

RESOLUTION NO. 20-001

**A RESOLUTION OF THE ARBORS OF ROCKWOOD
COMMUNITY IMPROVEMENT DISTRICT AMENDING
RESOLUTION NO. 19-001 AT SECTION 1 IN ITS ENTIRETY,
RELATING TO THE AUDIT YEARS OF THE DISTRICT; AND
AUTHORIZING CERTAIN ACTIONS IN CONNECTION
THEREWITH**

WHEREAS, The Arbors of Rockwood Community Improvement District (the "*District*") is a community improvement district and political subdivision of the State of Missouri; and

WHEREAS, on June 6, 2019, the District's Board of Directors adopted Resolution No. 19-001 approving the selection of Wade Stables P.C. as auditor of the District for the fiscal years ending June 30, 2019, 2022 and 2025; and

WHEREAS, the Board of Directors of the District finds it is in the best interest of the District to amend Resolution No. 19-001 at Section 1 to change the years Wade Stables P.C. will perform an audit of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ARBORS OF ROCKWOOD COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

Section 1. Amendment of Resolution No. 19-001 at Section 1. The Board of Directors of the District hereby amends Section 1 of Resolution No. 19-001 to read as follows:

"Section 1. Approval of Auditor. The Board of Directors of the District hereby approves the selection of Wade Stables P.C. as auditor of the District for the fiscal years ending June 30, 2021, 2024 and 2027, pursuant to the terms of the proposal of said auditor set forth on Exhibit A, attached hereto and incorporated herein by reference (the "Proposal")."

Section 2. District Officers to Execute Resolution. The Chair or Vice Chair of the Board of Directors of the District is hereby authorized and directed to execute this Resolution for and on behalf of and as the act and deed of the District and the Secretary or Assistant Secretary of the District is hereby authorized and directed to attest to this Resolution.

Section 3. Further Authority. All actions heretofore taken by the authorized officials, officers, representatives, agents and employees of the District in connection with the transactions contemplated by this Resolution are hereby confirmed and approved, and the District shall, and the officials, officers, representatives, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution and the Proposal.

Section 4. Severability. The sections, paragraphs, sentences, clauses and phrases of this Resolution shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining portions of this Resolution are valid, unless the court finds the valid portions of this Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the District has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 5. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 6. Effective Date. This Resolution shall be in full force and effect from and after its adoption by the Board of Directors of the District.

Passed this 24th day of June, 2020.

I, the undersigned, Chair of The Arbors of Rockwood Community Improvement District, hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the District at a meeting held, after proper notice, on June 24, 2020.



**THE ARBORS OF ROCKWOOD
COMMUNITY IMPROVEMENT DISTRICT**



Chair, Board of Directors

WITNESS my hand and official seal this 24th day of June, 2020.

ATTEST:



Assistant Secretary, Board of Directors

EXHIBIT A

PROPOSAL

(Attached hereto.)

AMENDED - Audit Proposal for the
Arbors of Rockwood Community Improvement

District

Contact Person:

Scott Straub, CPA
Wade Stables P.C.
327 Sonderen
O'Fallon, MO 63366

(636) 272-4159

sstraub@wadestables.com

Transmittal Letter

Development Dynamics
Attn: Laura Lashley
Arbors of Rockwood Community Improvement District

Board of Directors:

On behalf of Wade Stables P.C., We agree to amend the prior agreement for services as independent accountants for the Arbors of Rockwood Community Improvement District to the years ending June 30, 2021, 2024 and 2027.

1. We will assure ourselves the Community Improvement District Board of Directors is informed of each of the following:
 - a) The auditor's responsibility under generally accepted auditing standards
 - b) Significant accounting policies
 - c) Management judgments and accounting estimates
 - d) Significant audit adjustments
 - e) Other information in documents containing audited financial statements
 - f) Disagreements with management
 - g) Management consultation with other accountants
 - h) Major issues discussed with management prior to retention
 - i) Difficulties encountered in performing the audit.
2. All working papers and reports will be retained, at our expense, for a minimum of five years, or longer if notified by the Arbors of Rockwood Community Improvement District. We will make working papers available, at the District's request to the U.S. General Accounting Office, parties designated by federal, state or District officials as part of an audit quality review process, auditors of entities of which the District is a sub-grantee and successor auditors of the District financial statements.

In June 2003, the Comptroller General of the United States issued the 2003 revision of *Government Auditing Standards*. The new version of these standards made significant changes and severely limited the nature and amount of consulting work that a government entity's independent auditor could perform for the auditee. Specifically, the independent auditor is prohibited from performing non-audit (consulting) services for the auditee.

Wade Stables P.C. is committed to performing the work involved, on a timely basis. The timing of entrance conferences, progress reports, exit conferences and delivery of reports will be based on a schedule negotiated and agreed to by the Arbors of Rockwood Community Improvement District.

Government entities represent one of only three industries that have been designated by the shareholders of Wade Stables P.C. to receive a top-level commitment of resources and support. The opportunity to serve the District is of great importance to us. Our firm is committed to serving our clients and I will personally see to it that the District has prompt and ready access to our best people. We will spare no effort to understand and exceed your expectations.

Thank you again for this opportunity to present our proposal. This proposal represents a firm and irrevocable offer of services. Our fee for these services would remain as previously submitted as \$2,750 for June 30, 2021, \$2,750 for June 30, 2024 and \$2,750 for June 30, 2027. We look forward with great enthusiasm to serving you.

The information provided in this proposal is true, correct and reliable for purposes of evaluation for potential contract award.

Sincerely,

Stephen S. Straub
Certified Public Accountant