senior Population**

- Enact the bipartisan SeniorSafe Act.
- Establish a federal grant program to support state efforts to protect vulnerable older Americans.
- Direct the Government Accountability Office (GAO) to study the economic cost of senior financial exploitation.

## **Protect the Integrity of Securities Markets**

- Support a strong SEC examination program for federally registered investment advisers.

- Preserve important investor protections enacted in response to lessons of the financial crisis.
- Modernize privacy laws without undermining legitimate law enforcement interests.

## **Enhance Collaboration Between Securities Regulators**

- Require that at least one member of the five-member SEC Commission have experience serving as a state securities regulator.
- Encourage federal regulators to share pertinent information with state regulators regarding shared priorities.

## **Maintain State Authority to Act as Laboratories to Grow Jobs Through Capital Formation**

- Empower states to respond to the needs of small businesses and investors.
- Prioritize the protection of retail investors in developing any new policies that would expand the private securities markets.



## FOCUS ON NASAA: **2016-2017 Advocacy**



*Maryland Securities Commissioner Melanie Senter Lubin (left) testifying on behalf of NASAA before the House Financial Services Committee.*

In April 2017, Maryland Securities Commissioner and NASAA Board member Melanie Senter Lubin testified before the House Committee on Financial Services and urged Congress to remember the lessons learned from the financial crisis of 2008 as it considers provisions in the Financial CHOICE Act that will weaken critical investor protections.

“The reforms and investor protection provisions in the Dodd-Frank Act were born of necessity: trust in the market needed to be restored if our system of capital formation was to thrive,” Lubin said. “By passing the Dodd-Frank legislation into law, Congress signaled the beginning of a new era of financial market oversight and investor protection, including reforms intended to better empower state securities regulators to protect citizens from fraud and abuse. The Financial Choice Act neither improves nor builds upon the critical safeguards that Congress crafted in response to the financial crisis. Rather, the bill is predominantly deregulatory in nature.”

Specifically, Lubin singled out provisions in the legislation that would weaken oversight of private securities markets and reforms; water down language intended to expand fiduciary obligations to investment professionals; lower standards for securities sold to the investing public; and

dilute rules that keep “bad actors” out of securities markets. Lubin also testified that a provision in the legislation would unnecessarily mandate the adoption of policies governing the coordination of state and federal enforcement actions. “Currently, state and federal regulators regularly communicate and coordinate on joint actions without the need for the types of prescriptive policies described in this provision,” Lubin said. “Our working relationship ensures that the jurisdictional reach of the regulators remains unhindered and that harmful conduct is addressed without the need to work through federal bureaucratic obstacles.”

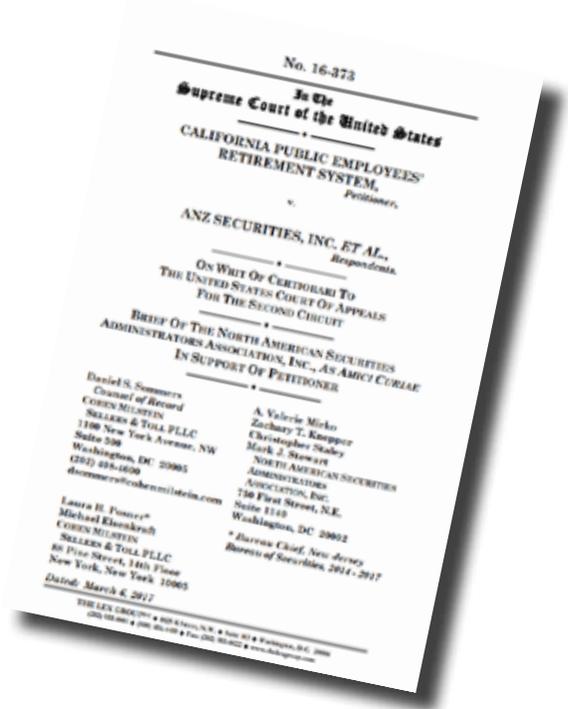
Lubin’s testimony echoed that of NASAA President Mike Rothman, who had submitted written testimony to the committee the day before.

“NASAA’s message to Congress is simple and clear: Please continue your commitment to protecting investors and do not undermine the important and overdue reforms implemented in the wake of the financial crisis, either directly through legislative repeals, or indirectly through a lack of appropriate funding or delayed execution,” Rothman said. “It is incumbent upon members of Congress and regulators to demonstrate an unwavering commitment to Main Street investors and continue to take the steps necessary to protect them.”



