STATE OF MINNESOTA

BOARD OF ACCOUNTANCY

In the Matter of
Frazier & Deeter, LLC
Firm Permit No. F2073

STIPULATION AND
CONSENT ORDER
Board File 2014-305

The Minnesota Board of Accountancy ("Board") is authorized pursuant to Minnesota Statutes Section 214.10 (2014); Minnesota Statutes section 326A.02, subdivisions 4 and 6 (2014); and Minnesota Statutes section 326A.08, subdivision 1 (2014) to review complaints against certified public accountants and CPA firms and to take disciplinary action whenever appropriate.

The Board received information concerning Frazier & Deeter, LLC, 1230 Peachtree Street Northeast, Suite 1500, Atlanta, Georgia 30309 ("Respondent"). The Board's Complaint Committee ("Committee") reviewed that information.

1. For the purpose of this Stipulation, 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 Minnesota Statutes Chapter 14 (2014), 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. All documents in the Board's files shall

maintain the data classification to which they are entitled under the Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13 (2014). They shall not, to the extent they are not already public documents, become public merely because they are referenced herein.

3. In the event the Board in its discretion does not approve this Stipulation or 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 is not approved and a contested case hearing is initiated by the Committee pursuant to Minnesota Statutes Chapter 14 (2014), Respondent agrees not to object to the Board's initiation of the hearing and it hearing the case on the basis that the Board has become disqualified because of its review and consideration of this Stipulation or of any records relating hereto.

FACTS

4. This Stipulation 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 without prejudice to the Respondent in any current or future proceeding of the Board with regard to these or other allegations:

a. The Board issued a Certified Public Accountant firm permit ("CPA firm permit") to Respondent on April 17, 2015; Respondent currently holds an Active CPA firm permit from the Board. Respondent is subject to the jurisdiction of the Board with respect to the matters referred to in this Stipulation and Consent Order.

b. On June 3, 2014, the Board received information from the United States Department of Labor that Respondent performed an audit, pursuant to the Employee Retirement Income Security Act ("ERISA"), of the Regional Elite Airline Services 401(K) Plan ("the Plan") for a business identified by Respondent as having its

corporate headquarters located in Minnesota. At the time of the audit, Regional Elite Airline Services, the Plan sponsor, was located in Minneapolis, Minnesota.

c. It is alleged that Respondent performed an audit for a client having its headquarters in Minnesota before obtaining a Minnesota CPA Firm Permit to practice, as required by Minnesota Statutes 326A.05, subdivision 1 (a)(4) (2014).

5. Respondent admits that the facts and conduct specified in paragraph 4 above constitute violations of Minnesota Statutes sections 326A.05, subdivision 1(a)(4), 326A.08, subdivision 5 (a)(1), and 326A.10 (d) (2014); and Minnesota Rules 1105.5600, subpart 1.C.(1) (2013), and 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 Minnesota Statutes section 326A.08 (2014).

6. This Stipulation shall not in any way or manner limit or affect the authority of the Board to proceed against Respondent by initiating a contested case hearing or by other appropriate means on the basis of any act, conduct, or admission of Respondent justifying disciplinary action which occurred before or after the date of this Stipulation 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 shall pay to the Board a CIVIL PENALTY of Two Thousand Dollars ($2,000.00). Respondent shall submit a Civil Penalty of Two

Thousand Dollars ($2,000.00) by check to the Board within sixty (60) days of the Board's issuance of this Stipulation and Consent Order.

8. The undersigned authorized representative of Respondent, whose signature appears below, hereby acknowledges that the undersigned representative has been duly authorized by Respondent to sign this Stipulation and Consent Order on its behalf, and that he has read, understands, and agrees to this Stipulation and Consent Order and is freely and voluntarily signing it without threat or promise by the Board or any of its members, employees, or agents. When signing the stipulation, Respondent acknowledges that it is 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 changes are unacceptable to Respondent or the Board rejects the stipulation, it will be of no effect except as specified herein.

9. Under the Minnesota Government Data Practices Act, this Stipulation is classified as public data upon its issuance by the Board. (Minnesota Statutes Section 13.41, subdivision 5 (2014)). All documents in the record shall maintain the data classification to which they are entitled under the Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13 (2014). They shall not, to the extent they are not already public documents, become public merely because they are referenced herein. A summary of this Order will appear in the Board's newsletter. A summary will also be sent 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 it 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 Minnesota Statutes 16D.17 (2014), after ninety (90) days of the Board's approval of this Stipulation and Order, 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.

CONSENT:

RESPONDENT

FRAZIER & DEETER, LLC
By: William A. Bodskell
Its: Partner in-charge of Quality Control

Dated: May 28, 2015

SUBSCRIBED and sworn to before me on this the 28 day of May, 2015.

Vickie L Hall
(Notary Public)

My Commission Expires: May 29, 2018

VICKIE L. HALL
NOTARY PUBLIC
Fulton County
STATE OF GEORGIA
My Comm. Expires May 29

COMPLAINT COMMITTEE

Sharon A Jensen
~~MICHAEL M. VEKICH, CPA~~
Chair Sharon A. Jensen

Dated: 6/1, 2015

ORDER:

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

1. **IT IS HEREBY ORDERED** that all terms of this Stipulation and Consent Order are adopted and implemented this _____ day of _____, 2015.

STATE OF MINNESOTA
BOARD OF ACCOUNTANCY

GREGORY S. STEINER, CPA
Chair

AFFIDAVIT OF SERVICE BY MAIL

RE: Frazier & Deeter, LLC; Firm Permit No. F2073

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

Bev Carey, being first duly sworn, deposes and says:

That at the City of St. Paul, County of Ramsey and State of Minnesota, on this the 1st day of June, 2015, she served the attached Stipulation and Consent Order, by depositing in the United States mail at said city and state, a true and correct copy thereof, properly enveloped, with prepaid first class postage, and addressed to:

Frazier & Deeter, LLC
William A. Godshall, Partner
1230 Peachtree Street Northeast, Suite 1500
Atlanta, Georgia 30309

Bev Carey

Bev Carey

Subscribed and sworn to before me on this the 1st day of June, 2015

Victoria E Oehrlein
(Notary Public)

VICTORIA ELIZABETH OEHRLEIN
NOTARY PUBLIC
MINNESOTA
My Commission Expires Jan. 31, 2020