

SCHEDULE 7.1.10

COMPLIANCE CERTIFICATE

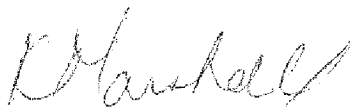
TO: THE TORONTO-DOMINION BANK, as agent (the "Agent")

DATE: November 28, 2017

This compliance certificate is delivered to you in connection with a second amended and restated default facility agreement (the “**Default Facility Agreement**”) dated as of April 28, 2017 between the Independent Electricity System Operator, as Borrower, the Lenders and the Agent (as amended from time to time). All capitalized terms used in this Compliance Certificate have the meanings attributed thereto in the Default Facility Agreement.

I am the duly appointed Chief Financial Officer of the Borrower and as such have knowledge of the matters hereafter expressed, and I hereby certify on behalf of the Borrower and without personal liability that:

1. I am familiar with and have examined the provisions of the Default Facility Agreement.
2. All of the covenants of the Borrower contained in the Default Facility Agreement, together with all of the conditions contained in the Default Facility Agreement have been fully complied with in all material respects to the date hereof.
3. The financial statements attached hereto were prepared in accordance with GAAP (subject to normal year-end adjustments in the case of interim unaudited financial statements) and in all material respects fairly, completely and accurately present the financial condition of the Borrower and the financial information presented therein for the period and as at the date thereof.
4. No Default or Event of Default has occurred.



Kimberly Marshall
Vice President, Corp Services, CFO & Treasurer