

PSC NO: 12 GAS LEAF: 427.84  
COMPANY: THE BROOKLYN UNION GAS COMPANY REVISION: 0  
INITIAL EFFECTIVE DATE: 11/03/06 SUPERSEDING REVISION:  
STAMPS:

**Form of Operations and Maintenance Agreement  
For Electric Generation – Third Party (continued)**

**Article 9  
Indemnification and Limitation of Liability**

9.1 Indemnification. Except as specifically provided herein, each Party shall indemnify, save harmless, and defend the other Party and such other Party's parent, subsidiaries, affiliates, directors, trustees, agents, officers, and employees against all claims, demands, losses, damages, judgments, and associated costs and expenses for property damage, personal injuries, bodily injuries, or death suffered by third parties (including but not limited to government agencies) arising out of the Indemnifying Party's negligence or willful misconduct in connection with this Agreement.

9.2 Limitation of Liability. Neither Party, nor their parents, subsidiaries, affiliates, directors, trustees, agents, officers or employees shall be liable to the other Party, its parent, subsidiaries, affiliates, directors, trustees, agents, officers or employees for incidental, special, indirect, punitive, or consequential damages of any nature connected with or resulting from their performance of this Agreement.

**Article 10 - Miscellaneous**

10.1 Entire Agreement. This Agreement and its attachments shall be construed together and shall constitute the entire full and complete agreement among the Parties and shall supersede all prior agreements concerning the subject matter hereof.

10.2 Waivers. No delay or failure to enforce any provision of this Agreement shall constitute a waiver or limitation of rights enforceable under this Agreement.

10.3 Titles. The Article titles are only for the purposes of convenience and do not form a part of nor will they be construed to qualify, explain, or affect any provision of this Agreement.

Issued by: John J. Bishar, Jr., Executive Vice President, General Counsel, and Secretary, Brooklyn, NY