# FOCUS ON NASAA: 2016-2017 Amicus Briefs

*NASAA represents its members and the interests of the investing public as amicus curiae in legal proceedings that may impact securities regulators or the rights of investors. All of NASAA's amicus briefs, prepared under the direction of NASAA's Legal Services Committee, are on the NASAA website. Highlights of recent matters are below.*



**In the Matter of Fidelity Brokerage Services:** In March 2017, NASAA submitted an amicus brief (written as a letter) in an administrative proceeding brought by the Massachusetts Securities Division against Fidelity Brokerage Services. The Division alleged that Fidelity violated Massachusetts' dishonest and unethical business practices rule (which is similar to NASAA's Dishonest or Unethical Business Practices of Broker-Dealers and Agents model rule) by knowingly failing to prevent unregistered investment advisory activity on Fidelity's trading platform. Fidelity moved for dismissal of the Division's claim on grounds of federal preemption. Specifically, Fidelity argued that federal law barred the action because the Division sought to impose: (i) books and records and operational reporting requirements that exceeded federal standards, and (ii) duties unrecognized by federal law. NASAA's letter to the presiding officer reviewed the scope of federal preemption of state authority vis-à-vis SEC-registered broker-dealers and argued that the Division's action was not preempted. The presiding officer has not yet ruled on Fidelity's motion to dismiss.

**Calpers v. ANZ Securities:** In March 2017, NASAA filed an amicus curiae brief with the U.S. Supreme Court in support of the California Public Employees' Retirement System in *Calpers v. ANZ Securities*. The question presented was whether the American Pipe tolling doctrine applies to the three-year statute of repose in Section 13 of the Securities Act of 1933 with respect to the claims of potential securities class action

members who choose to opt-out of a pending class action. NASAA argued that the Court should apply American Pipe tolling to protect the interests of investors, particularly retail investors, and to support state regulators' responsibilities under the Class Action Fairness Act of 2005 (CAFA). The Court disagreed, however, and affirmed the judgment of the court of appeals.

**Kansas v. Lundberg:** NASAA's amicus brief, filed in November 2016 in the Kansas Court of Appeals, supported the Kansas Office of the Securities Commissioner's action against two defendants charged with fraud. A trial court dismissed the state's case for lack of jurisdiction. The defendants had argued that the state lacked jurisdiction because the offers and sales in question originated from out of state. In its brief, NASAA argued that the lower court erred by misinterpreting the Kansas Securities Act's jurisdictional provisions. NASAA argued that territorial jurisdiction in the Kansas Securities Act is consistent with the jurisdictional provisions found in the Uniform Securities Act of 2002 and the Uniform Securities Act of 1956 and that these support jurisdiction in the instant action. NASAA argued that Kansas had territorial jurisdiction and the Court of Appeals of Kansas agreed, reversing the district court's decision. The matter was remanded to the district court.



# FOCUS ON NASAA: *2016-2017 Outreach*

## Investor Outreach



State and provincial securities regulators have a long tradition of protecting investors through financial education. NASAA provides resources to assist members in their efforts to offer citizens in their jurisdictions with free, unbiased information to help them make informed investment decisions. Above, Dan Lord, Education and Public Affairs Manager with the Alabama Securities Department, provides investor protection information to seniors.

## Media Outreach

Working with communications staff throughout its membership, NASAA works to educate the media and raise awareness of the services and protections provided by state and provincial securities regulators.



## Industry Outreach



NASAA President Mike Rothman addresses broker-dealers during a SIFMA conference in Washington, D.C. in October, 2016. Throughout the year, NASAA leadership and staff have made numerous presentations to a wide variety of industry groups on topics ranging from NASAA's senior-related initiatives, capital formation, investor protection and the regulation of complex financial products. NASAA also increased its industry outreach through participation in both internal and external webinars.

## Online Outreach



NASAA continues to work toward building its social media presence and amplifying the reach of NASAA members. NASAA significantly increased its online outreach across Twitter, LinkedIn and Facebook, posting a gain of 57 percent across all platforms.



# FOCUS ON NASAA: 2016-2017 Trainings & Events

## Training

NASAA conducts in-person education and training sessions for its members. In addition to providing training seminars covering topics related to the effective regulation of broker-dealers and investment advisers, NASAA also offered comprehensive training to its members in the areas of enforcement, corporation finance and investor education. In 2017, NASAA also expanded its web-based curriculum for basic enforcement training.

## Events

In addition to the NASAA roundtables on cybersecurity and capital formation, NASAA conducted two major conferences in 2016-2017 to bring together regulators, industry representatives, policymakers, academics and the media for discussions about the latest developments in securities regulation and industry practices.

The NASAA membership convened in Washington, D.C., in May 2017 for NASAA’s Spring Conference and Public Policy Conference under the theme: Investor Protection and Market Confidence: Charting a Course for the Future. Chaired by Nebraska Deputy Securities Director Claire McHenry, the conference featured panels focusing on the impact on investors stemming from a shrinking market for public securities, the outlook for state and federal financial services, and how Congress views the role of states in financial regulation. SEC Investor Advocate Rick Fleming also addressed the conference.

