



Substitute Senate Bill No. 435

Public Act No. 24-70

AN ACT CONCERNING THE DESIGNATION OF FARM LAND AND OPEN SPACE LAND AND REVISIONS TO THE CONNECTICUT ENTITY TRANSACTIONS ACT.

Be it enacted by the Senate and House of Representatives in General Assembly convened:

Section 1. Section 19a-341 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2024*):

(a) Notwithstanding the provisions of any general statute or municipal ordinance or regulation pertaining to nuisances to the contrary, no agricultural or farming operation, place, establishment or facility, or any of its appurtenances, or the operation thereof, shall be deemed to constitute a nuisance, either public or private, due to alleged objectionable (1) odor from livestock, manure, fertilizer or feed, (2) noise from livestock or farm equipment used in normal, generally acceptable farming procedures, (3) dust created during plowing or cultivation operations, (4) use of chemicals, provided such chemicals and the method of their application conform to practices approved by the Commissioner of Energy and Environmental Protection or, where applicable, the Commissioner of Public Health, or (5) water pollution from livestock or crop production activities, except the pollution of public or private drinking water supplies, provided such activities conform to acceptable management practices for pollution control

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approved by the Commissioner of Energy and Environmental Protection; provided such agricultural or farming operation, place, establishment or facility has been in operation for one year or more and has not been substantially changed, and such operation follows generally accepted agricultural practices. Inspection and approval of the agricultural or farming operation, place, establishment or facility by the Commissioner of Agriculture or [his] the commissioner's designee shall be prima facie evidence that such operation follows generally accepted agricultural practices and constitutes agriculture or farming pursuant to subsection (q) of section 1-1, or is classified as farm land or open space land pursuant to sections 12-107b to 12-107f, inclusive.

(b) Notwithstanding the provisions of any general statute or municipal ordinance or regulation pertaining to nuisances, no operation to collect spring water or well water, as defined in section 21a-150, shall be deemed to constitute a nuisance, either public or private, due to alleged objectionable noise from equipment used in such operation provided the operation (1) conforms to generally accepted practices for the collection of spring water or well water, (2) has received all approvals or permits required by law, and (3) complies with the local zoning authority's time, place and manner restrictions on operations to collect spring water or well water.

(c) The provisions of this section shall not apply whenever a nuisance results from negligence or wilful or reckless misconduct in the operation of any such agricultural or farming operation, place, establishment or facility, or any of its appurtenances.

Sec. 2. Subsection (a) of section 12-107c of the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2024*):

(a) An owner of land may apply for its classification as farm land on any grand list of a municipality by filing a written application for such

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classification with the assessor thereof not earlier than thirty days before or later than thirty days after the assessment date, provided in a year in which a revaluation of all real property in accordance with section 12-62 becomes effective such application may be filed not later than ninety days after such assessment date. The assessor shall determine whether such land is farm land and, if such assessor determines that it is farm land, he or she shall classify and include it as such on the grand list. In determining whether such land is farm land, such assessor shall take into account, among other things, the acreage of such land, the portion thereof in actual use for farming or agricultural operations, the productivity of such land, the gross income derived therefrom, the nature and value of the equipment used in connection therewith, and the extent to which the tracts comprising such land are contiguous, provided any advisory opinion issued by the Commissioner of Agriculture pursuant to section 22-4c, stating that such land constitutes farm land, shall be prima facie evidence that such land is classified as farm land for purposes of this section. The assessor shall not deny the application of an owner of land for classification of such land as farm land if such land meets the criteria for classification as farm land pursuant to this subsection. The assessor shall not deny the application for any portion of such land on account of any minimum acreage requirement for residential parcels or agricultural use established under municipal zoning regulations.

Sec. 3. Subsection (b) of section 12-107e of the 2024 supplement to the general statutes is repealed and the following is substituted in lieu thereof (*Effective July 1, 2024*):

(b) An owner of land included in any area designated as open space land upon any plan as finally adopted may apply for its classification as open space land on any grand list of a municipality by filing a written application for such classification with the assessor thereof not earlier than thirty days before or later than thirty days after the assessment

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date, provided in a year in which a revaluation of all real property in accordance with section 12-62 becomes effective such application may be filed not later than ninety days after such assessment date. The assessor shall determine whether there has been any change in the area designated as an area of open space land upon the plan of development which adversely affects its essential character as an area of open space land and, if the assessor determines that there has been no such change, said assessor shall classify such land as open space land and include it as such on the grand list. An application for classification of land as open space land shall be made upon a form prescribed by the Commissioner of Agriculture and shall set forth a description of the land, a general description of the use to which it is being put, a statement of the potential liability for tax under the provisions of section 12-504a to 12-504f, inclusive, and such other information as the assessor may require to aid in determining whether such land qualifies for such classification. Any advisory opinion issued by the Commissioner of Agriculture pursuant to section 22-4c, stating that such land constitutes open space land, shall be prima facie evidence that such land is classified as open space land for purposes of this section.

