

Thursday
November 7, 2019

RODERIC WOODSON
CARLOS HORCASITAS
ANTONIOS CAVASILIOS

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

2 2:34 p.m.

3 CHAIRPERSON ANDERSON: We're back on
4 the record. The next case is a fact-finding
5 hearing, Cloakroom, License No. 87875. Will the
6 parties please approach and identify themselves
7 for the record, please?

8 MR. WOODSON: Chairman Anderson and
9 members of the board, my name is Roderic Woodson.
10 I'm a partner at Parker Poe, and council for 476
11 K, known as the Cloakroom. And with me is --

12 MR. HORCASITAS: Carlos Horcasitas,
13 managing member for 476 K, LLC.

14 CHAIRPERSON ANDERSON: Can you spell
15 your last name, please, sir?

16 MR. HORCASITAS: Yes, sir. H-O-R-C-A-
17 S-I-T-A-S.

18 CHAIRPERSON ANDERSON: One more time,
19 please.

20 MR. HORCASITAS: H-O-R-C-A-S-I-T-A-S.

21 CHAIRPERSON ANDERSON: You're the
22 managing member?

23 MR. HORCASITAS: Yes. And you are,
24 sir?

25 MR. CAVASILIOS: Antonios Cavasilios.

1 I'll spell that, too.

2 CHAIRPERSON ANDERSON: Yeah.

3 MR. CAVASILIOS: C-A-V-A-S-I-L-I-O-S.

4 CHAIRPERSON ANDERSON: And what's your
5 ownership in the establishment?

6 MR. CAVASILIOS: I am owner/member, as
7 well.

8 CHAIRPERSON ANDERSON: Thank you. You
9 can have a seat. Thank you. This case is a
10 fact-finding hearing. It involves a stop
11 transfer regarding ownership. This matter
12 originally came before the board on the licensing
13 agenda, and the board thought it prudent that
14 some discussion be had on the record with respect
15 to what this license is trying to accomplish.

16 In that vein, the board is going to
17 ask a few questions, specifically to establish
18 that the transfer is being made pursuant to an
19 arms length transaction, that there is
20 transparency in this transaction, that ABRA
21 records accurately and fully reflect which owners
22 remain and at what percentage, and finally all
23 remaining or new owners have clean hands
24 regarding any tax liability or outstanding tax
25 records owed to the District of Columbia.

1 So Mr. Woodson, again, good afternoon.
2 Can you tell us what is it that you are trying to
3 accomplish? What is the request that's being
4 made in front of the board? And also, what is
5 the current ownership? Who are the current
6 ownership of the entity, and what is the transfer
7 that's being made?

8 MR. WOODSON: Thank you, Chairman
9 Anderson.

10 CHAIRPERSON ANDERSON: Mr. Woodson, you
11 don't have -- you know that you don't have to
12 stand up if you don't want to, but if you're more
13 comfortable.

14 MR. WOODSON: I feel better to stand
15 up.

16 CHAIRPERSON ANDERSON: Thank you, sir.

17 MR. WOODSON: If it pleases the board,
18 that's always been my posture before the board,
19 is to stand as a matter of respect. Even though
20 you all don't require it, indulge me, because it
21 feels better.

22 CHAIRPERSON ANDERSON: Thank you, sir.
23 Go ahead.

24 MR. WOODSON: If you wouldn't mind,
25 with your permission, I'd like to provide some

1 information to the board.

2 CHAIRPERSON ANDERSON: Yes.

3 MR. WOODSON: Very good, thank you.

4 Chairman Anderson, I have provided to you one
5 full copy of the application for renewal of the
6 application. That's the one that has the yellow
7 tabs. The other materials, I didn't think that
8 the full board needed everything, so I provided
9 one copy of that. Then the other two documents
10 are the membership transfer of interest
11 documents, the agreement of transfer of interest
12 of membership. And the other is a unanimous
13 consent from the board of 476 K to the
14 transaction transferring membership.

