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**Testimony of Marcel J. Bernier
Business Law Section
Co-Chair of the LLC Committee
Connecticut Bar Association**

**In SUPPORT of House Bill No. 5259
“An Act Concerning the Adoption of the Connecticut Uniform Limited Liability Company Act”**

**Judiciary Committee
February 29, 2016**

Senator Coleman, Representative Tong and members of the Judiciary Committee, Thank you for the opportunity to appear before the Judiciary Committee today.

My name is Marcel Bernier. I have been practicing law in Connecticut since 1982. I am a partner in the Hartford office of Murtha Cullina LLP. The focus of my practice is on corporate and limited liability company law. I am a Co-Chair of the CBA Business Law Section LLCs Committee (the “LLC Committee”). I am testifying on behalf of the Business Law Section of the Connecticut Bar Association to support Bill 5259.

The current Connecticut LLC Act (the "Current Act") is largely unchanged since 1993.

Seven times as many LLCs are being formed in Connecticut as corporations.

The goals of the CBA Business Law Section Executive Committee are for the new Connecticut LLC Act (the "New Act") to be: (i) patterned after the Revised Uniform LLC Act approved by the Uniform Law Commission (the "ULC") in 2013 (the "Uniform Act"); (ii) Connecticutized by continuing existing Connecticut laws when Connecticut laws are better for Connecticut than the provisions of the Uniform Act; and (iii) business friendly.

The New Act is more comprehensive, well written and modern than our Current Act. The New Act will be more business friendly, result in greater predictability for LLCs and will result in more LLCs being formed in Connecticut than would occur under the Current Act. The New Act will be beneficial for small LLCs which do not have a written operating agreement because the New Act provides a clearer set of default rules which will apply when the LLC does not have a written operating agreement.

The ULC comments to the Uniform Act and the decisions of other states interpreting the Uniform Act can be used to interpret the provisions of the Uniform Act and can be cited as authority regarding the meaning of the provisions of the New Act which are the same as or similar to the Uniform Act.

Sixteen states (Alabama, California, Florida, Hawaii, Idaho, Illinois, Iowa, Minnesota, Montana, Nebraska, North Dakota, South Dakota, Utah, Vermont, Washington and Wyoming) have enacted a version of the Uniform LLC Act and the Uniform LLC Act is currently pending enactment in Pennsylvania and South Carolina. Connecticut would be the 10th state to enact the most recent version of the Uniform Act.



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The ULC has reviewed and commented on the New Act and discussed the New Act with the CBA LLC Committee. The ULC has determined that the New Act is substantially similar to the Uniform Act and therefore may be called a Uniform Act.

The LLC Committee consists of the 12 business law attorneys listed below who have averaged practicing law for over 25 years: Marcel Bernier, Murtha Cullina, Hartford; Seth Klaskin, office of the Secretary of the State, Hartford; Joseph Selinger, Tobin, Carberry, O'Malley, Riley & Selinger, New London; Mark Sklarz, Day Pitney, New Haven; David Levine, Cohen & Wolf, Bridgeport; Sam Braunstein, Braunstein & Todisco, Fairfield; Elizabeth Seeley, Seelay & Berglass, Southport; Matthew Gaul, Carmody Torrance Sandak & Hennessey, New Haven; Rob Perelli-Minetti, Singer, Anner, & Perelli-Minetti, Greenwich; Paul Edelberg, Fox Rothschild, Stamford; Hillel Goldman, Mix & Goldman, Danbury; and Edward Spinella, Reid and Riege, Hartford. The LLC Committee has spent over 3 years and 2,000 attorney hours working on the New Act, including 40 conference calls lasting 90 minutes each.

The LLC Committee unanimously believes the New Act is better than the Current Act.

The CBA Business Law Section has unanimously approved the New Act.

The CBA Litigation Section has unanimously approved the New Act.

The CBA Legislative Program Review Committee has unanimously approved the New Act.

The CBA Board of Governors has unanimously approved the New Act.

The Secretary of the State's Office participated in drafting and supports the New Act.

The draft of the Report of the Commission on Connecticut's Leadership in Corporation and Business Law Established under Public Act 14-189 recommends, "Updating and revising the Connecticut limited liability company statutes patterned after the Revised Uniform Limited Liability Company Act". The New Act is patterned after the Revised Uniform Limited Liability Company Act.

The CBIA supports the New Act.