NASAA's 2016 Annual Conference, chaired by NASAA’s member representative from Rhode Island, Maria D’Alessandro, presented speakers and panelists representing a broad range of perspectives, all focused on the theme of “Diversity in Today’s Financial Marketplace.” The conference also featured a one-on-one interview between then-NASAA President Judith Shaw and then-SEC Chair Mary Jo White.



*NASAA Executive Director Joseph Brady opens the 2016 Annual Conference in Providence, Rhode Island.*

*From left, Pennsylvania Secretary of Banking and Securities Robin Wiessmann moderates a panel on gender diversity in the financial services industry with Kathryn Daniels, of the Canada Pension Plan Investment Board, and Nadine Augusta, of the Depository Trust and Clearing Corporation.*



*Kentucky Securities Director Shonita Bossier (left) leads a discussion focused on protecting and serving an increasingly diverse client base.*

*Vermont Commissioner of Financial Regulation Michael Pieciak moderates a discussion on capital formation for women and minority-owned startups.*



*Then-SEC Chair Mary Jo White (right) responds to a question from then-NASAA President Judith Shaw during the 2016 NASAA Annual Conference.*



# FOCUS ON NASAA 2016-2017 Awards



NASAA President Mike Rothman was honored by his colleagues as the recipient of the 2017 NASAA Blue Sky Cube for his leadership of NASAA and dedication to investor protection throughout North America.



Former securities administrators Cheryn Netz of Mississippi (left), Laura Posner of New Jersey, Andrew Hartnett of Missouri, and Rhonda Reeves of Louisiana (not pictured) were honored with NASAA’s Outstanding Service Award during NASAA’s Spring Conference in Washington, D.C.

## Blue Sky Cube

**Mike Rothman**  
Minnesota

The Blue Sky Cube, NASAA’s highest honor, recognizes career achievement and distinguished contributions to securities regulation. It is named for Blue Sky Law, the umbrella term for state laws throughout the United States that regulate the offering and sale of securities. Kansas enacted the first Blue Sky Law in 1911 to protect investors from speculative schemes that, in the words of a judge of the period, had no more substance than so many feet of “blue sky.”

## Lifetime Achievement Award

Jack Herstein, Nebraska

## Outstanding Service Award

- Anna Dennis, Kentucky
- Rosanne Mead, Kansas
- Michael Youngberg, South Dakota
- Laura Posner, New Jersey
- Cheryn Netz, Mississippi
- Andrew Hartnett, Missouri
- Rhonda Reeves, Louisiana

## Meritorious Service Award

Alexis Lotero, New Mexico

## Investor Champion Award

Robert Banks



# FOCUS ON NASAA

## *2016-2017 Board of Directors*

**Mike Rothman**

President  
Minnesota Commissioner of Commerce

**Joseph Borg**

President-elect  
Alabama Securities Commission Director

**Judith Shaw**

Past-President  
Maine Securities Administrator

**Michael Pieciak**

Treasurer  
Vermont Commissioner of Financial  
Regulation

**Shonita Bossier**

Secretary  
Kentucky Director of Securities

**Kevin Anselm**

Alaska  
Director of the Alaska Division of  
Banking and Securities

**Tom Cotter**

Alberta  
Vice Chair of the Alberta Securities  
Commission

**Pamela Epting**

Florida  
Deputy Commissioner of the Florida  
Office of Financial Regulation

**Melanie Senter Lubin**

Maryland  
Maryland Securities Commissioner



NASAA’s Board of Directors is responsible for the association’s planning and policy development. The president and directors are elected annually from the ranks of the membership.

From left: Michael Pieciak, Vermont; Kevin Anselm, Alaska; Pamela Epting, Florida; Judith Shaw, Maine; Mike Rothman, Minnesota; Joseph Borg, Alabama; Tom Cotter, Alberta; Melanie Senter Lubin, Maryland; and Shonita Bossier, Kentucky.



# FOCUS ON NASAA: *Board-level Committees*

**Awards:** Craig Goettsch (IA), Chair; William Beatty (WA); Kevin Hoyt (NB); Andrea Seidt (OH); NASAA Liaisons: Lonnie Martin, Robert Webster

**Capital Formation:** Judith Shaw (ME), Chair; Faith Anderson (WA); William Beatty (WA); Joseph Borg (AL); Jo-Anne Matear (ON); Mike Rothman (MN); NASAA Liaison: Anya Coverman

**CRD/IARD Forms and Process:** Anne Followell (OH), Chair; Rodney Griess (NE), Vice-Chair; Emily Diaz (TX); Jack Horne (CT); Pamela Kirkland (SC); Susan Largman (NJ); Lindsey Rankin (KY); NASAA Liaison: A. Valerie Mirko

