



General Assembly

Substitute Bill No. 435

February Session, 2024



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:

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 Section 19a-341 of the general statutes is repealed and the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

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

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

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

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

43 Sec. 2. Subsection (a) of section 12-107c of the general statutes is
44 repealed and the following is substituted in lieu thereof (*Effective July 1,*
45 *2024*):

46 (a) An owner of land may apply for its classification as farm land on
47 any grand list of a municipality by filing a written application for such
48 classification with the assessor thereof not earlier than thirty days before
49 or later than thirty days after the assessment date, provided in a year in
50 which a revaluation of all real property in accordance with section 12-

51 62 becomes effective such application may be filed not later than ninety
52 days after such assessment date. The assessor shall determine whether
53 such land is farm land and, if such assessor determines that it is farm
54 land, he or she shall classify and include it as such on the grand list. In
55 determining whether such land is farm land, such assessor shall take
56 into account, among other things, the acreage of such land, the portion
57 thereof in actual use for farming or agricultural operations, the
58 productivity of such land, the gross income derived therefrom, the
59 nature and value of the equipment used in connection therewith, and
60 the extent to which the tracts comprising such land are contiguous,
61 provided any advisory opinion issued by the Commissioner of
62 Agriculture pursuant to section 22-4c, stating that such land constitutes
63 farm land, shall be prima facie evidence that such land is classified as
64 farm land for purposes of this section. The assessor shall not deny the
65 application of an owner of land for classification of such land as farm
66 land if such land meets the criteria for classification as farm land
67 pursuant to this subsection. The assessor shall not deny the application
68 for any portion of such land on account of any minimum acreage
69 requirement for residential parcels or agricultural use established under
70 municipal zoning regulations.

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

74 (b) An owner of land included in any area designated as open space
75 land upon any plan as finally adopted may apply for its classification as
76 open space land on any grand list of a municipality by filing a written
77 application for such classification with the assessor thereof not earlier
78 than thirty days before or later than thirty days after the assessment
79 date, provided in a year in which a revaluation of all real property in
80 accordance with section 12-62 becomes effective such application may
81 be filed not later than ninety days after such assessment date. The
82 assessor shall determine whether there has been any change in the area
83 designated as an area of open space land upon the plan of development
84 which adversely affects its essential character as an area of open space

85 land and, if the assessor determines that there has been no such change,
86 said assessor shall classify such land as open space land and include it
87 as such on the grand list. An application for classification of land as open
88 space land shall be made upon a form prescribed by the Commissioner
89 of Agriculture and shall set forth a description of the land, a general
90 description of the use to which it is being put, a statement of the
91 potential liability for tax under the provisions of section 12-504a to 12-
92 504f, inclusive, and such other information as the assessor may require
93 to aid in determining whether such land qualifies for such classification.
94 Any advisory opinion issued by the Commissioner of Agriculture
95 pursuant to section 22-4c, stating that such land constitutes open space
96 land, shall be prima facie evidence that such land is classified as open
97 space land for purposes of this section.

98 Sec. 4. Subdivision (4) of section 34-600 of the general statutes is
99 repealed and the following is substituted in lieu thereof (*Effective October*
100 *1, 2024*):

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

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

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

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

110 (c) A transaction effected under this chapter shall not create or impair
111 any right or obligation on the part of a person under a provision of the
112 law of this state relating to a change in control, takeover, business
113 combination, control-share acquisition or similar transaction involving
114 a domestic merging, acquired, converting or domesticating corporation
115 unless (1) the transaction satisfies any requirements of such provision,

116 provided the corporation does not survive the transaction, or (2) the
117 approval of the plan is by a vote of the shareholders or directors that is
118 sufficient to create or impair the right or obligation directly under such
119 provision, provided the corporation survives the transaction.

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

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

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

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

136 Sec. 7. Section 34-608 of the general statutes is repealed and the
137 following is substituted in lieu thereof (*Effective October 1, 2024*):

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

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

141 (2) Cooperative associations formed under chapter 595;

142 (3) Cooperative marketing corporations formed under chapter 596;

143 (4) Electric cooperative corporations formed under chapter 597;

