

MINUTES OF THE PUBLIC MEETING  
OF  
NOAH WEBSTER SCHOOLS-PIMA  
February 5, 2026  
Held Virtually

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

DIRECTORS ABSENT: None

PRESENT BY INVITATION: Vicki Dry, Secretary

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. A quorum being present, and the meeting having been duly noticed and called, the meeting was called to order at 4:30 pm

- Approval of the Minutes of the Board Meeting

The Board reviewed the minutes of the October 13, 2025 Board meeting. Director Tomasson made a motion to approve the minutes as presented. Director Pennington seconded the motion.

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

- Specific Matters to be Considered

- Review and Approval of the FY25 Annual Financial Audit

Ms. Dry provided the Board with a copy of the FY25 Annual Financial Audit. After discussions, Director Tomasson made a motion to accept and approve the Annual Financial Audit as presented. Director Waldrop seconded the motion.

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

- Review Second Quarter Financial Report and Related Documents

The Board was provided with the 12/31/25 internally generated Financial Statements, Budget to Actual Report and Variance Discussion and the various related financial material. The Board reviewed the information.

- Executive Session

Director Tomasson made a motion to go into Executive Session to discuss possible financing options for the two schools. Director Waldrop seconded the motion.

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

The Board returned from Executive Session to resume the Public Meeting.

- Announcements

There were no announcements The Board meeting will be scheduled at a future date.

- Adjournment

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

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

Dated this 6<sup>th</sup> day of FEBRUARY, 2026

  
\_\_\_\_\_  
Vicki Dry, Secretary