**CRD/IARD Steering:** Melanie Senter Lubin (MD), Chair; Pamela Epting (FL), Vice-Chair; Anne Followell (OH); Rodney Griess (NE); Andrea Seidt (OH); NASAA Liaison: A. Valerie Mirko

**Cybersecurity:** Joseph Borg (AL), Chair; Mike Rothman (MN), Vice-Chair; William Beatty (WA); Melissa Gable (NY); NASAA Liaisons: Joseph Brady, Mike Canning, A. Valerie Mirko

**Electronic Filing Depository Steering:** William Beatty (WA), Chair; Faith Anderson (WA); Diane Ridley Gatewood (NY); Susan Largman (NJ); Melanie Senter Lubin (MD); Meredith (Paige) Turney (ME); NASAA Liaisons: A. Valerie Mirko, Mark Stewart, Jason Wolf

**NASAA Exams Advisory:** Leslie Van Buskirk (WI), Chair; Elizabeth Bowling (TN); Rosemary Gonzalez (NJ); Edward Moran (ME); William Pultinas (OH); William Spradlin (VA); Jill Vallely (WA); NASAA Liaison: Christopher Staley

**Federal Legislation:** Gerald Rome (CO), Chair; William Beatty (WA); Richard Blackwell (OR); Kimiko Butcher (MA); David Finnigan (IL); William Green, Jr. (DE); Jeremy Jones (GA); Melanie Senter Lubin (MD); Robin Wiessmann (PA); NASAA Liaisons: Joseph Brady, Mike Canning, Anya Coverman

**Finance and Audit:** Michael Pieciak (VT), Chair; Clyde Hartman (DE); Chritina Mallard (CO)

**International:** Sharon Kelly (QC), Chair; Kevin Hoyt (NB); Walter McDonough (MA); Ethel Ramirez (MX); NASAA Liaison: Joseph Brady

**Investment Adviser Continuing Education:** Shonita Bossier (KY), Co-Chair; Linda Cena (MI), Co-Chair; William Carrigan (VT); Craig Goettsch (IA); John Harth (CO); Lisa Hopkins (WV); Melanie Senter Lubin (MD); Andrea Seidt (OH); Noula Zaharis (GA); NASAA Liaison: A. Valerie Mirko

**Legal Services:** Gerald Rome (CO), Chair; Karla Black (ME); Scott Lane (PA); Tanya Solov (IL); Gregory Strong (DE); NASAA Liaisons: Zachary Knepper, Christopher Staley

**Member Services:** Pamela Epting (FL), Chair; Kevin Anselm (AK); Joseph Borg (AL); Alex Glass (IN); Barry Glennon (NH); Lisa Hopkins (WV); Jillian Lazar (DE); NASAA Liaisons: Joseph Brady, Mike Canning, Micaela Coleman, Kaprina Robinson

**Multi-Jurisdictional Matters:** Kevin Anselm (AK), Chair; Jack McClellan (WA); Katherine Milgram (NY); Gerald Rome (CO); Judith Shaw (ME); Gregory Strong (DE); Keith Woodwell (UT); NASAA Liaison: A. Valerie Mirko

**NEMO Training and Support:** Michael Huggs (MS), Chair; Addy Asoro (TX); Sarah Bartell (CO); Jennifer Godden (WA); Natasha Hurt (FL); Amber Murphy (WV); NASAA Liaison: Jason Wolf

**Senior Issues/Diminished Capacity:** Judith Shaw (ME), Chair; Carolyn Mendelson (PA), Vice-Chair; Bernice Geiger (NM); Deborah Gillis (NB); Alex Glass (IN); Caley Love (KS); Melanie Senter Lubin (MD); Theodore Miles (DC); David Minnick (MO); Kristen Standifer (WA); Karen Tyler (ND); Megan Verdeja (MN); Diane Young-Spitzer (MA); NASAA Liaisons: Joseph Brady, Mike Canning, Christopher Staley

**SRO Matters:** Andrea Seidt (OH), Chair; James Burns (ID); Pamela Epting (FL); Melanie Lubin Senter (MD); Keith Woodwell (UT); NASAA Liaison: Joseph Brady

**Standardized Training and Technology:** Ann Rankin (VA), Chair; Shonita Bossier (KY); Dennis Britson (IA); Stephen Cava (VA); Martin Cordell (WA); Steve Dowling (PEI); Susan Edwards (OK); Denise Walker (WV); Leslie Worrell (AL); NASAA Liaisons: Robert Webster, Jason Wolf, James Apistolas

**State Legislation:** Lynne Egan (MT), Chair; Faith Anderson (WA); Karla Black (ME); Richard Blackwell (OR); Frank Borger-Gilligan (TN); Alex Glass (IN); Alexis Lotero (NM); Cheryn Netz (TX); Michael Nusbaum (WV); NASAA Liaisons: Mike Canning, Anya Coverman

