

**ROATÁN FINANCIAL SERVICES AUTHORITY (RFSA)**

**WHEREAS** the Roatán Financial Services Authority (RFSA) is a department within Próspera ZEDE's General Service Provider that has authority under the Próspera Financial Regulation A to promulgate published administrative actions, subject to override by Rule, applicable to persons governed pursuant to Part 3(c) of Financial Regulation A, for interpretative, investigatory and enforcement purposes.

**WHEREAS** the State of Honduras is party to the United Nations Convention Against Organized Crime, the International Convention for the Suppression of the Financing of Terrorism, the Interamerican Convention Against Terrorism, and the Central American Agreement for the Prevention and Repression of Money and Asset Laundering Crimes Related to Illicit Drug Trafficking and Related Crimes, all of which are applicable to the Próspera ZEDE special jurisdiction in accordance with article 8.2 of the ZEDE Organic Law, and all of which require the State of Honduras to adopt measures requiring financial institutions in the country to report suspicious financial transactions to a Financial Intelligence Unit.

**WHEREAS**, the Government of Honduras has established the Financial Intelligence Unit (FIU) as part of the National Commission on Banks and Insurance (CNBS), as the national center for the collection, analysis, and dissemination of information regarding potential money laundering and/or financing of terrorism.

**WHEREAS**, the national Law of the Financial System states, in article 17-A, that national or international financial centers in the country shall enact an information sharing accord with the National Commission on Banks and Insurance (CNBS).

**WHEREAS**, the Financial Intelligence Unit has communicated to Próspera ZEDE that it will receive suspicious activity reports, as well as any other reports required under applicable law via email and, subsequently, via the national electronic reporting system.

**NOW, THEREFORE**, in accordance with articles 15, 18, 294 and 329 of the Constitution of the Republic of Honduras; 1, 2, 8.2, 12.2, 30 and 45 of the ZEDE Organic Law; Part 5, div. 1, sec. 101(e) of the Próspera Financial Regulation A; the Proclamation of Formation of the Roatán Financial Services Authority by Administrative Action of the Próspera ZEDE Council of Trustees; and the RFSA Oversight Committee Inaugural Action by Unanimous Consent; all of which are saved from repeal and guaranteed as controlling law under the mandate of Articles 96 of the Constitution, 10.4 of CAFTA-DR, and 16.4 of the Agreement for the Promotion and Reciprocal Protection of Investments between Honduras and Kuwait, as well as a certain amended Legal Stability Agreement approved by Resolutions §§5-1-130-0-0-0-1, 5-1-160-0-0-0-1; 17-A of the Law of the Financial System; article 18 section 1(b) of the International

Convention for the Suppression of the Financing of Terrorism; article 7 section 1(a) of the United Nations Convention Against Transnational Organized Crime; article 14 of the Central American Agreement for the Prevention and Repression of Money and Asset Laundering Crimes Related to Illicit Drug Trafficking and Related Crimes; and article 4.1.A of the Interamerican Convention Against Terrorism; the following Administrative Action is hereby promulgated.

## **RFSA ADMINISTRATIVE ACTION NO. 2**

### **RIFC-CNBS INFORMATION SHARING ACCORD**

#### **Section 1. Purpose of the Accord.**

- (1) The purpose of this Accord is to establish the procedures for cooperation and exchange of information between the National Commission on Banks and Insurance (CNBS) and the Roatán International Financial Center in the Próspera ZEDE (Zone for Employment and Economic Development) in accordance with international best practices in mutual legal assistance, prevention and mitigation of money laundering and terrorist financing, and in accordance with the international obligations of the State of Honduras.

#### **Section 2. Operation of National Financial Institutions in Próspera ZEDE.**

- (1) Pursuant to its authority under Financial Regulation A, the Roatán Financial Services Authority (RFSA) will authorize the institutions of the national financial system to operate in the spatial ambit of Próspera ZEDE directly or through the creation of another entity or through the establishment of branches, agencies, or other means of rendering financial services. As per the national Law of the Financial System, the operations that the institutions of the national financial system carry out in Próspera ZEDE must be governed by the Próspera Industrial Regulation and Financial Responsibility Statutes, and the rest of the internal norms applicable within Próspera ZEDE.
- (2) For the purposes of this administrative action, the institutions of the national financial system are understood as the persons contemplated in article 3 of the national Law of the Financial System that are authorized by the CNBS to operate in the national territory outside the jurisdiction of Próspera ZEDE.
- (3) The institutions of the national financial system authorized by the CNBS may offer, advertise, and provide financial services to persons located in the spatial scope of competence of Próspera ZEDE without the need to establish branches, agencies, permanent establishments, or other means of providing financial services.

