

1 Introduced by Committee on Commerce and Economic Development

2 Date:

3 Subject: Commerce and trade; economic development

4 Statement of purpose of bill as introduced: This bill proposes to adopt  
5 miscellaneous economic development provisions relating to: the Vermont  
6 Economic Development Authority; cooperatives; the Vermont Training  
7 Program; regional planning and development; corporate conversions; the  
8 Vermont State Treasurer; Medicaid for working people with disabilities;  
9 blockchain technology; the Vermont Employment Growth Incentive program;  
10 the Department of Labor; employee business ownership; and the Vermont  
11 Creative Network.

12 An act relating to miscellaneous economic development provisions

13 It is hereby enacted by the General Assembly of the State of Vermont:

14 \* \* \* Vermont Economic Development Authority \* \* \*

15 (H.574)

16 Sec. A.1. 10 V.S.A. § 213 is amended to read:

17 § 213. AUTHORITY; ORGANIZATION

18 (a) The Vermont Economic Development Authority is hereby created and  
19 established as a body corporate and politic and a public instrumentality of the

1 State. The exercise by the Authority of the powers conferred upon it in this  
2 chapter constitutes the performance of essential governmental functions.

3 (b)(1) The Authority shall have ~~15~~ up to 16 voting members consisting of:

4 (A) the Secretary of Commerce and Community Development, the  
5 State Treasurer, the Secretary of Agriculture, Food and Markets, the  
6 Commissioner of Forests, Parks and Recreation, and the Commissioner of  
7 Public Service, each of whom shall serve as an ex officio member, or a  
8 designee of any of the aforementioned; ~~and~~

9 (B) up to 10 members, who shall be residents of the State of  
10 Vermont, appointed by the Governor with the advice and consent of the  
11 Senate. ~~The appointed members shall be appointed for terms of six years and~~  
12 ~~until their successors are appointed and qualified. Appointed members may be~~  
13 ~~removed by the Governor for cause and the Governor may fill any vacancy~~  
14 ~~occurring among the appointed members for the balance of the unexpired~~  
15 ~~term; and~~

16 (C) one member, who is a current member of the Vermont General  
17 Assembly with experience relevant to the mission and duties of the Authority,  
18 appointed jointly by the Speaker of the House of Representatives and the  
19 President Pro Tempore of the Senate, who shall serve a term of six years or  
20 until he or she is no longer a member of the General Assembly.

21 (2)(A) An appointing authority may remove a member for cause.

1           (B) The Governor may fill a vacancy for the balance of the unexpired  
2 term.

3           (C) The Speaker and President Pro Tempore may jointly fill a  
4 vacancy by appointing a member of the General Assembly to a new six-year  
5 term.

6   \* \* \*

7           Sec. A.2. 10 V.S.A. § 216 is amended to read:

8           § 216. AUTHORITY; GENERAL POWERS

9           The Authority is hereby authorized:

10   \* \* \*

11           (15) To delegate to loan officers the power to review, approve, and  
12 make loans under this chapter, subject to the approval of the manager, and to  
13 disburse funds on such loans, subject to the approval of the manager, ~~provided~~  
14 ~~that such loans do not exceed \$350,000.00 in aggregate amount for any~~  
15 ~~industrial loan for any three-year period for any particular individual,~~  
16 ~~partnership, corporation, or other entity or related entity, or do not exceed~~  
17 ~~\$350,000.00 in aggregate amount if the loan is guaranteed by the Farm~~  
18 ~~Services Agency, or its successor agency, or \$300,000.00 in aggregate amount~~  
19 ~~if the loan is not guaranteed by the Farm Services Agency, or its successor~~  
20 ~~agency, for any agricultural loan for any three-year period for any particular~~  
21 ~~individual, partnership, corporation, or other entity or related entity. No funds~~

1 ~~may be disbursed for any loan approved under this provision, except for any~~  
2 ~~agricultural loan referenced above in an amount not to exceed \$50,000.00, and~~  
3 ~~no rejection of a loan by a loan officer pursuant to this subdivision shall~~  
4 ~~become final, until three working days after the members of the Authority are~~  
5 ~~notified by facsimile, electronic mail, or overnight delivery mailed or sent on~~  
6 ~~the day of approval or rejection, of the intention to approve or reject such loan.~~  
7 ~~If any member objects within that three day period, the approval or rejection~~  
8 ~~will be held for reconsideration by the members of the Authority at its next~~  
9 ~~duly scheduled meeting.~~

10 \* \* \*

11 Sec. A.3. 10 V.S.A. § 219 is amended to read:

12 § 219. RESERVE FUNDS

13 \* \* \*

14 (d) In order to ensure the maintenance of the debt service reserve  
15 requirement in each debt service reserve fund established by the Authority,  
16 there may be appropriated annually and paid to the Authority for deposit in  
17 each such fund, such sum as shall be certified by the Chair of the Authority, to  
18 the Governor, the President of the Senate, and the Speaker of the House, as is  
19 necessary to restore each such debt service reserve fund to an amount equal to  
20 the debt service reserve requirement for such fund. The Chair shall annually,  
21 on or about February 1, make, execute, and deliver to the Governor, the

1 President of the Senate, and the Speaker of the House, a certificate stating the  
2 sum required to restore each such debt service reserve fund to the amount  
3 aforesaid, and the sum so certified may be appropriated, and if appropriated,  
4 shall be paid to the Authority during the then current State fiscal year. The  
5 principal amount of bonds or notes outstanding at any one time and secured in  
6 whole or in part by a debt service reserve fund to which State funds may be  
7 appropriated pursuant to this subsection shall not exceed ~~\$130,000,000.00~~  
8 \$155,000,000.00, provided that the foregoing shall not impair the obligation of  
9 any contract or contracts entered into by the Authority in contravention of the  
10 Constitution of the United States.

11 Sec. A.4. 10 V.S.A. § 220 is added to read:

12 § 220. TRANSFER FROM INDEMNIFICATION FUND

13 The State Treasurer shall transfer from the Indemnification Fund created in  
14 former section 222a of this title to the Authority all current and future amounts  
15 deposited to that Fund.

16 Sec. A.5. 10 V.S.A. § 234 is amended to read:

17 § 234. THE VERMONT JOBS FUND

18 \* \* \*

19 (c) Monies in the Fund may be loaned to the Vermont Agricultural Credit  
20 Program to support its lending operations as established in chapter 16A of this  
21 title at interest rates and on terms and conditions to be set by the Authority to

1 ~~establish a line of credit in an amount not to exceed \$60,000,000.00 to be~~  
2 ~~advanced to the Vermont Agricultural Credit Program to support its lending~~  
3 ~~operations as established in chapter 16A of this title.~~

4 \* \* \*

5 Sec. A.6. 10 V.S.A. chapter 16A is amended to read:

6 CHAPTER 16A. VERMONT AGRICULTURAL CREDIT PROGRAM

7 § 374a. CREATION OF THE VERMONT AGRICULTURAL CREDIT  
8 PROGRAM

9 (a) There is created the Vermont Agricultural Credit Program, which will  
10 provide an alternative source of sound and constructive credit to farmers and  
11 forest products businesses who are not having their credit needs fully met by  
12 conventional agricultural credit sources at reasonable rates and terms. The  
13 Program is intended to meet, either in whole or in part, the credit needs of  
14 eligible agricultural facilities and farm operations in fulfillment of one or more  
15 of the purposes listed in this subsection by making direct loans and  
16 participating in loans made by other agricultural credit providers:

17 \* \* \*

18 ~~(b) No borrower shall be approved for a loan from the corporation that~~  
19 ~~would result in the aggregate principal balances outstanding of all loans to that~~  
20 ~~borrower exceeding the then-current maximum Farm Service Agency loan~~  
21 ~~guarantee limits, or \$2,000,000.00, whichever is greater.~~

1 § 374b. DEFINITIONS

2 As used in this chapter:

3 (1) “Agricultural facility” means land and rights in land, buildings,  
4 structures, machinery, and equipment which is used for, or will be used for  
5 producing, processing, preparing, packaging, storing, distributing, marketing,  
6 or transporting agricultural or forest products which have been primarily  
7 produced in this State, and working capital reasonably required to operate an  
8 agricultural facility.

9 (2) “Agricultural land” means real estate capable of supporting  
10 commercial farming or forestry, or both.

11 (3) “Agricultural products” mean crops, livestock, forest products, and  
12 other farm or forest commodities produced as a result of farming or forestry  
13 activities.

14 (4) “Farm ownership loan” means a loan to acquire or enlarge a farm or  
15 agricultural facility, to make capital improvements including construction,  
16 purchase, and improvement of farm and agricultural facility buildings that can  
17 be made fixtures to the real estate, to promote soil and water conservation and  
18 protection, and to refinance indebtedness incurred for farm ownership or  
19 operating loan purposes, or both.

20 (5) “Authority” means the Vermont Economic Development Authority.

1           (6) “Cash flow” means, on an annual basis, all income, receipts, and  
2 revenues of the applicant or borrower from all sources and all expenses of the  
3 applicant or borrower, including all debt service and other expenses.

4           (7) “Farmer” means an individual directly engaged in the management  
5 or operation of an agricultural facility or farm operation for whom the  
6 agricultural facility or farm operation constitutes two or more of the following:

7                   (A) is or is expected to become a significant source of the farmer’s  
8 income;

9                   (B) the majority of the farmer’s assets; and

10                   (C) an occupation in which the farmer is actively engaged, either on a  
11 seasonal or year-round basis.

12           (8) “Farm operation” shall mean the cultivation of land or other uses of  
13 land for the production of food, fiber, horticultural, silvicultural, orchard,  
14 maple syrup, Christmas trees, forest products, or forest crops; the raising,  
15 boarding, and training of equines, and the raising of livestock; or any  
16 combination of the foregoing activities. Farm operation also includes the  
17 storage, preparation, retail sale, and transportation of agricultural or forest  
18 commodities accessory to the cultivation or use of such land.

19           (9) “Forest products business” means a Vermont enterprise that is  
20 primarily engaged in managing, harvesting, trucking, processing,  
21 manufacturing, crafting, or distributing products derived from Vermont forests.



1           (10) “Livestock” shall mean cattle, sheep, goats, equines, fallow deer,  
2           red deer, reindeer, American bison, swine, poultry, pheasant, chukar partridge,  
3           coturnix quail, ferrets, camelids and ratites, cultured trout propagated by  
4           commercial trout farms, and bees.

5           (11) “Loan” means an operating loan or farm ownership loan,  
6           including a financing lease, provided that such lease transfers the ownership of  
7           the leased property to each lessee following the payment of all required lease  
8           payments as specified in each lease agreement.

9           (12) “Operating loan” means a loan to purchase livestock, farm or  
10          forestry equipment, or fixtures to pay annual operating expenses of a farm  
11          operation or agricultural facility, to pay loan closing costs, and to refinance  
12          indebtedness incurred for farm ownership or operating loan purposes, or both.

13          (13) “Program” means the Vermont Agricultural Credit Program  
14          established by this chapter.

15          (14) “Project” or “agricultural project” means the creation,  
16          establishment, acquisition, construction, expansion, improvement,  
17          strengthening, reclamation, operation or renovation of an agricultural facility  
18          or farm operation.

19          (15) “Resident” means a person who is or will be domiciled in this  
20          State as evidenced by an intent to maintain a principal dwelling place in the  
21          State indefinitely and to return there if temporarily absent, coupled with an act

1 or acts consistent with that intent, including the filing of a Vermont income tax  
2 return within 18 months of the application for a loan under this chapter. In the  
3 case of a limited liability company, partnership, corporation or other business  
4 entity, resident means a business entity formed under the laws of Vermont, the  
5 majority of which is owned and operated by Vermont residents who are natural  
6 persons.

7 \* \* \*

8 § 374h. LOAN ELIGIBILITY STANDARDS

9 A farmer, or a limited liability company, partnership, corporation or other  
10 business entity the majority ownership of which is vested in one or more  
11 farmers, shall be eligible to apply for a farm ownership or operating loan,  
12 provided the applicant is:

13 \* \* \*

14 (4) an operator or proposed operator of an agricultural facility, ~~or farm~~  
15 operation, or forest products business for whom the loan reduces investment  
16 costs to an extent that offers the applicant a reasonable chance to succeed in  
17 the operation and management of an agricultural facility or farm operation;

18 \* \* \*

19 (7) able to demonstrate that the applicant is responsible and able to  
20 manage responsibilities as owner or operator of the farm operation, ~~or~~  
21 agricultural facility, or forest products business;

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17

\* \* \*

(13) able to demonstrate that the proposed loan will be adequately secured by a mortgage on real property ~~with a satisfactory maturity date in no event later than 20 years from the date of inception of the mortgage~~, or by a security agreement on personal property ~~with a satisfactory maturity date in no event longer than the average remaining useful life of the assets in which the security interest is being taken~~; and

\* \* \*

Sec. A.7. REPEALS

(a) 2009 Acts and Resolves No. 54, Sec. 112(b), pledging up to \$1,000,000.00 of the full faith and credit of the State for loss reserves for the Vermont Economic Development Authority small business loan program and TECH loan program, is repealed.

(b) In 10 V.S.A. chapter 12 (Vermont Economic Development Authority) the following are repealed:

- (1) subchapter 2, §§ 221–229 (Mortgage Insurance); and
- (2) subchapter 8, §§ 279–279b (Vermont Financial Access Program).



1           (7) When organized with capital stock, the amount of such stock, the  
2 number of shares into which it is divided, and the par value thereof;

3           (8) The capital stock may be divided into preferred and one or more  
4 classes of common stock. When so divided, the certificate of organization  
5 shall contain a statement of the number of shares of stock to which preference  
6 is granted, the number of shares of stock to which no preference is granted, and  
7 the nature and definite extent of the preference and privileges granted to each;

8           (9) The articles of incorporation of any association organized under this  
9 subchapter shall provide that the members or stockholders thereof shall have  
10 the right to vote in person ~~or alternate only and not by proxy or otherwise~~ or  
11 through another method of communication, including through a  
12 telecommunications or electronic medium, but a member or stockholder may  
13 not vote by proxy. This provision or paragraph of the articles of association  
14 shall not be altered and shall not be subject to amendment;

15           (10) In addition to the foregoing, the articles of incorporation of any  
16 association incorporated hereunder may contain any provision consistent with  
17 law with respect to management, regulation, government, financing,  
18 indebtedness, membership, the establishment of voting districts and the  
19 election of delegates for representative purposes, the issuance, retirement, and  
20 transfer of its stock, if formed with capital stock, or any provisions relative to

1 the way or manner in which it shall operate or with respect to its members,  
2 officers, or directors and any other provisions relating to its affairs;

3 (11) The certificate shall be subscribed by the incorporators and shall be  
4 sworn to by one or more of them; and shall be filed with the ~~secretary of state~~  
5 Secretary of State. A certified copy shall also be filed with the ~~secretary of~~  
6 ~~agriculture, food and markets;~~ Secretary of Agriculture, Food and Markets.

7 (12) When so filed, the certificate of organization or a certified copy  
8 thereof shall be received in the courts of this ~~state~~ State as prima facie evidence  
9 of the facts contained therein and of the due incorporation of such association.

10 \* \* \* Regional Planning and Economic Development \* \* \*

11 (H.692)

12 Sec. C.1. 24 V.S.A. chapter 76 is amended to read:

13 CHAPTER 76. ECONOMIC DEVELOPMENT PERFORMANCE

14 ~~CONTRACTS~~ GRANTS

15 \* \* \*

16 § 2782. PROPOSALS FOR PERFORMANCE ~~CONTRACTS~~ GRANTS FOR  
17 ECONOMIC DEVELOPMENT

18 (a) The Secretary shall annually award performance ~~contracts~~ grants to  
19 qualified regional development corporations, regional planning commissions,  
20 or both in the case of a joint proposal, to provide economic development  
21 services under this chapter.

1 (b) A proposal shall be submitted in response to a request for proposals  
2 issued by the Secretary.

3 (c) The Secretary may require that a service provider submit with a  
4 proposal, or subsequent to the filing of a proposal, additional supportive data  
5 or information that he or she considers necessary to make a decision to award  
6 or to assess the effectiveness of a performance ~~contract~~ grant.

7 § 2783. ELIGIBILITY FOR PERFORMANCE ~~CONTRACTS~~ GRANTS

8 Upon receipt of a proposal for a performance ~~contract~~ grant, the Secretary  
9 shall within 60 days determine whether or not the service provider may be  
10 awarded a performance ~~contract~~ grant under this chapter. The Secretary shall  
11 enter into a performance ~~contract~~ grant with a service provider if the Secretary  
12 finds:

13 (1) the service provider serves an economic region generally consistent  
14 with one or more of the State's regional planning commission regions;

15 (2) the service provider demonstrates the ability and willingness to  
16 provide planning and resource development services to local communities and  
17 to assist communities in evaluating economic conditions and prepare for  
18 economic growth and stability;

19 (3) the service provider demonstrates an ability to gather economic and  
20 demographic information concerning the area served;

1           (4) the service provider has, or demonstrates it will be able to secure,  
2 letters of support from the legislative bodies of the affected municipalities;

3           (5) the service provider demonstrates a capability and willingness to  
4 assist existing business and industry, to encourage the development and growth  
5 of small business, and to attract industry and commerce;

6           (6) the service provider appears to be the best qualified service provider  
7 from the region to accomplish and promote economic development;

8           (7) the service provider needs the performance ~~contract-award~~ grant and  
9 that the performance ~~contract-award~~ grant will be used for the employment of  
10 professional persons or expenses consistent with performance ~~contract~~ grant  
11 provisions, or both;

12           (8) the service provider presents an operating budget and has adequate  
13 funds available to match the performance ~~contract-award~~ grant;

14           (9) the service provider demonstrates a willingness to involve the public  
15 of the region in its policy-making process by offering membership to  
16 representatives of all municipalities in the economic region which shall elect  
17 the directors of the governing board;

18           (10) the service provider demonstrates a willingness to coordinate its  
19 activities with the planning functions of any regional planning commission  
20 located in the same geographic area as the service provider.