**Technology:** Pamela Epting (FL); Melanie Senter Lubin (MD); Danny Taylor (VA); Jake van der Laan (NB); NASAA Liaisons: Joseph Brady, A. Valerie Mirko

**Uniform Securities Act:** Craig Goettsch (IA), Chair; NASAA Liaison: Joseph Brady



# FOCUS ON NASAA

## 2016-2017 Sections

### Broker-Dealer

#### Overview

*The Broker-Dealer Section focuses on the operations of broker-dealers and agents including sales practices and products. In addition, securities sold by broker-dealers on bank premises, activities of clearing firms, continuing education issues, and customer dispute resolution are monitored by this section. The point-of-sale contact with investors makes this section's activities critical in fulfilling states' investor protection role. The section is comprised of the following project groups: Arbitration; Continuing Education; Investment Products and Services; Market and Regulatory Policy and Review; Operations; and Variable Annuities.*

#### Section Committee

Bryan Lantagne (MA), Chair (since 1/17)  
Andrew Hartnett (MO), Chair (9/16-1/17)  
Leslie Van Buskirk (WI), Vice-Chair  
Frank Borger-Gilligan (TN)  
Claire McHenry (NE)  
Brett Olin (MT)  
Chris Besko (MB), Canadian Liaison  
Christopher Staley (NASAA), Liaison

#### Project Groups

##### Arbitration

Joseph Punturo (NY), Chair  
Elizabeth Bowling (TN)  
Aleksander Cirulis (IN)  
Patrick Costello (MA)  
Edwin L. Reed (AL)  
Tanya Solov (IL)  
Henry Tanji (HI)

##### Continuing Education

Linda Bailey (TX), Chair  
William Carrigan (VT)  
Deborah Fabritz, (WI)  
Diane Ridley Gatewood (NY)  
James Nix (IL)

##### Investment Products & Services

Deborah Fabritz (WI), Chair  
Terra Bonnell (OK)  
Duke Browne (TX)  
Anna Dennis (KY)  
Analiese Hinchcliffe (OH)  
William Littrell (MO)  
Kristi Montano (NM)  
Delfin Rodriguez (NJ)  
Jonathan Swaim (IA)

##### Market & Regulatory Policy & Review

Carolyn Mendelson (PA), Chair  
Elyse Alexander (MA)  
Scott Haggmark (NJ)  
Charles Lyons (UT)  
Amanda Senn (AL)  
Kristen Standifer (WA)  
Annastasia Valencia (CO)  
Megan Verdeja (MN)

##### Operations

Klem Klementon (CT), Co-Chair  
Kjersti Stroup (WA), Co-Chair  
Toby Antonini (KY)  
Stephen Bouchard (NJ)  
Clinton Edgar (TX)  
Lee Kell (FL)  
Ricky Locklar (AL)  
Scott Snipkie (MO)  
Ian Weschler (SC)

##### Variable Annuities

Mark Kissler (WA), Chair  
David Finnigan (IL)  
Lynda Kammeier (MO)  
Trevor Krivoshein (OR)  
Lynn McKenna-Krumins (CT)  
Mark Murray (MT)  
Lea Ann Richards (WV)



# FOCUS ON NASAA: **2016-2017 Sections**

## Corporation Finance

### Overview

*The Corporation Finance Section develops and monitors policies for the registration of securities under state law including updates to NASAA Statements of Policy. The section also develops model rules and forms and provides oversight of the various NASAA-sponsored coordinated review programs for securities registration. The section also provides guidance to the states that regulate franchise offerings through its Franchise and Business Opportunities Project Group. Other project groups include Business Organizations and Accounting; Corporation Finance Policy; Direct Participation Programs Policy; and Small Business/Limited Offerings.*

### Section Committee

William Beatty (WA), Chair  
Peter Cassidy (MA), Vice-Chair  
Faith Anderson (WA)  
Mark Heurman (OH)  
Jeff Soderstedt (PA)  
Jo-Anne Matear (ON), Canadian Liaison  
Anya Coverman (NASAA), Liaison  
Mark Stewart (NASAA), Liaison

### Project Groups

#### **Business Organizations & Accounting**

Michelle Webster, (WA), Chair  
Jeff Coleman (OH)  
Ashley Few (NJ)  
James Liddell (ME)  
Sandra Smith (AL)  
Joy Sakamoto-Wengel (MD)  
Daniel Spungen (IN)

#### **Corporation Finance Policy**

Dennis Britson (IA), Chair  
John Crist (OH)  
Ryan Germany (GA)  
Nathan Quigley (WA)  
Abby Onaghise (NJ)  
Leslie Rose (BC)  
Jill Vallely (WA)  
Kaycee Wolf (TN)

