

**TOWNSHIP OF RARITAN  
COUNTY OF HUNTERDON, NEW JERSEY**

**RESOLUTION #18-85**

**A RESOLUTION GRANTING CONSENT TO ELIZABETHTOWN GAS TO  
TRANSFER AND ASSIGN ITS RIGHTS AND OBLIGATIONS UNDER THE RARITAN  
TOWNSHIP MUNICIPAL CONSENT ORDINANCE TO ETG ACQUISITION CORP.**

**WHEREAS**, Pivotal Utility Holdings Corporation, Inc. d/b/a Elizabethtown Gas (“Elizabethtown”) currently supplies natural gas and related services to customers within the Township of Raritan pursuant to a Municipal Consent Ordinance (the “Ordinance”) attached hereto as Exhibit A; and

**WHEREAS**, Elizabethtown has provided written notice of Elizabethtown’s intent to transfer substantially all of Elizabethtown’s assets, including its rights and obligations under the Ordinance, to ETG Acquisition Corp. and has requested that the Township of Raritan (“Raritan”) consent to the assignment and transfer to ETG Acquisition Corp. of substantially all of Elizabethtown’s rights and obligations under the Ordinance; and

**WHEREAS**, Elizabethtown and ETG Acquisition Corp. have provided to Raritan the written acknowledgement and agreement by ETG Acquisition Corp. that it will be bound by all terms and conditions of the Ordinance, will post the performance bond, and will satisfy the liability insurance requirements contained in the Ordinance if the assignment and transfer occurs; and

**WHEREAS**, ETG Acquisition Corp. has provided to Raritan information to establish that the proposed acquisition of Elizabethtown’s assets by ETG Acquisition Corp. can be accomplished such that ETG Acquisition Corp. will be able to honor the obligations of Elizabethtown under the Ordinance upon completion of Elizabethtown’s asset transfer to ETG Acquisition Corp., that ETG Acquisition Corp. will be bound by all terms and conditions of the Ordinance, and that the customers within Raritan will continue to receive natural gas services in the same safe and reliable manner and pursuant to the same NJBPU approved rates and terms and conditions upon which they now receive such service at said rates.

**NOW, THEREFORE BE IT RESOLVED**, that Elizabethtown has complied with the transfer/assignment requirements in the Ordinance for the transfer and assignment of Elizabethtown’s rights and obligations thereunder to ETG Acquisition Corp. and that the Township of Raritan hereby permits and consents to the transfer and assignment to ETG Acquisition Corp. of all of Elizabethtown’s rights and obligations under the Ordinance. This consent will only be effective upon completion of the acquisition of substantially all of Elizabethtown’s assets by ETG Acquisition Corp. and compliance with the performance bond replacement and liability insurance requirements contained in the Ordinance. If that acquisition does not occur, this consent shall not be deemed to give consent to Elizabethtown’s transfer or assignment of any of its rights and obligations under this ordinance to any other entity.

ATTEST:

**TOWNSHIP COMMITTEE OF THE  
TOWNSHIP OF RARITAN**

  
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Lisa Fania, RMC  
Township Clerk

  
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Michael Mangin  
Mayor

**CERTIFICATION**

I, Lisa Fania, Clerk of the Township of Raritan, County of Hunterdon, State of New Jersey, hereby certify that the foregoing resolution is a true, complete and accurate copy of a resolution adopted by the Township Committee of the Township of Raritan at a meeting held on April 17, 2018.

  
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Lisa Fania, RMC  
Township Clerk