1 § 2784. TERMS OF PERFORMANCE ~~CONTRACTS~~ GRANTS

2 (a)(1) Funds available ~~under~~ through a performance ~~contract~~ grant may  
3 only be used by an applicant to perform the duties or provide the services ~~set~~  
4 forth specified in the performance ~~contract~~ grant.

5 (2) The amount and terms of the performance ~~contract-award~~ grant shall  
6 be determined by the ~~parties to the contract~~ Secretary.

7 (b) A performance ~~contract~~ grant shall be made for a period ~~agreed to by~~  
8 the parties specified by the grant.

9 (c) Payments to a service provider shall be made pursuant to the terms of  
10 the performance ~~contract~~ grant.

11 § 2784a. PLANS

12 A service provider awarded a performance ~~contract~~ grant under this chapter  
13 shall conduct its activities under subdivision 2784(a)(1) of this title consistent  
14 with local and regional plans.

15 \* \* \*

16 § 2786. APPLICABILITY OF STATE LAWS

17 (a) A service provider awarded a performance ~~contract~~ grant by the  
18 Secretary under this chapter shall be subject to 1 V.S.A. chapter 5, subchapter  
19 2 (open meetings) and 1 V.S.A. chapter 5, subchapter 3 (public records),  
20 except that in addition to any limitation provided in subchapter 2 or 3:

1           (1) no person shall disclose any information relating to a proposed  
2 transaction or agreement between the service provider and another person, in  
3 furtherance of the service provider’s public purposes under the law, prior to  
4 final execution of such transaction or agreement; and

5           (2) meetings of the service provider’s board to consider such proposed  
6 transactions or agreements may be held in executive session under 1 V.S.A.  
7 § 313.

8           (b) Nothing in this section shall be construed to limit the exchange of  
9 information between or among regional development corporations or regional  
10 planning commissions concerning any activity of the corporations and the  
11 commissions, provided that such information shall be subject to the provisions  
12 of subsection (a) of this section.

13           (c) The provisions of 2 V.S.A. chapter 11 (registration of lobbyist) shall  
14 apply to regional development corporations and regional planning  
15 commissions.

16   \* \* \*

17           Sec. C.2. 24 V.S.A. § 4341a is amended to read:

18           § 4341a. ~~PERFORMANCE CONTRACTS~~ GRANTS FOR REGIONAL  
19   PLANNING SERVICES

20           (a) The Secretary of Commerce and Community Development shall  
21 ~~negotiate and enter into performance contracts with~~ issue performance grants

1 ~~to~~ regional planning commissions, or ~~with~~ to regional planning commissions  
2 and regional development corporations in the case of a joint ~~contract~~ grant, to  
3 provide regional planning services.

4 (b) A performance ~~contract~~ grant shall address how the regional planning  
5 commission, or regional planning commission and regional development  
6 corporation jointly, will improve results and achieve savings compared with  
7 the current regional service delivery system, which may include:

8 (1) a proposal without change in the makeup or change of the area  
9 served;

10 (2) a joint proposal to provide different services ~~under one contract with~~  
11 pursuant to a grant to one or more regional service providers;

12 (3) co-location with other local, regional, or State service providers;

13 (4) merger with one or more regional service providers;

14 (5) consolidation of administrative functions and additional operational  
15 efficiencies within the region; or

16 (6) such other cost-saving mechanisms as may be available.

17 \* \* \* Vermont Training Program \* \* \*

18 (H.692)

19 Sec. D.1. 10 V.S.A. § 531 is amended to read:

20 § 531. THE VERMONT TRAINING PROGRAM

21 \* \* \*

1       (e) Work-based learning activities.

2           (1) In addition to eligible training authorized in subsection (b) of this  
3 section, the Secretary of Commerce and Community Development may  
4 annually allocate up to 10 percent of the funding appropriated for the Program  
5 to fund work-based learning programs and activities with eligible employers to  
6 introduce Vermont middle school, secondary school, and regional technical  
7 students to manufacturers and other regionally significant employers.

8           (2) An employer with a defined work-based learning program or activity  
9 developed in partnership with a middle school, secondary school, regional  
10 technical center, or postsecondary school may apply to the Program for a grant  
11 to offset the costs the employer incurs for the work-based learning program or  
12 activity, including the costs of transportation, curriculum development, and  
13 materials.

14                                      \* \* \*

15       (k) Annually on or before January 15, the Secretary shall submit a report to  
16 the House Committee on Commerce and Economic Development and the  
17 Senate Committee on Economic Development, Housing and General Affairs.

18 In addition to the reporting requirements under section 540 of this title, the  
19 report shall identify:

20           (1) all active and completed contracts and grants;

21           (2) from among the following, the category the training addressed:

1           (A) preemployment training or other training for a new employee to  
2 begin a newly created position with the employer;

3           (B) preemployment training or other training for a new employee to  
4 begin in an existing position with the employer;

5           (C) training for an incumbent employee who, upon completion of  
6 training, assumes a newly created position with the employer;

7           (D) training for an incumbent employee who upon completion of  
8 training assumes a different position with the employer;

9           (E) training for an incumbent employee to upgrade skills;

10           (3) for the training identified in subdivision (2) of this subsection  
11 whether the training is onsite or classroom-based;

12           (4) the number of employees served;

13           (5) the average wage by employer;

14           (6) any waivers granted;

15           (7) the identity of the employer, or, if unknown at the time of the report,  
16 the category of employer;

17           (8) the identity of each training provider; ~~and~~

18           (9) whether training results in a wage increase for a trainee, and the  
19 amount of increase; and

20           (10) the number, type, and description of grants for work-based learning  
21 programs and activities awarded pursuant to subsection (e) of this section.

1       \* \* \* Corporations; Mergers, Conversions, Domestications, Share Exchanges  
2                   Limited Liability Company Technical Corrections \* \* \*

3                                   (H.723)

4       Sec. E.1. 11A V.S.A. chapter 11 is amended to read:

5                   ~~CHAPTER 11. MERGER AND SHARE EXCHANGE~~

6       ~~§ 11.01. MERGER~~

7           ~~(a) One or more corporations may merge into another corporation if the~~  
8       ~~board of directors of each corporation adopts and its shareholders (if required~~  
9       ~~by section 11.03 of this title) approve a plan of merger.~~

10          ~~(b) The plan of merger must set forth:~~

11               ~~(1) the name of each corporation planning to merge and the name of the~~  
12       ~~surviving corporation into which each other corporation plans to merge;~~

13               ~~(2) the terms and conditions of the merger; and~~

14               ~~(3) the manner and basis of converting the shares of each corporation~~  
15       ~~into shares, obligations, or other securities of the surviving or any other~~  
16       ~~corporation or into cash or other property in whole or in part.~~

17          ~~(c) The plan of merger may set forth:~~

18               ~~(1) amendments to the articles of incorporation of the surviving~~  
19       ~~corporation; and~~

20               ~~(2) other provisions relating to the merger.~~

1     ~~§ 11.02. SHARE EXCHANGE~~

2           ~~(a) A corporation may acquire all of the outstanding shares of one or more~~  
3     ~~classes or series of another corporation if the board of directors of each~~  
4     ~~corporation adopts and its shareholders (if required by section 11.03 of this~~  
5     ~~title) approve the exchange.~~

6           ~~(b) The plan of exchange must set forth:~~

7           ~~(1) the name of the corporation whose shares will be acquired and the~~  
8     ~~name of the acquiring corporation;~~

9           ~~(2) the terms and conditions of the exchange;~~

10          ~~(3) the manner and basis of exchanging the shares to be acquired for~~  
11     ~~shares, obligations, or other securities of the acquiring or any other corporation~~  
12     ~~or for cash or other property in whole or in part.~~

13          ~~(c) The plan of exchange may set forth other provisions relating to the~~  
14     ~~exchange.~~

15          ~~(d) This section does not limit the power of a corporation to acquire all or~~  
16     ~~part of the shares of one or more classes or series of another corporation~~  
17     ~~through a voluntary exchange or otherwise.~~

18     ~~§ 11.03. ACTION ON PLAN~~

19          ~~(a) After adopting a plan of merger or share exchange, the board of~~  
20     ~~directors of each corporation party to the merger, and the board of directors of~~  
21     ~~the corporation whose shares will be acquired in the share exchange, shall~~

1 submit the plan of merger (except as provided in subsection (g) of this section)  
2 or share exchange for approval by its shareholders.

3 ~~(b) For a plan of merger or share exchange to be approved:~~

4 ~~(1) the board of directors must recommend the plan of merger or share~~  
5 ~~exchange to the shareholders, unless the board of directors determines that~~  
6 ~~because of conflict of interest or other special circumstances it should make no~~  
7 ~~recommendation and communicates the basis for its determination to the~~  
8 ~~shareholders with the plan; and~~

9 ~~(2) the shareholders entitled to vote must approve the plan.~~

10 ~~(e) The board of directors may condition its submission of the proposed~~  
11 ~~merger or share exchange on any basis.~~

12 ~~(d) The corporation shall notify each shareholder, whether or not entitled to~~  
13 ~~vote, of the proposed shareholders' meeting in accordance with section 7.05 of~~  
14 ~~this title. The notice must also state that the purpose, or one of the purposes, of~~  
15 ~~the meeting is to consider the plan of merger or share exchange and contain or~~  
16 ~~be accompanied by a copy or summary of the plan.~~

17 ~~(e) Unless this title, the articles of incorporation, or the board of directors~~  
18 ~~(acting pursuant to subsection (c) of this section) require a greater vote or a~~  
19 ~~vote by voting groups, the plan of merger or share exchange to be authorized~~  
20 ~~must be approved by each voting group entitled to vote separately on the plan~~



1 by a majority of all the votes entitled to be cast on the plan by that voting  
2 group.

3 ~~(f) Separate voting by voting groups is required:~~

4 ~~(1) on a plan of merger if the plan contains a provision that, if contained~~  
5 ~~in a proposed amendment to articles of incorporation, would require action by~~  
6 ~~one or more separate voting groups on the proposed amendment under section~~  
7 ~~10.04 of this title;~~

8 ~~(2) on a plan of share exchange by each class or series of shares~~  
9 ~~included in the exchange, with each class or series constituting a separate~~  
10 ~~voting group.~~

11 ~~(g) Action by the shareholders of the surviving corporation on a plan of~~  
12 ~~merger is not required if:~~

13 ~~(1) the articles of incorporation of the surviving corporation will not~~  
14 ~~differ (except for amendments enumerated in section 10.02 of this title) from~~  
15 ~~its articles before the merger;~~

16 ~~(2) each shareholder of the surviving corporation whose shares were~~  
17 ~~outstanding immediately before the effective date of the merger will hold the~~  
18 ~~same number of shares, with identical designations, preferences, limitations,~~  
19 ~~and relative rights, immediately after;~~

20 ~~(3) the number of voting shares outstanding immediately after the~~  
21 ~~merger, plus the number of voting shares issuable as a result of the merger~~

1 ~~(either by the conversion of securities issued pursuant to the merger or the~~  
2 ~~exercise of rights and warrants issued pursuant to the merger), will not exceed~~  
3 ~~by more than 20 percent the total number of voting shares of the surviving~~  
4 ~~corporation outstanding immediately before the merger; and~~

5 ~~(4) the number of participating shares outstanding immediately after the~~  
6 ~~merger, plus the number of participating shares issuable as a result of the~~  
7 ~~merger (either by the conversion of securities issued pursuant to the merger or~~  
8 ~~the exercise of rights and warrants issued pursuant to the merger), will not~~  
9 ~~exceed by more than 20 percent the total number of participating shares~~  
10 ~~outstanding immediately before the merger.~~

11 ~~(h) As used in subsection (g) of this section:~~

12 ~~(1) “Participating shares” mean shares that entitle their holders to~~  
13 ~~participate without limitation in distributions.~~

14 ~~(2) “Voting shares” mean shares that entitle their holders to vote~~  
15 ~~unconditionally in elections of directors.~~

16 ~~(i) After a merger or share exchange is authorized, and at any time before~~  
17 ~~articles of merger or share exchange are filed, the planned merger or share~~  
18 ~~exchange may be abandoned (subject to any contractual rights), without further~~  
19 ~~shareholder action, in accordance with the procedure set forth in the plan of~~  
20 ~~merger or share exchange or, if none is set forth, in the manner determined by~~  
21 ~~the board of directors.~~

1     ~~§ 11.04. MERGER OF SUBSIDIARY~~

2           ~~(a) A parent corporation owning at least 90 percent of the outstanding~~  
3     ~~shares of each class of a subsidiary corporation may merge the subsidiary into~~  
4     ~~itself without approval of the shareholders of the parent or subsidiary.~~

5           ~~(b) The board of directors of the parent shall adopt a plan of merger that~~  
6     ~~sets forth:~~

7           ~~(1) the names of the parent and subsidiary; and~~

8           ~~(2) the manner and basis of converting the shares of the subsidiary into~~  
9     ~~shares, obligations, or other securities of the parent or any other corporation or~~  
10    ~~into cash or other property in whole or in part.~~

11          ~~(c) The parent shall mail a copy or summary of the plan merger to each~~  
12    ~~shareholder of the subsidiary who does not waive the mailing requirement in~~  
13    ~~writing.~~

14          ~~(d) The parent may not deliver articles of merger to the secretary of state~~  
15    ~~for filing until at least 30 days after the date it mailed a copy of the plan of~~  
16    ~~merger to each shareholder of the subsidiary who did not waive the mailing~~  
17    ~~requirement.~~

18          ~~(e) Articles of merger under this section may not contain amendments to~~  
19    ~~the articles of incorporation of the parent corporation (except for amendments~~  
20    ~~enumerated in section 10.02 of this title).~~

1     ~~§ 11.05. ARTICLES OF MERGER OR SHARE EXCHANGE~~

2             ~~(a) After a plan of merger or share exchange is approved by the~~  
3     ~~shareholders, or adopted by the board of directors if shareholder approval is~~  
4     ~~not required, the surviving or acquiring corporation shall deliver to the~~  
5     ~~secretary of state for filing, articles of merger or share exchange setting forth:~~

6             ~~(1) the plan of merger or share exchange;~~

7             ~~(2) if shareholder approval was not required, a statement to that effect;~~

8             ~~(3) if approval of the shareholders of one or more corporations party to~~  
9     ~~the merger or share exchange was required:~~

10            ~~(A) the designation, number of outstanding shares, and number of~~  
11     ~~votes entitled to be cast by each voting group entitled to vote separately on the~~  
12     ~~plan as to each corporation; and~~

13            ~~(B) either the total number of votes cast for and against the plan by~~  
14     ~~each voting group entitled to vote separately on the plan or the total number of~~  
15     ~~undisputed votes cast for the plan separately by each voting group and a~~  
16     ~~statement that the number cast for the plan by each voting group was sufficient~~  
17     ~~for approval by that voting group.~~

18            ~~(b) A merger or share exchange takes effect upon the effective date of the~~  
19     ~~articles of merger or share exchange as provided in section 1.23 of this title.~~

20     ~~§ 11.06. EFFECT OF MERGER OR SHARE EXCHANGE~~

21            ~~(a) When a merger takes effect:~~

1           ~~(1) every other corporation party to the merger merges into the surviving~~  
2           ~~corporation and the separate existence of every corporation except the~~  
3           ~~surviving corporation ceases;~~

4           ~~(2) the title to all real estate and other property owned by each~~  
5           ~~corporation party to the merger is vested in the surviving corporation without~~  
6           ~~reversion or impairment;~~

7           ~~(3) the surviving corporation has all liabilities of each corporation party~~  
8           ~~to the merger;~~

9           ~~(4) a proceeding pending against any corporation party to the merger~~  
10          ~~may be continued as if the merger did not occur or the surviving corporation~~  
11          ~~may be substituted in the proceeding for the corporation whose existence~~  
12          ~~ceased;~~

13          ~~(5) the articles of incorporation of the surviving corporation are~~  
14          ~~amended to the extent provided in the plan of merger; and~~

15          ~~(6) the shares of each corporation party to the merger that are to be~~  
16          ~~converted into shares, obligations, or other securities of the surviving or any~~  
17          ~~other corporation or into cash or other property are converted, and the former~~  
18          ~~holders of the shares are entitled only to the rights provided in the articles of~~  
19          ~~merger or to their rights under chapter 13 of this title.~~

20          ~~(b) When a share exchange takes effect, the shares of each acquired~~  
21          ~~corporation are exchanged as provided in the plan, and the former holders of~~

1 ~~the shares are entitled only to the exchange rights provided in the articles of~~  
2 ~~share exchange or to their rights under chapter 13 of this title.~~

3 ~~§ 11.07. MERGER OR SHARE EXCHANGE WITH FOREIGN~~  
4 ~~CORPORATION~~

5 ~~(a) One or more foreign corporations may merge or enter into a share~~  
6 ~~exchange with one or more domestic corporations if:~~

7 ~~(1) in a merger, the merger is permitted by the law of the state or~~  
8 ~~country under whose law each foreign corporation is incorporated and each~~  
9 ~~foreign corporation complies with that law in effecting the merger;~~

10 ~~(2) in a share exchange, the corporation whose shares will be acquired is~~  
11 ~~a domestic corporation, whether or not a share exchange is permitted by the~~  
12 ~~law of the state or country under whose law the acquiring corporation is~~  
13 ~~incorporated;~~

14 ~~(3) the foreign corporation complies with section 11.05 of this title if it~~  
15 ~~is the surviving corporation of the merger or acquiring corporation of the share~~  
16 ~~exchange; and~~

17 ~~(4) each domestic corporation complies with the applicable provisions~~  
18 ~~of sections 11.01 through 11.04 of this title and, if it is the surviving~~  
19 ~~corporation of the merger or acquiring corporation of the share exchange, with~~  
20 ~~section 11.05 of this title.~~

1       ~~(b) Upon the merger or share exchange taking effect, the surviving foreign~~  
2       ~~corporation of a merger and the acquiring foreign corporation of a share~~  
3       ~~exchange is deemed:~~

4             ~~(1) to appoint the secretary of state as its agent for service of process in~~  
5       ~~a proceeding to enforce any obligation or the rights of dissenting shareholders~~  
6       ~~of each domestic corporation party to the merger or share exchange; and~~

7             ~~(2) to agree that it will promptly pay to the dissenting shareholders of~~  
8       ~~each domestic corporation party to the merger or share exchange the amount, if~~  
9       ~~any, to which they are entitled under chapter 13 of this title.~~

10       ~~(e) This section does not limit the power of a foreign corporation to acquire~~  
11       ~~all or part of the shares of one or more classes or series of a domestic~~  
12       ~~corporation through a voluntary exchange or otherwise.~~

13             CHAPTER 11. CONVERSION, MERGER, DOMESTICATION, AND  
14                                     SHARE EXCHANGE

15             § 11.01. DEFINITIONS

16             In this chapter:

17             (1) “Constituent corporation” means a constituent organization that is a  
18       corporation.