### Section 3. Exchange of Information.

- (1) Remission of Information.** The RFSA will assist the CNBS by exchanging information that may foreseeably be of interest for the administration and application of the international treaties ratified by the State of Honduras and of the applicable law in each of their respective jurisdictions. The information shall be exchanged in accordance with the provisions of this Accord and shall be treated confidentially. The rights and guarantees recognized to individuals by the applicable law or administrative practice of the requested Party shall continue to apply.
- (2) Type of Information.** In accordance with applicable law, the RFSA shall provide, upon request of the CNBS, information on the following matters:
- a) information on the operations that the institutions of the national financial system, that are Covered Regulated Industry Persons, have within the spatial scope of competence of Próspera ZEDE;
  - b) information related to compliance with international agreements or treaties ratified by the State of Honduras regarding the exchange of financial or tax information;
  - c) information related to the prevention and combat of money laundering and the financing of terrorism.
- (3) Obtaining Information.** If the information in possession of the RFSA is not sufficient to comply with the request for information, the RFSA will resort, directly or through other competent bodies within the spatial ambit of Próspera ZEDE, to all relevant measures to collect the information described in Section 3(2) in order to provide the CNBS with the requested information, regardless of the fact that the RFSA may not need such information for its own purposes.
- (4) Additional Information.** If expressly requested by the CNBS, the RFSA shall provide information as described in Section 3(2) to the extent permitted by applicable law and its internal regulations, in the form of witness statements and authenticated copies of original documents.
- (5) Investigative Powers.** The RFSA is empowered to obtain and provide, upon request and on the matters provided for in Section 3(2) of this Accord:

- a) information held by banks, other financial institutions, and any person acting in a representative or fiduciary capacity, including nominee agents and trustees, that are Covered Regulated Industry Persons under Financial Regulation A;
- b) information relating to the ownership of corporations, partnerships, trusts, foundations, "Anstalten" and other persons, that are Covered Regulated Industry Persons under Financial Regulation A, including, subject to the limitations set forth in this Accord, ownership information in respect of all persons comprising a chain of ownership; in the case of trusts that are Covered Regulated Industry Persons under Financial Regulation A, information about settlors, trustees and beneficiaries; and in the case of foundations that are Covered Regulated Industry Persons under Financial Regulation A, information about founders, foundation board members and beneficiaries.

This Accord does not impose any obligation on the RFSA to obtain or provide ownership information with respect to publicly traded companies or public collective investment funds or schemes unless such information can be obtained without undue hardship.

**(6) Content of the Request.** When making a request for information under this Accord, the CNBS shall provide the following information to the RFSA in order to demonstrate the foreseeable interest of the information requested:

- a) the identity of the person subject to inspection or investigation;
- b) a statement regarding the information requested stating its nature and the manner in which the requesting Party wishes to receive the information from the requested Party;
- c) the purpose for which the information is requested;
- d) the grounds for believing that the requested information is in the requested Party or is in the possession or control of a person within the jurisdiction of the requested Party;
- e) to the extent known, the name and address of any person believed to be in possession of the requested information;
- f) a statement to the effect that the request is in accordance with the law and administrative practices of the requesting Party; that if the information sought were within the jurisdiction of the requesting Party the competent authority of the requesting Party would be able to obtain the information under the law of the

requesting Party or in the normal course of administrative practice; and that it is in accordance with this Accord;

- g) a statement to the effect that the requesting Party has used all available means in its own territory to obtain the information, except those that would give rise to disproportionate difficulties.

**(7) Response to the Request.** The RFSA shall send the requested information as soon as possible to the CNBS. In order to ensure promptness in the response, the RFSA:

- a) shall acknowledge receipt of the request in writing to the competent authority of the requesting Party and shall inform it, where appropriate, of any defects in the request within sixty (60) days of receipt of the request;
- b) if the RFSA has been unable to obtain and provide the information within ninety (90) days of receipt of the request, including in the event that it encounters obstacles in providing the information or refuses to provide the information, it shall immediately inform the requesting Party, explaining the reasons for the impossibility, the nature of the obstacles or the reasons for its refusal.

