

# JOSEPH M. VINCENT

## CORE LEGAL COMPETENCIES

- *Banking & Other Financial Institutions Law.*
- *Financial Technology Law.*
- *Real Estate & Real Estate Finance (Commercial, ADC & Residential) Law.*
- *Consumer Finance Regulation & Compliance.*
- *Legislation, Rulemaking & Government Relations.*
- *Administrative Law & Practice.*
- *Corporate Governance & Enterprise Risk Management.*
- *Alternative Dispute Resolution (Mediation).*
- *Business Transactions.*
- *Employment Law.*

## PROFESSIONAL LEGAL & BUSINESS EXPERIENCE

***Director of Regulatory & Legal Affairs (f/k/a General Counsel).*** March 2003 – Present.  
Washington State Department of Financial Institutions (DFI).

- Member of Agency Executive Management Team.
- In-house general counsel to the Agency Director and to the Division Directors for the Divisions of Banks, Credit Unions, Consumer Services, and Administration.
- Official Interpretive Letters & Internal Opinions Regarding Statutes and Rulemaking.
- Principal Agency Liaison to the Attorney General's Office.
- Principal Drafting or Review of Agency Legislation & Rulemaking.
- Governmental Relations with Legislature, Stakeholders and Stakeholder Organizations.
- Principal Legal Counsel Liaison to Conference of State Banking Supervisors.
- Principal Legal Counsel Liaison to National Association of State Credit Union Supervisors.
- Monitoring of Federal & State Policy-Making, Legislation, Rule-Making & Case-Law.
- Reviewing Officer for Petitions for Review from Administrative Law Judges.
- Hearing Officer for Brief Adjudicatory Proceedings & Division of Banks Adjudications.
- Principal Drafter of Non-Standard Agency Contracts.
- Outreach & Public-Speaking to Stakeholder Groups.
- Founder of Agency Continuing Legal Education (CLE) Program; Chair, CLE Committee (2009 & 2011).
- Special Projects for Agency Director.

***Strategic Planning, IT Systems Design & Project Management, & Regulatory Compliance.***  
February 1998 – February 2003.

- **hbausa.com, Inc.** 1998-2000. IT Start-Up Company – Computerized Loan Origination Systems. Chief Operations Officer. Closed: February 2001.
  - **Agent Assist®.** 1998-1999. Seattle. *Project manager for IT start-up company's first-generation, Internet-enabled computerized loan information system (CLIS) and pre-*

- qualifying tool for real estate agents. First recruited to solve regulatory compliance issues.*
- **LoanOS<sup>SM</sup>**. 2000. Las Vegas & Seattle. *Principal architect and project manager for same IT start-up company's second-generation, Internet-based CLIS (successor to AgentAssist®).*
  - **YourBankOnline, Inc.** October 2000 – February 2001. Mountlake Terrace. *Start-up online banking system. Hired by distressed IT company's Silicon Valley directors as short-term "workout" CEO with prospect of merging hbausa.com, Inc.*
  - **PKI Solutions, Inc.** 2001-2002. Las Vegas. *Specialist in public key infrastructure (PKI) & digital signature laws. Project manager for HIPAA-compliant, Beta-test stage electronic prescription system. Closed: October 2002.*
  - **Frank Russell Company.** September – November 2002. Tacoma. *Contract lawyer for USA PATRIOT Act compliance.*

**President and Designated Broker – The PSR Mortgage Group – Licensed Mortgage Broker.**  
February 1998 – October 2000. Seattle.

- Created, launched and managed only mortgage brokerage in the country organized as a membership-based profit cooperative (Chapter 24.03 RCW) of loan origination professionals and real estate agents performing computerized loan information services (CLIS) for their clients in a RESPA-compliant environment.
- Real-time tested and managed parent IT start-up company's Agent Assist® CLIS & LoanOS<sup>SM</sup> CLIS for use by cooperative's member professionals.
- Table-funded \$50 million in conventional prime fixed-rate mortgage loans.
- Charged flat fees and rebated yield spread premium to borrowers at closing.
- Managed 7 Professional Service Representatives (innovative combination of loan officer and processor), an average of 35 CLIS Providers, and a 3-person Administrative Staff.