Sec. 4. Subdivision (4) of section 34-600 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(4) "Business corporation" means a corporation with capital stock whose internal affairs are governed by [chapter 601 or a professional service corporation governed by chapter 594a] the law of this state.

Sec. 5. Section 34-601 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(a) Unless displaced by the particular provisions of this chapter, the principles of law and equity shall supplement this chapter.

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(b) This chapter shall not authorize any action prohibited by law or affect the application or requirements of law.

(c) A transaction effected under this chapter shall not create or impair any right or obligation on the part of a person under a provision of the law of this state relating to a change in control, takeover, business combination, control-share acquisition or similar transaction involving a domestic merging, acquired, converting or domesticating corporation unless (1) the transaction satisfies any requirements of such provision, provided the corporation does not survive the transaction, or (2) the approval of the plan is by a vote of the shareholders or directors that is sufficient to create or impair the right or obligation directly under such provision, provided the corporation survives the transaction.

(d) Nothing in this chapter shall deprive the Attorney General of jurisdiction over an entity under any other applicable law.

Sec. 6. Section 34-602 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(a) A domestic or foreign entity that is required to give notice to or obtain the approval of a governmental agency or officer in order to be a party to a merger shall give such notice or obtain such approval in order to be a party to an interest exchange, conversion or domestication.

(b) Property held for a charitable purpose under the law of this state by a domestic or foreign entity immediately before a transaction under this chapter becomes effective shall not, as a result of the transaction, be diverted from the objects for which it was donated, granted or devised, unless, to the extent required by or pursuant to the law of this state concerning cy pres or other law concerning nondiversion of charitable assets, the entity obtains an appropriate order of the [Attorney General] court specifying the disposition of the property.

Sec. 7. Section 34-608 of the general statutes is repealed and the

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following is substituted in lieu thereof (*Effective October 1, 2024*):

(a) The following entities shall not participate in a transaction under this chapter:

[(1) A business corporation formed under special act;

(2) Cooperative associations formed under chapter 595;

(3) Cooperative marketing corporations formed under chapter 596;

(4) Electric cooperative corporations formed under chapter 597;

(5) Worker cooperative corporations formed under chapter 599a;]

[(6) (1) Insurance companies, health care centers and other corporations formed under chapters 697 and 698;

[(7) (2) Health care centers, related service groups, hospital service corporations, medical service corporations and other corporations formed under chapter 698a;

[(8) (3) Prepaid legal service corporations formed under chapter 698b;

[(9) (4) Risk retention groups formed and organized under chapter 698;

[(10) (5) Fraternal benefit societies formed under chapter 700d;

[(11) (6) Banks, related organizations and other corporations formed under chapters 664, 664b and 666;

[(12) (7) Credit unions formed under chapter 667;

[(13) (8) Public service companies formed under chapter 277;

[(14) (9) Title insurance companies formed under chapter 700a;

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[(15)] (10) Out-of-state banks formed under chapter 666;

[(16)] (11) Nondepository institutions formed under chapter 668; and

[(17) Nonprofit or not-for-profit corporations;]

[(18)] (12) Religious corporations and societies formed under chapter 598. [;]

[(19) Nonstock corporations formed under chapter 602;

(20) Unincorporated nonprofit associations;

(21) Cooperatives;

(22) A business trust or statutory trust entity; and

(23) Any entity described in subparagraph (B), (F), (G), (H) or (I) of subdivision (12) of section 34-600.]

(b) This chapter shall not be used to effect a transaction that (1) involves any entity referenced in subsection (a) of this section, (2) is a [conversion,] merger [, consolidation,] or interest exchange [, division or any other transaction governed by this chapter] solely between or among entities of the same type, or (3) is a conversion, merger, [consolidation,] interest exchange [, division] or other transaction governed by sections 34-600 to 34-646, inclusive, as amended by this act, involving a domestic entity organized to render professional services unless the [transaction involves another domestic entity organized] converted, surviving, acquired or domestic entity is permitted by its organic law to render the same professional [service] services, except as otherwise permitted by the laws of this state.

Sec. 8. Section 34-614 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

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(a) A plan of merger of a domestic merging entity may be amended (1) in the same manner as the plan was approved, provided the plan does not otherwise specify the manner in which it may be amended, or (2) by the governors or interest holders of the entity in the manner provided in the plan, except an interest holder that was entitled to vote on or consent to approval of the merger is entitled to vote on or consent to any amendment of the plan that shall change (A) the amount or kind of interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination thereof, to be received by the interest holders of any party to the plan; (B) the public organic document or private organic rules of the surviving entity that shall be in effect immediately after the merger becomes effective, except for changes that do not require approval of the interest holders of the surviving entity under its organic law or organic rules; or (C) any other terms or conditions of the plan, provided the change would adversely affect the interest holder in any material respect.

(b) After a plan of merger has been approved by a domestic merging entity and before a [statement] certificate of merger becomes effective, the plan may be abandoned (1) as provided in the plan, or (2) unless prohibited by the plan, in the same manner as the plan was approved.

