

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 92835 / September 1, 2021

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 4245 / September 1, 2021

ADMINISTRATIVE PROCEEDING
File No. 3-20511

In the Matter of

JONATHAN BRETT WOODARD,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission” or “SEC”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Jonathan Brett Woodard (“Respondent” or “Woodard”) pursuant to Rule 102(e)(3)(i) of the Commission’s Rules of Practice.¹

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings

¹ Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any . . . accountant . . . who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

herein, except as to the Commission's jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Woodard, age 69, resides in Heber City, Utah. Woodard was Chief Financial Officer of Blue Earth, Inc., a provider of alternative and renewable energy services, from May 16, 2013 through August 2015. His duties and responsibilities as Blue Earth's principal financial officer included overseeing Blue Earth's financial functions, corporate accounting policies and practices, reporting to the Board on Blue Earth's SEC compliance reporting, and signing Blue Earth's quarterly and annual SEC filings.

2. On August 19, 2021, a final judgment was entered against Woodard permanently enjoining him from future violations of Section 17(a)(2) of the Securities Act of 1933 (the "Securities Act"), Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5(b) and 13b2-1 promulgated thereunder, and Rule 13a-14 promulgated under Exchange Act Section 13(a), and from aiding and abetting violations of Sections 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 promulgated thereunder, in the civil action entitled *Securities and Exchange Commission v. Johnny R. Thomas, et al.*, Civil Action Number 2:19-cv-01132, in the United States District Court for the District of Nevada. The final judgment permanently barred Woodard from serving as an officer or director of an issuer with a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the Exchange Act. The final judgment also imposed a permanent penny stock bar on Woodard, and ordered him to pay a \$120,000 civil money penalty.

3. The Commission's complaint alleged that, from at least March 2014 through at least March 2015, Woodard, directly and indirectly, knowingly or recklessly, made materially false statements in, and omitted material information from, annual reports filed by Blue Earth on Form 10-K or 10-K/As for fiscal years ended December 31, 2013 and 2014 and a periodic report on Form 10-Q for the quarter ended September 30, 2014. According to the complaint, Woodard's false statements and omissions concerned, among other things, Blue Earth's relationship with its principal customer, a North American meat processing company, its financial wherewithal to construct, own, and operate seven combined heat and power ("CHP") plants for that customer, and the nature and value of the assets underlying such projects. Woodard also allegedly knowingly prepared and provided to Blue Earth's accountants and auditor materially overstated valuations of the purported CHP assets, which were recorded in Blue Earth's books and records, and publicly reported in the financial statements and footnotes reflected in Blue Earth's 2013 and 2014 Forms 10-K and amendments, over which Woodard, as CFO, had oversight. The complaint alleged that, as a result, Blue Earth reported a \$44 million and \$56 million asset on its

balance sheets for the fiscal years 2013 and 2014, which comprised over 50% of total reported assets in each year, and was overstated by over 400% and 125%, respectively. The complaint alleged that Blue Earth raised funds from investors in private transactions based, in part, on the misrepresentations and inflated valuations reflected in Blue Earth's Forms 10-K and 10-K/A for fiscal year 2013. Woodard allegedly falsely certified that, to his knowledge, the annual reports filed for fiscal years 2013 and 2014 with the Commission did not contain any material misstatements or omissions and fairly presented in all material respects Blue Earth's financial condition and results of operation.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Woodard's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

Woodard is suspended from appearing or practicing before the Commission as an accountant.

By the Commission.

Vanessa A. Countryman
Secretary