

DISTRICT OF COLUMBIA
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ALCOHOLIC BEVERAGE CONTROL BOARD
+ + + + +
MEETING

IN THE MATTER OF:

K&D, LLC
t/a Cork
1740 14th Street, NW
Retailer CR - ANC-2F
License No. 77111
Case #14-CMP-00710 and
Case #14-CMP-00709

Fact-
Finding
Hearing

(Ownership Interest Issues)

May 6, 2015

The Alcoholic Beverage Control Board met in the Alcoholic Beverage Control Hearing Room, Reeves Building, 2000 14th Street, N.W., Suite 400S, Washington, D.C. 20009, Chairperson Ruthanne Miller, presiding.

PRESENT:

RUTHANNE MILLER, Chairperson
NICK ALBERTI, Member
DONALD BROOKS, Member
MIKE SILVERSTEIN, Member
HECTOR RODRIGUEZ, Member
JAMES SHORT, Member

ALSO PRESENT:

ILLEANA CORRALES, ABRA Investigator

P-R-O-C-E-E-D-I-N-G-S

11:14 a.m.

CHAIRPERSON MILLER: The next case is 14-CMP-00710 and 14-CMP-00709, Cork located at 1740 14th Street, N.W., License No. 77111, in ANC-2F. Thank you.

MR. KLINE: Good morning. Andrew Kline on behalf of both licensees. Identify yourself for the record.

MS. GROSS: Diane Gross, owner of Cork Wine Bar.

MR. PITTS: Hi, Khalid Pitts, managing member of Cork Wine Bar.

CHAIRPERSON MILLER: Okay. Good morning.

ALL: Morning.

CHAIRPERSON MILLER: I think we have an Investigator on this. Illeana? I'm sorry, we are supposed to have an Investigator as well, Illeana. We are just waiting to see for a minute.

MR. PITTS: Sure.

1 CHAIRPERSON MILLER: Illeana, I
2 believe. Sorry, I know that this hearing was
3 called for 10:00 and it is now 11:15. We have
4 heard that the Investigator is en route, so we
5 just wanted to take five minutes to see if we can
6 sort that out to see if she is really en route.

7 MR. KLINE: Okay.

8 CHAIRPERSON MILLER: Okay?

9 MR. KLINE: Whatever the Board's
10 pleasure is. I mean, it seems to me we have the
11 report. We know what the issues are and we are
12 happy to proceed with that, but if the Board
13 wants to wait for the Investigator --

14 CHAIRPERSON MILLER: Well, I don't
15 want to wait --

16 MR. KLINE: -- for the report, that's
17 okay.

18 CHAIRPERSON MILLER: Okay. I don't
19 want to wait too long, but I think I just want to
20 give it five minutes.

21 MR. KLINE: Okay. Fair enough.

22 CHAIRPERSON MILLER: For the Board can

1 take a five minute break.

2 MR. KLINE: Thank you.

3 CHAIRPERSON MILLER: Okay. That's it
4 though.

5 (Whereupon, the above-entitled matter
6 went off the record at 11:16 a.m. and resumed at
7 11:28 a.m.)

8 CHAIRPERSON MILLER: Okay. We have a
9 quorum and I believe the others will be joining
10 us very shortly. We understand our Investigator
11 is on the way and that you don't have an issue
12 with our starting without the Investigator,
13 correct?

14 MR. KLINE: No. I mean, I think that
15 the report is in writing. I think we have all
16 read it. In my experience, I'm not sure that
17 there is much going to be added. I mean, if
18 there are other details that she wants to add
19 when she gets here and, presumably, if we are
20 still here, then, obviously, we can entertain
21 those.

22 I'm wondering though because I know

1 other Board Members promptly -- and I think I see
2 some of them coming out now, so rather than
3 repeat all of our answers to questions --

4 CHAIRPERSON MILLER: Right.

5 MR. KLINE: -- it might be wise to
6 wait, but it seems --

7 CHAIRPERSON MILLER: They are here.
8 Oh, we have one more, that's right.

9 MR. KLINE: Okay.

10 CHAIRPERSON MILLER: I just wanted to
11 put on the record that your clients were sent a
12 notice of Fact-Finding Hearing and Board required
13 submission of documents pursuant to 23 DCMR §
14 403.2 and you all responded to that in your
15 response to Notice of Fact-Finding Hearing and
16 submission of documents pursuant to 23 DCMR §
17 403.2.