(c) If a plan of merger is abandoned after a [statement] certificate of merger has been filed with the Secretary of the State but before the filing becomes effective, a [statement] certificate of abandonment, signed on behalf of a merging entity, shall be filed with the Secretary of the State before the [statement] certificate of merger becomes effective. The [statement] certificate of abandonment shall take effect upon its filing, and the merger shall be deemed abandoned and shall not become effective. The [statement] certificate of abandonment shall contain (1) the name of each merging or surviving entity that is a domestic entity or a qualified foreign entity; (2) the date on which the [statement] certificate of merger was filed; and (3) a statement that the merger has

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been abandoned in accordance with this section.

Sec. 9. Subdivision (8) of subsection (a) of section 34-616 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(8) If the surviving entity exists before the merger (A) its public organic document, if any, shall be amended as provided in the [statement] certificate of merger and shall be binding on its interest holders; and (B) its private organic rules that are to be in a record, if any, shall be amended to the extent provided in the plan of merger and shall be binding on and enforceable by (i) its interest holders; and (ii) in the case of a surviving entity that is not a business corporation, any other person that is a party to an agreement that is part of the surviving entity's private organic rules;

Sec. 10. Subsection (e) of section 34-616 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(e) When a merger becomes effective, a foreign entity that is the surviving entity (1) may be served with process in this state for the collection and enforcement of any liabilities of a domestic merging entity; and (2) if it is not a qualified foreign entity, shall appoint the Secretary of the State as its agent for service of process for collecting or enforcing such liabilities.

Sec. 11. Subsection (e) of section 34-636 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(e) When a conversion becomes effective, a foreign entity that is the converted entity (1) may be served with process in this state for the collection and enforcement of any of its liabilities; and (2) if it is not a qualified foreign entity, shall appoint the Secretary of the State as its

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agent for service of process for collecting or enforcing [those] such liabilities.

Sec. 12. Subsections (b) and (c) of section 34-644 of the general statutes are repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(b) After a plan of domestication has been approved by a domestic domesticating entity and before a [statement] certificate of domestication becomes effective, the plan may be abandoned (1) as provided in the plan; or (2) unless prohibited by the plan, in the same manner as the plan was approved.

(c) If a plan of domestication is abandoned after a [statement] certificate of domestication has been filed with the Secretary of the State but before the filing becomes effective, a [statement] certificate of abandonment, signed on behalf of the entity, shall be filed with the Secretary of the State before the time when the [statement] certificate of domestication becomes effective. The [statement] certificate of abandonment shall take effect upon its filing, and the domestication shall be abandoned and shall not become effective. The [statement] certificate of abandonment shall contain (1) the name of the domesticating entity; (2) the date on which the [statement] certificate of domestication was filed; and (3) a statement that the domestication has been abandoned in accordance with this section.

Sec. 13. Section 34-645 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(a) A [statement] certificate of domestication shall be signed on behalf of the domesticating entity and filed with the Secretary of the State.

(b) A [statement] certificate of domestication shall contain:

(1) The name, jurisdiction of organization and type of the

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domesticating entity;

(2) The name and jurisdiction of organization of the domesticated entity;

(3) If the [statement] certificate of domestication is not effective upon its filing, the date and time when it shall become effective, which may not be later than ninety days after the date of such filing;

(4) If the domesticating entity is a domestic entity, a statement that the plan of domestication was approved in accordance with this part or, if the domesticating entity is a foreign entity, a statement that the domestication was approved in accordance with the law of its jurisdiction of organization;

(5) If the domesticated entity is a domestic filing entity, its public organic document, as an attachment;

(6) If the domesticated entity is a domestic limited liability partnership, its certificate of limited liability partnership as an attachment; and

(7) If the domesticated entity is a foreign entity that is not a qualified foreign entity, a mailing address to which the Secretary of the State may send any process served on the Secretary of the State pursuant to subsection (e) of section 34-646, as amended by this act.

(c) In addition to the requirements of subsection (b) of this section, a [statement] certificate of domestication may contain any other provision not prohibited by law.

(d) If the domesticated entity is a domestic entity, its public organic document, if any, shall satisfy the requirements of the law of this state, except it does not need to be signed and may omit any provision that is not required to be included in a restatement of the public organic

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document.

(e) A [statement] certificate of domestication shall become effective upon the date and time of its filing or the date and time specified in the [statement] certificate of domestication.

Sec. 14. Subsection (e) of section 34-646 of the general statutes is repealed and the following is substituted in lieu thereof (*Effective October 1, 2024*):

(e) When a domestication becomes effective, a foreign entity that is the domesticated entity (1) may be served with process in this state for the collection and enforcement of any of its liabilities; and (2) if it is not a qualified foreign entity, shall appoint the Secretary of the State as its agent for service of process for collecting or enforcing [those] such liabilities.

Approved May 28, 2024