19             (2) “Constituent organization” means an organization that is a party to a  
20       conversion, merger, share exchange, or domestication pursuant to this chapter.

1           (3) “Conversion” means a transaction authorized by sections 11.02  
2           through 11.07 of this title.

3           (4) “Converted organization” means the converting organization as it  
4           continues in existence after a conversion.

5           (5) “Converting organization” means the domestic organization that  
6           approves a plan of conversion pursuant to section 11.04 of this title or the  
7           foreign organization that approves a conversion pursuant to the law of its  
8           jurisdiction of formation.

9           (6) “Domestic” means an organization whose internal affairs are  
10           governed by the law of this State.

11           (7) “Domesticated corporation” means the corporation that exists after a  
12           domesticating corporation effects a domestication pursuant to sections 11.13  
13           through 11.16 of this title.

14           (8) “Domesticating corporation” means the corporation that effects a  
15           domestication pursuant to sections 11.13 through 11.16 of this title.

16           (9) “Domestication” means a transaction authorized by sections 11.13  
17           through 11.16 of this title.

18           (10) “Governing statute” means the statute that governs an  
19           organization’s internal affairs.

20           (11) “Interest holder” means:

21           (A) a shareholder of a business corporation;



1           (B) a member of a nonprofit corporation;

2           (C) a general partner of a general partnership, including a limited  
3 liability partnership;

4           (D) a general partner of a limited partnership, including a limited  
5 liability partnership;

6           (E) a limited partner of a limited partnership, including a limited  
7 liability partnership;

8           (F) a member of a limited liability company;

9           (G) a shareholder of a general cooperative association;

10          (H) a member of a limited cooperative association or mutual benefit  
11 enterprise;

12          (I) a member of an unincorporated nonprofit association;

13          (J) a beneficiary or beneficial owner of a statutory trust, business  
14 trust, or common-law business trust; or

15          (K) any other direct holder of an interest.

16          (12) “Merger” means a merger authorized by sections 11.08 through  
17 11.12 of this title.

18          (13) “Organization”:

19           (A) means any of the following, whether a domestic or foreign  
20 organization, and regardless of whether organized for profit:

21           (i) a business corporation;

- 1                   (ii) a nonprofit corporation;
- 2                   (iii) a general partnership, including a limited liability partnership;
- 3                   (iv) a limited partnership, including a limited liability limited  
4 partnership;
- 5                   (v) a limited liability company;
- 6                   (vi) a general cooperative association;
- 7                   (vii) a limited cooperative association or mutual benefit enterprise;
- 8                   (viii) an unincorporated nonprofit association;
- 9                   (ix) a statutory trust, business trust, or common-law business  
10 trust; or
- 11                   (x) any other person that has:
- 12                         (I) a legal existence separate from any interest holder of that  
13 person; or
- 14                         (II) the power to acquire an interest in real property in its own  
15 name; and
- 16                   (B) does not include:
- 17                         (i) an individual;
- 18                         (ii) a trust with a predominantly donative purpose or a charitable  
19 trust;
- 20                         (iii) an association or relationship that is not an organization listed  
21 in subdivision (A) of this subdivision (16) and is not a partnership under

1 11 V.S.A. chapter 22 or 23, or a similar provision of law of another  
2 jurisdiction;

3 (iv) a decedent’s estate; or

4 (v) a government or a governmental subdivision, agency, or  
5 instrumentality.

6 (14) “Organizational documents” means the organizational documents  
7 for a domestic or foreign organization that create the organization, govern the  
8 internal affairs of the organization, and govern relations between or among its  
9 interest holders, including:

10 (A) for a domestic or foreign general partnership, its partnership  
11 agreement;

12 (B) for a limited partnership or foreign limited partnership, its  
13 certificate of limited partnership and partnership agreement;

14 (C) for a domestic or foreign limited liability company, its certificate  
15 or articles of organization and operating agreement, or comparable records as  
16 provided in its governing statute;

17 (D) for a business trust, its agreement of trust and declaration of trust;

18 (E) for a domestic or foreign corporation for profit, its certificate or  
19 articles of incorporation, bylaws, and other agreements among its shareholders  
20 which are authorized by its governing statute, or comparable records as  
21 provided in its governing statute; and

1           (F) for any other organization, the basic records that create the  
2           organization and determine its internal governance and the relations among the  
3           persons that own it, have an interest in it, or are members of it.

4           (15) “Personal liability” means:

5           (A) liability for a debt, obligation, or other liability of an organization  
6           which is imposed on a person:

7           (i) by the governing statute solely by reason of the person  
8           co-owning, having an interest in, or being a member of the organization; or

9           (ii) by the organization’s organizational documents under a  
10          provision of the governing statute authorizing those documents to make one or  
11          more specified persons liable for all or specified debts, obligations, or other  
12          liabilities of the organization solely by reason of the person or persons  
13          co-owning, having an interest in, or being a member of the organization; or

14          (B) an obligation of an interest holder under the organizational  
15          documents of an organization to contribute to the organization.

16          (16) “Private organizational documents” means organizational  
17          documents or portions thereof for a domestic or foreign organization that are  
18          not part of the organization’s public record, if any, and includes:

19           (A) the bylaws of a business corporation;

20           (B) the bylaws of a nonprofit corporation;

21           (C) the partnership agreement of a general partnership;

- 1           (D) the partnership agreement of a limited partnership;  
2           (E) the operating agreement of a limited liability company;  
3           (F) the bylaws of a general cooperative association;  
4           (G) the bylaws of a limited cooperative association or mutual benefit  
5 enterprise;  
6           (H) the governing principles of an unincorporated nonprofit  
7 association; and  
8           (I) the trust instrument of a statutory trust or similar rules of a  
9 business trust or common-law business trust.

10           (17) “Protected agreement” means:

- 11           (A) a record evidencing indebtedness and any related agreement in  
12 effect on July 1, 2017;  
13           (B) an agreement that is binding on an organization on July 1, 2017;  
14           (C) the organizational documents of an organization in effect on  
15 July 1, 2017; or  
16           (D) an agreement that is binding on any of the partners, directors,  
17 managers, or interest holders of an organization on July 1, 2017.

18           (18) “Public organizational documents” means the record of  
19 organizational documents required to be filed with the Secretary of State to  
20 form an organization, and any amendment to or restatement of that record, and  
21 includes:

- 1           (A) the articles of incorporation of a business corporation;  
2           (B) the articles of incorporation of a nonprofit corporation;  
3           (C) the certificate of limited partnership of a limited partnership;  
4           (D) the certificate of organization of a limited liability company;  
5           (E) the articles of incorporation of a general cooperative association;  
6           (F) the articles of organization of a limited cooperative association or  
7 mutual benefit enterprise; and  
8           (G) the certificate of trust of a statutory trust or similar record of a  
9 business trust.

10           (19) “Record,” used as a noun, means information that is inscribed on a  
11 tangible medium or that is stored in an electronic or other medium and is  
12 retrievable in perceivable form.

13           (20) “Share exchange” means a share exchange authorized by sections  
14 11.08 through 11.12 of this title.

15           (21) “Surviving organization” means an organization into which one or  
16 more other organizations are merged whether the organization preexisted the  
17 merger or was created by the merger.

18 § 11.02. CONVERSION AUTHORIZED

19           (a) By complying with sections 11.03 through 11.06 of this title, a domestic  
20 corporation may become a domestic organization that is a different type of  
21 organization.

1        (b) By complying with sections 11.03 through 11.06 of this title applicable  
2        to foreign organizations, a foreign organization that is not a foreign corporation  
3        may become a domestic corporation if the conversion is authorized by the law  
4        of the foreign organization’s jurisdiction of formation.

5        (c) If a protected agreement contains a provision that applies to a merger of  
6        a domestic corporation but does not refer to a conversion, the provision applies  
7        to a conversion of the corporation as if the conversion were a merger until the  
8        provision is amended after July 1, 2017.

9        § 11.03. PLAN OF CONVERSION

10       (a) A domestic corporation may convert to a different type of organization  
11       under section 11.02 of this title by approving a plan of conversion. The plan  
12       shall be in a record and shall contain:

13           (1) the name of the converting corporation;

14           (2) the name, jurisdiction of formation, and type of organization of the  
15       converted organization;

16           (3) the manner and basis for converting an interest holder’s interest in  
17       the converting organization into any combination of an interest in the  
18       converted organization and other consideration;

19           (4) the proposed public organizational documents of the converted  
20       organization if it will be an organization with public organizational documents  
21       filed with the Secretary of State;

1           (5) the full text of the private organizational documents of the converted  
2           organization that are proposed to be in a record;

3           (6) the other terms and conditions of the conversion; and

4           (7) any other provision required by the law of this State or the  
5           organizational documents of the converting corporation.

6           (b) A domestic organization, other than a corporation, may convert into a  
7           domestic corporation by approving a plan of conversion that includes the  
8           manner and basis for converting an interest holder’s interest in the converting  
9           organization into any combination of an interest in the converted organization  
10           and other consideration.

11           (c) A plan of conversion may contain any other provision not prohibited  
12           by law.

13           § 11.04. APPROVAL OF CONVERSION

14           Subject to section 11.17 of this title and any contractual rights, a converting  
15           organization shall approve a plan of conversion:

16           (1) in accordance with its governing statute and its organizational  
17           documents; or

18           (2) if its organizational documents do not address the manner for  
19           approving a conversion, by the same vote required under the organizational  
20           documents for a merger; provided, that if its organizational documents do not



1 provide for approval of a merger, then by the approval of all the interest  
2 holders entitled to vote on or consent to a merger under the governing statute.

3 § 11.05. AMENDMENT OR ABANDONMENT OF PLAN OF  
4 CONVERSION

5 (a) A domestic corporation may amend a plan of conversion:

6 (1) in the same manner the corporation approved the plan, if the plan  
7 does not specify how to amend the plan; or

8 (2) by its directors and shareholders as provided in the plan, but a  
9 shareholder who was entitled to vote on or consent to approval of the  
10 conversion is entitled to vote on or consent to an amendment of the plan that  
11 will change:

12 (A) the amount or kind of consideration the shareholder may receive  
13 under the plan;

14 (B) the public organizational documents, if any, or private  
15 organizational documents of the converted organization in effect after the  
16 conversion, except for a change that the interest holders of the converted  
17 organization are not required to approve under its governing statute or  
18 organizational documents; or

19 (C) other terms or conditions of the plan if the change would  
20 adversely affect the shareholder in any material respect.

1       (b) A domestic general or limited partnership may amend a plan of  
2       conversion:

3           (1) in the same manner the partnership approved the plan, if the plan  
4       does not specify how to amend the plan; or

5           (2) by the partners as provided in the plan, but a partner who was  
6       entitled to vote on or consent to approval of the conversion is entitled to vote  
7       on or consent to an amendment of the plan that will change:

8           (A) the amount or kind of consideration the partner may receive  
9       under the plan;

10          (B) the public organizational documents, if any, or private  
11       organizational documents of the converted organization in effect after the  
12       conversion, except for a change that the interest holders of the converted  
13       organization are not required to approve under its governing statute or  
14       organizational documents; or

15          (C) other terms or conditions of the plan if the change would  
16       adversely affect the partner in any material respect.

17       (c) A domestic limited liability company may amend a plan of conversion:

18           (1) in the same manner the company approved the plan, if the plan does  
19       not specify how to amend the plan; or

1           (2) by the managers or members as provided in the plan, but a member  
2           who was entitled to vote on or consent to approval of the conversion is entitled  
3           to vote on or consent to an amendment of the plan that will change:

4                   (A) the amount or kind of consideration the member may receive  
5                   under the plan;

6                   (B) the public organizational documents, if any, or private  
7                   organizational documents of the converted organization in effect after the  
8                   conversion, except for a change that the interest holders of the converted  
9                   organization are not required to approve under its governing statute or  
10                  organizational documents; or

11                  (C) other terms or conditions of the plan if the change would  
12                  adversely affect the member in any material respect.

13                  (d)(1) After a domestic converting organization approves a plan of  
14                  conversion, and before a statement of conversion takes effect, the organization  
15                  may abandon the conversion as provided in the plan.

16                  (2) Unless prohibited by the plan, the organization may abandon the  
17                  plan in the same manner it approved the plan.

18                  (e)(1) A domestic converting organization that abandons a plan of  
19                  conversion pursuant to subsection (d) of this section shall deliver a signed  
20                  statement of abandonment to the Secretary of State for filing before the  
21                  statement of conversion takes effect.

1           (2) The statement of abandonment shall contain:

2                   (A) the name of the converting organization;

3                   (B) the date the Secretary of State filed the statement of  
4 conversion; and

5                   (C) a statement that the converting organization has abandoned the  
6 conversion pursuant to this section.

7           (3) A statement of abandonment takes effect, on filing, and on filing the  
8 conversion is abandoned and does not take effect.

9           § 11.06. STATEMENT OF CONVERSION; EFFECTIVE DATE OF

10                   CONVERSION

11           (a) A converting organization shall sign a statement of conversion and  
12 deliver it to the Secretary of State for filing.

13           (b) A statement of conversion shall contain:

14                   (1) the name, jurisdiction of formation, and type of organization prior to  
15 the conversion;

16                   (2) the name, jurisdiction of formation, and type of organization  
17 following the conversion;

18                   (3) if the converting organization is a domestic organization, a statement  
19 that the organization approved the plan of conversion in accordance with the  
20 provisions of this chapter, or, if the converting organization is a foreign

1 organization, a statement that the organization approved the conversion in  
2 accordance with its governing statute; and

3 (4) the public organizational documents of the converted organization.

4 (c) A statement of conversion may contain any other provision not  
5 prohibited by law.

6 (d) If the converted organization is a domestic organization, its public  
7 organizational documents, if any, shall comply with the law of this State.

8 (e)(1) In lieu of a statement of conversion, a domestic converting  
9 corporation may deliver to the Secretary of State for filing a signed plan of  
10 conversion that complies with subsection (b) of this section.

11 (2) If a corporation files a plan of conversion pursuant to subdivision (1)  
12 of this subsection, a reference in this chapter to a statement of conversion  
13 refers to the plan of conversion.

14 (f)(1) If a converted organization is a domestic corporation, its conversion  
15 takes effect when the statement of conversion takes effect.

16 (2) If a converted organization is not a domestic corporation, its  
17 conversion takes effect on the later of:

18 (A) the date and time provided by its governing statute; or

19 (B) when the statement of conversion takes effect.

20 § 11.07. EFFECT OF CONVERSION

21 (a) When a conversion takes effect:

1           (1) The converted organization is:

2                   (A) organized under and subject to the governing statute of the  
3           converted organization; and

4                   (B) the same organization continuing without interruption as the  
5           converting organization.

6           (2) The property of the converting organization continues to be vested in  
7           the converted organization without transfer, reversion, or impairment.

8           (3) The debts, obligations, and other liabilities of the converting  
9           organization continue as debts, obligations, and other liabilities of the  
10           converted organization.

11           (4) Except as otherwise provided by law or the plan of conversion, the  
12           rights, privileges, immunities, powers, and purposes of the converting  
13           organization remain in the converted organization.

14           (5) A court or other authority may substitute the name of the converted  
15           organization for the name of the converting organization in any pending action  
16           or proceeding.

17           (6) The certificate of organization of the converted organization takes  
18           effect.

19           (7) The provisions of the organizational documents of the converted  
20           organization that are required to be in a record, if any, that were approved as  
21           part of the plan of conversion take effect.

1           (8) The interests in the converting organization are converted, and the  
2           interest holders of the converting organization are entitled only to the rights  
3           provided to them under the plan of conversion.

4           (b) Except as otherwise provided in the organizational documents of a  
5           domestic converting organization, a conversion does not give rise to any rights  
6           that a shareholder, member, partner, limited partner, director, or third party  
7           would have upon a dissolution, liquidation, or winding up of the converting  
8           organization.

9           (c) When a conversion takes effect, a person who did not have personal  
10          liability with respect to the converting organization and becomes subject to  
11          personal liability with respect to the converted organization as a result of the  
12          conversion has personal liability only to the extent provided by the governing  
13          statute of the converted organization and only for those debts, obligations, and  
14          other liabilities that the converted organization incurs after the conversion.

15          (d) When a conversion takes effect, a person who had personal liability for  
16          a debt, obligation, or other liability of the converting organization but who  
17          does not have personal liability with respect to the converted organization is  
18          subject to the following rules:

19               (1) The conversion does not discharge any personal liability under this  
20               title to the extent the personal liability was incurred before the conversion took  
21               effect.

1           (2) The person does not have personal liability under this title for any  
2           debt, obligation, or other liability that arises after the conversion takes effect.

3           (3) This title continues to apply to the release, collection, or discharge of  
4           any personal liability preserved under subdivision (1) of this subsection as if  
5           the conversion had not occurred.