**(8) Limits on Requests.** The RFSA shall not be required to obtain or provide information that the CNBS could not obtain under domestic law. The RFSA may refuse its assistance when the request is not made in accordance with this Accord. The provisions of this Accord shall not impose any obligation on either Party to provide information revealing commercial, business, industrial or professional secrets or an industrial process. Notwithstanding the foregoing, the information referred to in clause 3.2 of this Agreement shall not be treated as such a trade secret or industrial process solely because it meets the criteria of that paragraph.

**(9)** The provisions of this Accord shall not impose an obligation on the RFSA to obtain or provide information that would reveal confidential communications between a client and a lawyer or other recognized legal representative, where such communications

- a) occur for the purpose of seeking or giving legal advice, or
- b) occur for the purpose of use in an ongoing or contemplated legal proceeding.

The RFSA may refuse a request for information if the communication of the information is contrary to the rights of due process under subnational, national, or international human rights law.

- (10) FATCA Compliance.** The RFSA shall be responsible for compliance with the obligations derived from the FATCA Agreement between the Republic of Honduras and the Government of the United States of America, and shall submit to the Financial Intelligence Unit of the CNBS the information corresponding to the compliance with such agreement electronically or physically.
- (11) LAFT Compliance.** The RFSA will be responsible for adopting and implementing all the measures required to comply with the international obligations of the State of Honduras in matters of prevention and combat of money laundering and financing of terrorism. The RFSA, through its FIUL, shall send to the Financial Intelligence Unit of the CNBS the suspicious activity reports communicated by the Covered Regulated Industry Persons under Financial Regulation A.
- (12) Competent Jurisdictional Body.** RFSA recognizes that the only judicial bodies with jurisdiction over the spatial area of Próspera ZEDE are those that make up the Special Jurisdiction of the Zones for Employment and Economic Development (ZEDE), in accordance with article 303 of the Constitution of the Republic, articles 14, 15, 16, 17, 17, 18, 19 and 20 of the Organic Law of the ZEDE, Accord No. CSJ-01-2021 of the Supreme Court of Justice and the Charter of Próspera. In the absence of the appointment of judges and/or magistrates to the Special Jurisdiction of the ZEDE, the RFSA recognizes the exclusive jurisdiction of the Supreme Court of Justice.
- (13) Confidentiality.** Any information received by the CNBS under this Accord shall be treated as confidential and may only be communicated to persons or authorities (including courts and administrative bodies). Such persons or authorities shall use such information only for appropriate lawful purposes. They may disclose the information in public judicial proceedings or in court judgments. The information may not be disclosed to any other person, entity, authority, or any other jurisdiction without the express written consent of the RFSA.

## **Section 5. Competent Bodies or Authorities.**

- (1) The CNBS and the RFSA, as well as any other governing bodies in the national or Próspera ZEDE jurisdiction, may act with respect to one another through their legal representatives, attorneys-in-fact or competent bodies or authorities.
- (2) For the application of this Accord, the competent authorities, or bodies on the part of the CNBS is the Financial Intelligence Unit (FIU) and the CNBS FATCA Office.

- (3) For the application of this Accord, the competent authorities, or bodies on the part of Próspera ZEDE Roatán International Financial Center is the Roatán Financial Services Oversight Committee of the Próspera ZEDE Council of Trustees, through the Technical Secretary, and the Roatan Financial Services Authority (RFSA), through the Financial Intelligence Unit Liaison.

**IT IS SO PROMULGATED THIS 14TH OF JUNE OF 2022.**

Alexander P. Rolfe  
Alexander P. Rolfe (Jun 15, 2022 10:22 EDT)

**ALEXANDER ROLFE**  
RFSA Commissioner

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Jose Luis moncada r (Jun 15, 2022 09:41 MDT)

**JOSÉ LUIS MONCADA**  
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**CHIRAG SHAH**  
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Sohan Dasgupta (Jun 16, 2022 17:46 EDT)

**SOHAN DASGUPTA**  
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