

November 22, 2016

Mr. Kelly Listoe
Documentation & Compliance Coordinator
Capital Markets
Ontario Financing Authority
1 Dundas Street West, Ste. 1400
Toronto, ON. M7A 1Y7

Dear Mr Listoe:

Re: IESO OFA, Amendment No. 9

Enclosed for your records are originals of (1) true copy of IESO board resolution dated November 15, 2016; (2) incumbency certificate setting forth all of IESO's current officers and directors, dated November 15, 2016 and (3) incumbency certificate signed by Kimberly Marshall, as authorized signatory of Amendment No. 9, dated November 22, 2016.

Yours truly,



Stephanie Yarmo
Legal Counsel
Planning, Legal, Indigenous Relations and Regulatory Affairs

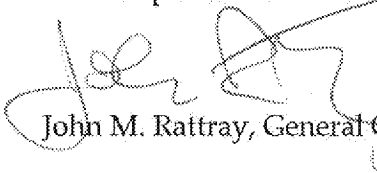
Resolution of the Board of Directors
Independent Electricity System Operator

October 26, 2016

In Respect of the Renewal of the Existing [REDACTED] with the
Ontario Financing Authority Expiring December 2016

BE IT RESOLVED THAT the renewal of the existing [REDACTED] with the
Ontario Financing Authority expiring December 2016 be approved as presented, and
that authority is delegated to the Chief Financial Officer (or delegate) to draw on the
facility.

I certify that this is a true copy of the resolution approved by the Board of Directors of
the Independent Electricity System Operator on October 26, 2016.


John M. Rattray, General Counsel, Secretary and Chief Reliability Compliance Officer

November 15, 2016

INCUMBENCY CERTIFICATE

To: Ontario Financing Authority

Re: Officers and Directors of the Independent Electricity System Operator

The undersigned, Secretary to the Independent Electricity System Operator (the “Corporation”), hereby certifies that:

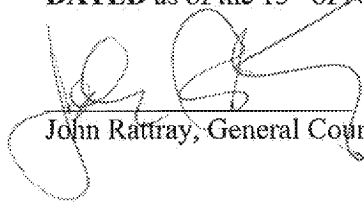
The current directors of the Corporation as at November 15, 2016 are as follows:

Name	Title
Timothy O'Neill	Director
Carole Workman	Director
Bruce B. Campbell	Director, President and Chief Executive Officer
Cynthia Chaplin	Director
Murray Elston	Director
William Museler	Director
Susanna Han	Director
Ronald Jamieson	Director
Margaret Kelch	Director
Bruce Lourie	Director
Deborah S. Whale	Director

The current officers of the Corporation as at November 15, 2016 are as follows:

Name	Title
Bruce B. Campbell	President and Chief Executive Officer
Kim Warren	Vice President, Market and System Operations; and Chief Operating Officer
Kimberly Marshall	Vice President, Corporate Services; Chief Financial Officer; and Treasurer
JoAnne Butler	Vice President, Market and Resource Development
Doug Thomas	Vice President, Information and Technology Services; and Chief Information Officer
Terry Young	Vice President, Conservation and Corporate Relations
Michael Lyle	Vice President, Planning, Legal, Indigenous Relations and Regulatory Affairs
John Rattray	General Counsel, Secretary and Chief Reliability Compliance Officer

DATED as of the 15th of November 2016.



John Rattray, General Counsel, Secretary and Chief Reliability Compliance Officer

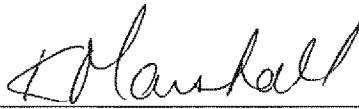
INCUMBENCY CERTIFICATE

To: Ontario Financing Authority

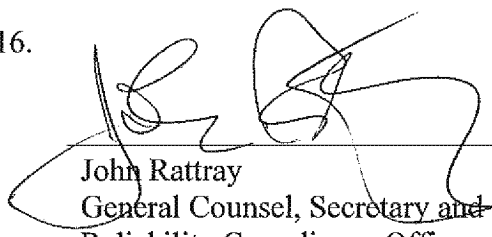
I, the undersigned, Secretary to the Independent Electricity System Operator (the “IESO”), in my capacity as an officer of the IESO, and not in my personal capacity, do hereby certify that:

1. Kimberly Marshall has been duly appointed as Vice President, Corporate Services; Chief Financial Officer and Treasurer of the IESO and holds, as at the date hereof, such offices, and has the authority to execute Amendment No. 9 to the credit agreement (the “**Amendment**”) between the IESO and the Ontario Financing Authority and any other documents related to the Amendment or such credit agreement; and
2. The following is the genuine signature of the following individual:

Kimberly Marshall



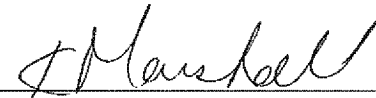
DATED this 22nd day of November, 2016.



John Rattray
General Counsel, Secretary and Chief
Reliability Compliance Officer

I, the undersigned, do hereby certify for and on behalf of the IESO in my capacity as an officer of the IESO, and not in my personal capacity, that: (i) John Rattray has been duly appointed to the office of General Counsel, Secretary and Chief Reliability Compliance Officer and (ii) John Rattray holds, as at the date hereof, such office.

DATED this 22nd day of November, 2016.



Kimberly Marshall
Vice President, Corporate Services; Chief
Financial Officer and Treasurer