

NOTICE OF INTENT TO SELL BONDS

HAMILTON SOUTHEASTERN SCHOOLS GENERAL OBLIGATION BONDS OF 2017A - \$10,000,000 GENERAL OBLIGATION BONDS OF 2017B - \$8,250,000

Upon not less than twenty-four (24) hours' notice given by the undersigned Secretary prior to the ninetieth day after this notice is first published, Hamilton Southeastern Schools (the "School Corporation") will receive and consider electronic bids submitted via PARITY® and sealed bids delivered to Educational Services Company for the purchase of the following described Bonds.

Any person interested in submitting a bid for the Bonds must furnish in writing to the School Corporation c/o Educational Services Company, 3535 East 96th Street, Suite 126, Indianapolis, Indiana 46240; (317) 818-3535, (317) 818-3533 (facsimile) or by e-mail to lmanion@educationalservicesco.com on or before 11:00 a.m. (Indianapolis Time) May 3, 2017, the person's name, address, and telephone number. Interested persons may also furnish an e-mail address. The undersigned Secretary will notify (or cause to be notified) each person so registered of the date and time bids will be received not less than twenty-four (24) hours before the date and time of sale. The notification shall be made by telephone at the number furnished by such person and also by e-mail, if an e-mail address has been received. Alternatively, any person interested in submitting a bid for the Bonds must complete the registration form on PARITY®, if not previously registered, and request and receive admission to the School Corporation's sale on or before 11:00 a.m. (Indianapolis Time) on May 3, 2017. It is anticipated that the sale will occur at 11:00 a.m. (Indianapolis time) on May 4, 2017.

Notice is hereby given that electronic proposals will be received via PARITY®, in the manner described below, until the time and date specified in the Notice provided at least 24

hours prior to the sale, which is expected to be 11:00 a.m. (Indianapolis Time), on May 4, 2017. Bids may be submitted electronically via PARITY[®] pursuant to this Notice until the time specified in the Notice, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY[®] conflict with Notice, the terms of this Notice shall control. For further information about PARITY[®], potential bidders may contact the School Corporation's financial advisor, Educational Services Company, at (317) 818-3535 or PARITY[®] at (212) 849-5021.

At the time designated for the sale, the School Corporation will receive at the offices of Educational Services Company, 3535 East 96th Street, Suite 126, Indianapolis, Indiana, and consider bids for the purchase of the following described Bonds:

(i) Hamilton Southeastern Schools General Obligation Bonds of 2017A (the "2017A Bonds"), an Indiana political subdivision, in the principal amount of \$10,000,000, and (ii) Hamilton Southeastern Schools General Obligation Bonds of 2017B (the "2017B Bonds", which with the 2017A Bonds shall collectively be referred to as the "Bonds"); Fully registered form; Denomination \$5,000 and integral multiples thereof (or in such other denomination as requested by the winning bidder); Originally dated the date of delivery of the Bonds; Bearing interest at a rate or rates to be determined by bidding, payable on June 30, 2018, and semiannually thereafter; These Bonds will be initially issued in a Book Entry System (as defined in the School Corporation's authorizing bond resolution) unless otherwise requested by the winning bidder. Interest payable by check mailed one business day prior to the interest payment date or by wire transfer to depositories on the interest payment date to the person or depository in whose name each Bond is registered with The Bank of New York Mellon Trust Company, N.A. on the fifteenth day immediately preceding such interest payment date; the 2017A Bonds shall mature on June 30 and December 31 beginning on June 30, 2018 through and including December 31, 2018 on the dates and in the amounts as provided by the School Corporation prior to the sale; the 2017B Bonds shall mature or be subject to mandatory redemption on June 30 and December 31 beginning June 30, 2018 through and including December 31, 2037 on the dates and in the amounts as provided by the School Corporation prior to the sale.

As an alternative to PARITY[®], bidders may submit a sealed bid to the School Corporation's financial advisor at the address described above until the time and on the date

identified in the notice given by, or on behalf of the School Corporation, twenty-four hours prior to the sale of the Bonds. Upon completion of the bidding procedures described herein, the results of the sealed, non-electronic bids received shall be compared to the electronic bids received by the School Corporation.

The 2017A Bonds are not subject to optional redemption prior to maturity.

The 2017B Bonds are redeemable prior to maturity at the option of the School Corporation, in whole or in part in such order of maturity as the School Corporation shall direct and by lot within maturity, on or after December 31, 2026, at face value.

