**Seminary Hill Association, Inc.**
**Meeting of Board of Directors**
**February 17, 2000**

**Minutes**

**Minutes of Meeting held February 17, 2000, at the Parish Hall of Immanuel Church-On-The-Hill, Alexandria, Virginia.**

**Present:**

Bill Dickinson, President
Joanne Lepanto, Immediate Past President
Don Fullerton, Secretary
Lillian S. Patterson, Region 1
Thomas Kerester, Region 2
Richard Hobson, Region 3
Dan Kelly, Region 4
Dick Hayes, Region 5
Joseph Gerard, Region 8
Stacy Price, Episcopal High School
Bob Burch, Virginia Theological Seminary

**Absent:**

Bill O'Neil, Region 6
Pat Liddy, Region 7
Greg Tsoucalas, Region 9
Representative St. Stephens, St. Agnes

**Meeting:**

The meeting was called to order by Bill Dickinson, President, at 8:15 p.m. at which time a guest presentation was made by representatives of Hechingers Common Shopping Center and Giant Food. Present and participating were Mike Bush, Vice President Real Estate of Giant Food, Joe Falcone of Giant Food, Jonathon Rok, Esquire, Alex Ross of JBG Rosenfeld Realty, and Guy Steuart of Steuart Investment Company.

Mr. Rok made a brief presentation of the history of the zoning of Hechingers Common, the owner's current interest in introducing Giant Food in the now vacant Hechingers' storeroom, changes requested to facilitate same, and dates for further proceedings in this regard, to wit: March 7th Planning Commission Hearing and March 18th. City Council Hearing.

**Landuse:**Mr. Rok stated that the original proffer prohibited the operation of a grocery store in this shopping center for a period of five years with a proviso that after said period the owner could seek approval from the City Council to introduce a grocery store use at the site. Mr. Rok also stated that with the exception of minor changes to the loading dock in the rear of the existing Hechinger storeroom by the addition of an additional bay that there would be no changes to parking nor in fact any changes to the site plan at this location.

**Giant Proposed Use:**

Mr. Mike Bush, Vice President Real Estate of Giant Food presented a site drawing and front elevation showing proposed modifications to the Hechinger's storeroom which consist principally of the addition of an architectural
Façade addition in the center of the storeroom with the familiar Giant logo and signage.
Mr. Bush indicated that this storeroom would be a full service modern grocery store with pharmacy. That it would offer a floral department, gourmet meat department, fresh seafood, on site bakery, etc. similar to the newly renovated Giant located on Route 7 in West Falls Church opposite Don Beyer's Volvo dealership.

Mr. Bush distributed a photo album illustrating the interior layout and departments and asked for questions from the group in which he indicated as follows:

**Trash:**Mr. Bush stated that Giant has an established track record on handling trash disposal. Mr. Bush noted that the pallet storage area used by Hechingers has been removed and will not be utilized by Giant; that Giant uses a through wall self-contained trash compactor system consisting of a sealed opening which accommodates a self contained compactor trash container into which trash, spoiled foods, etc. are placed by store personnel, compaction is made and periodically the entire unit is removed for disposal off-site.

**Trucks:**

Mr. Bush stated that Giant is proud of the control it exercises over truck delivery; that Giant has as a standard feature in its stores, to wit, a canopy that extends over the truck which provides both climate and noise control during loading and unloading; and that Giant after discussions with Seminary Ridge Home Owners Association would be voluntarily restricting truck deliveries during the hours of 11 p.m. to 6.00 a.m. to further mitigate any attendant disruption to the nearby residents. Mr. Rok, on behalf of the owner of the Shopping Center, added in response to questions that the existing traffic pattern would be continued, i.e. that the private roadway at the rear of the site would continue to be posted for one way traffic and adequately signed.

**Parking:**

Mr. Bush displayed an enlarged site plan of Hechinger and stated that the parking layout was as a practical matter one of the more desired ones from the perspective of Giant, i.e. that the parking lot lays out in front of the storeroom with approximately the same footprint as that of the storeroom. Mr. Bush further stated that as this Shopping Center was laid out, the small shops to the east of the storeroom were well parked and would not as a practical matter compete for spaces with grocery shoppers who typically park in the area fronting onto the entrance of the grocery store.

**Traffic:**

Mr. Bush addressed traffic concerns and indicated that Giant felt that this location was important to serve the market and that it would in part serve existing "drive-by" customers who currently shop at Bradlees Shopping Center, at the Edsal Road Store or the two Old Town locations. It was conceded that there would be additional usage beyond that perceived to have been made of the site as a Hechingers store but Giant felt that the traffic signal control and the four lane entrance would provide for a good traffic flow into and out of the Shopping Center. Mr. Bush stated that Giant had a long term lease at the Bradlee Shopping Center and had no plans to close that store. Additionally, Mr. Bush stated that renovations were planned for the two Old Town locations as well.

