

**STATE OF MINNESOTA
BOARD OF ACCOUNTANCY**

In the Matter of the CPA Certificate of

**STIPULATION AND
CONSENT ORDER**

Ozro Charles Brown
CPA Certificate No. 05201

Board File No. 2023-015

STIPULATION

Ozro Charles Brown ("Respondent") and the Minnesota Board of Accountancy's Complaint Committee stipulate that, subject to Board's review and discretionary approval, the Board may issue a consent order that imposes the following sanctions:

A. Respondent's CPA certificate, No. 05201, is CENSURED and REPRIMANDED pursuant to Minn. Stat. § 326A.08 (2022).

B. Respondent shall pay to the Board a CIVIL PENALTY of Five Thousand dollars (\$5,000). Respondent shall submit a civil penalty of \$5,000 by check to the Board within sixty (60) days of the Board's approval of this Stipulation and Consent Order.

C. Respondent shall have his continuing professional education submitted for audit as part of his 2024 CPA certificate renewal.

D. Respondent shall remain law abiding and comply with all statutes and rules within the Board's jurisdiction. See Minn. Stat. ch. 326A (2022) and Minn. R. ch. 1105 (2021).

E. Respondent shall report in writing within ten days any and all violations of this stipulation and consent order to the Board's Executive Director.

Respondent and the Committee enter into this stipulation based on the following findings of fact, conclusions of law, and other stipulated provisions:

Findings of Fact

1. The Board issued Respondent a CPA certificate on April 21, 1980.
2. The Board issued Respondent a Stipulation and Consent Order (Order) on September 20, 2022, due to noncompliance of his CPE based on an audit of his CPE documentation for the three-year period ended June 30, 2020.
3. The Order required Respondent to submit his CPE for audit, which included the CPE periods ended June 30, 2021 and 2022, as part of his 2023 CPA certificate renewal.
4. Respondent had previously reported that his CPE periods ended June 30, 2021 and 2022 were earned on time and were in compliance with the CPE deadlines.
5. During the review of the audit documentation for the three-year period ended June 30, 2022, it was found that Respondent was not in compliance with both the requirements and the CPE deadline for the CPE period ending June 30, 2021. Respondent had carried back 31 hours to the CPE period ending June 30, 2021, but had not reported these hours to the Board as carryback with Respondent's renewal.
6. Respondent submitted false information for his CPE for the period ending June 30, 2021, with his 2022 renewal by affirming that he had completed the CPE hours and had complied with the 1-year and rolling 3-year CPE requirements, and by not reporting these hours as carryback and paying the CPE noncompliance fee.
7. The certificates for the 31 carryback hours were not submitted until Respondent's CPE documentation was audited and the CPE noncompliance fee was paid only after he was notified that he was not in compliance.

8. Respondent is the president of Caldwell, Taylor & Brown, Ltd., a tax and accounting services business.

9. Caldwell, Taylor & Brown, Ltd. has been the subject of four Board orders:

- a. On April 17, 2015, the Board issued a Stipulation and Consent Order because the firm did not complete a peer review for the year ended June 30, 2012 and instead completed a review for the year ended September 30, 2013. The peer review received a "fail" rating.
- b. On June 13, 2017, the Board issued a Stipulation and Consent Order because during the peer review for the year ended June 30, 2015, the firm received a second consecutive peer review rating of "fail."
- c. On January 20, 2021, the Board issued a Stipulation and Consent Order and a Cease and Desist Order because the firm's firm permit expired on December 31, 2019, and the firm held out and practiced as a CPA firm while its firm permit was lapsed. The firm also received a third consecutive peer review rating of "fail" and was terminated from the Association of International Certificate Professional Accountants ("AICPA") for three consecutive failed peer reviews and failing to design a system of quality control or sufficiently complying with such a system.
- d. On September 15, 2021, the Board issued a Stipulation and Consent Order because the firm held out and practiced without a firm permit between January 20, 2021 and July 2, 2021, notwithstanding the Board's January 20, 2021 Cease and Desist order.