18 MR. KLINE: Yes. With one exception
19 that I want to put on the record.

20 CHAIRPERSON MILLER: And our
21 Investigator is here. I just wanted to note that
22 for the record.

1 MR. KLINE: Good. Excellent.

2 CHAIRPERSON MILLER: Could you just --
3 hi.

4 INVESTIGATOR CORRALES: Hey, how's it
5 going? Illeana Corrales, former Investigator,
6 ABRA Investigator Illeana Corrales.

7 CHAIRPERSON MILLER: Good to see you.
8 Yes, you had to travel a ways to come.

9 INVESTIGATOR CORRALES: Yes.

10 CHAIRPERSON MILLER: We are just
11 beginning.

12 MR. KLINE: So you mentioned the
13 response to Notice of Fact-Finding. I do think
14 it's clear from the record, but there was one
15 more request that we were concerned about, which
16 was the request for copies of individual tax
17 returns.

18 CHAIRPERSON MILLER: Correct, yes.

19 MR. KLINE: In turn about putting
20 those in the public record for obvious reasons.
21 I had made inquiry through the Board's counsel
22 several times as to what it was the Board wanted

1 to see, so that perhaps we could provide
2 something redacted. And if there are still
3 issues, then subsequent to this hearing --

4 CHAIRPERSON MILLER: Right.

5 MR. KLINE: -- we will provide that,
6 but I think the Board understands that we were a
7 little concerned about just throwing individual
8 tax returns in the public record.

9 CHAIRPERSON MILLER: Right, right. So
10 I know what you are saying and I think that some
11 Board Members may have questions that they think
12 the tax returns might answer or some part of
13 that, so I don't know if you want to proceed and
14 say how, you know, the documents you provided
15 would address the issues before we even get to
16 that issue or do you want that tax question
17 addressed now, in which case --

18 MR. KLINE: No. We are happy to have
19 the Board's response flow from the information
20 that is developed today.

21 CHAIRPERSON MILLER: Okay.

22 MR. KLINE: And if there are any

1 outstanding questions as a result of what is
2 developed today, we will certainly do our best to
3 try to answer those questions or address any
4 concerns the Board has.

5 Inasmuch as we have the Investigator
6 here now, I'll defer to the Board if the
7 Investigator wants to hear from Investigator
8 Corrales or wishes to proceed, because I've got
9 things to say.

10 CHAIRPERSON MILLER: Okay.

11 MR. KLINE: Hopefully we can address
12 most, if not all, issues you might have.

13 CHAIRPERSON MILLER: Okay. Ms.
14 Corrales?

15 INVESTIGATOR CORRALES: Yes?

16 CHAIRPERSON MILLER: Would you like
17 to, you know, address the benefits of this whole
18 issue or do you prefer to respond to Mr. Kline
19 after he goes through addressing the conflict
20 question?

21 INVESTIGATOR CORRALES: Sure. He can
22 go and then we can hear respondent.

1 CHAIRPERSON MILLER: All right. Let's
2 do that then.

3 MR. KLINE: Okay. So we understand
4 the Board's concern. The regulations, of course,
5 prohibit one which holds an off-premise license
6 from also holding an on-premise license. And
7 then there are specific regulations which relate
8 to spouses, which is what we have here.

9 And of course, we are referring to 24
10 DCMR § 403 entitled "Prohibited Business
11 Interests."

12 We conducted a review of areas of the
13 operations and what is involved. And in looking
14 at all of that, it seemed to us that there was
15 only one potential issue or two potential issues
16 that you might be concerned about and solve it
17 one way.

18 It is true that each of them had
19 signing privileges on the other's account, that
20 was, however, administerial. What was happening
21 was the bookkeeper would prepare checks for
22 signature and say here, sign. So as a matter of

1 convenience, they each had signing authority on
2 the other businesses account.

3 We have, however, in an over abundance
4 of caution to address any concerns that the Board
5 might have, to change that so that neither has
6 signing authority on the other business account.

7 And I have copies of the Change of Signature
8 cards that were filed with the bank, if the Board
9 wants to see them, but that has been done.

10 And that was the only issue that we
11 could see that might be of concern. I know there
12 was a manager who said oh, they both own them.
13 There seems to be some question to what he said,
14 but the point is in my experience, I have had
15 managers say they own the place. I mean, you
16 know, the fact an employee says a particular
17 thing doesn't make it true or doesn't, you know,
18 mean a whole lot.

19 You -- we have given you the list of
20 ownership. You have asked for documents in terms
21 of distributions from the company to each of
22 them. And neither of them have received income

1 or have an ownership interest or decision making
2 authority or management authority over the other
3 one's business.

4 And that's the overview. If there are
5 particular issues that the Board wishes to
6 address, we are, of course, here to address them.

