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**IN THE MATTER OF:**  
  
**S P CONSULTING, LLC**  
  
**STEVEN A. POSA**  
**d/b/a S P FINANCIAL SERVICES**  
  
**(Collectively, “Respondents”)**  
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**CONSENT ORDER**  
  
**NO. CO-18-8382-S**

**I. PRELIMINARY STATEMENT**

**WHEREAS**, the Banking Commissioner (“Commissioner”) is charged with the administration of Chapter 672a of the General Statutes of Connecticut, the Connecticut Uniform Securities Act (“Act”), and Sections 36b-31-2 to 36b-31-33, inclusive, of the Regulations of Connecticut State Agencies (“Regulations”) promulgated under the Act;

**WHEREAS**, S P Consulting, LLC (“S P Consulting”) was a Connecticut limited liability company that was formed on April 10, 2006, and dissolved on June 8, 2015. S P Consulting’s principal place of business and address last known to the Commissioner is 20 Summer Glen, Bristol, Connecticut 06010. Steven A. Posa (“Posa”) was a founding member of S P Consulting. S P Consulting is not and has not been registered in any capacity under the Act;

**WHEREAS**, Posa is an individual whose address last known to the Commissioner is in Bonita Springs, Florida 34135. S P Financial Services is an unincorporated entity controlled by Posa. Neither Posa nor S P Financial Services have been registered in any capacity under the Act;

**WHEREAS**, the Commissioner, through the Securities and Business Investments Division (“Division”) of the Department of Banking (“Department”), conducted an investigation of Respondents

under Section 36b-26(a) of the Act to determine if they had violated, were violating or were about to violate any provision of the Act or any regulation or order under the Act (“Investigation”);

**WHEREAS**, as a result of the Investigation, the Division obtained evidence that from approximately August 2013 through June 2015, Posa, individually and on behalf of S P Consulting, provided investment advisory services for a fee to at least one advisory client in Connecticut (“CT Client”);

**WHEREAS**, during the course of the Investigation, Respondents failed to provide documentation responsive to requests made by the Division;

**WHEREAS**, as a result of the Investigation, the Commissioner has reason to believe that Respondents have violated certain provisions of the Act, and that such violations would support administrative proceedings against Respondents under Section 36b-27 of the 2018 Supplement to the General Statutes (“2018 Supplement”);

**WHEREAS**, Section 36b-31(a) of the Act provides, in relevant part, that “[t]he commissioner may from time to time make . . . such . . . orders as are necessary to carry out the provisions of sections 36b-2 to 36b-34, inclusive”;

**WHEREAS**, Section 36b-31(b) of the Act provides, in relevant part, that “[n]o . . . order may be made . . . unless the commissioner finds that the action is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of sections 36b-2 to 36b-34, inclusive”;

**WHEREAS**, an administrative proceeding initiated under Section 36b-27 of the 2018 Supplement would constitute a “contested case” within the meaning of Section 4-166(4) of the General Statutes of Connecticut;

**WHEREAS**, Section 4-177(c) of the General Statutes of Connecticut and Section 36a-1-55(a) of the Regulations provide that a contested case may be resolved by consent order, unless precluded by law;

**WHEREAS**, without holding a hearing and without trial or adjudication of any issue of fact or law, and prior to the initiation of any formal proceeding, the Commissioner and Respondents reached an

agreement, the terms of which are reflected in this Consent Order, in full and final resolution of the matters described herein;

**WHEREAS**, the Commissioner finds that the issuance of this Consent Order is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act;

**WHEREAS**, Respondents expressly consent to the Commissioner's jurisdiction under the Act and to the terms of this Consent Order;

**WHEREAS**, Respondents have provided documentation to the Division evidencing that as of the date this Consent Order is entered, they have remitted to CT Client, under the oversight of their legal counsel, the sum of \$72,269.32 as reimbursement for advisory fees paid and losses resulting from the investment advisory services provided during the period of unregistered activity;

**AND WHEREAS**, Respondents, through their execution of this Consent Order, specifically represent and agree that the violations alleged in this Consent Order shall not occur in the future.