15 Now what has happened here, the
16 background of this is, that during the summer of
17 this year, members of 476 K decided that it would
18 be in the best interests of the organization, and
19 in keeping with the board's requirements, that
20 our licensees and their owners be in compliance
21 with District of Columbia law. The difficulties
22 that arose through this is not unknown to the
23 board. I'll call it the recent unpleasantness
24 before the Office of Tax and Revenue, that's how
25 I'll put it.

1 One of the members of 476 K was part
2 of that recent unpleasantness. The other members
3 of the organization believed that it was in the
4 best interests of all that that individual, Andre
5 Demoya, withdraw from ownership. That withdrawal
6 was memorialized in the agreement that I've
7 provided to the board today. Take note that that
8 agreement was done in July of this year, shortly
9 after this unpleasantness became known. It was
10 not done simply to address the immediacy of the
11 board's request for a fact-find.

12 This matter has been accomplished
13 several months ago. As will be seen in the
14 agreement for transfer of ownership, it was, in
15 fact, arms length, and it was done pursuant to an
16 appropriate internal accounting of the valuation
17 of the memberships at the time the agreement was
18 entered into in July. The valuation of
19 memberships and the agreement, you will note at
20 the end of the Memorandum of Transfer, you will
21 see there is an accounting on how the transaction
22 was to be compensated, with several promissory
23 notes.

24 The agreement itself notes that there
25 was actually cash payments that were supplemented

1 with the promissory notes. So the purpose of
2 being here today is to assure the board that 1)
3 the rearrangement of ownership has, in fact, been
4 accomplished, that this rearrangement of
5 ownership was done on its own volition and not
6 been requested by the board to do this, and
7 secondly, that the rearrangement of ownership
8 was, in fact, in an arms length transaction, that
9 we believed that this kind of undertaking by the
10 ownership of 476 K was done in good faith and in
11 keeping with the expectations of the board
12 regarding ownership of licensees.

13 We have requested under the board's
14 normal processes, for renewal of the license.
15 That is the material that I provided to you,
16 Chairman Anderson. It is a full copy of the
17 license renewal. In the license renewal
18 materials are those materials that I provided to
19 you separately, which have the Memorandum of
20 Transfer of Ownership, plus the unanimous consent
21 of shareholders to the corporate transaction
22 itself.

23 The document that I've provided that
24 is the license renewal application, that document
25 contains all of the materials that we believe

1 that the board would require. Clean hands
2 certificates from all of the owners, as well as
3 the appropriate license materials for the
4 renewal. We believe that together, these things
5 address the appropriate inquiries of the board as
6 to 1) what is the current ownership of the
7 licensee, and 2) how did that current ownership
8 come to be?

9 CHAIRPERSON ANDERSON: Thank you, Mr.
10 Woodson. Who is 5 K Properties?

11 MR. WOODSON: 5 K Properties is a
12 limited partnership interest that has had a
13 position as an owner in 476 K the entire time.
14 He's here. Why don't you speak to it yourself?

15 MR. HORCASITAS: Oh, absolutely. 5 K
16 Properties is a company, an LLC, of which I am
17 the only member and the sole owner. It is my
18 vehicle, and actually, I should amend the record
19 because it said that I was the managing member of
20 476. 5 K Properties, LLC, my vehicle, is the one
21 that is the managing member of 476 K.

22 CHAIRPERSON ANDERSON: And you're the
23 only owner of that?

24 MR. HORCASITAS: Carlos Horcasitas is
25 the only owner and member of that company, sir.

1 CHAIRPERSON ANDERSON: Fine, so you
2 have answered the question I wanted to be
3 answered. That's fine. Any other representation
4 you wish to make, Mr. Woodson?

5 MR. WOODSON: Not at the present time.
6 I await inquiries from the board.

7 CHAIRPERSON ANDERSON: I'm not
8 questioning if we have no questions. Any
9 questions by any of the board members?

10 MEMBER SHORT: No questions.

11 CHAIRPERSON ANDERSON: This is -- it's
12 unfortunate that you have to appear in front of
13 me to do this, but at least this is actually one
14 of the cleaner ones that I've seen. So the
15 others, the information that I had -- Let me ask
16 you a question before I make the statement, Mr.
17 Woodson. Currently, what is the ownership of 476
18 K, LLC?