6           (4) The person has the rights of contribution from another person that  
7           are provided by this title, law other than this title, or the organizational  
8           documents of the converting organization with respect to any personal liability  
9           preserved under subdivision (1) of this subsection as if the conversion had not  
10          occurred.

11          (e) When a conversion takes effect, a person may serve a foreign  
12          organization that is the converted organization with process in this State for the  
13          collection and enforcement of any of its debts, obligations, and other liabilities  
14          as provided in section 5.04 of this title.

15          (f) If the converting organization is a registered foreign organization, its  
16          registration to do business in this State is canceled when the conversion takes  
17          effect.

18          (g) A conversion does not require an organization to wind up its affairs and  
19          does not constitute or cause the dissolution of the organization.



1        § 11.08. MERGER AUTHORIZED; PLAN OF MERGER

2            (a) A corporation organized pursuant to this title may merge with one or  
3        more other constituent organizations pursuant to this section and sections 11.09  
4        through 11.12 of this title and a plan of merger if:

5            (1) the governing statute of each of the other constituent organizations  
6        authorizes the merger;

7            (2) the merger is not prohibited by the law of a jurisdiction that enacted  
8        any of the governing statutes; and

9            (3) each of the other constituent organizations complies with its  
10       governing statute in effecting the merger.

11        (b) A plan of merger shall be in a record and shall include:

12            (1) the name and type of each constituent organization;

13            (2) the name and type of the surviving constituent organization and, if  
14        the surviving constituent organization is created by the merger, a statement to  
15        that effect;

16            (3) the terms and conditions of the merger, including the manner and  
17        basis for converting an interest holder's interest in each constituent  
18        organization into any combination of an interest in the surviving organization  
19        and other consideration;

1           (4) if the merger creates the surviving constituent organization, the  
2           surviving constituent organization’s organizational documents that are  
3           proposed to be in a record; and

4           (5) if the merger does not create the surviving constituent organization,  
5           any amendments to the surviving constituent organization’s organizational  
6           documents that are, or are proposed to be, in a record.

7           § 11.09. SHARE EXCHANGE AUTHORIZED; PLAN OF SHARE  
8                           EXCHANGE

9           (a) A corporation may acquire all of the outstanding shares of one or more  
10           classes or series of another corporation if the board of directors of each  
11           corporation adopts, and its shareholders, if required under section 11.10 of this  
12           title, approve a plan of share exchange.

13           (b) The plan of share exchange shall be in a record and shall include:

14                   (1) the name of the corporation whose shares will be acquired and the  
15                   name of the acquiring corporation; and

16                   (2) the terms and conditions of the share exchange; including the  
17                   manner and basis of exchanging the shares to be acquired in exchange for  
18                   shares of the acquiring corporation or other consideration.

19           (c) The plan of share exchange may contain any other provision not  
20           prohibited by law.

1        § 11.10. APPROVAL OF PLAN OF MERGER OR SHARE EXCHANGE

2            (a) Subject to section 11.17 of this title, a constituent corporation shall  
3 approve a plan of merger or share exchange:

4            (1) in accordance with its organizational documents and governing  
5 statute; or

6            (2) if its organizational documents do not address the manner for  
7 approving a merger or share exchange, by vote or consent of all the  
8 shareholders of the corporation entitled to vote on or consent to any matter.

9            (b) Subject to section 11.17 of this title and any contractual rights, after a  
10 constituent organization approves a merger or share exchange, and before the  
11 organization delivers articles of merger or share exchange to the Secretary of  
12 State for filing, a constituent organization may amend the plan or abandon the  
13 merger or share exchange:

14            (1) as provided in the plan; or

15            (2) except as otherwise prohibited in the plan, in the same manner it  
16 approved the plan.

17        § 11.11. FILING REQUIRED FOR MERGER OR SHARE EXCHANGE;

18            EFFECTIVE DATE

19            (a) After each constituent organization approves a merger or share  
20 exchange, a person with appropriate authority shall sign articles of merger or  
21 share exchange on behalf of:

1           (1) each constituent corporation; and

2           (2) each other constituent organization as required by its governing  
3 statute.

4           (b) Articles of merger under this section shall be in a record and shall  
5 include:

6           (1) the name and type of each constituent organization and the  
7 jurisdiction of its governing statute;

8           (2) the name and type of the surviving constituent organization, the  
9 jurisdiction of its governing statute, and, if the merger creates the surviving  
10 constituent organization, a statement to that effect;

11           (3) the date the merger takes effect under the governing statute of the  
12 surviving constituent organization;

13           (4) if the merger creates the surviving constituent organization, its  
14 public organizational documents;

15           (5) if the surviving constituent organization preexists the merger, any  
16 amendments to its public organizational documents;

17           (6) a statement on behalf of each constituent organization that it  
18 approved the merger as required by its governing statute;

19           (7) if the surviving constituent organization is a foreign constituent  
20 organization not authorized to transact business in this State, the street and

1 mailing addresses of an office that the Secretary of State may use for service of  
2 process pursuant to subsection 11.12(b) of this title; and

3 (8) any additional information the governing statute of a constituent  
4 organization requires.

5 (c) A merger takes effect under this chapter:

6 (1) if the surviving constituent organization is a corporation, upon the  
7 later of:

8 (A) compliance with subsection (f) of this section; or

9 (B) subject to section 1.23 of this title, as specified in the articles of  
10 merger; or

11 (2) if the surviving constituent organization is not a corporation, as  
12 provided by the governing statute of the surviving constituent organization.

13 (d) Articles of share exchange under this section shall be in a record and  
14 shall include:

15 (1) the name and type of each constituent organization and the  
16 jurisdiction of its governing statute;

17 (2) the date the share exchange takes effect under the governing statute  
18 of each of the constituent organizations;

19 (3) a statement on behalf of each constituent organization that it  
20 approved the share exchange as required by its governing statute;

1           (4) if either constituent organization is a foreign organization not  
2           authorized to transact business in this State, the street and mailing addresses of  
3           an office that the Secretary of State may use for service of process pursuant to  
4           subsection 11.12(b) of this title; and

5           (5) any additional information the governing statute of a constituent  
6           organization requires.

7           (e) A share exchange takes effect under this chapter upon the later of:

8           (1) compliance with subsection (f) of this section; or

9           (2) subject to section 1.23 of this title, as specified in the articles of share  
10          exchange.

11          (f) Each constituent organization shall deliver the articles of merger or  
12          share exchange for filing in the Office of the Secretary of State.

13          § 11.12. EFFECT OF MERGER OR SHARE EXCHANGE

14          (a) When a merger takes effect:

15           (1) the surviving constituent organization continues or comes into  
16           existence;

17           (2) each constituent organization that merges into the surviving  
18           constituent organization ceases to exist as a separate entity;

19           (3) the property of each constituent organization that ceases to exist  
20           vests in the surviving constituent organization;

1           (4) the debts, obligations, and other liabilities of each constituent  
2           organization that ceases to exist continue as debts, obligations, and other  
3           liabilities of the surviving constituent organization;

4           (5) an action or proceeding pending by or against a constituent  
5           organization that ceases to exist continues as if the merger did not occur;

6           (6) except as prohibited by other law, the rights, privileges, immunities,  
7           powers, and purposes of each constituent organization that ceases to exist vest  
8           in the surviving constituent organization;

9           (7) except as otherwise provided in the plan of merger, the terms and  
10          conditions of the plan of merger take effect;

11          (8) except as otherwise agreed, if a constituent corporation ceases to  
12          exist, the merger does not dissolve the corporation for the purposes of chapter  
13          14 of this title;

14          (9) if the merger creates the surviving constituent organization, its  
15          public organizational documents take effect; and

16          (10) if the surviving constituent organization preexists the merger, any  
17          amendments to its public organizational documents take effect.

18          (b)(1) A surviving constituent organization that is a foreign organization  
19          consents to the jurisdiction of the courts of this State to enforce a debt,  
20          obligation, or other liability the constituent organization owes, if before the

1 merger the constituent organization was subject to suit in this State on the debt,  
2 obligation, or other liability.

3 (2) A surviving constituent organization that is a foreign organization  
4 and not authorized to transact business in this State appoints the Secretary of  
5 State as its agent for service of process for the purposes of enforcing a debt,  
6 obligation, or other liability under this subsection.

7 (3) A person shall serve the Secretary of State under this subsection in  
8 the same manner, and the service has the same consequences, as in section  
9 5.04 of this title.

10 (c) When a share exchange takes effect:

11 (1) the shares of each acquired constituent organization are exchanged  
12 as provided in the plan of share exchange; and

13 (2) the former holders of the shares are entitled only to the exchange  
14 rights provided in the articles of share exchange or to their rights under chapter  
15 13 of this title.

16 § 11.13. DOMESTICATION AUTHORIZED

17 (a) A foreign corporation may become a domestic corporation pursuant to  
18 this section and sections 11.14 through 11.17 of this title and a plan of  
19 domestication if:

20 (1) the foreign corporation's governing statute and its organizational  
21 documents permit the domestication; and



1           (2) the foreign corporation complies with its governing statute and  
2           organizational documents.

3           (b) A domestic corporation may become a foreign corporation pursuant to  
4           this section and sections 11.14 through 11.17 of this title and a plan of  
5           domestication if:

6                   (1) its organizational documents permit the domestication; and

7                   (2) the corporation complies with this section and sections 11.14  
8           through 11.17 of this title and its organizational documents.

9           (c) A plan of domestication shall be in a record and shall include:

10                   (1) the name of the domesticating corporation before domestication and  
11           the jurisdiction of its governing statute;

12                   (2) the name of the domesticated corporation after domestication and the  
13           jurisdiction of its governing statute;

14                   (3) the terms and conditions of the domestication, including the manner  
15           and basis for converting an interest holder's interest in the domesticating  
16           organization into any combination of an interest in the domesticated  
17           organization and other consideration; and

18                   (4) the organizational documents of the domesticated corporation that  
19           are, or are proposed to be, in a record.

1        § 11.14. ACTION ON PLAN OF DOMESTICATION

2            (a) A domesticating corporation shall approve a plan of domestication as  
3 follows:

4            (1) if the domesticating corporation is a domestic corporation that is  
5 redomesticating in a foreign jurisdiction, in accordance with this chapter and  
6 the corporation’s organizational documents; provided that:

7            (A) if its organizational documents do not specify the vote needed to  
8 approve domestication, then by the same vote required for a merger under its  
9 organizational documents; or

10           (B) if its organizational documents do not specify the vote required  
11 for a merger, then by the number or percentage of shareholders required to  
12 approve a merger under this chapter;

13           (2) if the domesticating corporation is a foreign corporation, as provided  
14 in its organizational documents and governing statute.

15           (b) Subject to any contractual rights, after a domesticating corporation  
16 approves a domestication and before it delivers articles of domestication to the  
17 Secretary of State for filing, the domesticating corporation may amend the plan  
18 or abandon the domestication:

19           (1) as provided in the plan; or

20           (2) except as otherwise prohibited by the plan, in the same manner it  
21 approved the plan.

1     § 11.15. FILING REQUIRED FOR DOMESTICATION; EFFECTIVE DATE

2           (a) A domesticating corporation that approves a plan of domestication shall  
3     deliver to the Secretary of State for filing articles of domestication that include:

4           (1) a statement, as the case may be, that the corporation was  
5     domesticated from or into another jurisdiction;

6           (2) the name of the corporation and the jurisdiction of its governing  
7     statute prior to the domestication;

8           (3) the name of the corporation and the jurisdiction of its governing  
9     statute following domestication;

10          (4) the date the domestication takes effect under the governing statute of  
11     the domesticated company;

12          (5) a statement that the corporation approved the domestication as  
13     required by the governing statute of the jurisdiction to which it is  
14     domesticating; and

15          (6) if the domesticated company was a foreign corporation not  
16     authorized to transact business in this State, the street and mailing addresses of  
17     an office that the Secretary of State may use for service of process pursuant to  
18     subsection 11.16(b) of this title.

19          (b) A domestication takes effect:

20           (1) when the articles of incorporation of the domesticated corporation  
21     take effect, if the corporation is domesticating to this State; and

1           (2) according to the governing statute of jurisdiction to which the  
2           corporation is domesticating.

3           § 11.16. EFFECT OF DOMESTICATION

4           (a) When a domestication takes effect:

5           (1) The domesticated corporation is for all purposes the corporation that  
6           existed before the domestication.

7           (2) The property owned by the domesticating corporation remains  
8           vested in the domesticated corporation.

9           (3) The debts, obligations, and other liabilities of the domesticating  
10          corporation continue as debts, obligations, and other liabilities of the  
11          domesticated corporation.

12          (4) An action or proceeding pending by or against a domesticating  
13          corporation continues as if the domestication has not occurred.

14          (5) Except as prohibited by other law, the rights, privileges, immunities,  
15          powers, and purposes of the domesticating corporation remain vested in the  
16          domesticated corporation.

17          (6) Except as otherwise provided in the plan of domestication, the terms  
18          and conditions of the plan of domestication take effect.

19          (7) Except as otherwise agreed, the domestication does not dissolve a  
20          domesticating corporation for the purposes of this chapter 11.

1       (b)(1) A domesticated corporation that was a foreign corporation consents  
2       to the jurisdiction of the courts of this State to enforce a debt, obligation, or  
3       other liability the domesticating corporation owes, if, before the domestication,  
4       the domesticating corporation was subject to suit in this State on the debt,  
5       obligation, or other liability.

6       (2) A domesticated corporation that was a foreign corporation and not  
7       authorized to transact business in this State appoints the Secretary of State as  
8       its agent for service of process for purposes of enforcing a debt, obligation, or  
9       other liability under this subsection.

10       (3) A person shall serve the Secretary of State under this subsection in  
11       the same manner, and the service has the same consequences, as in section  
12       5.04 of this title.

13       (c) A corporation that domesticates in a foreign jurisdiction shall deliver to  
14       the Secretary of State for filing a statement surrendering the corporation's  
15       certificate of organization that includes:

16               (1) the name of the corporation;

17               (2) a statement that the articles of incorporation are surrendered in  
18       connection with the domestication of the company in a foreign jurisdiction;

19               (3) a statement that the corporation approved the domestication as  
20       required by this title; and

21               (4) the name of the relevant foreign jurisdiction.

1        § 11.17. RESTRICTION ON APPROVAL OF CONVERSION, MERGER,  
2                    AND DOMESTICATION

3            An approval or amendment of a plan of conversion, plan of merger, or plan  
4            of domestication under this chapter is ineffective without the approval of each  
5            interest holder of a surviving constituent who will have personal liability for a  
6            debt, obligation, or other liability of the organization, unless:

7                    (1) a provision of the organization’s organizational documents provides  
8            in a record that some or all of its interest holders may be subject to personal  
9            liability by a vote or consent of fewer than all of the interest holders; and

10                   (2)(A) the interest holder voted for or consented in a record to the  
11           provision referenced in subdivision (1)(A) of this subsection; or

12                   (B) the interest holder became an interest holder after the  
13           organization adopted the provision referenced in subdivision (1)(A) of this  
14           subsection.

15                   (b) An interest holder does not provide consent as required in subdivision  
16           (a)(2)(A) of this section merely by consenting to a provision of the  
17           organizational documents that permits the organization to amend the  
18           organizational documents with the approval of fewer than all of the interest  
19           holders.

1     § 11.18. CHAPTER NOT EXCLUSIVE

2             (a) This chapter does not preclude an organization from being converted,  
3     merged, or domesticated under law other than this title.

4             (b) This chapter does not limit the power of a corporation to acquire all or  
5     part of the shares of one or more classes or series of another corporation  
6     through means other than those included in this chapter.

7     Sec. E.2. 11 V.S.A. chapter 25 is amended to read:

8                             CHAPTER 25. LIMITED LIABILITY COMPANIES

9   \* \* \*

10     § 4003. EFFECT OF OPERATING AGREEMENT; NONWAIVABLE  
11                             PROVISIONS

12             (a) Except as otherwise provided in subsection (b) of this section, an  
13     operating agreement regulates the affairs of the company and the conduct of its  
14     business and governs relations among the members, among the managers, and  
15     among the members, managers, and the limited liability company. To the  
16     extent the operating agreement does not otherwise provide, this chapter  
17     regulates the affairs of the company, the conduct of its business, and governs  
18     relations among the members, among the managers, and among members,  
19     managers, and the limited liability company.

- 1 (b) An operating agreement may not:
- 2 (1) vary a limited liability company's capacity under subsection 4011(e)
- 3 of this title to sue and be sued in its own name;
- 4 (2) except as provided in subchapter 8 of this chapter, vary the law
- 5 applicable under subsection 4011(g) of this title;
- 6 (3) vary the power of the court under section 4030 of this title;
- 7 (4) subject to subsections (c) through (f) of this section, eliminate or
- 8 restrict the duty of loyalty, the duty of care, or any other fiduciary duty;
- 9 (5) subject to subsections (c) through (f) of this section, eliminate or
- 10 restrict the contractual obligation of good faith and fair dealing under
- 11 subsection 4059(d) of this title;
- 12 (6) unreasonably restrict the duties and rights with respect to books,
- 13 records, and other information stated in section 4058 of this title, but the
- 14 operating agreement may impose reasonable restrictions on the availability and
- 15 use of information obtained under that section and may define appropriate
- 16 remedies, including liquidated damages, for a breach of any reasonable
- 17 restriction on use;
- 18 (7) vary the power of a court to decree dissolution in the circumstances
- 19 specified in subdivision 4101(a)(4) of this title;
- 20 (8) vary the requirement to wind up a limited liability company's
- 21 business as specified in section ~~4102~~ 4101 of this title;



1 \* \* \*

2 § 4141. DEFINITIONS

3 In this subchapter:

4 \* \* \*

5 (3) “Conversion” means a transaction authorized by sections ~~by~~ 4142  
6 through 4147 of this title.

7 \* \* \*

8 (13) “Limited partnership” means a limited partnership created under  
9 chapter ~~11~~ 23 of this title, a predecessor law, or comparable law of another  
10 jurisdiction.

