

STIFEL

February 15, 2018

Bartholomew Consolidated School Corporation
Chad Phillips
Assistant Superintendent for Financial Services
1200 Central Avenue
Columbus, IN 47201

Re: Underwriter/Placement Agent Engagement Relating to Potential Municipal Securities Transaction for the potential district-wide renovations, renovations to the existing elementary school and/or a new elementary school.

Dear Mr. Phillips:

The Bartholomew Consolidated School Corporation (the "Obligor") and Stifel, Nicolaus & Company, Incorporated ("Stifel") are entering into this engagement to confirm that they are engaged in discussions related to a potential issue of municipal securities that would fund some combination of a new elementary school, renovations to the Obligor's existing elementary schools, and/or additional renovations to the Obligor's district-wide facilities (the "Issue"). The bonds will be secured by an Ad Valorem Property Tax pledge and Stifel's role will be underwriter and/or placement agent with respect to the Issue.

Engagement as Underwriter/Placement Agent

Obligor is aware of the "Municipal Advisor Rule" of the Securities and Exchange Commission ("SEC") and the underwriter exclusion from the definition of "municipal advisor" for a firm serving as an underwriter or placement agent for a particular issuance of municipal securities. Obligor hereby designates Stifel as an underwriter or placement agent for the Issues. Obligor expects that Stifel will provide advice to Obligor on the structure, timing, terms and other matters concerning the Issues.

Limitation of Engagement

It is Obligor's intent that Stifel serve as an underwriter or placement agent for the Issue, subject to satisfying applicable procurement laws or policies, formal approval by the governing body of Obligor, finalizing the structure of the Issue and executing a bond purchase agreement or placement agent agreement, as applicable. While Obligor presently engages Stifel as the underwriter or placement agent for the Issue, this engagement letter is preliminary, nonbinding and may be terminated at any time by Obligor, without penalty or liability for any costs incurred by Stifel. Furthermore, this engagement letter does not restrict Obligor from entering into the Issue with any other underwriters or placement agents or selecting an underwriting syndicate that does not include Stifel.

Role Disclosure

The Obligor hereby confirms and acknowledges each of the following concerning the role that Stifel would have as an underwriter or placement agent:

- (1) Municipal Securities Rulemaking Board ("MSRB") Rule G-17 requires underwriters and placement agents to deal fairly at all times with both municipal issuers and investors;

- (2) the underwriter's primary role is to purchase securities with a view to distribution in an arm's-length commercial transaction with Obligor and it has financial and other interests that differ from those of Obligor;
- (3) the placement agent's primary role is to place securities directly with an investor or investors on behalf of the Obligor without first purchasing the securities;
- (4) unlike a municipal advisor, the underwriter/placement agent does not have a fiduciary duty to Obligor under the federal securities laws and is, therefore, not required by federal law to act in the best interests of Obligor without regard to its own financial or other interests;
- (5) the underwriter has a duty to purchase securities from the issuer at a fair and reasonable price, but must balance that duty with its duty to sell municipal securities to investors at prices that are fair and reasonable; and
- (6) the underwriter will review the official statement for Obligor's securities, in accordance with, and as part of, its responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of the transaction.

Disclosures Concerning the Underwriter's Compensation and Placement Agent Fee

The underwriter will be compensated by a fee and/or underwriting discount that will be set forth in the bond purchase agreement to be negotiated and entered into in connection with the Issue. The placement agent will be compensated by a fee agreed upon with the Obligor in connection with the private placement of the Issue. Payment or receipt of the underwriting fee or discount or placement agent fee will be contingent on the closing of the transaction and the amount of the discount or fee may be based, in whole or in part, on a percentage of the principal amount of the Issue. While this form of compensation is customary in the municipal securities market, it presents a conflict of interest since the underwriter or placement agent may have an incentive to recommend to Obligor a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

Conflicts of Interest

Stifel has not identified any additional potential or actual material conflicts that require disclosure.

Disclosures Relating to Complex Municipal Securities Financing

Since Stifel has not recommended a "complex municipal securities financing" to Obligor, additional disclosures regarding the financing structure for the Issue are not required under MSRB Rule G-17.

However, if Stifel recommends, or if the Issue is ultimately structured in a manner considered a "complex municipal securities financing" to the Obligor, this letter will be supplemented to provide disclosure of the material financial characteristics of that financing structure as well as the material financial risks of the financing that are known to us and are reasonably foreseeable at that time.

It is our understanding that you have the authority to bind the Obligor by contract with us, and that you are not a party to any conflict of interest relating to the subject transaction. If our understanding is incorrect, please notify the undersigned immediately.

Sincerely,

Stifel, Nicolaus & Company, Incorporated

By: _____

Name: Michael Schumaker

Title: Managing Director

Obligor acknowledges the foregoing.

Accepted and Executed

By:  _____

Name: Chad Phillips

Title: Assistant Superintendent for Financial Services

Date: 02/15/2018 _____