**Legal, Regulatory & Loan Administration Manager.** December 1986 – January 1998.  
Washington Federal, N.A. (f/k/a Washington Federal Savings). Seattle.

- *Reported to: Chairman & CEO and the Executive Vice President-Chief Lending Officer.*
- *Corporate Legal Counsel, Chief Fiduciary Officer (including Management of Undisclosed & Under-Disclosed Claims in FSLIC Assistance Agreements), Corporate Secretary (All Bank Subsidiaries), Loan Administration Manager (including maintaining Loan Policies & Procedures, Regulatory Compliance, Lending Training, and Loan Documentation), & Manager of Special Credits Officers.*
- *Court-Appointed Chairman of Land Development Company under Large Chapter 11 Reorganization Plan.*

**Solo Litigation Practice.** November 1985 – November 1986. Seattle.

- *Chapter 11 Reorganizations (Creditor Representation).*
- *Commercial Law Practice.*
- *Real Estate Litigation.*
- *Employment Discrimination.*

**Litigation Associate.** June 1981 – October 2005. Franco, Asia, Bensussen, Coe & Finegold. Seattle.

- *Chapter 11 Reorganizations (Creditor Representation).*
- *Commercial Law Litigation.*
- *Real Estate Litigation.*
- *Contested Family Law Matters.*
- *Employment Discrimination.*

**Housing-Development Legislative Consultant.** November 1979 – February 1980. San Francisco.

- *San Francisco Residential Hotel Conversion Ordinance.*
- *Urban Development Action Grant Applications for Future SoMa Area Properties.*

**Law Clerk.** June 1978 – April 1979. *Special Housing Litigation Unit, San Francisco Neighborhood Legal Assistance Foundation. Class Action Litigation.*

**Law Clerk.** Summer 1977. *Marin County – Wolfback Ridge (Golden Gate National Recreation Area) Major Federal Inverse-Condemnation Trial. Law Offices of Jess Jackson, Hillsborough, California.*

**Law Clerk.** June 1975 – October 1976. *Law Offices of Edward R. FitzSimmons, Oakland, California.*

**Legislative Intern to Bill Lockyer – California State Assembly.** September 1973 – September 1974.

## EDUCATION

**Juris Doctor.** June 1979. Golden Gate University School of Law. San Francisco.

- Am Jur Award: *Land Use Law & Real Estate Planning.* Thesis: *Tell-Tales of the City: The Down-Zoning of San Francisco.*

**Bachelor of Arts.** Major: Rhetoric; Minor: Political Science. June 1975. University of California at Berkeley.

- High Honors in Rhetoric & General Distinction in Overall Studies.
- Honors American Studies Program, 1972-1973.
- Honors Political Internship Program, 1973-1974.
- Bowles Hall Men's Association, 1972-1975.

## PROFESSIONAL ORGANIZATION ACTIVITIES & MEMBERSHIPS

### ***Present Public Involvement:***

- ***Member, Washington State Bar Association.*** No. 11549. June 1981 – Present. Business Law Section; Real Property, Probate & Trust Section.

- **Member, Banking Law Committee, Business Law Section, American Bar Association.** 2004 – Present. Co-Chairman, State Banking Law Developments Subcommittee, November 2015 – President. Also: Chairman, November 2007 – November 2009.
- **Conference of State Bank Supervisors (CSBS).** August 2003 – Present. Involved in a range of issues and work groups for CSBS, including especially federal preemption of state laws, post-Dodd-Frank Act compliance, fin-tech marketing companies, and emerging payment systems.
- **National Association of State Credit Union Supervisors (NASCUS).** October 2010 – Present. Involved in important issues and work groups for NASCUS, including post-Dodd-Frank Act compliance and the Interstate Branching Work Group.

**Significant Prior Public Involvement:**

- **Former Chairman, Attorney’s Committee, Washington Financial League.**
- **Former Chairman, Legal/Legislative Committee, Seattle Mortgage Bankers Association.**
- **Chairman of the Board, Southeast Asian Resettlement Center.** 1982-1985. Bellevue, Washington.