11 (17) “Partnership” means a general partnership under chapter ~~9~~ 22 of  
12 this title, a predecessor law, or comparable law of another jurisdiction.

13 \* \* \*

14 (21) “Protected agreement” means:

15 (A) ~~a record~~ an instrument or agreement evidencing indebtedness ~~and~~  
16 ~~any related agreement~~ of an organization in effect ~~on the effective date set~~  
17 ~~forth in section 4171 of this title~~ on July 1, 2016, or on the date the  
18 organization elects to become subject to this chapter, whichever is earlier;

19 (B) an agreement that is binding on an organization ~~on the effective~~  
20 ~~date set forth in section 4171 of this title~~ on July 1, 2016, or on the date the  
21 organization elects to become subject to this chapter, whichever is earlier;

1 (C) the organizational documents of an organization in effect ~~on the~~  
2 ~~effective date set forth in section 4171 of this title~~ on July 1, 2016, or on the  
3 date the organization elects to become subject to this chapter, whichever is  
4 earlier; or

5 (D) an agreement that is binding on any of the ~~governors~~ directors,  
6 officers, general partners, managers or interest holders of an organization ~~on~~  
7 ~~the effective date set forth in section 4171 of this title~~ on July 1, 2016, or on  
8 the date the organization elects to become subject to this chapter, whichever is  
9 earlier.

10 \* \* \*

11 § 4142. CONVERSION AUTHORIZED

12 (a) By complying with sections ~~4142~~ 4143 through 4146 of this title, a  
13 domestic limited liability company may become a domestic organization that is  
14 a different type of organization.

15 (b) By complying with sections ~~4142~~ 4143 through 4146 of this title, a  
16 domestic partnership or limited partnership may become a domestic limited  
17 liability company.

18 (c) By complying with sections ~~4142~~ 4143 through 4146 of this title  
19 applicable to foreign organizations, a foreign organization that is not a foreign  
20 limited liability company may become a domestic limited liability company if

1 the conversion is authorized by the law of the foreign organization's  
2 jurisdiction of formation.

3 (d) If a protected agreement contains a provision that applies to a merger of  
4 a domestic limited liability company but does not refer to a conversion, the  
5 provision applies to a conversion of the company as if the conversion were a  
6 merger until the provision is amended ~~after the effective date set forth in~~  
7 section 4171 of this title after July 1, 2016, or after the date the organization  
8 elects to become subject to this chapter, whichever is earlier.

9 \* \* \*

10 § 4149. ACTION ON PLAN OF MERGER BY CONSTITUENT LIMITED  
11 LIABILITY COMPANY

12 (a) Subject to section 4156 of this title, a plan of merger shall be approved  
13 in accordance with the organizational documents of the constituent limited  
14 liability company, or, in the absence of a provision governing approval of  
15 ~~conversions~~ a merger, by all the members of the limited liability company  
16 entitled to vote on or consent to any matter.

17 (b) Subject to section 4156 of this title and any contractual rights, after a  
18 merger is approved, and at any time before the articles of merger are delivered  
19 to the Secretary of State for filing under section 4150 of this title, a constituent  
20 limited liability company may amend the plan or abandon the merger:

21 (1) as provided in the plan; or

1 (2) except as otherwise prohibited in the plan, with the same consent as  
2 was required to approve the plan.

3 \* \* \*

4 Sec. E.3. 11 V.S.A. § 1623 is amended to read:

5 § 1623. REGISTRATION BY CORPORATIONS AND LIMITED

6 LIABILITY COMPANIES

7 (a) A corporation or limited liability company doing business in this State  
8 under any name other than that of the corporation or limited liability company  
9 shall be subject to all the provisions of this chapter; and shall file returns sworn  
10 to by some officer or ~~member~~ director of such corporation or by some member  
11 or manager of such limited liability company, setting forth the name other than  
12 the corporate or limited liability company name under which such business is  
13 carried on, the name of the town wherein such business is to be carried on, a  
14 brief description of the kind of business transacted under such name, and the  
15 corporate or the limited liability company name and location of the principal  
16 office of such corporation or limited liability company.

17 \* \* \*

18 \* \* \* Vermont State Treasurer; Public Retirement Plan \* \* \*

19 (H.724)

20 Sec. F.1. INTERIM STUDY ON THE FEASIBILITY OF ESTABLISHING

21 A PUBLIC RETIREMENT PLAN

1           (a) Creation of Committee.

2                   (1) There is created a Public Retirement Plan Study Committee to  
3 evaluate the feasibility of establishing a public retirement plan.

4                   (2) It is the intent of the General Assembly that the Committee continue  
5 the work of the Public Retirement Plan Study Committee created in 2014 Acts  
6 and Resolves No. 179, Sec. C.108, as amended by 2015 Acts and Resolves No.  
7 58, Sec. C.100, which ceased to exist on January 15, 2016.

8           (b) Membership.

9                   (1) The Public Retirement Plan Study Committee shall be composed of  
10 seven members as follows:

11                           (A) the State Treasurer or designee;

12                           (B) the Commissioner of Labor or designee;

13                           (C) the Commissioner of Disabilities, Aging, and Independent Living  
14 or designee;

15                           (D) an individual with private sector experience in the area of  
16 providing retirement products and financial services to small businesses, to be  
17 appointed by the Speaker;

18                           (E) an individual with experience or expertise in the area of the  
19 financial needs of an aging population, to be appointed by the Committee  
20 on Committees;

1           (F) a representative of employers, to be appointed by the  
2 Speaker; and

3           (G) a representative of employees who currently lack access to  
4 employer-sponsored retirement plans, to be appointed by the Committee  
5 on Committees.

6           (2) Unless another appointee is specified pursuant to the authority  
7 granted under subdivision (1) of this subsection, the members of the Public  
8 Retirement Plan Study Committee created in 2014 Acts and Resolves No. 179,  
9 Sec. C.108, as amended by 2015 Acts and Resolves No. 58, Sec. C.100, which  
10 ceased to exist on January 15, 2016, shall serve as the members of the  
11 Committee created pursuant to this section.

12           (c) Powers and duties.

13           (1)(A) The Committee shall study the feasibility of establishing a public  
14 retirement plan, including the following:

15                   (i) the access Vermont residents currently have to  
16 employer-sponsored retirement plans and the types of employer-sponsored  
17 retirement plans;

18                   (ii) data and estimates on the amount of savings and resources  
19 Vermont residents will need for a financially secure retirement;

- 1                    (iii) data and estimates on the actual amount of savings and  
2                    resources Vermont residents will have for retirement, and whether those  
3                    savings and resources will be sufficient for a financially secure retirement;  
4                    (iv) current incentives to encourage retirement savings, and the  
5                    effectiveness of those incentives;  
6                    (v) whether other states have created a public retirement plan and  
7                    the experience of those states;  
8                    (vi) whether there is a need for a public retirement plan  
9                    in Vermont;  
10                   (vii) whether a public retirement plan would be feasible and  
11                   effective in providing for a financially secure retirement for Vermont residents;  
12                   (viii) other programs or incentives the State could pursue in  
13                   combination with a public retirement plan or, instead of such a plan, in order to  
14                   encourage residents to save and prepare for retirement; and  
15                   (B) If the Committee determines that a public retirement plan is  
16                   necessary, feasible, and effective, the Committee shall study:  
17                   (i) potential models for the structure, management, organization,  
18                   administration, and funding of such a plan;  
19                   (ii) how to ensure that the plan is available to private sector  
20                   employees who are not covered by an alternative retirement plan;

1                   (iii) how to build enrollment to a level where enrollee costs can  
2 be lowered;

3                   (iv) whether such a plan should impose any obligation or liability  
4 upon private sector employers; and

5                   (v) any other issue the Committee deems relevant.

6                   (2) The Committee shall:

7                   (A) continue monitoring U.S. Department of Labor guidance  
8 concerning State Savings Programs for Non-Governmental Employees  
9 regarding ERISA rules and other pertinent areas of analysis;

10                  (B) further analyze the relationship between the role of states and the  
11 federal government; and

12                  (C) continue its collaboration with educational institutions, other  
13 states, and national stakeholders.

14                  (3) The Committee shall have the assistance of the staff of the Office of  
15 the Treasurer, the Department of Labor, and the Department of Disabilities,  
16 Aging, and Independent Living.

17                  (d) Report. On or before January 15, 2017, the Committee shall report to  
18 the General Assembly its findings and any recommendations for legislative  
19 action. In its report, the Committee shall state its findings as to every factor set  
20 forth in subdivision (c)(1)(A) of this section, whether it recommends that a  
21 public retirement plan be created, and the reasons for that recommendation. If



1 the Committee recommends that a public retirement plan be created, the  
2 Committee's report shall include specific recommendations as to the factors  
3 listed in subdivision (c)(1)(B) of this section.

4 (e) Meetings; term of Committee; chair. The Committee may meet  
5 as frequently as necessary to perform its work and shall cease to exist on  
6 January 15, 2018. The State Treasurer shall serve as Chair of the Committee  
7 and shall call the first meeting.

8 (f) Reimbursement. For attendance at meetings, members of the  
9 Committee who are not employees of the State of Vermont shall be reimbursed  
10 at the per diem rate set in 32 V.S.A. § 1010 and shall be reimbursed for  
11 mileage and travel expenses.

12 \* \* \* Vermont State Treasurer; ABLE Savings Program \* \* \*

13 (H.724)

14 Sec. F.2. 33 V.S.A. § 8001 is amended to read:

15 § 8001. PROGRAM ESTABLISHED

16 \* \* \*

17 (c) The Treasurer or designee shall have the authority to implement the  
18 Program in cooperation with one or more states or other partners in the manner  
19 he or she determines is in the best interests of the State and designated  
20 beneficiaries.

1        (d) The Treasurer or designee shall have the authority to adopt rules,  
2 policies, and procedures necessary to implement the provisions of this chapter  
3 and comply with applicable federal law.

4        Sec. F.3. 2015 Acts and Resolves No. 51, Sec. C.8 is amended to read:

5        Sec. C.8. VERMONT ABLE TASK FORCE; REPORTS

6        ~~The~~ Until the State Treasurer or designee implements the ABLE Savings  
7 Program pursuant to 33 V.S.A. chapter 80, the Treasurer shall convene a  
8 Vermont ABLE Task Force to include representatives of the Department of  
9 Disabilities, Aging, and Independent Living, the Vermont Developmental  
10 Disabilities Council, Vermont Center for Independent Living; Green Mountain  
11 Self-Advocates, and other stakeholders with relevant expertise, to provide  
12 recommendations annually beginning on or before January 15, 2016 to the  
13 House Committee on Commerce and Economic Development and the Senate  
14 Committee on Economic Development, Housing and General Affairs on  
15 planning and delivery of the ABLE Savings Program, including:

- 16            (1) promotion and marketing of the Program;
- 17            (2) rules governing operation of ABLE accounts, including mechanisms  
18 for consumer convenience;
- 19            (3) fees charged to account owners;
- 20            (4) future enhancements to protect from the loss of State benefits as may  
21 be necessary to fulfill the intent of the ABLE Act;

- 1 (5) the composition and charge of an ABLE Advisory Board; and  
2 (6) a progress update on implementation of the Program consistent with  
3 U.S. Treasury Department Rules, the Internal Revenue Code, and the federal  
4 ABLE Act (P.L. 113-295 of 2014).

5 \* \* \* Vermont State Treasurer;

6 Private Activity Bond Advisory Committee \* \* \*

7 (H.724)

8 Sec. F.4. REPEAL

9 32 V.S.A. § 994, creating the Private Activity Bond Advisory Committee, is  
10 repealed.

11 \* \* \* Vermont State Treasurer; Treasurer's Local Investment  
12 Advisory Committee \* \* \*

13 Sec. F.5. 2014 Acts and Resolves No. 199, Sec. 25, as amended by 2015 Acts  
14 and Resolves No. 51, Sec. E.3, is amended to read:

15 Sec. 25. SUNSET

16 Secs. 23–24 of this act, authorizing the Treasurer to create a credit facility  
17 for local investments and creating the Treasurer's Local Investment Advisory  
18 Committee, shall be repealed on July 1, ~~2016~~ 2018.

19 \* \* \* Medicaid for Working People with Disabilities \* \* \*

20 Sec. G.1. 33 V.S.A. § 1902 is amended to read:

21 § 1902. QUALIFICATION FOR MEDICAL ASSISTANCE

1 (a) In determining whether a person is medically indigent, the Secretary of  
2 Human Services shall prescribe and use an income standard and requirements  
3 for eligibility which will permit the receipt of federal matching funds under  
4 Title XIX of the Social Security Act.

5 (b) Workers with disabilities whose income is less than 250 percent of the  
6 federal poverty level shall be eligible for Medicaid. The income also must not  
7 exceed the Medicaid protected income level for one or the Supplemental  
8 Security Income (SSI) payment level for two, whichever is higher, after  
9 disregarding all earnings of the working individual with disabilities, any Social  
10 Security disability insurance benefits, and any veteran's disability benefits.  
11 Earnings of the working individual with disabilities shall be documented  
12 by evidence of Federal Insurance Contributions Act tax payments,  
13 Self-Employment Contributions Act tax payments, or a written business plan  
14 approved and supported by a third-party investor or funding source. The  
15 resource limit for this program shall be ~~\$5,000.00~~ \$10,000.00 for an individual  
16 and ~~\$6,000.00~~ \$15,000.00 for a couple at the time of enrollment in the  
17 program. Assets attributable to earnings made after enrollment in the program  
18 shall be disregarded.

19 \* \* \* Vermont Employment Growth Incentive \* \* \*

20 (H.754)

21 Sec. H.1. 10 V.S.A. chapter 4 is added to read:

1                   CHAPTER 4. ECONOMIC DEVELOPMENT INCENTIVES

2                   Subchapter 1. Vermont Economic Progress Council

3                   § 25. VERMONT ECONOMIC PROGRESS COUNCIL

4                   (a) Creation. The Vermont Economic Progress Council is created to  
5                   exercise the authority and perform the duties assigned to it, including its  
6                   authority and duties relating to:

7                   (1) the Vermont Employment Growth Incentive Program pursuant to  
8                   subchapter 2 of this chapter; and

9                   (2) property tax stabilization, tax exemption, and tax increment  
10                  financing districts pursuant to 24 V.S.A. chapter 53, subchapter 5 and  
11                  32 V.S.A. § 5404a.

12                  (b) Membership.

13                  (1) The Council shall have 11 voting members:

14                  (A) nine residents of the State appointed by the Governor with the  
15                  advice and consent of the Senate who are knowledgeable and experienced in  
16                  the subjects of community development and planning, education funding  
17                  requirements, economic development, State fiscal affairs, property taxation, or  
18                  entrepreneurial ventures, and represent diverse geographical areas of the State  
19                  and municipalities of various sizes;

20                  (B) one member of the Vermont House of Representatives appointed  
21                  by the Speaker of the House; and

1           (C) one member of the Vermont Senate appointed by the Senate  
2 Committee on Committees.

3           (2)(A) The Council shall have two regional members from each region  
4 of the State, one appointed by the regional development corporation of the  
5 region and one appointed by the regional planning commission of the region.

6           (B) A regional member shall be a nonvoting member and shall serve  
7 during consideration by the Council of an application from his or her region.

8           (c) Terms.

9           (1) Members of the Council appointed by the Governor shall serve  
10 initial staggered terms with five members serving four-year terms, and four  
11 members serving two-year terms.

12           (2) After the initial term expires, a member's term is four years and a  
13 member may be reappointed.

14           (3) A term commences on April 1 of each odd-numbered year.

15           (d) Compensation.

16           (1) For attendance at a meeting and for other official duties, a member  
17 appointed by the Governor shall be entitled to compensation for services and  
18 reimbursement of expenses as provided in 32 V.S.A. § 1010, except that a  
19 member who is a member of the General Assembly shall be entitled to  
20 compensation for services and reimbursement of expenses as provided in  
21 2 V.S.A. § 406.

1           (2) A regional member who does not otherwise receive compensation  
2           and reimbursement of expenses from his or her regional development or  
3           planning organization shall be entitled to compensation and reimbursement of  
4           expenses for attendance at meetings and for other official duties as provided in  
5           32 V.S.A. § 1010.

6           (e) Operation.

7           (1) The Governor shall appoint a chair from the Council’s members.

8           (2) The Council shall receive administrative support from the Agency of  
9           Commerce and Community Development and the Department of Taxes.

10          (3) The Council shall have:

11           (A) an executive director appointed by the Governor with the advice  
12           and consent of the Senate, who is knowledgeable in subject areas of the  
13           Council’s jurisdiction and who is an exempt State employee; and

14           (B) administrative staff.

15           (f) Rulemaking authority. The Council shall have the authority to adopt  
16           policies and procedures as necessary, and to adopt rules under 3 V.S.A.  
17           chapter 25, to implement the provisions of this chapter.

18           (g) Decisions not subject to review. A decision of the Council to approve  
19           or deny an application under subchapter 2 of this chapter, or to approve or  
20           deny a property tax stabilization agreement, tax exemption, or tax increment  
21           financing district pursuant to 24 V.S.A. chapter 53, subchapter 5 and 32 V.S.A.

1     § 5404a, is an administrative decision that is not subject to the contested case  
2     hearing requirements under 3 V.S.A. chapter 25 and is not subject to judicial  
3     review.

4     § 26. COST-BENEFIT MODEL

5         (a) The Council shall adopt and maintain a cost-benefit model for assessing  
6         and measuring the projected net fiscal cost and benefit to the State of proposed  
7         economic development activities.

8         (b) The Council shall not modify the cost-benefit model without the prior  
9         approval of the Joint Fiscal Committee.