## **II. CONSENT TO WAIVER OF PROCEDURAL RIGHTS**

**WHEREAS**, Respondents, through their execution of this Consent Order, voluntarily waive the following rights:

1. To be afforded notice and an opportunity for a hearing within the meaning of Section 36b-27 of the 2018 Supplement and Section 4-177(a) of the General Statutes of Connecticut;
2. To present evidence and argument and to otherwise avail themselves of Section 36b-27 of the 2018 Supplement and Section 4-177c(a) of the General Statutes of Connecticut;
3. To present their position in a hearing in which they are represented by counsel;
4. To have a written record of the hearing made and a written decision issued by a hearing officer; and
5. To seek judicial review of, or otherwise challenge or contest, the matters described herein, including the validity of this Consent Order.

### **III. ACKNOWLEDGEMENT OF THE COMMISSIONER'S ALLEGATIONS**

**WHEREAS**, Respondents, through their execution of this Consent Order, acknowledge the following allegations of the Commissioner:

1. S P Consulting violated Section 36b-6(c)(1) of the 2018 Supplement by transacting business in this state as an unregistered investment adviser;
2. Posa violated Section 36b-6(c)(2) of the 2018 Supplement by transacting business as an unregistered investment adviser agent of S P Consulting;

**WHEREAS**, the Commissioner would have the authority to enter findings of fact and conclusions of law after granting Respondents an opportunity for a hearing;

**AND WHEREAS**, Respondents acknowledge the possible consequences of an administrative hearing and voluntarily agree to consent to the entry of the sanctions described below.

### **IV. CONSENT TO ENTRY OF SANCTIONS**

**WHEREAS**, Respondents, through their execution of this Consent Order, consent to the Commissioner's entry of a Consent Order imposing on them the following sanctions:

1. S P Consulting shall cease and desist from engaging in conduct constituting or which would constitute a violation of the Act or any regulation, rule or order adopted or issued under the Act, including, without limitation, transacting business as an unregistered investment adviser;
2. Posa shall cease and desist from engaging in conduct constituting or which would constitute a violation of the Act or any regulation, rule or order adopted or issued under the Act, including, without limitation, transacting business as an unregistered investment adviser agent; and
3. No later than the date this Consent Order is entered by the Commissioner, Posa shall remit to the Department of Banking by cashier's check, certified check or money order made payable to "Treasurer, State of Connecticut", or by wire transfer, the sum of seven thousand five hundred dollars (\$7,500) as an administrative fine.

### **V. CONSENT ORDER**

**NOW THEREFORE**, the Commissioner enters the following:

1. The Sanctions set forth above be and are hereby entered;
2. Entry of this Consent Order by the Commissioner is without prejudice to the right of the Commissioner to take enforcement action against Respondents based upon a violation of this Consent Order or the matters underlying its entry if the Commissioner determines that compliance with the terms herein is not being observed;

3. Nothing in this Consent Order shall be construed as limiting the Commissioner's ability to take enforcement action against Respondents based upon evidence of which the Division was unaware on the date hereof relating to a violation of the Act or any regulation or order under the Act;
4. Respondents shall not take any action or make or permit to be made any public statement, including in regulatory filings, any proceeding in any forum or otherwise, denying, directly or indirectly, any allegation referenced in this Consent Order or create the impression that this Consent Order is without factual basis;
5. Respondents shall not take any position in any proceeding brought by or on behalf of the Commissioner, or to which the Commissioner is a party, that is inconsistent with any part of this Consent Order. Nothing in this provision affects Respondents' testimonial obligations or right to take a legal or factual position in litigation, arbitration, or other legal proceeding in which the Commissioner is not a party; and
6. This Consent Order shall become final when entered.

So ordered at Hartford, Connecticut,  
this 21<sup>st</sup> day of December 2018.

\_\_\_\_\_/s/\_\_\_\_\_  
Jorge L. Perez  
Banking Commissioner

**CONSENT TO ENTRY OF ORDER**

I, Steven A. Posa, state individually and on behalf of S P Consulting, LLC, that I have read the foregoing Consent Order; that I know and fully understand its contents; that I agree freely and without threat or coercion of any kind to comply with the terms and conditions stated herein; and that I consent to the entry of this Consent Order.

\_\_\_\_\_/s/\_\_\_\_\_  
Steven A. Posa

State of: Connecticut

ss: East Hartford

County of: Hartford

On this the 5<sup>th</sup> day of December 2018, before me, the undersigned officer, personally appeared Steven A. Posa, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand.

\_\_\_\_\_/s/\_\_\_\_\_  
Notary Public  
Date Commission Expires: 9/30/2023