19 MR. WOODSON: There are three members
20 of the LLC. Two of the members have 47 percent
21 interest each. Both of them are with me here at
22 the witness table and have identified themselves.
23 The third individual is Brooke Paterson. Brooke
24 Paterson has a six percent in the enterprise. I
25 didn't ask Mr. Paterson to appear because he's

1 under the 10 percent threshold.

2 CHAIRPERSON ANDERSON: I was about to
3 give you a clean bill of health, but I can't give
4 you a clean bill of health. The only reason I
5 can't give you a clean bill of health is that Mr.
6 Demoya and Mr. Cavasilios were 50 percent
7 ownership. So as far as our records are
8 concerned, that's what we had, that they both
9 owned 50 percent. That was as of, I think, 2013.

10 MR. WOODSON: That was as of then.

11 CHAIRPERSON ANDERSON: Yeah, but I'm
12 saying, so no changes were made to ABRA's records
13 to reflect that these two entities owned less
14 than 50 percent.

15 MR. WOODSON: So I'm not quite sure I
16 understand the question you're asking me.

17 CHAIRPERSON ANDERSON: No, my records
18 says that Mr. Demoya owned 50 percent and Mr.
19 Cava-- I am sorry.

20 MR. WOODSON: Cavasilios.

21 CHAIRPERSON ANDERSON: Cavasilios, that
22 he owned 50 percent, but that's not correct.

23 MR. WOODSON: No, that is not correct.

24 CHAIRPERSON ANDERSON: That's still not
25 correct. The record that we have, this is from

1 2013, we have that Mr. Demoya owned 35 percent,
2 Mr. Cavasilios owned 35 percent, 5K properties
3 owned 24 percent and Mr. Brooke Paterson owned
4 six percent.

5 MR. WOODSON: Yes, okay. That is the
6 reason that we're here and I've provided the
7 documents that I have.

8 CHAIRPERSON ANDERSON: And you were
9 here from our earlier, Mr. Woodson, I know you
10 can only represent an entity made based on the
11 representation that they provide to you. But we
12 need to make sure that any entity, any licensee,
13 if he owns more than 10 percent, that information
14 needs to be shared with ABRA. I need you to make
15 it clear to your client that if somewhere down
16 the road, that they decide to bring in another
17 investor, and in the sense that -- I know the six
18 percent entity doesn't have to report. But if
19 our records have 35, 35, 24, but that's not
20 what's being represented to us today.

21 And so what we're being presented
22 today, 47, 47, 6, so if these 47 percent -- To
23 have a clean record -- Because you don't have to
24 report if it's less than 10 percent. But I just
25 think that if these interests begin to -- It

1 needs to be reported. We're finding too many
2 problems. That's what I'm saying.

3 MR. WOODSON: Perhaps I can address it
4 this way, Chairman Anderson. We have filed with
5 the board and the board staff the change of
6 ownership of the organization. We have also
7 filed previously in the request for renewal all
8 of the documentation that the board would
9 normally call for to establish proper ownership.
10 When we were asked to appear before the board for
11 the fact-finding for the purposes of the stock
12 ownership, that is the reason I came and provided
13 you -- I should have provided, perhaps, a copy
14 for the other two members present. But that's
15 why I wanted to show you the completed renewal
16 application.

17 I take your admonition, Chairman
18 Anderson, about the change in ownership not
19 having been reflected in the board's records. I
20 will say that that was not my issue. That was
21 not a matter that I understood at first, but when
22 476 K asked me to represent them going forward
23 with their new circumstances, I'll put it, I
24 realized that in our renewal application, we had
25 to have a full explanation of this, including all

1 of the documentation around it. With the request
2 for change in stock ownership, plus the materials
3 that we've previously submitted to the board for
4 the renewal application, we believe the board now
5 has all of the requisite materials necessary to
6 establish ownership.