7 CHAIRPERSON MILLER: Okay. Thank you.
8 Ms. Corrales, do you have something to add, at
9 this point?

10 INVESTIGATOR CORRALES: No, I don't.

11 CHAIRPERSON MILLER: Okay. We will do
12 Board questions. All right. Are there Board
13 questions? Mr. Alberti?

14 MEMBER ALBERTI: One second. So what
15 raised a red flag for me were a couple of things.
16 And I think Mr. Kline has addressed one, the bank
17 accounts. You know, you have signature
18 authority. You also have ownership authority of
19 those -- of each other's bank accounts. All
20 right.

21 You can do whatever you want. You
22 have signature authority. I assume that the

1 signature cards were filled out, that meant that
2 they had authority to make withdrawals, transfer
3 funds and the like, right?

4 MR. KLINE: Yes, but I want to just
5 clarify one aspect of what you said. In terms of
6 ownership authority, the bank accounts are owned
7 by the individual LLCs. Like I like to say to
8 our clients, so that we are clear --

9 MEMBER ALBERTI: Right. But they are
10 owned by the individual LLCs, but --

11 MR. KLINE: Right.

12 MEMBER ALBERTI: -- the fact of the
13 matter, you know, either party could have gone
14 and withdrawn funds from either bank account and
15 so that bothered me, but you have taken care of
16 that.

17 MR. KLINE: Right. And just to be
18 clear, prior to having done that, and we can show
19 you copies, we want the Board to know that that's
20 not what happened. In fact, the signing of
21 checks one for the other was simply
22 administerial. There was no decision making.

1 There was no withdrawal of funds. It wasn't even
2 deciding who to pay.

3 MEMBER ALBERTI: Fine. And I have no
4 reason to doubt your word, but, you know, that's
5 what raised a red flag for me, the possibility,
6 the potential there just -- so but that is taken
7 care of and I'm satisfied with that.

8 MR. KLINE: Right. We reviewed the
9 situation and we --

10 MEMBER ALBERTI: Right.

11 MR. KLINE: -- said let's --

12 MEMBER ALBERTI: One of the other
13 things that has raised a red flag with me was the
14 fact that, I believe, Ms. Gross was placing
15 orders and making -- well, signing the checks for
16 those -- for payment of those orders for the
17 market, Cork Market.

18 MR. KLINE: She was not placing the
19 orders. The only thing she was doing was, as I
20 stated before, signing checks that were prepared
21 by the bookkeeper. So --

22 MEMBER ALBERTI: So that's where that

1 came about when we saw the purchases from those
2 distributors going to the market and her
3 signature? Those were the only signatures on the
4 checks?

5 MR. KLINE: Correct.

6 MEMBER ALBERTI: Okay.

7 MR. KLINE: Not invoices, not taking
8 delivery, not involved in taking delivery, and it
9 was, as I said, very administerial. She wasn't
10 deciding who to pay. She wasn't making those
11 decisions. Those were made by --

12 MEMBER ALBERTI: Okay.

13 MR. KLINE: -- Mr. Pitts with the
14 bookkeeper.

15 MEMBER ALBERTI: I gotcha. Just the
16 potential for crossing the line is enough for me
17 to be concerned, but you have taken care of that.

18 MR. KLINE: Right. And we appreciate
19 the Board's --

20 MEMBER ALBERTI: Which is great,
21 great, great.

22 MR. KLINE: -- concerns. I mean, we

1 are not offended.

2 MEMBER ALBERTI: No, I know. I know.
3 I just want to understand why you -- I just want
4 to air it all out, because, like I said, I have
5 no reason to doubt you.

6 With respect to the tax returns, I
7 guess what was, from my point of view, of
8 interest was to have proof that neither Ms. Gross
9 or Mr. Pitts are receiving income from the
10 other's LLCs or none of the LLCs are receiving
11 income from the other LLC. And I don't know if
12 you have -- can suggest a way of showing that?
13 But that is what I would like to see, is to make
14 sure that there is no cross-pollinations of
15 income. I don't know how to say it, but there
16 is no -- you know, the two separate concerns
17 aren't getting either individuals or corporations
18 aren't getting income from the corporation for
19 which they are not a member.

20 MR. KLINE: So how about if we give
21 you K-1s, which are the tax forms that show the
22 distributions from or lack of distribution.

1 Okay.

2 MEMBER ALBERTI: Thank you.

3 MR. KLINE: From the two companies,
4 but we do that, I'll use a Latin term here, in
5 camera, which means we provide them and we don't
6 put them on the public record and you have looked
7 at them.