#### **Direct Participation Programs Policy**

Mark Heurman (OH), Chair  
Tim Adams (AL)  
Cambria Baish (PA)  
Stephanie Cipolla (MA)  
Nona Lane (NM)  
Dan Matthews (WA)  
Delfin Rodriguez (NJ)  
Joy Sakamoto-Wengel (MD)

#### **Franchise & Business Opportunities**

Dale Cantone (MD), Chair  
Martin Cordell (WA)  
Theresa Leets (CA)  
Timothy O'Brien (VA)  
Joseph Punturo (NY)  
Nathan Quigley (WA)  
Jason Simmons (RI)  
Henry Tanji (HI)

#### **Small Business/Limited Offerings**

Faith Anderson (WA), Chair  
Jessica Brown (OH)  
Ryan Germany (GA)  
Jo-Anne Matear (ON)  
Christopher Smith (VT)  
Noelle Sykes (IN)  
Michelle Webster (WA)  
Kaycee Wolf (TN)



# FOCUS ON NASAA

## 2016-2017 Sections

### Enforcement

#### Overview

The Enforcement Section assists NASAA members in coordinating enforcement efforts involving multiple jurisdictions and facilitating the sharing of information and leveraging the resources of members more efficiently. This section also acts as a point of contact for other federal agencies and self-regulatory organizations such as the SEC and FINRA. In addition, this section helps identify new fraud trends and publishes an annual comprehensive report on state and provincial enforcement activity. Project groups include the following: Deposition and Litigation Skills Training; Enforcement Publications; Enforcement Technology; Enforcement Training; Exempt Offerings Investigations; and Enforcement Zones.

#### Section Committee

Keith Woodwell (UT), Chair (since 1/17)  
Laura Posner (NJ), Chair (9/16-1/17)  
Joseph Rotunda (TX), Vice-chair  
Jesse Devine (NY)  
Jake van der Laan (NB)  
Gregory Strong (DE)  
Jason Roy (MB), Canadian Liaison  
A. Valerie Mirko, (NASAA) Liaison

#### Project Groups

##### Enforcement Publications

Michael Quinn (OH), Chair  
Marc Bantel (VA)  
Eric Forcier (NH)  
Holly Mack-Kretzler (WA)  
Judi Lahr (MO)  
Robert Webster (NASAA), Liaison

##### Enforcement Technology

Jake van der Laan (NB), Chair  
Rodney Griess (NE), Vice-Chair  
Jeremy Entwistle (MA)  
Taylor Faw (SC)  
Devin Heier (MS)  
Janice Hitzeman (OH)  
Charles Kaiser (OK)  
Adrian LaRochelle (NH)  
Kim Lewis (AL)  
Brodie Mark Shannon (NB)  
Jason Wolf (NASAA) Liaison

##### Enforcement Training

Tracy Meyers (SC), Co-Chair  
Jeffrey Spill (NH), Co-Chair  
Rudolph Bassman (NJ)  
Scott Lane (PA)  
Christopher Mann (KS)  
Frank Panepinto (LA)  
Rebecca Reilly (NY)  
Heidi Schedler (NS)  
Lori Toledano (ON)

##### Exempt Offerings Investigations

Harvey McCleskey (OH), Chair  
Michael Cameron (NE)  
Jessica Eng (NJ)  
Kelsey Heaton (TX)  
Eric Palosaari (WA)  
Allan Russ (NC)  
Ryan Smith (MO)  
Vincent Smith (WV)  
Jessica Vaughn (KY)

##### Deposition & Litigation Skills

Don Young (AB), Chair  
Gary Adkins (KY)  
Michael Cameron (NE)  
Zesely Haislip (NC)  
William Healy (MD)  
Janice Hitzeman (OH)  
Travis Iles (TX)  
Matthew Kestian (IN)  
Anne McGuinness (IN)  
Ryan Millecam (AZ)  
Gerald Rome (CO)  
Amanda Senn (AL)  
Cameron Watson (ON)

##### Enforcement Zones

Rhea Babcock (CO), Chair  
Northeast: Eric Forcier (NH)  
Southeast: Stephen Fulmer (SC)  
Mid-Atlantic: Jonathan Hawkins (VA)  
Central: Roger Patrick (OH)  
South/Central: Campbell McLaurin (AR)  
Mountain: Rhea Babcock (CO)  
Western: Jack McClellan (WA)  
Canadian: Christie Johnson (ON)



# FOCUS ON NASAA: 2016-2017 Sections

## Investment Adviser

### Overview

NASAA's Investment Adviser Section monitors the state regulation of firms and professionals in the investment advisory business. The section's work includes developing model rules and policies for use by states in regulating small and mid-sized investment advisers. The Section also provides technical support for state investment adviser examinations and manages the biennial investment adviser coordinated exams survey. Project groups include Investment Adviser Cybersecurity and Technology; Investment Adviser Operations; Investment Adviser Regulatory Policy and Review; Investment Adviser Resources and Publications; Investment Adviser Training; and Investment Adviser Zones.

