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Effective Date: 01/01/2008

Form of Facilities Construction and Reimbursement Agreement
For Electric Generation – Third Party (continued)

WHEREAS, KeySpan has agreed to design and construct certain of the facilities in accordance with the provisions of this Agreement; and

WHEREAS, the Parties intend to enter into an Operation and Maintenance Agreement (the "O&M Agreement") for the operation and maintenance by KeySpan of certain of the facilities during the term of the Gas Transportation Agreement.

NOW THEREFORE, for and in consideration of the premises and mutual covenants herein contained, Customer and KeySpan hereby agree as follows:

Article 1
Definitions

1.1 "Facilities" means the natural gas and ancillary facilities necessary for the transportation of natural gas pursuant to the Gas Transportation Agreement and constructed in accordance with this Agreement.

1.2 "Gas Transportation Agreement" has the meaning ascribed to it in the recitals above.

1.3 "O&M Agreement" is the agreement to be entered into between the Parties for the post construction operation and maintenance of certain of the Facilities by KeySpan.

1.4 "Premises" means the site on which the Plant and/or the Facilities are to be located including all areas to which access may be required in order for the Parties to perform their respective obligations under this Agreement.

1.5 "Plant" has the meaning ascribed to it in the recitals above.

Cancelled by supplement No. 33 effective 01/01/2008
Suspended to 01/01/2008 by order in Case 06-G-1186. See Supplement No. 32. Th e supplement filing date was 08/30/2007
Suspended to 09/03/2007 by order in Case 06-G-1186. See Supplement No. 31. Th e supplement filing date was 02/27/2007
Suspended to 03/03/2007 by order in Case 06-G-1186. See Supplement No. 30. Th e supplement filing date was 11/01/2006