

**STATE OF MINNESOTA**  
**BOARD OF ACCOUNTANCY**

**In the Matter of**  
**Caldwell, Taylor & Brown, Ltd.**  
**CPA Firm Permit No. 00169 (Expired)**

**STIPULATION AND**  
**CONSENT ORDER**  
**Board File 2021-434**

The Minnesota Board of Accountancy is authorized pursuant to Minn. Stat. §§ 214.10, 326A.02, subds. 4, 6, and 326A.08, subd. 1 (2020) to review complaints against certified public accountants and to take disciplinary action whenever appropriate.

The Board received information concerning Caldwell, Taylor & Brown, Ltd., 5811 S Cedar Lake Rd, Minneapolis, MN 55416 ("Respondent"). The Board's Complaint Committee reviewed that information.

It is hereby stipulated and agreed by Respondent and the Committee that without trial or adjudication of any issue of fact or law and without any evidence or admission by any party with respect to any such issue:

1. For the purpose of this stipulation and consent order, Respondent waives all procedures and proceedings before the Board to which Respondent may be entitled under the United States and Minnesota constitutions, statutes, or the rules of the Board, including the right to dispute the allegations against Respondent and to dispute the appropriateness of discipline in a contested-case hearing pursuant to Minn. Stat. ch. 14 (2020), and to dispute any civil penalty imposed by this Stipulation. Respondent agrees that upon the *ex parte* application of the Committee, without notice to or appearance by Respondent, the Board may order the remedy specified in paragraph 7 below. Respondent waives the right to any judicial review of the order by appeal, by writ of certiorari, petition for review, or otherwise.

2. This stipulation shall constitute the entire record of the proceedings herein upon which the consent order is based.

3. In the event the Board in its discretion does not approve this stipulation and consent order or propose a lesser remedy than specified herein, this stipulation and consent order shall be null and void and shall not be used for any purpose by either party. If this stipulation and consent order is not approved and the Committee initiates a contested-case hearing pursuant to Minn. Stat. ch. 14 (2020), Respondent agrees not to object to the Board hearing the case on the basis that the Board has become disqualified because of its review and consideration of this stipulation and consent order or of any records relating hereto.

#### FACTS

4. This stipulation and consent order is based upon the following facts. Respondent admits the facts referred to below and grants that the Board may, for the purpose of reviewing the record in paragraph 2 above, consider the following as true:

a. The Board issued a Certified Public Accountant Firm Permit ("CPA Firm Permit" or "firm permit") to Respondent on January 23, 1978; the CPA Firm Permit expired December 31, 2019;

b. On January 20, 2021, the Board ordered Respondent to cease and desist holding out as a licensed firm until a firm permit was obtained;

c. Notwithstanding the Board's order, the Respondent continued to hold out as a licensed firm from January 20, 2021, to July 2, 2021, by offering audit, compilation, and review services and using the designation "certified public accountants" in conjunction with its website.

5. Respondent admits that the facts and conduct specified in paragraph 4 above constitute violations of Minn. Stat. § 326A.08, subd. 5(a)(1), 326A.10 (d) (2020) and Minn. R. 1105.4200(B)(2) 1105.5600, subp. 1(C)(1) (2019), are sufficient grounds for the remedy specified in paragraph 7 below, and that proof at hearing of any one or more of the allegations set forth would empower the Board to take disciplinary action pursuant to Minn. Stat. § 326A.08 (2020).

6. This stipulation and consent order shall not limit the authority of the Board to proceed against Respondent by appropriate means on the basis of any conduct justifying disciplinary action which occurred before or after the date of this stipulation and consent order and that is not directly related to the specific facts and circumstances set forth herein.

#### **REMEDY**

7. Upon this Stipulation and record, as set forth in paragraphs 2 and 4 above, and without any further notice of proceedings, the Committee and Respondent agree that the Board may, in its discretion, issue an order to Respondent requiring compliance with the following:

a. Respondent's CPA Firm Permit is **CENSURED** and **REPRIMANDED**;

b. Respondent SHALL pay to the Board a **CIVIL PENALTY** of two thousand five hundred dollars (\$2,500.00). Respondent shall submit to the Board payment of the civil penalty by check to the Board within sixty (60) days of the Board's approval of this Stipulation and Consent Order.