### Section Committee

Andrea Seidt (OH), Chair  
Linda Cena (MI), Vice-chair  
William Carrigan (VT)  
Lisa Hopkins (WV)  
Noula Zaharis (GA)  
Susan Pawelek (ON), Canadian Liaison  
Ethel Ramirez (MX), Mexico Liaison  
Zachary Knepper (NASAA), Liaison  
A. Valerie Mirko (NASAA), Liaison

### Project Groups

#### IA Cybersecurity and Technology

Catherine Jones (NE), Chair  
Chalynn Comage (KY)  
Jeffrey Eaby (CO)  
Clinton Edgar (TX)  
Matthew Fink (NV)  
Charlie Jarrett (GA)  
Chuka Obasuyi (TX)  
Amanda Senn (AL)  
A. Valerie Mirko, (NASAA) Liaison

#### IA Operations

Michael Huggs (MS), Chair  
Mark Eisenmann (WI)  
Alisa Goldberg (FL)  
Elizabeth Guido (NC)  
Joanne Jones (WA)  
Brett Radetsky (CO)  
Shaun Yarroll (TX)

#### IA Regulatory Policy and Review

Elizabeth Smith (WA), Chair  
Stephen Bouchard (NJ)  
Stephen Brey (MI)  
John Harth (CO)  
Callie Hester (TX)  
Kevin Moquin (NH)  
Suzanne Sarason (WA)  
David Smith (AR)

#### IA Resources and Publications

Alex Glass (IN), Chair  
Steven Arrighi (VA)  
Arlene Ferris-Waks (NJ)  
Allan Russ (NC)

#### IA Training

Lindy Streit (AR), Co-Chair  
Denise Walker (WV), Co-Chair  
Ryan Anderson (WY)  
Emily Diaz (TX)  
Taylor Faw (SC)  
Elizabeth Guido (NC)  
Kelly Lent (CT)  
Christine Pottie (NS)  
Lindsey Rankin (KY)  
Veronica Rodriguez (CO)  
Levin Walker (LA)

#### IA Zones

Veronica Rodriguez (CO), Chair  
Northeast: Jennifer Kim (MA)  
Southeast: Ricky Martin (MS)  
Mid-Atlantic: Lori Boyogueno (PA)  
Central: William Pultinas (OH)  
South/Central: Tommy Green (TX)  
Mountain: Veronica Rodriguez (CO)  
Western: Henry Tanji (HI)  
Canadian: Susan Pawelek (ON)



# FOCUS ON NASAA

## 2016-2017 Sections

### Investor Education

#### Overview

*The Investor Education Section works to develop investor education materials for NASAA and its members, focusing on the education of the individual investor. Efforts involve raising awareness of specific types of securities fraud or products, developing investor outreach programs, tools, and content for use by NASAA members, and planning training for NASAA member investor education coordinators. Current Project Groups include Alerts and Advisories; Elder Outreach; Life Stages; and Online Outreach and Social Media.*

#### Section Committee

Karen Tyler (ND), Chair  
Diane Young-Spitzer (MA), Vice-Chair  
Bernice Geiger (NM)  
Tina Kotsalos (PA)  
Marissa Sollows (NB)  
Zachary Knepper (NASAA), Liaison  
Robert Webster (NASAA), Liaison

#### Project Groups

##### Alerts and Advisories

Diane Young-Spitzer (MA), Chair  
Stephen Brey (MI)  
Lindsay Fedler (WI)  
Ken Gracey (BC)  
John Maron (NC)  
Mary Ann Smith (CA)

##### Elder Outreach

Bernice Geiger (NM), Chair  
Arlene Ferris-Waks (NJ)  
Theresa Kong Kee (HI)  
Kelly May (KY)  
Anna Rushton (SC)  
Jillian Sarmo (CO)  
Jennifer Shaw (OK)  
Kathleen Titsworth (CT)

##### Life Stages

Tina Kotsalos (PA), Chair  
Idriys Abdullah (DC)  
Amanda Blanks (VA)  
Dan Lord (AL)  
Ann Penniston (AK)  
Lyn Peters (WA)  
Kimberly Ryan (NL)  
Shannon Santschi (KS)

##### Online Outreach & Social Media

Marissa Sollows (NB), Chair  
Kelly Griese (IN)  
Kevan Hannah (ON)  
Caley Love (KS)  
Julia Miller (MN)  
Dan Orzano (OH)



# FOCUS ON NASAA: *Member Agencies*

## UNITED STATES

Alabama Securities Commission

Alaska Division of Banking and Securities

Arizona Corporation Commission, Securities Division

Arkansas Securities Department

California Department of Business Oversight

Colorado Division of Securities

Connecticut Department of Banking  
Securities and Business Investments Division

Delaware Department of Justice  
Investor Protection Unit

District of Columbia Department of Insurance, Securities  
and Banking Securities Bureau