10             Subchapter 2. Vermont Employment Growth Incentive Program

11     § 31. PURPOSE; FORM OF INCENTIVES; ELIGIBLE APPLICANT;

12             PROGRAM CAPS

13         (a) Purpose. The purpose of the Vermont Employment Growth Incentive  
14         Program is to encourage a business to add new payroll, create new jobs, and  
15         make new capital investments by sharing with the business a portion of the  
16         revenue generated by the new payroll, new jobs, and new capital investment.

17         (b) Form of incentives; enhanced incentives.

18             (1) The Vermont Economic Progress Council may approve an incentive  
19             under this subchapter in the form of:

20                 (A) a direct cash payment in annual installments; or



1           (B) a combination of direct cash payment and property tax  
2           stabilization pursuant to a property tax stabilization agreement approved by a  
3           municipality under 32 V.S.A. § 5404a.

4           (2) The Council may approve the following enhanced incentives:

5           (A) an enhanced incentive for a business in a labor market area with  
6           higher than average unemployment or lower than average wages pursuant to  
7           section 34 of this title;

8           (B) an enhanced incentive for an environmental technology business  
9           pursuant to section 35 of this title; and

10          (C) an enhanced incentive for a business that participates in a State  
11          workforce training program pursuant to section 36 of this title.

12          (c) Eligible applicant.

13          (1) Only a business may apply for an incentive in the form of a direct  
14          cash payment.

15          (2) A business and a municipality shall apply jointly for an incentive in  
16          the combined form of a direct cash payment and property tax stabilization.

17          (d) Annual Program cap.

18          (1) Except as otherwise provided in subdivision (2) of this subsection, in  
19          each calendar year the Council may approve one or more incentives under this  
20          subchapter, the total value of which shall not exceed \$10,000,000.00 from the  
21          General Fund and Education Fund combined.

1           (2) The Council may exceed the cap imposed in subdivision (1) of this  
2           subsection upon application to and approval by the Emergency Board.

3           § 32. APPLICATION; APPROVAL CRITERIA; GUIDELINES

4           (a) Application.

5           (1) A business may apply for an incentive in one or more years of an  
6           award period by submitting an application to the Council in the format the  
7           Council specifies for that purpose.

8           (2) For each award year the business applies for an incentive, the  
9           business shall:

10           (A) specify a payroll performance requirement;

11           (B) specify a jobs performance requirement or a capital investment  
12           performance requirement, or both; and

13           (C) provide any other information the Council requires to evaluate  
14           the application under this subchapter.

15           (b) Mandatory criteria. The Council may approve an application if it finds:

16           (1) Except as otherwise provided for an enhanced incentive for a  
17           business in a qualifying labor market area under section 34 of this title, the new  
18           revenue the proposed activity generates to the State exceeds the costs of the  
19           activity to the State.

20           (2) The host municipality welcomes the new business.

1           (3) The proposed economic activity conforms to applicable town and  
2           regional plans.

3           (4) If the business proposes to expand within a limited local market, an  
4           incentive would not give the business an unfair competitive advantage over  
5           other Vermont businesses in the same or similar line of business and in the  
6           same limited local market.

7           (5) Without the incentive, the proposed economic activity:

8                   (A) would not occur; or

9                   (B) would occur in a significantly different manner that is less  
10           desirable to the State.

11           § 33. CALCULATING THE VALUE OF AN INCENTIVE

12           Except as otherwise provided for an enhanced incentive for a business in a  
13           qualifying labor market area under section 34 of this title, an enhanced  
14           incentive for an environmental technology business under section 35 of this  
15           title, or an enhanced incentive for workforce training under section 36 of this  
16           title, the Council shall calculate the value of an incentive for an award year as  
17           follows:

18                   (1) Calculate new revenue growth. To calculate new revenue growth,  
19           the Council shall use the cost-benefit model created pursuant to section 26 of  
20           this title to determine the amount by which the new revenue generated by the

1 proposed economic activity to the State exceeds the costs of the activity to the  
2 State.

3 (2) Calculate the business’s potential share of new revenue growth.  
4 Except as otherwise provided for an environmental technology business in  
5 section 35 of this title, to calculate the business’s potential share of new  
6 revenue growth, the Council shall multiply the new revenue growth determined  
7 under subdivision (1) of this subsection by 80 percent.

8 (3) Calculate the incentive percentage. To calculate the “incentive  
9 percentage,” the Council shall divide the business’s potential share of new  
10 revenue growth by the sum of the business’s annual payroll performance  
11 requirements.

12 (4) Calculate qualifying payroll. To calculate qualifying payroll, the  
13 Council shall subtract from the payroll performance requirement the projected  
14 value of background growth in payroll for the proposed economic activity.

15 (5) Calculate the value of the incentive. To calculate the value of the  
16 incentive, the Council shall multiply qualifying payroll by the incentive  
17 percentage.

18 (6) Calculate the amount of the annual installment payments. To  
19 calculate the amount of the annual installment payments, the Council shall:

20 (A) subtract from the value of the incentive the amount of any  
21 applicable property tax stabilization agreement;

1           (B) divide the difference by five; and

2           (C) adjust the value of the first installment payment so that it is

3           proportional to the actual number of days that new qualifying employees are  
4           employed in the first year of hire.

5           § 34. ENHANCED INCENTIVE FOR A BUSINESS IN A QUALIFYING  
6           LABOR MARKET AREA

7           (a) The Council may increase the value of an incentive for a business that is  
8           located in a labor market area in which:

9                   (1) the average annual unemployment rate is greater than the average  
10                  annual unemployment rate for the State; or

11                   (2) the average annual wage is less than the average annual wage for the  
12                  State.

13           (b) In each calendar year the amount by which the Council may increase  
14           the value of all incentives pursuant to this section is \$1,000,000.00 from the  
15           General Fund and Education Fund combined.

16           (c) The Council may exceed the limit imposed in subsection (b) of this  
17           section upon application to and approval by the Emergency Board.

18           § 35. ENHANCED INCENTIVE FOR ENVIRONMENTAL TECHNOLOGY  
19           BUSINESS

20           (a) In this section, an “environmental technology business” means a  
21           business that:

1           (1) is subject to income taxation in Vermont; and  
2           (2) seeks an incentive for economic activity in Vermont that the  
3           Secretary of Commerce and Community Development certifies is primarily  
4           research, design, engineering, development, or manufacturing related to one or  
5           more of the following:

6                   (A) waste management, including waste collection, treatment,  
7                   disposal, reduction, recycling, and remediation;

8                   (B) natural resource protection and management, including water and  
9                   wastewater purification and treatment, air pollution control and prevention or  
10                  remediation, soil and groundwater protection or remediation, and hazardous  
11                  waste control or remediation;

12                   (C) energy efficiency or conservation;

13                   (D) clean energy, including solar, wind, wave, hydro, geothermal,  
14                  hydrogen, fuel cells, waste-to-energy, or biomass.

15           (b) The Council shall consider and administer an application from an  
16           environmental technology business pursuant to the provisions of this  
17           subchapter, except that:

18                   (1) the business's potential share of new revenue growth shall be  
19                  90 percent; and

20                   (2) to calculate qualifying payroll, the Council shall:

1           (A) determine the background growth rate in payroll for the  
2           applicable business sector in the award year;

3           (B) multiply the business’s full-time payroll for the award year by  
4           20 percent of the background growth rate; and

5           (C) subtract the product from the payroll performance requirement  
6           for the award year.

7           § 36. ENHANCED INCENTIVE FOR WORKFORCE TRAINING

8           (a) A business whose application is approved may elect to claim the  
9           incentive specified for an award year as an enhanced training incentive by:

10           (1) notifying the Council of its intent to pursue an enhanced training  
11           incentive and dedicate its incentive funds to training through the Vermont  
12           Training Program; and

13           (2) applying for a grant from the Vermont Training Program to perform  
14           training for one or more new employees who hold qualifying jobs.

15           (b) If a business is awarded a grant for training under this section, the  
16           Agency of Commerce and Community Development shall disburse grant funds  
17           for on-the-job training of 75 percent of wages for each employee in training, or  
18           75 percent of trainer expense, and the business shall be responsible for the  
19           remaining 25 percent of the applicable training costs.

20           (c) If the business successfully completes its training and earns the  
21           incentive for the award year for which the business elects an enhanced training

1 incentive, the Council shall approve the enhanced training incentive and notify  
2 the Department of Taxes.

3 (d) Upon notification by the Council, the Department of Taxes shall:

4 (1) disburse to the business a payment in an amount equal to 25 percent  
5 of the cost for training expenses pursuant to subsection (b) of this section;

6 (2) disburse to the Agency of Commerce and Community Development  
7 a payment in an amount equal to 25 percent of the cost for training expenses  
8 pursuant to subsection (b) of this section; and

9 (3) disburse the remaining value of the incentive in annual installments  
10 pursuant to section 37 of this title.

11 § 37. EARNING AN INCENTIVE

12 (a) Earning an incentive; installment payments.

13 (1) A business with an approved application earns the incentive  
14 specified for an award year if, within the applicable time period provided in  
15 this section, the business:

16 (A) maintains or exceeds its base payroll and base employment;

17 (B) meets or exceeds the payroll performance requirement specified  
18 for the award year; and

19 (C) meets or exceeds the jobs performance requirement specified for  
20 the award year, or the capital investment performance requirement specified  
21 for the award year, or both.



1           (2) A business that earns an incentive specified for an award year is  
2           eligible to receive an installment payment and any applicable property tax  
3           stabilization for the year in which it earns the incentive and for each of the next  
4           four years in which the business:

5                   (A) maintains or exceeds its base payroll and base employment;

6                   (B) maintains or exceeds the payroll performance requirement  
7           specified for the award year; and

8                   (C) if the business earns an incentive by meeting or exceeding the  
9           jobs performance target specified for the award year, maintains or exceeds the  
10          jobs performance requirement specified for the award year.

11          (b) Award year one.

12                  (1) For award year one, a business has from the date it commences its  
13          proposed economic activity through December 31 of that year, plus two  
14          additional years, to meet the performance requirements specified for award  
15          year one.

16                  (2) A business that does not meet the performance requirements  
17          specified for award year one within this period becomes ineligible to earn  
18          incentives for the award year and for all remaining award years in the award  
19          period.

1           (c) Award years two and three.

2           (1) For award year two and award year three, beginning on January 1 of  
3 the award year, a business has three years to meet the performance  
4 requirements specified for the award year.

5           (2) A business that does not meet the performance requirements  
6 specified for award year two or for award year three within three years  
7 becomes ineligible to earn incentives for the award year and for all remaining  
8 award years in the award period.

9           (d) Extending the earning period in award years one and two.

10          Notwithstanding subsection (b) of this section:

11           (1) Upon request, the Council may extend the period to earn an  
12 incentive for award year one or award year two if it determines:

13           (A) a business did not earn the incentive for the award year due to  
14 facts or circumstances beyond its control; and

15           (B) there is a reasonable likelihood the business will earn the  
16 incentive within the extended period.

17           (2) The Council may extend the period to earn an incentive:

18           (A) for award year one, by two years, reviewed annually; or

19           (B) for award year two, by one year.

1           (3) If the Council extends the period to earn an incentive, it shall  
2           recalculate the value of the incentive using the cost-benefit model and shall  
3           adjust the amount of the incentive as is necessary to account for the extension.

4           (e) Award year four.

5           (1) Beginning on January 1 of award year four, a business that remains  
6           eligible to earn incentives has two years to meet the performance requirements  
7           specified for award year four.

8           (2) A business that does not meet the performance requirements  
9           specified for award year four within two years becomes ineligible to earn  
10           incentives for award year four and award year five.

11           (f) Award year five.

12           (1) Beginning on January 1 of award year five, a business that remains  
13           eligible to earn incentives has one year to meet the performance requirements  
14           specified for award year five.

15           (2) A business that does not meet the performance requirements  
16           specified for award year five by the end of that award year becomes ineligible  
17           to earn the incentive specified for that award year.

18           (g) Carrying forward growth that exceeds targets. If a business exceeds  
19           one or more of the payroll performance requirement, the jobs performance  
20           requirement, or the capital investment performance requirement specified for  
21           an award year, the business may apply the excess payroll, excess jobs, and

1 excess capital investment toward the performance requirement specified for a  
2 future award year, provided that the business maintains the excess payroll,  
3 excess jobs, or excess capital investment into the future award year.

4 § 38. CLAIMING AN INCENTIVE; ANNUAL FILING WITH  
5 DEPARTMENT OF TAXES

6 (a) On or before April 30 following each year of the utilization period, a  
7 business with an approved application shall submit an incentive to the  
8 Department of Taxes.

9 (b) A business shall include the information the Department requires,  
10 including the information required in 32 V.S.A. § 5842 and other  
11 documentation concerning payroll, jobs, and capital investment necessary to  
12 determine whether the business earned the incentive specified for an award  
13 year and any installment payment or property tax stabilization, or both, for  
14 which the business is eligible.

15 (c) The Department may consider an incomplete claim to be timely filed if  
16 the business files a complete claim within the additional time allowed by the  
17 Department in its discretion.

18 (d) Upon finalizing its review of a complete claim, the Department shall:  
19 (1) notify the business, the Council, the Treasurer, and any municipality  
20 with which the business has a property tax stabilization agreement whether the

1 business is entitled to an installment payment or property tax stabilization for  
2 the applicable year; and

3 (2) make an installment payment and confirm the business receives tax  
4 stabilization to which the business is entitled.

5 § 39. RECAPTURE; REDUCTION; REPAYMENT

6 (a) Recapture.

7 (1) The Department of Taxes may recapture the value of one or more  
8 installment payments and property tax stabilization a business has claimed,  
9 with interest, if:

10 (A) the business fails to file a claim as required in section 38 of this  
11 title; or

12 (B) during the utilization period, the business experiences:

13 (i) a 90 percent or greater reduction from base employment; or

14 (ii) if it had no jobs at the time of application, a 90 percent or  
15 greater reduction from the sum of its job performance requirements.

16 (2) If the Department determines that a business is subject to recapture  
17 under subdivision (1) of this subsection, the business becomes ineligible to  
18 earn or claim an additional incentive or installment payment, and the  
19 business's property becomes ineligible for property tax stabilization, for the  
20 remainder of the utilization period.

1           (3) Notwithstanding any other statute of limitations, the Department  
2           may commence a proceeding to recapture amounts under subdivision (1) of  
3           this subsection as follows:

4                   (A) under subdivision (1)(A) of this subsection, no later than three  
5                   years from the last day of the utilization period; and

6                   (B) under subdivision (1)(B) of this subsection, no later than three  
7                   years from date the business experiences the reduction from base employment,  
8                   or three years from the last day of the utilization period, whichever occurs first.

9           (b) Reduction; recapture. If a business fails to make capital investments  
10           that equal or exceed the sum of its capital investment performance  
11           requirements by the end of the award period:

12                   (1) The Department shall:

13                           (A) calculate a reduced incentive by multiplying the combined value  
14                           of the business's award period incentives by the same proportion that the  
15                           business's total actual capital investments bear to the sum of its capital  
16                           investment performance requirements; and

17                           (B) reduce the value of any remaining installment payments and tax  
18                           stabilization for which the business is eligible by the same proportion.

19                   (2) If the value of the installment payments and tax stabilization the  
20                   business has already received exceeds the value of the reduced incentive, then:

1           (A) the business becomes ineligible to claim any additional  
2           installment payments for the award period and the business's property  
3           becomes ineligible for property tax stabilization under 32 V.S.A. § 5404a for  
4           the award period; and

5           (B) the Department shall recapture the amount by which the value of  
6           the installment payments and tax stabilization the business has already  
7           received exceeds the value of the reduced incentive.

8           § 40. REPORTING

9           (a) On or before September 1 of each year, the Vermont Economic  
10           Progress Council and the Department of Taxes shall submit a joint report on  
11           the incentives authorized in this subchapter to the House Committees on Ways  
12           and Means, on Commerce and Economic Development, and on  
13           Appropriations, to the Senate Committees on Finance, on Economic  
14           Development, Housing and General Affairs, and on Appropriations, and to the  
15           Joint Fiscal Committee.

16           (b) The Council and the Department shall include in the joint report:

17                   (1) the total amount of incentives authorized during the preceding year;

18                   (2) with respect to each business with an approved application:

19                           (A) the date and amount of authorization;

20                           (B) the calendar year or years in which the authorization is expected  
21           to be exercised;

1           (C) whether the authorization is active;

2           (D) the date the authorization will expire; and

3           (3) the following aggregate information:

4           (A) the number of claims and incentive payments made in the current  
5 and prior claim years;

6           (B) the number of qualifying jobs; and

7           (C) the amount of new payroll and capital investment.

8           (c) The Council and the Department shall present data and information in  
9 the joint report in a searchable format.

10       § 41. CONFIDENTIALITY OF PROPRIETARY BUSINESS

11           INFORMATION

12           (a) The Council and the Department shall use measures to protect  
13 proprietary financial information, including reporting information in an  
14 aggregate form.

15           (b) Information and materials submitted by a business concerning its  
16 income taxes and other confidential financial information shall not be subject  
17 to public disclosure under the State’s public records law in 1 V.S.A. chapter 5,  
18 but shall be available to the Joint Fiscal Office or its agent upon authorization  
19 of the Joint Fiscal Committee or a standing committee of the General  
20 Assembly, and shall also be available to the Auditor of Accounts in connection  
21 with the performance of duties under 32 V.S.A. § 163; provided, however, that



1 the Joint Fiscal Office or its agent and the Auditor of Accounts shall not  
2 disclose, directly or indirectly, to any person any proprietary business  
3 information or any information that would identify a business except in  
4 accordance with a judicial order or as otherwise specifically provided by law.

5 (c) Nothing in this section shall be construed to prohibit the publication of  
6 statistical information, rulings, determinations, reports, opinions, policies, or  
7 other information so long as the data are disclosed in a form that cannot  
8 identify or be associated with a particular business.

9 § 42. DEFINITIONS

10 In this subchapter:

11 (1) “Award period” means the consecutive five years during which a  
12 business may apply for an incentive under this subchapter.

