

**STATE OF MINNESOTA  
BOARD OF ACCOUNTANCY**

In the Matter of the CPA Firm Permit of

Graff, Ltd.

CPA Firm Permit No. 01220

**STIPULATION AND  
CONSENT ORDER**

Board File No. 2024-044

**STIPULATION**

Graff, Ltd. ("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 Firm Permit, No. 01220, is CENSURED and REPRIMANDED pursuant to Minn. Stat. § 326A.08 (2022).

B. Respondent shall pay to the Board a CIVIL PENALTY of Five Hundred Dollars (\$500). Respondent shall submit the civil penalty by check to the Board within sixty (60) days of the Board's approval of this Stipulation and Consent Order.

C. Respondent shall comply with all statutes and rules within the Board's jurisdiction. See Minn. Stat. ch. 326A (2022) and Minn. R. ch. 1105 (2023).

D. Respondent shall report in writing within ten days any 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 firm permit on October 10, 2000, under the name Bayerkohler & Graff Ltd.
2. Respondent renewed its firm permit under the name Bayerkohler & Graff Ltd on December 20, 2023.
3. Respondent submitted a firm name change request to the Board on January 18, 2024.
4. Despite the Board not approving the name change, Respondent held out under the requested name on its website, Facebook page, and on LinkedIn.
5. In the response to the Board, Respondent's attorney detailed the ownership changes, and legal complications that Bayerkohler & Graff Ltd. was facing at the time that it requested the name change.
6. In the same response, Respondent's attorney listed that the firm had hoped to have the name change reviewed at the January 18, 2024 Board meeting, despite submitting the application documentation on said date at 10:48 am when the Board meeting starts at 9:00 am.
7. The firm name change request was approved at the Board meeting on March 6, 2024.
8. Respondent does not offer or perform attest services.

### **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. R. 1105.5600, subp. 1(D), 1105.6300(A), 1105.6400(A), and 1105.7800(A) (2023).

3. Respondent is subject to discipline pursuant to Minn. Stat. §§ 326A.08, subd. 5(a)(1) (2022).

4. 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 are represented by counsel.

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

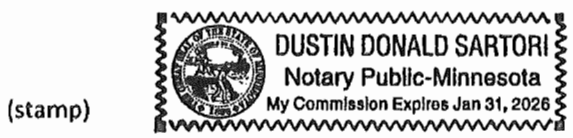
days after any civil penalty imposed by this stipulation and consent order is due, the Board may file and enforce any unpaid portion of the civil penalty as a judgment against Respondent in district court without further notice or additional proceedings.

David Graff  
\_\_\_\_\_  
Graff, Ltd.  
By: David Graff  
Its: President

STATE OF MINNESOTA

COUNTY OF WASECA

This instrument was acknowledged before me on MAY 29<sup>th</sup>, 2024 by DAVID GRAFF.



Dustin Sartori  
\_\_\_\_\_  
(Signature of notary officer)  
My commission expires: Jan 31, 2026

**COMPLAINT COMMITTEE**

Ann Etter  
\_\_\_\_\_  
ANN ETTER, CPA  
Chair

Dated: July 9, 2024

**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

GARSON SOWATH  


Dated: 08/01/, 2024

For: \_\_\_\_\_

CHARLES SELCER, CPA  
Board Chair