8 MEMBER ALBERTI: And you, I mean, can
9 redact.

10 MR. KLINE: Well, I don't want to
11 redact them, because we want you to see the --

12 MEMBER ALBERTI: We want to see it.
13 We want to see it. All right.

14 MR. KLINE: -- that there are no
15 distributions.

16 MEMBER ALBERTI: All right. Okay.
17 Great. That would be fine.

18 MR. KLINE: Okay.

19 MEMBER ALBERTI: That would be fine.
20 And I want to thank you for your cooperation and
21 just forthcoming of all the documents and --

22 MR. KLINE: Sure.

1 MEMBER ALBERTI: -- being proactive on
2 the bank accounts.

3 MR. KLINE: Yes. I would have been
4 here sooner, but I was wrangling with this issue
5 about what to do with the tax returns and finding
6 you couldn't get a --

7 MEMBER ALBERTI: Yes, I know it was
8 confusing and I had to rethink it myself to say
9 what do we really want, but thank you very much.

10 MR. KLINE: Thank you.

11 MEMBER ALBERTI: All right. I'm done.

12 CHAIRPERSON MILLER: Okay. Any other
13 Board questions? Mr. Short?

14 MEMBER SHORT: Good morning. I guess
15 the only question I would have is, since a lot of
16 things have been cleared up now it seems like,
17 the tax and revenue. Has that -- there are two
18 separate businesses. Everything is completely
19 clear with them also?

20 MR. PITTS: Yes.

21 MS. GROSS: Yes, two separate EINS.
22 Two -- everything is separate.

1 MR. KLINE: It's two separate LLCs.

2 MEMBER SHORT: Okay.

3 MR. KLINE: Two separate bank
4 accounts. Two separate federal tax accounts with
5 different federal tax numbers and two separate
6 OTR accounts.

7 MEMBER SHORT: Okay. Just had to ask.
8 Thank you. Thank you, Madam Chair.

9 CHAIRPERSON MILLER: Okay. Anyone
10 else? Ms. Corrales?

11 INVESTIGATOR CORRALES: No.

12 CHAIRPERSON MILLER: Okay. So I think
13 you have cleared up the Board's concerns. What?
14 Am I missing something?

15 MR. KLINE: Madam Chair, I do have the
16 updated cards, but I have the only copies. If --

17 CHAIRPERSON MILLER: We could make a
18 copy.

19 MR. KLINE: That would be great and
20 then we can just leave these.

21 CHAIRPERSON MILLER: That would be
22 good.

1 MR. KLINE: Thank you.

2 CHAIRPERSON MILLER: So when can we
3 get those?

4 MS. GROSS: I'm sorry?

5 MR. PITTS: We can get them within a
6 week.

7 MR. KLINE: Within a week.

8 CHAIRPERSON MILLER: Within a week.
9 Okay. Good.

10 MEMBER ALBERTI: Fine.

11 CHAIRPERSON MILLER: This was an easy
12 one here today, at least the hearing.

13 MR. KLINE: We looked at everything
14 and we did faithfully go through the § 403 --

15 CHAIRPERSON MILLER: Yes.

16 MR. KLINE: -- to make sure that we
17 were documenting right. We understand the
18 concerns. We don't have to lie about it. I
19 think the only issue really where, you know, it
20 may have been over-long and I understand the
21 concerns with respect to the signatures, bank
22 accounts being a factor in terms of having checks

1 available and needing to be signed. I think we
2 are now solving that by presigning checks and
3 locking them away, so that they are available.

4 MEMBER ALBERTI: I don't know if we
5 really want to put that out there, I mean.

6 MR. KLINE: I sign a lot of --

7 MEMBER ALBERTI: You want to give us
8 the combination? All right. I sign a lot of blank
9 checks for D.C. Treasurer in my office, I have to
10 tell you.

11 MEMBER ALBERTI: So what are we doing?

12 CHAIRPERSON MILLER: We are waiting
13 for his documents to be copied, that's all. You
14 all can wait. We can -- I think that we have
15 probably concluded this case.

16 MR. KLINE: Okay. Great.

17 CHAIRPERSON MILLER: So --

18 MR. KLINE: We will just wait.

19 CHAIRPERSON MILLER: -- here come your
20 documents. And then we will get the K-1s then
21 later in the week and that's --

22 MR. KLINE: Yes. Great.

1 CHAIRPERSON MILLER: Thank you.

2 MS. GROSS: Thank you.

3 MR. KLINE: Thank you so much.

4 CHAIRPERSON MILLER: Thank you very
5 much.

6 MEMBER ALBERTI: Sure. Off the
7 record.

8 (Whereupon, the Fact-Finding Hearing
9 in the above-entitled matter was concluded at
10 11:44 a.m.)

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