8. Respondent's representative hereby acknowledges that he or she has read, understands, and agrees to this stipulation and consent order and is freely and voluntarily signing the stipulation on behalf of Respondent without threat or promise by the Board or any of its members, employees, or agents. When signing the stipulation, Respondent acknowledges that he or she are fully aware that the stipulation and consent order must be approved by the Board. The Board may approve the stipulation and consent order as proposed, approve the order subject to specified change, or reject it. If the proposed changes are unacceptable to Respondent or the Board rejects the stipulation, it will be of no effect except as specified herein.

9. Upon issuance by the Board, this Stipulation is classified as public data. Minn. Stat. § 13.41, subd. 5 (2020). All other documents in the record shall maintain the data classification to which they are entitled under Minn. Stat. ch. 13 and § 326A.08, subd. 2 (2020). Documents shall not become public merely because they are referenced herein. The Board will post a copy of this order on its website and send a summary to the national discipline data bank pertaining to the practice of public accounting.

10. This stipulation contains the entire agreement between the parties. Respondent is not relying on any other agreement or representation of any kind, verbal or otherwise.

11. Respondent is aware that they may choose to be represented by legal counsel in this matter. Respondent knowingly waived legal representation.

12. If approved by the Board, a copy of this stipulation and consent order shall be served personally or by first class mail on Respondent. The order shall be effective and deemed issued when it is signed by the Board Chair or designee of the Chair.

13. Pursuant to Minn. Stat. § 16D.17 (2020), thirty days after the civil penalty imposed by paragraph 7 is due, the Board may file and enforce any unpaid portion of the civil penalty imposed by this order as a judgment against the Respondent in district court without further notice or additional proceedings.

14. Pursuant to Minn. Stat. § 16D.13 (2020), thirty days after the civil penalty imposed by paragraph 7 is due, simple interest computed in accordance with that section shall begin to accrue on the civil penalty.

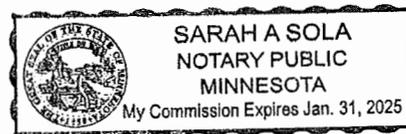
**CONSENT:**

**RESPONDENT**

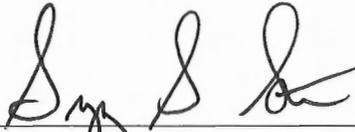
*Kay Hadd/Caldwell Taylor Brown*  
CALDWELL, TAYLOR & BROWN, LTD.  
By: *Kay Hadd*  
Its: *Partner*  
Dated: *7/26/*, 2021

SUBSCRIBED and sworn to before me on  
this the *26* day of *July*, 2021.

*Sarah A Sola*  
(Notary Public)



My Commission Expires: *1/31/2025*



COMPLAINT COMMITTEE

GREGORY S. STEINER, CPA  
Chair

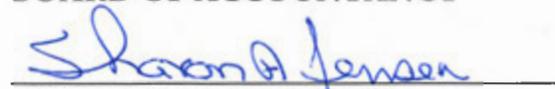
Dated: 8/12, 2021

**ORDER:**

Upon consideration of the foregoing Stipulation and based upon all the files, records, and proceedings, herein,

1. The Board, In the Matter of Caldwell, Taylor & Brown, LTD., hereby **ADOPTS** the Stipulation and **ORDERS** the remedy described in paragraph 7 therein, this 15 day of September, 2021.

STATE OF MINNESOTA  
BOARD OF ACCOUNTANCY



SHARON A. JENSEN, CPA  
Chair

STATE OF MINNESOTA  
MINNESOTA BOARD OF ACCOUNTANCY  
85 East 7<sup>th</sup> Place, Suite 125  
St. Paul, MN 55101

CERTIFICATE OF SERVICE BY U.S. MAIL

Case Title: Caldwell, Taylor & Brown, Ltd.  
File #2021-434

I, Holly Salmela, verify by oath or affirmation that on the 15<sup>th</sup> day of September 2021, at the City of Saint Paul, in the county of Ramsey, in the State of Minnesota, served the Stipulation and Consent Order by depositing a true and correct copy in the United States mail, properly enveloped, with first class postage prepaid and addressed to the following named individual(s) or entities at the address indicated below.

Caldwell, Taylor & Brown, Ltd.  
Mr. Larry Godel, CPA  
5811 S Cedar Lake Rd  
Minneapolis, MN 55416

  
\_\_\_\_\_  
Holly Salmela