**Other:**

A question was raised as to a newspaper article which suggested to the reader that Giant was leaving the bakery business. Mr. Bush stated that Giant had decided to close its four level bakery in Maryland and outsource the baking to a Baltimore firm but would continue offering baked goods and in store bakeries. Concern was voiced as to odors from baking and other on-site cooking and Mr. Bush indicated that the plan would be to vent such odors through the roof.

**Garden Area:**

Questions were raised as to the intended usage of the currently fenced garden/outdoor area formerly used by Hechingers. The representative of the Shopping Center stated that Giant would not be leasing this area and that its use was under consideration at this time. Mr. Steuart indicated that this area was a difficult one to deal with as it was burdened by sewer and utility easements which prohibit construction of improvements over much of it and its topography is difficult as well. Comments were made that it would be nice to find a use or open space use for this area. Subject to the foregoing concerns and the additional concern at to safety and security such usage was indicated as something which would be considered.

**Conclusion:**

The presenters thanked the audience for the opportunity to present their plans and indicated their continued receptiveness to respond to any specific questions or concerns with their proposed introduction of Giant into the shopping center and attendant changes to the center. Bill Dickinson thanked the presenters and indicated that SHA appreciated their time, the presentation and that it would be further discussing this development and welcomed the opportunity to have a dialogue relative to same.

**Commencement of Board Meeting**

Upon motion duly made at approximately 9:00 p.m. the meeting of the Board of Directors of Seminary Hill Association commenced. A motion was made for a determination of quorum, which was found to exist, the motion seconded and unanimously passed.

**Standing Agenda:**

**A. Agenda.** A motion was then made to adopt the Proposed Agenda which had been previously distributed by email for the meeting and is attached as an exhibit to these minutes, which motion was seconded and duly adopted.

**B. Approval of Minutes.** A discussion ensued concerning the minutes and it was decided that the section of the minutes dealing with the By-laws and potential modifications thereto should be modified to reflect that no decision had been reached in this regard. Subject to the foregoing modification, a motion was made to approve the proposed minutes, which was duly seconded, and unanimously passed. A copy of the corrected minutes of the January meeting of the Board of SHA is attached hereto.

**C. Treasurer's Report.** Jack Sullivan, Treasurer, was out of town and unable to attend the meeting. Bill Dickinson made an abbreviated report that additional dues had been collected and also reported that he and several members had made two trips to Richmond, Virginia, to appear and press for group home issues. Upon motion made and seconded, it was resolved that Bill be reimbursed for mileage at $0.30 per mile and for parking expenses incurred.

**D. Police Report.** Sgt. James Bartlett of the Alexandria Police was unable to attend and no police report was presented.

**E. Communications.** Joe Fisher reported that the web site project continues to go well and advised of additional features being added and contemplated. Joe Gerard suggested that a local report/bulletin board feature be added and perhaps a member recruited to coordinate and write up human/neighbor interest items. Bill Dickinson reported of his frequent use of the internet and the ease and reduction in time this media affords. Bill inquired as to the members reactions to his weekly update email reports and there was great enthusiasm expressed for their value and appreciation to Bill for his efforts in this regard.

**F. Area Representative Reports.**

**Region 1.** Lilliam Patterson, Region 1 Representative, reported success in dealing with a significant parking problem in Region 1. It was suggested that Lilliam prepare a brief writeup of the issues presented and how they were resolved before the Traffic Board so that it could posted to the SHA Web Site to assist other regions and/or associations in addressing such matters.

**Region 9.** Joanne Lepanto made a brief report since Greg Tsoucalas, Region 9 Representative, was out of town. It was reported that the City staff advises that repairs to the fort William Parkway are scheduled to commence March 1, 2000.

**President's Report.** Bill Dickinson noted that the City has a new Director of Transportation and that SHA should invite him to one of the Association's meetings and get to know him and wish him welcome. Bill further noted that he had spoken to Dr. Berg and that the plans for Hammond School are proceeding. Finally, Bill noted that plans are being developed for a food court at T.C. Williams High School and that once the food court is completed the plan is to convert T.C. Williams into a closed campus.

**Episcopal High School.** Stacy Price made a report on the ongoing activity at Episcopal High School to construct a new dormitory. The building will be brick traditional in style house thirty girls and be located near the existing girl's dorm.

**4. Old Business:

Burke Library.** Joseph Gerard reported that the Grass Roots Coalition held a rally at the Burke Library site on Saturday during the public hearing session of the City Council which was well attended. Many of the candidates for office appeared and gave strong support for the continued operation of the Burke Library. The discovery of a deed with a restrictive covenant was reported to the City Council which has appointed a task force to review the closing.

It was noted in discussion that the School Board at its meeting treated this property as if its own and announced that it had plans for all but several thousand feet which it may be inclined to make available to the community when it was needed or reserved by the School Board.

It was further noted how the new Central Library appears to be careening on without budgetary constraint or accountability; the irony that the consultants engaged by the Library/City never bothered to check the title on the property let alone check with the citizens as to their community needs and desires and that the new Library with its 8:30 p.m. curfew on the community room was no substitute for continuation of the Burke library as a West End community resource.