A bid may designate that a given maturity or maturities shall constitute a term bond, and the semi-annual amounts set forth in the schedule provided prior to the sale shall constitute the mandatory sinking fund redemption requirements for such term bond or bonds. For purposes of computing net interest cost, the mandatory redemption amounts shall be treated as maturing on the dates set forth in the schedule provided prior to the sale.

Each bid must be for all of a particular series of the 2017A Bonds and the 2017B Bonds, must be bid separately for each of the 2017A Bonds and the 2017B Bonds, and must state the rate of interest which each maturity of the Bonds is to bear, stated in multiples of $1/8^{\text{th}}$, $1/20^{\text{th}}$ or $1/100^{\text{th}}$ of 1%. The maximum interest rate of the 2017A Bonds shall not exceed 2.00% per annum. The maximum interest rate of the 2017B Bonds shall not exceed 4.00% per annum. All Bonds maturing on the same date shall bear the same rate, and the rate of interest bid for each maturity must be equal to or greater than the rate bid on the immediately preceding maturity. Bids shall set out the total amount of interest payable over the term of the Bonds and the net interest cost on the Bonds covered by the bid. No bid for less than 99.25% of the face value of each series of the Bonds will be considered. The Bonds will be awarded to the lowest responsible and responsive bidder who has submitted a bid in accordance herewith (the

"Purchaser"). The Purchaser will be the one who offers the lowest net interest cost to the School Corporation, to be determined by computing the total interest on all of the Bonds to their maturities based upon the schedule provided by the School Corporation prior to the sale and deducting therefrom the premium bid, if any, and adding thereto the discount bid, if any. The right is reserved by the School Corporation to reject any and all bids. If an acceptable bid is not received for the Bonds on the date of sale hereinbefore fixed, the sale may be continued from day to day thereafter, during which time no bids for less than the highest bid received at the time of the advertised sale will be considered. No conditional bids will be considered.

Each bid not submitted via PARITY® must be enclosed in a sealed envelope addressed to the School Corporation and marked on the outside "Hamilton Southeastern Schools Bid for General Obligation Bonds of 2017A" or "Hamilton Southeastern Schools Bid for General Obligation Bonds of 2017B". A good faith deposit ("Deposit") in the form of cash or certified or cashier's check payable to the order of the School Corporation is required to be submitted by the Purchaser not later than 3:30 p.m. (EST) on the next business day following the award, in the amount of \$100,000 with respect to the 2017A Bonds, and in the amount of \$82,500 with respect to the 2017B Bonds. If such Deposit is not received by that time, the School Corporation may reject the bid. No interest on the Deposit will accrue to the Purchaser. The Deposit will be applied to the purchase price of the Bonds. In the event the Purchaser fails to honor its accepted bid, the Deposit will be retained by the School Corporation as liquidated damages.

The Purchaser shall make payment for such Bonds and accept delivery thereof within five days after being notified that the Bonds are ready for delivery, at such place in the City of Indianapolis, Indiana, as the Purchaser may designate, or at such other location mutually agreed to by the School Corporation and the Purchaser. The Bonds will be ready for delivery within 45

days after the date of sale. If the School Corporation fails to have the Bonds ready for delivery prior to the close of banking hours on the forty-fifth day after the date of sale, the Purchaser may secure the release of the bid upon request in writing, filed with the School Corporation. The Purchaser is expected to apply to a securities depository registered with the Securities and Exchange Commission ("SEC") to make such Bonds depository-eligible. At the time of delivery of the Bonds to the successful bidder or bidders, each bidder will be required to certify to the School Corporation (i) the initial reoffering price to the public of a substantial amount of each maturity of such series of the Bonds, if such Bonds are reoffered, or (ii) that the bidder is purchasing such series of the Bonds for its own accounts and not with the present view of reselling, distributing or otherwise disposing of all or any part of such Bonds, if such Bonds are not reoffered.

Bidders must comply with the Rules of PARITY[®] in addition to requirements of this Official Notice of Intent to Sell Bonds. To the extent there is a conflict between the Rules of PARITY[®] and this Official Notice of Intent to Sell Bonds, this Official Notice of Intent to Sell Bonds shall control. Bidders may change and submit bids as many times as they wish during the sale, but they may not withdraw a submitted bid. The last bid submitted by a bidder prior to the deadline for the receipt of bids will be compared to all other final bids to determine the winning bid. During the sale, no bidder will see any other bidder's bid, nor will they see the status of their bid relative to other bids (e.g., whether their bid is a leading bid).