- 144 (5) Worker cooperative corporations formed under chapter 599a;]
- 145 ~~[(6)]~~ (1) Insurance companies, health care centers and other
146 corporations formed under chapters 697 and 698;
- 147 ~~[(7)]~~ (2) Health care centers, related service groups, hospital service
148 corporations, medical service corporations and other corporations
149 formed under chapter 698a;
- 150 ~~[(8)]~~ (3) Prepaid legal service corporations formed under chapter
151 698b;
- 152 ~~[(9)]~~ (4) Risk retention groups formed and organized under chapter
153 698;
- 154 ~~[(10)]~~ (5) Fraternal benefit societies formed under chapter 700d;
- 155 ~~[(11)]~~ (6) Banks, related organizations and other corporations formed
156 under chapters 664, 664b and 666;
- 157 ~~[(12)]~~ (7) Credit unions formed under chapter 667;
- 158 ~~[(13)]~~ (8) Public service companies formed under chapter 277;
- 159 ~~[(14)]~~ (9) Title insurance companies formed under chapter 700a;
- 160 ~~[(15)]~~ (10) Out-of-state banks formed under chapter 666;
- 161 ~~[(16)]~~ (11) Nondepository institutions formed under chapter 668; and
- 162 ~~[(17)]~~ Nonprofit or not-for-profit corporations;]
- 163 ~~[(18)]~~ (12) Religious corporations and societies formed under chapter
164 598. [;]
- 165 ~~[(19)]~~ Nonstock corporations formed under chapter 602;
- 166 (20) Unincorporated nonprofit associations;
- 167 (21) Cooperatives;

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

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

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

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

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

200 affect the interest holder in any material respect.

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

205 (c) If a plan of merger is abandoned after a [statement] certificate of
206 merger has been filed with the Secretary of the State but before the filing
207 becomes effective, a [statement] certificate of abandonment, signed on
208 behalf of a merging entity, shall be filed with the Secretary of the State
209 before the [statement] certificate of merger becomes effective. The
210 [statement] certificate of abandonment shall take effect upon its filing,
211 and the merger shall be deemed abandoned and shall not become
212 effective. The [statement] certificate of abandonment shall contain (1)
213 the name of each merging or surviving entity that is a domestic entity
214 or a qualified foreign entity; (2) the date on which the [statement]
215 certificate of merger was filed; and (3) a statement that the merger has
216 been abandoned in accordance with this section.

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

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

229 Sec. 10. Subsection (e) of section 34-616 of the general statutes is
230 repealed and the following is substituted in lieu thereof (*Effective October*
231 *1, 2024*):

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

238 Sec. 11. Subsection (e) of section 34-636 of the general statutes is
239 repealed and the following is substituted in lieu thereof (*Effective October*
240 *1, 2024*):

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

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

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

255 (c) If a plan of domestication is abandoned after a [statement]
256 certificate of domestication has been filed with the Secretary of the State
257 but before the filing becomes effective, a [statement] certificate of
258 abandonment, signed on behalf of the entity, shall be filed with the
259 Secretary of the State before the time when the [statement] certificate of
260 domestication becomes effective. The [statement] certificate of
261 abandonment shall take effect upon its filing, and the domestication
262 shall be abandoned and shall not become effective. The [statement]
263 certificate of abandonment shall contain (1) the name of the

264 domesticating entity; (2) the date on which the [statement] certificate of
265 domestication was filed; and (3) a statement that the domestication has
266 been abandoned in accordance with this section.

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

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

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

272 (1) The name, jurisdiction of organization and type of the
273 domesticating entity;

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

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

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

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

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

289 (7) If the domesticated entity is a foreign entity that is not a qualified
290 foreign entity, a mailing address to which the Secretary of the State may
291 send any process served on the Secretary of the State pursuant to

292 subsection (e) of section 34-646, as amended by this act.

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

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

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

304 Sec. 14. Subsection (e) of section 34-646 of the general statutes is
305 repealed and the following is substituted in lieu thereof (*Effective October*
306 *1, 2024*):

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

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>July 1, 2024</i>	19a-341
Sec. 2	<i>July 1, 2024</i>	12-107c(a)
Sec. 3	<i>July 1, 2024</i>	12-107e(b)
Sec. 4	<i>October 1, 2024</i>	34-600(4)
Sec. 5	<i>October 1, 2024</i>	34-601
Sec. 6	<i>October 1, 2024</i>	34-602
Sec. 7	<i>October 1, 2024</i>	34-608
Sec. 8	<i>October 1, 2024</i>	34-614

Sec. 9	<i>October 1, 2024</i>	34-616(a)(8)
Sec. 10	<i>October 1, 2024</i>	34-616(e)
Sec. 11	<i>October 1, 2024</i>	34-636(e)
Sec. 12	<i>October 1, 2024</i>	34-644(b) and (c)
Sec. 13	<i>October 1, 2024</i>	34-645
Sec. 14	<i>October 1, 2024</i>	34-646(e)

GAE *Joint Favorable Subst.*