**PUBLIC POLICY ADVOCACY  
SIGNIFICANT DRAFTING OF LEGISLATION & RULES**

- 2015:** *WSBA Task Force - Title 11 RCW Amendments re: Prudent Investor Rule, Delegation by Trustees & Directed Trusts (Directed Trustees & Statutory Trust Advisors).*
- 2015:** *Major Washington Credit Union Act Amendments.*
- 2014:** *Trust Institutions Modernization Act (the new Title 30B RCW, effective 01/05/2015).*
- 2013:** *Technical Banking Law Amendments (including Lending Limits)*
- 2013:** *Post-Dodd Frank Derivatives (Lending Limits) Rulemaking (Ch. 208-512A WAC).*
- 2011:** *Washington Trust Company Amendments (Limited Liability Company Authority for Trust Companies).*
- 2010:** *Washington Commercial Bank & Savings Bank Modernization Amendments (Title 30 RCW & Title 32 RCW – Revised Standards for Supervision & Enforcement).*
- 2008:** *Technical Advice to Legislature re: Mortgage-Related Bills.*
- 2007:** *Report on Governor’s Task Force on Homeowner Security (Principal Drafter).*
- 2007:** *Washington Commercial Bank Act Amendment (Interstate Branching Limitation for Banking Affiliates of Commercial Holding Companies, Title 30 RCW).*
- 2006:** *Business Development Company Act of 2006 (Ch. 31.24 RCW).*
- 2005:** *De Novo Interstate Bank Branching Reciprocity Amendments.*
- 2005:** *Washington Limited Liability Company Act Amendments (Banking Law).*
- 1997:** *Washington Electronic Authentication Act (Ch. 19.34 RCW).*
- 1992:** *Major Washington Construction Lien Law Amendments (Ch. 60.04 RCW – Lending Industry’s Representative, 1990 Legislative Task Force on Construction Lien Laws).*

## TEACHING & PROFESSIONAL MENTORSHIP

- **Recent Guest Lecture Appearances:**
  - **“Three Financial Crises – Lessons to Heed,”** Seattle University School of Law – Immersive Program, May 25, 2016.
  - **“Essential Banking Issues Related to Cannabis Law in Washington,”** Cannabis Law Seminar, University of Washington School of Law, December 2, 2015.
- **Civil Externship Supervisor.** Spring 2012 – Present. Seattle University School of Law. Government Externship Program – Civil.
  - *Award: 2015 Civil Extern Supervisor of the Year.*
- **Instructor.** 1987 – 1996. *Institute of Financial Education,*<sup>1</sup> *Real Estate Law & Commercial Law.*
- **Instructor.** 1990 – 1992. *American Institute of Banking,*<sup>2</sup> *Basic Principles of Contract Law.*

### **Significant Speeches & Presentations:**

- **2016: CLE – Marijuana Policy in Washington State: Moving Forward – “Banking: The Government Perspective – Recent Developments and Litigation around Banking, Bankruptcy, and Marijuana,”** University of Washington School of Law, June 14, 2016. Presenter.
- **2015: CLE – “Cannabis Law in Washington: An Update,”** Department of Financial Institutions. Presenter.
- **2015: CLE – 2015 Legal Symposium – “Survey of 2014-2015 Case Law of Interest to Credit Unions,”** Northwest Credit Union Association, SeaTac, Washington. Co-Presenter.
- **2015: CLE – Part 3 of Real Estate Secured Transactions Series: The Big Picture in Residential Mortgage Lending – Post-Origination, Secondary Market, Loan Servicing & Emerging Trends, “Keynote Address – The Transformation of Residential Mortgage Lending,”** Department of Financial Institutions. Program Chair & Co-Presenter.
- **2014: CLE – Part 2 of Real Estate Secured Transactions Series: Washington Mortgage Law & The Mortgage Crisis: The Legislative & Judicial Response, “Keynote Address – Introduction: The Roller-Coaster Ride with Residential Mortgages in Washington,”** Department of Financial Institutions. Program Chair & Co-Presenter.
- **2014: CLE – Washington State: Case Study in Legislative & Judicial Response to the Mortgage Crisis,** Conference of State Bank Supervisors Legal Seminar, San Diego, California. Panelist.
- **2013: CLE – “Cannabis in Washington State: Regulatory Update on Banking Issues,”** The Seminar Group, Seattle, Washington. Presenter.