13 (2) “Base employment” means the number of full-time Vermont jobs  
14 held by non-owner employees as of the date a business with an approved  
15 application commences its proposed economic activity.

16 (3) “Base payroll” means the Vermont gross salaries and wages paid as  
17 compensation to full-time Vermont jobs held by non-owner employees as of  
18 the date a business with an approved application commences its proposed  
19 economic activity.

20 (4) “Capital investment performance requirement” means the minimum  
21 value of additional investment in one or more capital improvements.

1           (5) “Jobs performance requirement” means the minimum number of  
2           qualifying jobs a business must add.

3           (6) “Labor market area” means a labor market area as designated by the  
4           Vermont Department of Labor.

5           (7) “Non-owner” means a person with no more than 10 percent  
6           ownership interest, including attribution of ownership interests of the person’s  
7           spouse, parents, spouse’s parents, siblings, and children.

8           (8) “Payroll performance requirement” means the minimum value of  
9           Vermont gross salaries and wages a business must pay as compensation for  
10           one or more qualifying jobs.

11           (9) “Qualifying job” means a new, permanent position in Vermont that  
12           meets each of the following criteria:

13           (A) The position is filled by a non-owner employee who regularly  
14           works at least 35 hours each week.

15           (B) The business provides compensation for the position that equals  
16           or exceeds the wage threshold.

17           (C) The business provides for the position at least three of the  
18           following:

19           (i) health care benefits with 50 percent or more of the premium  
20           paid by the business;

21           (ii) dental assistance;

- 1           (iii) paid vacation;
- 2           (iv) paid holidays;
- 3           (v) child care;
- 4           (vi) other extraordinary employee benefits;
- 5           (vii) retirement benefits;
- 6           (viii) other paid time off, including paid sick days.

7           (D) The position is not an existing position that the business transfers  
8 from another facility within the State.

9           (E) When the position is added to base employment, the business’s  
10 total employment exceeds its average annual employment during the two  
11 preceding years, unless the Council determines that the business is establishing  
12 a significantly different, new line of business and creating new jobs in the new  
13 line of business that were not part of the business prior to filing its application.

14           (10) “Utilization period” means each year of the award period and the  
15 four years immediately following each year of the award period.

16           (11) “Vermont gross wages and salaries” means Medicare wages as  
17 reported on Federal Tax Form W-2 to the extent those wages are Vermont  
18 wages, excluding income from nonstatutory stock options.

19           (12) “Wage threshold” means the minimum amount of annualized  
20 Vermont gross wages and salaries a business must pay for a qualifying job, as  
21 required by the Council in its discretion, but not less than:

1           (A) 60 percent above the State minimum wage at the time of  
2           application; or

3           (B) for a business located in a labor market area in which the average  
4           annual unemployment rate is higher than the average annual unemployment  
5           rate for the State, 40 percent above the State minimum wage at the time of  
6           application.

7           Sec. H.2. 10 V.S.A. § 531(d)(2) is amended to read:

8           (2) disburse grant funds only for training hours that have been  
9           successfully completed by employees; provided that, except for an award  
10          under an enhanced ~~training~~ incentive for workforce training as provided in  
11          ~~32 V.S.A. § 5930b(h)~~ section 36 of this title, a grant for on-the-job training  
12          shall either provide not more than 50 percent of wages for each employee in  
13          training; or not more than 50 percent of trainer expense, but not both, and  
14          further provided that training shall be performed in accordance with a training  
15          plan that defines the subject of the training, the number of training hours, and  
16          how the effectiveness of the training will be evaluated; and

17          Sec. H.3. 21 V.S.A. § 1314(e)(1) is amended to read:

18          (e)(1) Subject to such restrictions as the Board may by regulation prescribe,  
19          information from unemployment insurance records may be made available to  
20          any public officer or public agency of this or any other state or the federal  
21          government dealing with the administration or regulation of relief, public

1 assistance, unemployment compensation, a system of public employment  
2 offices, wages and hours of employment, workers' compensation,  
3 misclassification or miscoding of workers, occupational safety and health, or a  
4 public works program for purposes appropriate to the necessary operation of  
5 those offices or agencies. The Commissioner may also make information  
6 available to colleges, universities, and public agencies of the State for use in  
7 connection with research projects of a public service nature, and to the  
8 Vermont Economic Progress Council with regard to the administration of  
9 ~~32 V.S.A. chapter 151, subchapter 11E~~ 10 V.S.A. chapter 4, subchapter 2; but  
10 no person associated with those institutions or agencies may disclose that  
11 information in any manner that would reveal the identity of any individual or  
12 employing unit from or concerning whom the information was obtained by  
13 Commissioner.

14 \* \* \*

15 Sec. H.4. 32 V.S.A. § 3102(e)(11) is amended to read:

16 (11) To the Joint Fiscal Office or its agent, provided that the disclosure  
17 relates to a successful business applicant under ~~section 5930a of this title~~  
18 10 V.S.A. chapter 4, subchapter 2 and the ~~tax~~ incentive it has claimed and is  
19 reasonably necessary for the Joint Fiscal Office or its agent to perform the  
20 duties authorized by the Joint Fiscal Committee or a standing committee of the  
21 General Assembly under ~~subsection 5930a(h)~~ that subchapter; to the Auditor

1 of Accounts for the performance of duties under section 163 of this title; to the  
2 Department of Economic Development for the purposes of subsection 5922(f)  
3 of this title; and to the Vermont Economic Progress Council, provided that the  
4 disclosure relates to a successful business applicant under ~~sections 5930a and~~  
5 ~~5930b of this title~~ 10 V.S.A. chapter 4, subchapter 2 and the tax incentive it has  
6 claimed and is reasonably necessary for the ~~council~~ Council to perform its  
7 duties under ~~sections 5930a and 5930b~~ that subchapter.

8 Sec. H.5. 32 V.S.A. § 5401(10) is amended to read:

9 (10) “Nonresidential property” means all property except:

10 \* \* \*

11 ~~(H) Real property, excluding land, consisting of unoccupied new~~  
12 ~~facilities, or unoccupied facilities under renovation or expansion, owned by a~~  
13 ~~business that has obtained the approval of the Vermont Economic Progress~~  
14 ~~Council under section 5930a of this title that is less than 75 percent complete,~~  
15 ~~not in use as of April 1 of the applicable tax year, and for a period not to~~  
16 ~~exceed two years. [Repealed.]~~

17 ~~(I) Real property consisting of the value of remediation expenditures~~  
18 ~~incurred by a business that has obtained the approval of the Vermont~~  
19 ~~Economic Progress Council under section 5930a of this title for the~~  
20 ~~construction of new, expanded, or renovated facilities on contaminated~~  
21 ~~property eligible under the redevelopment of contaminated properties program~~

1 ~~pursuant to 10 V.S.A. § 6615a(f), including supporting infrastructure, on sites~~  
2 ~~eligible for the United States Environmental Protection Agency “Brownfield~~  
3 ~~Program,” for a period of 10 years. [Repealed.]~~

4 \* \* \*

5 Sec. H.6. 32 V.S.A. § 5404a is amended to read:

6 § 5404a. PROPERTY TAX STABILIZATION AGREEMENTS; TAX  
7 INCREMENT FINANCING DISTRICTS

8 (a) Tax agreements and exemptions affecting the education property tax  
9 grand list. A tax agreement or exemption shall affect the education property  
10 tax grand list of the municipality in which the property subject to the  
11 agreement is located if the agreement or exemption is:

12 (1) A prior agreement, meaning that it was:

13 (A) a property tax stabilization agreement for any purpose authorized  
14 under 24 V.S.A. § 2741 or comparable municipal charter provisions entered  
15 into or proposed and voted by the municipality before July 1, 1997, or a  
16 property tax exemption adopted by vote pursuant to chapter 125 of this title or  
17 comparable municipal charter provisions before July 1, 1997; or

18 (B) an agreement relating to property sold or transferred by the New  
19 England Power Company of its Connecticut River system and its facilities  
20 along the Deerfield River which was warned before September 1, 1997.

1           (2) A property tax stabilization agreement relating to industrial or  
2 commercial property entered into under 24 V.S.A. § 2741, or comparable  
3 municipal charter provisions or an exemption for the purposes of economic  
4 development adopted by vote under sections 3834 (factories; quarries; mines),  
5 3836 (private homes and dwellings), 3837 (airports), or 3838 (hotels) of this  
6 title or comparable municipal charter provisions after June 30, 1997 if  
7 subsequently approved by the Vermont Economic Progress Council pursuant  
8 to this subsection and ~~section 5930a of this title~~ 10 V.S.A. chapter 4,  
9 subchapter 2. An agreement or exemption may be approved by the Vermont  
10 Economic Progress Council only if it has first been approved by the  
11 municipality in which the property is located with respect to the municipal tax  
12 liability of the property in that municipality. Any agreement or exemption  
13 approved by the Vermont Economic Progress Council may not affect the  
14 education tax liability of the property in a greater proportion than the  
15 agreement or exemption affects the municipal tax liability of the property. A  
16 municipality's approval of an agreement or exemption under this subsection  
17 may be made conditional upon approval of the agreement or exemption by the  
18 Vermont Economic Progress Council. The legislative body of the municipality  
19 in which the property subject to the agreement or exemption is located or the  
20 business that is subject to the agreement or exemption may request the  
21 Vermont Economic Progress Council to approve an agreement or exemption



1 pursuant to ~~section 5930a of this title~~ 10 V.S.A. chapter 4, subchapter 2. The  
2 Council shall also report to the General Assembly on the terms of the  
3 agreement or exemption, and the effect of the agreement or exemption on the  
4 education property tax grand list of the municipality and of the State. If so  
5 approved by the Council, an agreement or exemption shall be effective to  
6 reduce the property tax liability of the municipality under this chapter  
7 beginning on April 1 of the year following approval.

8 \* \* \*

9 (b) An agreement affecting the education property tax grand list defined  
10 under subsection (a) of this section shall reduce the municipality's education  
11 property tax liability under this chapter for the duration of the agreement or  
12 exemption without extension or renewal, and for a maximum of 10 years,  
13 subject to the provisions of ~~subsection 5930b(f) of this title~~ 10 V.S.A.  
14 chapter 4, subchapter 2. A municipality's property tax liability under this  
15 chapter shall be reduced by any difference between the amount of the  
16 education property taxes collected on the subject property and the amount of  
17 education property taxes that would have been collected on such property if its  
18 fair market value were taxed at the equalized nonresidential rate for the tax  
19 year.

20 (c) Tax agreements not affecting the education property tax grand list.

21 A tax agreement shall not affect the education property tax grand list if it is:

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21

\* \* \*

(3) A property tax stabilization agreement relating to commercial or industrial property entered into after July 1, 1997 by a municipality under 24 V.S.A. § 2741, or a property tax exemption for purposes of economic development adopted by vote after July 1, 1997, which has not been approved by the Vermont Economic Progress Council to affect the education grand list under subsection (a)(2) of this section and ~~section 5930a of this title~~ 10 V.S.A. chapter 4, subchapter 2. In granting property tax stabilization agreements for commercial or industrial property under 24 V.S.A. § 2741, a municipality shall consider any applicable guidelines established for the approval of such stabilization agreements by the Vermont Economic Progress Council established ~~in subsection 5930a(c) of this title~~ under 10 V.S.A. chapter 4, subchapter 2.

\* \* \*

Sec. H.7. 32 V.S.A. § 5813 is amended to read:

§ 5813. STATUTORY PURPOSES

\* \* \*

(u) ~~The statutory purpose of the Vermont employment growth incentive in section 5930b of this title is to provide a cash incentive to encourage quality job growth in Vermont.~~ [Repealed.]

\* \* \*

1 Sec. H.8. 32 V.S.A. § 5930ll(a)(1) is amended to read:

2 (1) “Full-time job” ~~has the same meaning as defined in subdivision~~  
3 ~~5930b(a)(9) of this title~~ means a permanent position filled by an employee who  
4 works at least 35 hours per week.

5 Sec. H.9. 32 V.S.A. § 9741(39) is amended to read:

6 (39) Sales of building materials within any three consecutive years in  
7 excess of one million dollars in purchase value, ~~which may be reduced to~~  
8 ~~\$250,000.00 in purchase value upon approval of the Vermont Economic~~  
9 ~~Progress Council pursuant to section 5930a of this title,~~ used in the  
10 construction, renovation, or expansion of facilities which are used exclusively,  
11 except for isolated or occasional uses, for the manufacture of tangible personal  
12 property for sale.

13 Sec. H.10. REPEAL

14 10 V.S.A §§ 25–26 and §§ 31-42 (Vermont Employment Growth Incentive  
15 program) shall be repealed on July 1, 2019.

16 Sec. H.11. VEGI TECHNICAL WORKING GROUP

17 (a) On or before September 1, 2016, the Joint Fiscal Committee shall  
18 convene a technical working group to review the Vermont Employment  
19 Growth Incentive Program and any specific issues the Committee requests.

20 (b) On or before January 15, 2017, the technical working group shall report  
21 its findings, conclusions, and recommendations for legislative action to the

1 House Committees on Commerce and Economic Development, on Ways and  
2 Means, and on Appropriations, and to the Senate Committees on Economic  
3 Development, Housing and General Affairs, on Finance, and on  
4 Appropriations.

5 Sec. H.12. AUDITOR OF ACCOUNTS; VEGI

6 On or before February 1, 2017, the Auditor of Accounts shall exercise his or  
7 her authority to conduct an audit of the Vermont Employment Growth  
8 Incentive program and report the results of the audit to the Governor and to the  
9 General Assembly.

10 \* \* \* Blockchain Technology \* \* \*

11 (H.737)

12 Sec. I.1. 12 V.S.A. § 1913 is added to read:

13 § 1913. BLOCKCHAIN ENABLING

14 (a) In this section “blockchain technology” means a mathematically  
15 secured, chronological, and decentralized consensus ledger or database,  
16 whether maintained via Internet interaction, peer-to-peer network, or  
17 otherwise.

18 (b) Presumptions and admissibility.

19 (1) Extrinsic evidence of authenticity as a condition precedent to  
20 admissibility in a Vermont court is not required for a record maintained by a  
21 valid application of blockchain technology.

1           (2) The following presumptions apply:

2                   (A) A fact or record verified through a valid application of  
3 blockchain technology is authentic.

4                   (B) The date and time of the recordation of the fact or record  
5 established through such a blockchain is the date and time that the fact or  
6 record was added to the blockchain.

7                   (C) The person established through such a blockchain as the person  
8 who made such recordation is the person who made the recordation.

9           (3) A presumption does not extend to the truthfulness, validity, or legal  
10 status of the contents of the fact or record.

11           (4) A person against whom the fact operates has the burden of  
12 producing evidence sufficient to support a finding that the presumed fact,  
13 record, time, or identity is not authentic as set forth on the date added to the  
14 blockchain, but the presumption does not shift to a person the burden of  
15 persuading the trier of fact that the underlying fact or record is itself accurate in  
16 what it purports to represent.

17           (c) Without limitation, the presumption established in this section shall  
18 apply to a fact or record maintained by blockchain technology to determine:

19                   (1) contractual parties, provisions, execution, effective dates, and status;

20                   (2) the ownership, assignment, negotiation, and transfer of money,  
21 property, contracts, instruments, and other legal rights and duties;

1           (3) identify, participation, and status in the formation, management,  
2 record keeping, and governance of any person;

3           (4) identity, participation, and status for interactions in private  
4 transactions and with a government or governmental subdivision, agency, or  
5 instrumentality;

6           (5) the authenticity or integrity of a record, whether publicly or privately  
7 relevant; and

8           (6) the authenticity or integrity of records of communication.

9           (d) The provisions of this section shall not create or negate:

10           (1) an obligation or duty for any person to adopt or otherwise implement  
11 blockchain technology for any purpose authorized in this section; or

12           (2) the legality or authorization for any particular underlying activity  
13 whose practices or data are verified through the application of blockchain  
14 technology.

15                   \* \* \* Regulation of Lodging Accommodations \* \* \*

16                                   (H.816)

17           Sec. J.1. STUDY; INTERNET-BASED LODGING

18           On or before January 15, 2017, the Department of Taxes, the Department of  
19 Health, and the Division of Fire Safety within the Department of Public Safety,  
20 shall:

- 1           (1) review the provisions of law within their subject matter jurisdiction,  
2           and enforcement of those provisions if any, applicable to Internet-based  
3           lodging accommodations businesses; and  
4           (2) report its findings, conclusions, and any recommendations for  
5           legislative action to the House Committees on Commerce and Economic  
6           Development and on Ways and Means, and to the Senate Committees on  
7           Finance and on Economic Development, Housing and General Affairs.

8                           \* \* \* State Workforce Development Board \* \* \*

9   (H.819)

10           Sec. K.1. 10 V.S.A. chapter 22A is amended to read:

11                   CHAPTER 22A. WORKFORCE EDUCATION AND TRAINING

12                   § 540. WORKFORCE EDUCATION AND TRAINING LEADER

13                   The Commissioner of Labor shall be the leader of workforce education and  
14                   training in the State, and shall have the authority and responsibility for the  
15                   coordination of workforce education and training within State government,  
16                   including the following duties:

- 17                   (1) Perform the following duties in consultation with the State  
18                   Workforce ~~Investment~~ Development Board:

19   \* \* \*

20                   § 541a. STATE WORKFORCE ~~INVESTMENT~~ DEVELOPMENT BOARD

1 (a) Board established; duties. Pursuant to the requirements of 29 U.S.C. §  
2 ~~2821~~ 3111, the Governor shall establish a State Workforce ~~Investment~~  
3 Development Board to assist the Governor in the execution of his or her duties  
4 under the Workforce ~~Investment~~ Innovation and Opportunity Act of ~~1998~~ 2014  
5 and to assist the Commissioner of Labor as specified in section 540 of this  
6 title.