Florida Office of Financial Regulation

Georgia Office of the Secretary of State  
Securities & Charities Division

Hawaii Department of Commerce & Consumer Affairs

Idaho Department of Finance

Illinois Office of the Secretary of State  
Securities Department

Indiana Office of the Secretary of State  
Securities Division

Iowa Insurance Division Securities Bureau

Kansas Office of the Securities Commissioner  
A Division of the Kansas Insurance Department

Kentucky Department of Financial Institutions

Louisiana Securities Commission

Maine Department of Professional & Financial Regulation  
Office of Securities

Maryland Office of the Attorney General  
Division of Securities

Massachusetts Securities Division

Michigan Department of Licensing and Regulatory Affairs  
Corporation Securities and Commercial Licensing Bureau

Minnesota Department of Commerce

Mississippi Office of the Secretary of State  
Securities Division

Missouri Office of the Secretary of State  
Securities Division

Montana State Auditor's Office  
Securities Department

Nebraska Department of Banking & Finance  
Bureau of Securities

Nevada Secretary of State  
Securities Division

New Hampshire Department of State  
Bureau of Securities Regulation

New Jersey Office of the Attorney General  
Bureau of Securities

New Mexico Regulation & Licensing Department  
Securities Division

New York Office of the Attorney General  
Investor Protection Bureau

North Carolina Department of the Secretary of State  
Securities Division

North Dakota Securities Department

Ohio Division of Securities

Oklahoma Securities Commission

Oregon Dept. of Consumer & Business Services  
Division of Financial Regulation

Pennsylvania Department of Banking and Securities

Puerto Rico Commissioner of Financial Institutions

Rhode Island Department of Business Regulation

South Carolina Office of the Attorney General  
Securities Division

South Dakota Division of Insurance- Securities Regulation

Tennessee Department of Commerce & Insurance  
Securities Division

Texas State Securities Board

U.S. Virgin Islands Office of the Lt. Governor  
Division of Banking and Insurance

Utah Department of Commerce  
Division of Securities

Vermont Department of Financial Regulation

Virginia State Corporation Commission  
Division of Securities & Retail Franchising

Washington Department of Financial Institutions  
Securities Division

West Virginia Office of the State Auditor  
Securities Commission

Wisconsin Department of Financial Institutions  
Division of Securities

Wyoming Secretary of State  
Compliance Division

## CANADA

Alberta Securities Commission

British Columbia Securities Commission

Manitoba Securities Commission

New Brunswick Financial and Consumer Services  
Commission

Newfoundland and Labrador Financial Services  
Regulation Division

Northwest Territories Office of the  
Superintendent of Securities

Nova Scotia Securities Commission

Nunavut Office of Superintendent of Securities

Ontario Securities Commission

Prince Edward Island Department of  
Environment, Labour and Justice

Quebec Autorité des marchés financiers

Financial and Consumer Affairs Authority of  
Saskatchewan

Yukon Department of Community Services  
Office of the Yukon Superintendent of Securities

## MEXICO

Mexico Comisión Nacional Bancaria y de Valores



# FOCUS ON NASAA

## **Corporate Office Staff**

The daily operations of the association are managed by an executive director and a professional staff located in Washington, D.C. NASAA departments include legal, finance and operations, government affairs, communications and investor education, and conferences and education.

### **Executive & Administrative Office**

Joseph Brady  
*Executive Director*

Josephine Oundo  
*Office Coordinator*

Irene Maldonado  
*HR Coordinator/Executive Assistant*

### **Finance & Operations**

Marina Alonso-Mendoza  
*Director of Finance and Operations*

Kaprina Robinson  
*Membership Services and Finance Manager*

Jason Wolf  
*Technology and Product Manager*

### **Legal**

A. Valerie Mirko  
*General Counsel*

Zachary Knepper  
*Deputy General Counsel*

Christopher Staley  
*Counsel*

Mark Stewart  
*Counsel*

Faye Gordon  
*Compliance Database Operations Manager*

Tanya McKinley  
*Regulatory/Legal Analyst*

### **Government Affairs**

Michael Canning  
*Director of Policy*

Anya Coverman  
*Deputy Director of Policy  
& Associate General Counsel*

David Carpenter  
*Government Affairs Assistant*

### **Communications & Investor Education**

Bob Webster  
*Director of Communications*

Micaela Coleman  
*Assistant Manager of Communications  
& Investor Education*

### **Conferences & Education**

James Apistolas  
*Director of Educational Programs and Conferences*

Lonnie Martin  
*Associate Director of Membership & Meetings*

Nichol Bizjak  
*Meetings and Conference Coordinator*



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