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<sup>1</sup> The Institute of Financial Education was the educational affiliate of the former U.S. League of Savings, of which the Washington Financial League (formerly known as the Washington Savings League) was a member.

<sup>2</sup> The American Institute of Banking was the educational affiliate of the American Bankers Association, of which the Washington Bankers Association is a member.

- **2011: CLE – Joint Presentation & Panel Discussion: “The Financial Crisis – Bank Closures,”** Seattle University School of Law and Albers School of Business, Seattle, Washington. Panelist.
- **2010: CLE – “The Dodd-Frank Act Wall Street Reform & Consumer Protection Act of 2010 – What It Will Do? What It Means for Washington State Government?”** Department of Financial Institutions. Program Chair & Co-Presenter.
- **2010: CLE – Part 1 of Real Estate Secured Transactions Series: “The Collateralization of Real Estate – The Basics of Mortgages, Deeds of Trust, and Real Estate Contracts,”** Department of Financial Institutions. Principal Speaker.
- **2009-2010: “The Perfect Storm – The Causes of the Financial Crisis.”** Presentation and speech given at various times to groups of government attorneys and to government and private sector auditors (including the 2010 Seattle Banking Lawyers Forum c-sponsored by Washington Bankers Association and Davis Wright Tremaine).
- **2009-Present – CLE – “Annual Case Law Developments,”** Department of Financial Institutions. Co-Presenter.
- **2009-2015 – CLE – “Annual Legislative Session Recap,”** Department of Financial Institutions. Co-Presenter.
- **2009: CLE – “Federal Preemption of State Financial Services Laws,”** Department of Financial Institutions. Presenter.
- **2008: State Law Developments Subcommittee Meeting – “The Treasury Secretary’s Plan & the Future of the State-Banking Charter,”** American Bar Association Spring Business Section Meeting, Dallas, Texas. Co-Presenter.
- **2007: State Law Developments Subcommittee Meeting – “Multi-Factor Authentication & Online Banking,”** American Bar Association Spring Business Section Meeting, Tampa, Florida. Co-Presenter.
- **2007: CLE – “Introducing the CSBS Law Wiki,”** Conference of State Banking Supervisors Legal Seminar, Portland, Oregon. Presenter.
- **2004: State Law Developments Subcommittee Meeting – “Federal Preemption & National Bank Charter Concentration,”** American Bar Association Spring Business Section Meeting, Seattle, Washington. Co-Presenter.
- **2004: CLE Panel – “National Bank Act & the Assertion of Exclusive Visitorial Power over National Bank Operating Subsidiaries,”** American Bar Association Spring Business Section Meeting, Seattle, Washington. Co-Panelist.
- **1984-1996:** Various presentations sponsored by Washington State Bar Association, King County Bar Association & Washington Financial League, including:
  - **CLE – Lender Techniques in Workouts & Chapter 11 Reorganizations.** Presenter.
  - **CLE – Dealing with Your Lender in a Divorce.** Presenter.
  - **CLE – Divorce Tax Reform Act of 1984.** Presenter.

**Legal Publications:**

- **2006: State Innovation – The Washington Business Development Company Act,** ABA Banking Law Committee Newsletter.

## AD HOC PROFESSIONAL TRAINING

- **2013: *LEAN Training***, State of Washington.
- **2013: *Mediation Training Certificate Program***, Pierce County Center for Dispute Resolution.
- **1988: *Human Resource Management Training***, Institute of Financial Education.
- **1987: *The Leadership School***, Institute of Financial Education, St. Louis, Missouri.
- **1986: *King County Bar Association Mediation Program***.