

MINUTES OF THE PUBLIC MEETING
OF
NOAH WEBSTER SCHOOLS-PIMA

March 14, 2023

Held Virtually

DIRECTORS PRESENT: John Tomasson, BJ Pennington, Teresa Wales, Sharon Miller, Ronrico Miller

DIRECTORS ABSENT: None

PRESENT BY INVITATION: Vicki Dry, Secretary, Jessica Friedermann, Robert Rodenbaugh,

A public meeting of the Board of Directors (the “Board”) of Noah Webster Schools-Pima, an Arizona non-profit corporation (the “Corporation”), was held virtually at 5:30 P.M. A quorum being present, and the meeting having been duly noticed and called, the meeting was called to order.

- Approval of the Minutes of the March 1, 2023 Board Meeting

The Board reviewed the minutes of the March 1, 2023 Board meeting. Director Tomasson made a motion to approve the minutes as presented. Director R. Miller seconded the motion.

The motion passed unanimously with Director Tomasson, Director Pennington, Director S. Miller, Director R. Miller and Director Wales voting to approve.

- Specific Matters to be Considered

- Request for Expansion of Grades Served to include 7th and 8th Grades to be effective for the 2024-2025 School Year.

Prior to the meeting the Board was provided with copies of the “Grade Level Change to Charter Amendment Request” narrative, Enrollment Matrix and the Staffing Chart prepared by Jessica Friedermann, Vicki Dry and Sharon Miller. These documents included the rationale for the request, staffing plans, enrollment targets, concrete resources needed, and K-8 promotion criteria.

After reviewing the documents the Board had several questions regarding the request and the planning that has been done to date as well as the additional planning needed to ensure a successful program. The Board asked for additional information and clarification regarding staffing, the rollout and the actual programming planned for these additional grades.

Research regarding the benefits of a K-8 model were discussed as well as possible downsides to the expansion. The Board questioned the enrollment numbers being

used and Ms Friedermann explained that we were trying to be very conservative in our planning and that it would be much easier to adapt to additional students rather than plan for a much larger enrollment and fall short. She explained to the Board that marketing would start to our current families prior to the re-enrollment period in the fall of 2023 for 7th grade for the start of the school year in 2024. Planning and budgeting activities have already begun and the team is ready to move forward when and if both School Board and Charter Board approvals are received.

President Tomasson asked each of the members of the Board to express their opinions and ask any further questions they may have prior to voting on the issue. Each of the members then proceeded to share their thoughts and questions. The Board members requested that the school leadership provide the Board with frequent updates on all planning, pre-enrollment and budgeting if the amendment is approved by the Charter Board.

A motion was duly made by Director S. Miller to approve the request to move forward with the Charter Contract Expansion Request and to adopt the Resolutions Regarding the Charter Contract Expansion Request as presented.

Director Pennington seconded the motion.

The motion passed unanimously with Director Tomasson voting to approve, Director Pennington voting to approve, Director S. Miller voting to approve, Director R. Miller voting to approve and Director Wales voting to approve.

- Announcements

There were no announcements. The next Board meeting date to be announced at a future date.

- Adjournment

There being no further business, Director Tomasson made a motion to adjourn the meeting. Director Wales seconded the motion

The motion to adjourn the meeting at 6:15 pm passed unanimously with Director Tomasson, Director Pennington, Director S. Miller, Director Wales and Director R. Miller voting to approve.

Dated this 14th day of March, 2023

Vicki Dry
Vicki Dry, Secretary

NOAH WEBSTER SCHOOLS - PIMA

**RESOLUTIONS OF BOARD OF DIRECTORS REGARDING
CHARTER CONTRACT EXPANSION REQUEST**

WHEREAS, Noah Webster Schools-Pima, an Arizona non-profit corporation (the "Corporation"), operates a charter school at 5399 North Pima Road, Scottsdale, Arizona 85250 (the "Charter School"), pursuant to that certain Charter Contract Between Arizona State Board for Charter Schools and Noah Webster Schools-Pima, dated December 10, 2013 (the "Charter Contract"); and

WHEREAS, the Corporation desires to obtain the approval of the Arizona State Board for Charter Schools ("State Board") to the amendment of the Charter Contract to expand the current operations of the Charter School by the addition of grade levels 7 and 8 to the current grade levels of K through 6 effective July 1, 2024 (the "Expansion Request").

NOW, THEREFORE, BE IT RESOLVED, after due consideration, the directors of the Corporation deem it advisable, and in the best interest of the Corporation, that the Charter School add grade levels 7 and 8 to the current grade levels of K through 6, effective July 1, 2024, and that the Corporation submit the Expansion Request to the State Board for its approval and request in connection therewith that the State Board approve the amendment of the Charter Contract to permit said expansion of the operations of the Charter School;

RESOLVED FURTHER, that the directors of the Corporation hereby approve the submission of the Expansion Request to the State Board for its approval and that the Corporation request in connection therewith that the State Board approve the amendment of the Charter Contract to permit said expansion of the operations of the Charter School, and the directors of the Corporation do hereby further authorize the officers of the Corporation and their designees to take any and all acts and execute any and all documentation deemed necessary with respect to the preparation and prosecution of the Expansion Request to the State Board;

RESOLVED FURTHER, that any and all actions heretofore taken by the officers of the Corporation or their designees with respect to any of the foregoing matters be, and each of them hereby is, approved, ratified, and confirmed;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, for and on behalf of the Corporation, to do any and all things and take any and all steps deemed by them necessary or appropriate to carry out the purposes of the foregoing resolutions and the transactions contemplated thereby; and

RESOLVED FURTHER, that the President and Secretary of the Corporation and his or her designees be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to negotiate or otherwise cause such additions, modifications,

amendments, or deletions consistent with the Expansion Request to be made to the Charter Contract or such other agreements, certificates, or documents, as such officers or his or her designee may approve, and the execution and delivery thereof by such officers or his or her designee shall be deemed conclusive evidence of the approval of any such addition, modification, amendment, or deletion.

Approved by the Board of Directors on the 14 day of March, 2023.