Conclusion of Law

1. The Board has authority to license and regulate certified public accountants and to take disciplinary action as appropriate. Minn. Stat. ch. 326A (2022).
2. Respondent violated Minn. Stat. §§ 326A.04, subd. 4, and 326A.08 subd. 5(a)(1) and (5) (2022) and Minn. R. 1105.3000(A) and (E), 1105.5600, subp. 1(A) and (C)(5), and 1105.7800(A) and (B) (2021).
3. This stipulation and consent order is in the public interest.

Other Stipulated Provisions

1. This stipulation and consent order must be approved by the Board to become effective.
2. Respondent agrees that the Committee may move the Board *ex parte*, with or without advance notice to the Respondent, to approve this stipulation and consent order. Respondent understands that the Board may either approve the stipulation and consent order or not approve it. This stipulation and the files, records, and proceedings associated with this matter may be reviewed by the Board in its consideration of the Committee's motion.
3. If approved by the Board, this stipulation and consent order shall be classified as public data. Minn. Stat. § 13.41, subd. 5 (2022).
4. If the Board does not approve this stipulation and consent order, then the matter remains unresolved and the Committee may either seek to negotiate a revised stipulation and consent order with Respondent to present to the Board or issue an order commencing a contested-case hearing before an Administrative Law Judge at the Office of Administrative

Hearings. See Minn. Stat. §§ 14.57–.62, 214.10, subd. 2 (2022) (describing administrative hearing process).

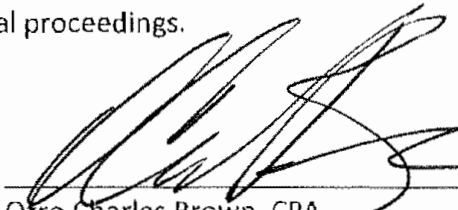
5. Respondent agrees that if this case comes before the Board again after it reviews and discusses this stipulation and consent order, Respondent waives any claim that the Board was prejudiced by its review and discussion of this stipulation and consent order and any records relating to it.

6. Respondent acknowledges that they were advised by the Committee of their right to a contested-case hearing in this matter before an Administrative Law Judge, to file exceptions and make argument to the Board after the hearing, and to seek judicial review from any adverse decision rendered by the Board. Respondent hereby expressly waives those rights. Respondent was further advised by the Committee of their right to be represented by counsel and that they knowingly waive that right.

7. Respondent has read, understands, and agrees to this stipulation and has voluntarily signed it. It is expressly understood that this stipulation contains the entire agreement between the parties, there being no other agreement of any kind, verbal or otherwise. If approved by the Board, a copy of the final stipulation and consent order shall be served personally or by first class mail on Respondent. The Board's order shall be effective when it is signed by the Chair of the Board or the Chair's designee.

8. Pursuant to Minn. Stat. § 16D.13 (2022), any civil penalty imposed by this stipulation and consent order shall begin to accrue simple interest in accordance with that section thirty days after the civil penalty is due. Pursuant to Minn. Stat. § 16D.17 (2022), thirty days after any civil penalty imposed by this stipulation and consent order is due, the Board may

file and enforce any unpaid portion of the civil penalty as a judgment against Respondent in district court without further notice or additional proceedings.



Ozro Charles Brown, CPA

STATE OF Minnesota

COUNTY OF Hennepin

This instrument was acknowledged before me on 9/12/2023 by Ozro Charles Brown.

(stamp)

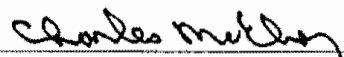




(Signature of notary officer)

My commission expires: 1/31/2028

COMPLAINT COMMITTEE



CHARLES MCELROY, CPA
Chair

Dated: 9/27, 2023

CONSENT ORDER

Upon consideration of this stipulation and consent order, and based upon all the files, records, and proceedings herein, all terms of the stipulation and consent order are approved. Accordingly, the Board hereby ADOPTS the stipulation and issues the ORDER described above.

STATE OF MINNESOTA

BOARD OF ACCOUNTANCY

Amanda Cozzini, CPA



CHARLES SELCER, CPA
Board Chair

Dated: September 27, 2023

for