



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 Section 19a-341 of the general statutes is repealed and the  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

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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.*

**FIN**      *Joint Favorable*