7 Even though Mr. -- I can't remember
8 Brooke's last name. I can never remember his
9 last name.

10 MR. HORCASITAS: Mr. Paterson?

11 MR. WOODSON: Yes, Mr. Paterson. I can
12 never remember that.

13 CHAIRPERSON ANDERSON: And that's the
14 easiest name in the process. I don't have a
15 problem pronouncing that name.

16 MR. WOODSON: Isn't that the truth?
17 But even though I did not ask Mr. Paterson to be
18 here because his ownership interest is under the
19 10 percent, I do know that the board has an
20 interest and it should be informed as to the
21 complete ownership of the business. That's why I
22 disclosed the information to the board
23 voluntarily. It wasn't required, but I thought
24 it was the appropriate thing that the board know
25 who everyone is. So the change in ownership to

1 reflect the current relationships, 47, 47 and 6,
2 is in fact, what it is.

3 The materials that I've provided to
4 the board around the corporate paperwork, the
5 corporate documentation of that change of
6 ownership is legitimate, it's been done at arms
7 length, and it has been completed in accordance
8 with law. And we believe that it should and does
9 satisfy the board's needs for complete accuracy
10 on ownership of 476 K. That was also the reason,
11 actually, that I asked Mr. Horcasitas to be here
12 today, because he is, in fact, 100 percent owner
13 of 5K Properties. And the materials associated
14 with the request for renewal of the license, Mr.
15 Horcasitas has submitted a clean hands
16 certificate with the application.

17 So there's a clean hands certificate
18 for three, Mr. Horcasitas. There's a clean hands
19 certificate for Mr. Cavasillos, and there's a
20 clean hands certificate for the business itself.
21 We believe that combined, these materials provide
22 the board a complete record of the ownership of
23 the business as currently standing, and that
24 ownership is in conformance with district law.

25 CHAIRPERSON ANDERSON: Thank you for

1 the representation, Mr. Woodson. Does anyone
2 have any questions? Yes, Mr. Short.

3 MEMBER SHORT: Thank you, Mr. Woodson.
4 After hearing several other cases previous to
5 yours, it not only appears that everything is
6 above-board and very clear to me as a board
7 member, and I thank you for the presentation.
8 Thank you, Mr. Woodson.

9 MR. WOODSON: Thank you, Mr. Short.

10 CHAIRPERSON ANDERSON: Any further
11 comments you want to make, sir.

12 MR. WOODSON: None at the moment.

13 CHAIRPERSON ANDERSON: The board will
14 take this matter under advisement. I just want
15 to thank you for coming in, appearing for today,
16 providing us with the information that we need.
17 And not criticizing any other entity and any
18 other establishment that's been here, this is
19 actually one of the cleaner ones, in a sense,
20 that we have had here in the fact-finding hearing
21 on these stock transfers based on the unfortunate
22 OTR issues that has been going on in the city.
23 But at least this is one that, at least in
24 presentation, it's much more clearer, and it
25 doesn't leave me with questions moving forward.

1 So thank you for the presentation today, sir.

2 MR. WOODSON: Thank you, Mr. Chairman.

3 If there's anything further the board needs or
4 would require to further assist in your
5 deliberations, I stand ready to provide it. The
6 staff knows how to reach me. I'm not hard to
7 find.

8 CHAIRPERSON ANDERSON: Thank you.

9 MEMBER SHORT: Thank you.

10 CHAIRPERSON ANDERSON: Have a great
11 day.

12 MR. WOODSON: Thank you.

13 CHAIRPERSON ANDERSON: Take care.

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C E R T I F I C A T E

This is to certify that the foregoing transcript

In the matter of: ABRA Hearing

Before: Alcoholic Beverage Control Board

Date: 11-07-19

Place: Washington, D.C.

was duly recorded and accurately transcribed under
my direction; further, that said transcript is a
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Court Reporter

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