

Office of the Secretary  
Public Company Accounting Oversight Board  
1666 K Street, N.W.  
Washington, D.C. 20006-2803

**RE: PCAOB Rulemaking Docket Matter No. 051 – Amendments to PCAOB Auditing Standards related to a Company’s Noncompliance with Laws and Regulations**

Dear Chair Williams and PCAOB Board Members:

On behalf of Evercommerce Inc. and its consolidated subsidiaries (“Evercommerce”), we thank the Public Company Accounting Oversight Board (“PCAOB” or “the Board”) for the opportunity to comment on the proposal to amend PCAOB Auditing Standards related to a Company’s Noncompliance with Laws and Regulations (“NOCLAR”) set forth in the above-referenced release (the “Proposal”).

We support the PCAOB’s mission to protect investors by establishing standards that support the performance of an independent high-quality audit function. However, as the Proposal is currently written, we have several concerns, including the concerns raised by the PCAOB Board Members Duane Desparte and Christina Ho in each of their dissents to the Proposed Standards. We also note that that high-quality organizations such as the Center for Audit Quality and the Professional Standards Committee of the Texas Society of Public Accountants raise concerns in their comment letters that overlap our concerns, which include the following:

- The Proposal’s scope is too broad and would expand the auditors role to matters outside their areas of competency.
- The Proposal places the attorney-client relationship at risk.
- The Proposal would significantly increase the cost of a public company audit without a commensurate benefit.

**The Proposal’s scope is too broad and would expand the auditors role to matters outside their areas of competency.**

The proposed requirement that auditors identify “laws and regulations with which noncompliance could reasonably have a material effect on financial statements” is extraordinarily broad and represents a significant expansion of the role of the auditor in public audits. The term “could reasonably” is ambiguous and lacks adequate explanation in the proposal and is not defined elsewhere in PCAOB standards.

Public companies are subject to numerous laws and regulations, many of which are specific to particular industries. The Proposal can be interpreted to require auditors to provide independent validation of a company’s compliance with all laws and regulations, representing a significant scope expansion of the audit effort into an arena in which the auditor does not have the expertise to comply with such a requirement. We have significant concern that this scope expansion will distract auditors from their main responsibility of performing audit work to determine that financial statements of registrants are free of material misstatement, which we believe is a focused and

valuable role for the protection of investors. In addition, we have concern that the Proposal presents the potential for impairment of auditor independence.

**The Proposal places the attorney-client relationship at risk.**

Under the new proposal, auditors would be required to inquire about potential noncompliance with numerous third parties. Auditors or their agent specialists will require information protected by the attorney-client privilege. We believe the Proposal may create an unintended consequence of limiting the robust nature of ongoing attorney-client relationships as a result of an expectation that privilege will be essentially waived on a routine basis through the audit process.

**The Proposal would significantly increase the cost of a public company audit without a commensurate benefit.**

Auditors are not trained in the area of legal matters and interpretation of laws and would require a significant increase in the involvement of various experts without a commensurate benefit to outweigh the cost that will ultimately be placed on shareholders. The PCAOB has acknowledged in its Proposal that auditors may need to retain various legal experts in order to comply with the Proposal and that these costs could be substantial. Additionally, we believe the Proposal will lengthen the time it takes to perform the audit, which we believe needs to continue to be timely to provide value to the public markets.

We would strongly encourage the PCAOB to perform further outreach with a diverse range of constituent groups, including but not limited to, audit committees, legal and regulatory communities and organizations responsible for standard setting and enforcement such as the Financial Accounting Standards Board (“FASB”), the U.S. Securities and Exchange Commission (“SEC”), and the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

We appreciate the opportunity to share our views on the Proposal and hope the Board finds this letter helpful.

Sincerely,

*Ryan H. Siurek*

Ryan H. Siurek, Chief Accounting Officer