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bond nor any error with respect thereto shall constitute cause for failure or refusal by the successful bidder therefor to accept delivery of and pay for the Bonds in accordance with the terms of its proposal. No CUSIP identification number

shall be deemed to be a part of any Bond or a part of the contract evidenced thereby and no liability shall hereafter attach to the School Corporation or any of its officers or agents because of or on account of such numbers. All expenses in relation to the printing of CUSIP identification numbers on the Bonds shall be paid for by the School Corporation; provided, however, that the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the Purchaser. The Purchaser will also be responsible for any other fees or expenses it incurs in connection with the resale of the Bonds.

The approving opinion of Ice Miller LLP, bond counsel, together with a transcript of the proceedings relating to the issuance of the Bonds and closing papers in the usual form showing no litigation questioning the validity of the Bonds, will be furnished to the successful bidder at the expense of the School Corporation.

The 2017A Bonds are being issued for the purpose of the renovation of and improvements to Cumberland Road Elementary School and Hamilton Southeastern High School, and maintenance improvements throughout the School Corporation. The 2017B Bonds are being issued for the renovation of and improvements to school facilities, including the Central Administration Office. The Bonds will be direct obligations of the School Corporation payable out of ad valorem taxes to be collected on the taxable property within the School Corporation; however, the School Corporation's collection of the levy may be limited by operation of I.C. 6-1.1-20.6, which provides taxpayers with tax credits for property taxes attributable to different classes of property in an amount that exceeds certain percentages of the gross assessed value of that property. The School Corporation is required by law to fully fund the payment of debt service on the Bonds in an amount sufficient to pay the debt service, regardless of any reduction in property tax collections due to the application of such tax credits. The School Corporation

may not be able to levy or collect additional property taxes to make up this shortfall. The School Corporation is a school corporation organized pursuant to the provisions of I.C. 20-23; the Bonds will not be "private activity bonds" as defined in Section 141 of the Internal Revenue Code of 1986, as amended.

The Bonds constitute an indebtedness only of the School Corporation. In the opinion of bond counsel, under the existing federal statutes, decisions, regulations and rulings, the interest on the Bonds is exempt from all income taxation in Indiana. In the opinion of bond counsel, under the existing federal statutes, decisions, regulations and rulings, the interest on the Bonds is excludable from gross income for purposes of federal income taxation.

The School Corporation has prepared a Preliminary Official Statement (the "Preliminary Official Statement") relating to the Bonds which it has deemed nearly final. Within seven (7) business days of the sale, the School Corporation will provide the successful bidder with up to 200 copies of the Final Official Statement (the "Final Official Statement") at the School Corporation's expense. Additional copies, at the Purchaser's expense, must be requested within five (5) business days of the sale. Inquiries concerning matters contained in the Preliminary Official Statement must be made and pricing and other information necessary to complete the Final Official Statement must be submitted by the Purchaser within two (2) business days following the sale to be included in the Final Official Statement.

If either series of the Bonds is reoffered, the School Corporation has agreed to enter into a Third Supplement to its Master Continuing Disclosure Undertaking (the "Master Agreement") with respect to such series in order to permit the Purchaser to comply with the SEC Rule 15c2-12, as amended to the date hereof (the "SEC Rule"). A copy of the Third Supplement to Master Agreement is available from the School Corporation or its financial advisor at the

addresses below. The School Corporation has further agreed to comply with the Purchaser's reasonable requests to provide or disclose information and make appropriate filings which may be required in order for such purchaser to comply with the SEC Rule.

Further information relative to said issue and a copy of the Preliminary Official Statement may be obtained upon application to Lora L. Manion, Educational Services Company, 3535 East 96th Street, Suite 126, Indianapolis, Indiana 46240, financial advisor to the School Corporation; David Day, Church, Church, Hittle & Antrim, Two North Ninth Street, Noblesville, Indiana 46061, attorney for the School Corporation; or Mr. Michael Reuter, Chief Financial Officer of the School Corporation, 13485 Cumberland Road, Fishers, Indiana 46038. If bids are submitted by mail, they should be addressed to the School Corporation, attention of Educational Services Company, Attn: Lora L. Manion, Financial Advisor, 3535 East 96th Street, Suite 126, Indianapolis, Indiana 46240.

Dated this 19th day of April, 2017.

/s/

Secretary, Board of School Trustees
Hamilton Southeastern Schools