7 (b) Additional duties; planning; process. In order to inform its decision-  
8 making and to provide effective assistance under subsection (a) of this section,  
9 the Board shall:

10 \* \* \*

11 (2) maintain familiarity with the federal Comprehensive Economic  
12 Development Strategy (CEDS) and other economic development planning  
13 processes, and coordinate workforce and education activities in the State,  
14 including the development and implementation of the State plan required under  
15 the Workforce ~~Investment~~ Innovation and Opportunity Act of ~~1998~~ 2014, with  
16 economic development planning processes occurring in the State, as  
17 appropriate.

18 (c) Membership. The Board shall consist of the Governor and the  
19 following members who are appointed by the Governor and serve at his or her  
20 pleasure, unless otherwise indicated:

21 \* \* \*



1 (11) two representatives of individuals and organizations who have  
2 experience with respect to youth activities, as defined in 29 U.S.C. § ~~2801(52)~~  
3 3102(71);

4 (12) two representatives of individuals and organizations who have  
5 experience in the delivery of workforce investment activities, as defined in 29  
6 U.S.C. § ~~2801(51)~~ 3102(68);

7 (13) the lead State agency officials with responsibility for the programs  
8 and activities carried out by one-stop partners, as described in 29 U.S.C. §  
9 ~~2841(b)~~ 3151(b), or if no official has that responsibility, a representative in the  
10 State with expertise relating to these programs and activities;

11 \* \* \*

12 (17) two individuals who have experience in, and can speak for, the  
13 training needs of underemployed and unemployed Vermonters;

14 (18) the Secretary of Commerce and Community Development; and

15 ~~(18)~~(19) a number of appointees sufficient to constitute a majority of the  
16 Board who:

17 \* \* \*

18 (d) Operation of Board.

19 (1) Member representation.

20 (A) A member of the State Board may send a designee that meets the  
21 requirements of subdivision (B) of this subsection to any State Board meeting

1 who shall count towards a quorum and shall be allowed to vote as a member of  
2 the Board.

3 (B) Members of the State Board or their designees who represent  
4 organizations, agencies, or other entities shall be individuals with optimum  
5 policymaking authority within the organizations, agencies, or entities.

6 ~~(B)~~(C) The members of the Board shall represent diverse regions of  
7 the State, including urban, rural, and suburban areas.

8 \* \* \*

9 (6) Reimbursement.

10 \* \* \*

11 (B) Unless otherwise compensated by his or her employer for  
12 performance of his or her duties on the Board, a nonlegislative member of the  
13 Board shall be eligible for per diem compensation of \$50.00 per day for  
14 attendance at a meeting of the Board, and for reimbursement of his or her  
15 necessary expenses, which shall be paid by the Department of Labor solely  
16 from funds available for that purpose under the Workforce ~~Investment~~  
17 Innovation and Opportunity Act of 1998 2014.

18 (7) Conflict of interest. A member of the Board shall not:

19 \* \* \*

1 (B) engage in any activity that the Governor determines constitutes a  
2 conflict of interest as specified in the State Plan required under 29 U.S.C. §  
3 ~~2822~~ 3112 or 3113.

4 (8) Sunshine provision. The Board shall make available to the public,  
5 on a regular basis through open meetings, information regarding the activities  
6 of the Board, including information regarding the State Plan adopted pursuant  
7 to 29 U.S.C. § ~~2822~~ 3112 or 3113 and prior to submission of the State Plan to  
8 the U.S. Secretary of Labor, information regarding membership, and, on  
9 request, minutes of formal meetings of the Board.

10 § 541b. WORKFORCE EDUCATION AND TRAINING; DUTIES OF  
11 OTHER STATE AGENCIES, DEPARTMENTS, AND PRIVATE  
12 PARTNERS

13 (a) To ensure the Workforce ~~Investment~~ Development Board and the  
14 Commissioner of Labor are able to fully perform their duties under this  
15 chapter, each agency and department within State government, and each  
16 person who receives funding from the State, shall comply within a reasonable  
17 period of time with a request for data and information made by the Board or  
18 the Commissioner in furtherance of their duties under this chapter.

19 (b) The Agency of Commerce and Community Development shall  
20 coordinate its work in adopting a statewide economic development plan with  
21 the activities of the Board and the Commissioner of Labor, including the

1 development and implementation of the State Plan for workforce education  
2 and training required under the Workforce ~~Investment~~ Innovation and  
3 Opportunity Act of 1998 2014.

4 § 542. REGIONAL WORKFORCE EDUCATION AND TRAINING

5 (a) The Commissioner of Labor, in coordination with the Secretary of  
6 Commerce and Community Development, and in consultation with the  
7 Workforce ~~Investment~~ Development Board, is authorized to issue performance  
8 grants to one or more persons to perform workforce education and training  
9 activities in a region.

10 \* \* \*

11 § 543. WORKFORCE EDUCATION AND TRAINING FUND; GRANT  
12 PROGRAMS

13 \* \* \*

14 (f) Awards. The Commissioner of Labor, in consultation with the Chair of  
15 the State Workforce ~~Investment~~ Development Board, shall develop award  
16 criteria and may grant awards to the following:

17 \* \* \*

18 § 544. VERMONT STRONG INTERNSHIP PROGRAM

19 \* \* \*

20 (b) The Department of Labor, in collaboration with the Agencies of  
21 Agriculture, Food and Markets and of Education, State-funded postsecondary

1 educational institutions, the State Workforce ~~Investment~~ Development Board,  
2 and other State agencies and departments that have workforce education and  
3 training and training monies, shall:

4 \* \* \*

5 Sec. K.2. 10 V.S.A. § 531(a)(1) is amended to read:

6 (a)(1) The Secretary of Commerce and Community Development, in  
7 consultation with the Workforce ~~Investment~~ Development Board, shall have  
8 the authority to design and implement a Vermont Training Program, the  
9 purpose of which shall be to issue performance-based grants to employers and  
10 to education and training providers to increase employment opportunities in  
11 Vermont consistent with this chapter.

12 Sec. K.3. 16 V.S.A. § 1542(b) is amended to read:

13 (b) A regional advisory board, with the consent of the Workforce  
14 ~~Investment~~ Development Board, may delegate its responsibilities to the grantee  
15 that performs workforce development activities in the region pursuant to 10  
16 V.S.A. § 542. In this case, the grantee shall become the regional advisory  
17 board unless and until the school board that operates the career technical center  
18 requests that the regional advisory board be reconstituted pursuant to  
19 subsection (a) of this section.

20 \* \* \* Vermont Creative Network \* \* \*

21 (H.820)

1 Sec. L.1. 10 V.S.A. § 10 is added to read:

2 § 10. THE VERMONT CREATIVE NETWORK

3 (a) Creation. The Vermont Arts Council, an independent nonprofit  
4 corporation, in collaboration with the Vermont Department of Libraries and the  
5 Downtown Program within the Agency of Commerce and Community  
6 Development, shall establish the Vermont Creative Network to design and  
7 implement a Vermont Creative Network Investment Program and to perform  
8 the duties and achieve the outcomes specified in this section.

9 (b) Outcomes. The outcomes of the Vermont Creative Network Investment  
10 Program are:

11 (1) Vermont’s creative sector thrives as a significant element of the  
12 State’s general and economic well-being.

13 (2) The stories of Vermont’s creative riches are told.

14 (3) Collective energies for community-based planning and development  
15 advance the State’s overall well-being.

16 (4) In the creative sector, common points of interest are identified,  
17 advocated, and promoted.

18 (c) Definitions.

19 (1) Creative Sector.

20 (A) The Vermont Creative Sector is broad and inclusive.

1           (B) The Creative Sector includes nonprofit and for-profit enterprises,  
2           many of whom are themselves creative industries.

3           (C) The Creative Sector embraces all forms of the arts and  
4           humanities, including museums and galleries, and it includes the disciplines of  
5           design, architecture, the makers’ movement, and other creative technologies.

6           (D) The Creative Sector also includes film, new media, and heritage  
7           resources such as historical societies and community libraries.

8           (E) The list of what comprises the Creative Sector is constantly  
9           growing.

10           (2) Creative Industries.

11           (A) Creative Industries are organizations, including sole proprietors,  
12           that manufacture or provide creative products and services.

13           (B) Creative Industries include theaters, themselves a creative  
14           industry, and engage multiple creative industry professionals in the course of  
15           putting on plays, from actors, directors, and designers, to painters, dancers,  
16           musicians, and choreographers.

17           (C) Creative Industries use everything from simple hand tools, and  
18           even cardboard, to sophisticated computer technologies to build and service  
19           “state-of-the-art” products and services that engage, instruct, and entertain.

20           (3) Creative Products.

1           (A) Creative Products are tangible and intangible goods and services  
2           that are invented, designed, manufactured, marketed, and sold, and at whose  
3           core lies creative, usually artistic, inspiration.

4           (B) Tangible Creative Products include everything from craft  
5           products such as bowls, glassware, works of fine art, plays, and films, to  
6           computer games, robots, and other, frequently high-tech, inventions.

7           (C) Intangible Creative Products include the intellectual output of  
8           composers and choreographers whose work may exist on paper, but which are  
9           meant to be experienced in performance.

10           (D) The list of Creative Products is only limited by the creativity of  
11           the human mind.

12           (4) Vermont Creative Network.

13           (A) The Vermont Creative Network is a communications, advocacy,  
14           and advancement entity at work for Vermont’s creative sector.

15           (B) The Vermont Creative Network is based on a collective impact  
16           model and uses Results Based Accountability as a planning and assessment  
17           tool.

18           (d) Duties. The Vermont Creative Network shall perform the following  
19           duties:



1           (1) On or before June 30, 2016, the Vermont Creative Network shall  
2           create, and thereafter may periodically update and revise, a strategic plan for  
3           creative economic development that:

4                   (A) includes an inventory of Vermont’s Creative Sector, Creative  
5           Industries, and Creative Products, based on existing data, studies, and analysis,  
6           including:

7                           (i) the types of Creative Products produced in Vermont, and the  
8           financial viability of each producing sector;

9                           (ii) the types of Creative Industries in Vermont, how many  
10           Vermont Creative Products are purchased by Vermont consumers, and the  
11           financial viability of the Vermont Creative Sector;

12                           (iii) the current and potential markets in which Vermont creatives  
13           and creators can promote, distribute, and sell their products and services;

14                           (iv) the extent of existing infrastructure that could be expanded  
15           and the resources available to expand Vermont’s creative activity;

16                           (v) the potential for new creatives and entrepreneurs to enter the  
17           local economy, the methods for new creatives to secure appropriate space and  
18           other infrastructure, and the availability and barriers to creative labor; and

19                           (vi) the potential for entirely new local Creative Products and the  
20           barriers to creatives and creators entering new markets; and

1           (B) identifies and addresses gaps in the infrastructure and distribution  
2 systems.

3           (2) The Vermont Creative Network shall seek grant funding to support  
4 arts, culture, and creative direct marketing, including local and regional  
5 markets, and to support regional community creativity zones.

6           (3) The Vermont Creative Network shall use the information gathered  
7 for the strategic plan to identify methods and the funding necessary to  
8 strengthen the links among creatives, including:

9           (A) support of the work of existing arts, culture, and history  
10 organizations and programs to increase the use of local resources by Vermont  
11 schools;

12           (B) collaboration with the Agency of Commerce and Community  
13 Development and the Agency of Education to increase procurement of locally  
14 created services and products by businesses and institutions;

15           (C) support of initiatives that improve direct marketing of arts,  
16 culture, and creativity to the consumer; and

17           (D) inform lenders of the information collected in order to facilitate  
18 availability of creative financing.

19           (e) Authority. To accomplish the goals and carry out the ongoing tasks  
20 stated in this section, the Vermont Creative Network may:

1           (1) create an advisory panel with representatives from the creative and  
2           business communities;

3           (2) hire or assign staff;

4           (3) seek and accept funds from private and public entities; and

5           (4) utilize technical assistance, loans, grants, or other means approved  
6           by the network steering committee.

7           (f) Annual Report.

8           (1) On or before January 15 of each year, the Vermont Creative  
9           Network shall submit a report concerning its activities to the Governor; to the  
10           House Committees on Commerce and Economic Development, on Education,  
11           on General, Housing and Military Affairs, and on Corrections and Institutions;  
12           and to the Senate Committees on Economic Development, Housing and  
13           General Affairs, on Education, on Finance, on Appropriations, and on  
14           Institutions.

15           (2) The report shall include a summary of work, including progress  
16           toward meeting the program outcomes, information regarding any advisory  
17           panel meetings, an accounting of all revenues and expenses related to the  
18           program, and recommendations regarding future program activity.

19           Sec. L.2. APPROPRIATION

1        In Fiscal Year 2017, the amount of \$50,000.00 is appropriated from the  
2        General Fund to the Vermont Arts Council to perform the duties specified in  
3        this act.

4        Sec. L.3. IMPLEMENTATION

5        Notwithstanding any provision of this act to the contrary, if the General  
6        Assembly does not appropriate \$50,000.00 or more in funding to the Vermont  
7        Arts Council to implement this act, the Council is encouraged, but is not  
8        required, to perform the duties specified in 10 V.S.A. § 10.

9                                    \* \* \* Employee Ownership \* \* \*

10                                    (H.551)

11        Sec. M.1. 32 V.S.A. § 5828a is added to read:

12        § 5828a. CREDIT FOR SALE TO EMPLOYEE STOCK OWNERSHIP

13                                    PLAN OR WORKER COOPERATIVE

14        (a) As used in this section:

15                    (1) “Employee stock ownership plan” means an employee stock  
16        ownership plan as defined in 26 U.S.C. § 4975(e)(7).

17                    (2) “Worker cooperative” means:

18                    (A) an eligible worker-owned cooperative as defined in 26 U.S.C.  
19        § 1042(c);

20                    (B) a worker cooperative organized under 11 V.S.A. chapter 8; or

21                    (C) an organization that meets the following criteria:

1                   (i) employees of the organization constitute a majority of  
2                   its membership;

3                   (ii) members of the organization hold a majority of the  
4                   voting power;

5                   (iii) members of the organization have the authority to elect a  
6                   majority of the board of directors on the basis of one person, one vote; and

7                   (iv) the organization allocates a majority of its allocated earnings  
8                   and losses to members on the basis of:

9                               (I) patronage;

10                              (II) capital contributions; or

11                              (III) a combination of (I) and (II).

12                   (b)(1) A taxpayer of this State may claim a credit against the tax imposed  
13                   under section 5822 or 5832 of this title for 50 percent of the net capital gain  
14                   from the sale or exchange to an employee stock ownership plan or worker  
15                   cooperative of 30 percent or more of the capital assets of the taxpayer's  
16                   business.

17                   (2) The taxpayer may claim a credit pursuant to this section for the year  
18                   in which the sale occurred and may carry forward unused credit for the next  
19                   three years.

20                   Sec. M.2. EXPANDING EMPLOYEE OWNERSHIP; FEASIBILITY

21                               STUDIES FOR EMPLOYEE STOCK OWNERSHIP PLANS AND

1 WORKER COOPERATIVE CONVERSIONS; APPROPRIATION

2 (a) The amount of \$50,000.00 is appropriated from the General Fund to the  
3 Agency of Commerce and Community Development in fiscal year 2017 to  
4 support feasibility studies for the creation of an employee stock ownership plan  
5 or worker cooperative, for up to one-half of the cost of the study, with a  
6 maximum of \$25,000.00 per company.

7 (b) On or before January 1, 2018, the Agency shall submit a report to the  
8 General Assembly and the Governor detailing the expenditure of sums  
9 appropriated pursuant to this section and evaluating the success of the  
10 assistance and promotion program.

11 \* \* \* Effective Dates \* \* \*

12 Sec. X. EFFECTIVE DATES

13 (a) This section and the following sections shall take effect on passage:

14 (1) Secs. A.1–A.7 (Vermont Economic Development Authority).

15 (2) Sec. B.1 (cooperatives; electronic voting).

16 (3) Sec. E.3 (technical correction to business registration statute).

17 (4) Sec. G.1 (Medicaid for working people with disabilities).

18 (b) The following sections shall take effect on July 1, 2016:

19 (1) Secs. C.1–C.2 (regional planning and development).

20 (2) Sec. D.1 (Vermont Training Program).

21 (3) Secs. F.1–F.5 (Vermont State Treasurer).

1           (4) Secs. H.11–H.12 (VEGI technical working group and audit).

2           (5) Sec. I.1 (blockchain technology).

3           (6) Sec. J.1 (Internet-based lodging accommodations study).

4           (7) Secs. K.1–K.3 (State Workforce Development Board).

5           (8) Secs. L.1–L.3 (Vermont Creative Network).

6           (9) Secs. M.1–M.2 (employee ownership).

7           (c) The following sections shall take effect on July 1, 2017:

8           (1) Sec. E.1 (conversion, merger, share exchange, and domestication of  
9           a corporation).

10           (2) Secs. H.1–H.10 (Vermont Employment Incentive Growth program)  
11           shall take effect on July 1, 2017.

12           (d)(1) Notwithstanding 1 V.S.A. § 214, Sec. E.2 (technical corrections to  
13           LLC Act) shall take effect retroactively as of July 1, 2015, and apply only to:

14           (A) a limited liability company formed on or after July 1, 2015; and

15           (B) except as otherwise provided in subdivision (4) of this

16           subsection, a limited liability company formed before July 1, 2015 that elects,  
17           in the manner provided in its operating agreement or by law for amending the  
18           operating agreement, to be subject to this act.

19           (2) Sec. E.2 does not affect an action commenced, a proceeding brought,  
20           or a right accrued before July 1, 2015.

1           (3) Except as otherwise provided in subdivision (4) of this subsection,  
2           Sec. E.2 shall apply to all limited liability companies on and after July 1, 2016.

3           (4) For the purposes of applying Sec. E.2 to a limited liability company  
4           formed before July 1, 2015, for the purposes of applying 11 V.S.A. § 4023 and  
5           subject to 11 V.S.A. § 4003, language in the company's articles of  
6           organization designating the company's management structure operates as if  
7           that language were in the operating agreement.