Upon motion duly made, seconded it was unanimously resolved that Joseph Gerard be appointed to prepare a letter to the City Council noting Seminary Hill Association's long involvement with this property, its history as a conveyance as part of a now long ignored concession by SHA for expanded commercial and apartment development in this area, and SHA's strong support for the continuation of Burke Library as a full service library.

It was further resolved, that SHA make request of the Library Board and the City for a full accounting of the budget and costs expended and anticipated in connection with the new Central Library. Upon motion duly made and seconded, the foregoing resolution was unanimously adopted.

**Picket Street Group Home and other Group Homes.**Frank Putzu reported on the significant activities undertaken in Richmond and the great work done by Delegate Brian Moran. The legislative initiatives launched by Delegate Moran in response to citizen concern and SHA concerns regarding Group Homes was savagely attacked by a well orchestrated opposition, many paid lobbyist with the net result that the Senate has ordered a study of Group Homes including the development of private for profit homes such as the Gonzales Recovery Center operated in a residential home at 1401 N. Pickett Street.

**Text Amendment-** The City of Alexandria's Attorney Philip Sunderland has prepared a text amendment which is intended to address group homes other than those licensed by the Virginia Department of Mental Health. This text amendment will be considered by the Planning Commission at its March 7th, 2000 public hearing. Citizen input is important.

**SHA Group Home Task Force**. Given the complexities of issues presented and the importance of introducing some balance and sense in what is now a virtually unregulated activity involving over 30 group homes and funding in excess of $20,000,000.00, a resolution was made to appoint an SHA Task Force to be headed by Frank Putzu to continue to develop issues in this regard. The group consists of Messieurs Fullerton, Ludwig, Gerard, Fisher, Ms. Vetter, and its chairman Mr. Putzu.
The resolution was seconded and unanimously adopted.

**Court Activities involving BZA School Definition.** Mr. Hobson reported that a status conference was held on Monday, February 14th attended by Messieurs Hobson and Fullerton and Joanne Lepanto at which time an Order was agreed to setting this matter for trial before the Circuit Court of Alexandria on September 29, 2000. The possibility of a text amendment which had been suggested by City Council was to be pursued with SHA by and through Mr. Hobson as counsel to submit specific language given Mr. Sheldon Lynne's (City's Zoning Director) preoccupation with other pressing matters.

**Modifications to SHA By-Laws.** Dick Hayes reported that additional action was required dealing with the existing By-Laws of the Association. Given the late hour and the importance of this topic it was decided to defer consideration until the next scheduled meeting of the Board.

**City's Open Space.** Tom Kerester and Bill Dickinson made a dual report on the ongoing considerations of open space in the city. It was noted that significant progress had been made as the nature of the discussion is not one of open space as potential development and tax base only but a slow recognition that private lands such as Episcopal High School and the Virginia Theological Seminary with their expansive open grounds offer huge benefits to the quality of life and character of this City and should not be taken for granted but respected and appreciated.

**PTO Issue:** Bill Dickinson presented a draft resolution in the form of a "Position Statement" on the PTO project which had been prepared by Jack Sullivan in accordance with the Board's directive at the January Board Meeting. A lengthy discussion ensued and a series of alternatives considered to language with votes taken on a paragraph by paragraph basis. The modifications were recorded by the undersigned Secretary of the meeting and the statement has been reformatted to include same, circulated to Board members, confirmed and is to be formally issued by Bill Dickinson as President of SHA in accordance with a motion duly made, seconded and adopted at the meeting.

**SHA Strategic Plan**. Mr. Gerard noted the lateness of the hour and the importance that the strategic plan continue to develop. In this regard he invited email comments, changes and challenges and the continued venting of the plan to breath life into the plan. Formal discussion of the plan was deferred until next meeting with all members encouraged to email their input to Mr. Gerard and/or Bill Dickinson.

**Candidates Forum at Virginia Theological Seminary**.Bill Dickinson reported that he had discussed with the Virginia Theological Seminary hosting a candidates forum to be scheduled in the near future and that VTS was receptive to same as were a number of candidates.

**5. New Business

Directors Liability**. Bill Dickinson raised the issue of whether the Association should procure directors liability insurance. Dick Hobson distributed copies of the Virginia Code addressing this issue which provides in relevant part:

In any proceeding against an officer or director who receives compensation from a corporation exempt from income taxation under Section 501 © of the Internal Service Code for his services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by that officer or director from the corporation during the preceding twelve months immediately preceding the act or omission for which liability was imposed. An officer or director who serves such an exempt corporation without compensation for his services shall not be liable for damages in any such proceeding. (Emphasis added)

**Motion:** Upon consideration of the foregoing, on motion duly made and seconded it was unanimously resolved that the Association being a 501© corporation and its officers and directors serving without compensation that no such insurance be procured.

**Incorporation Documents.** Joanne Lepanto confirmed that the Virginia Corporation Commission issued annual reports for Seminary Hill Association had been timely completed and returned along with the annual corporate fee.

**Developments at 2nd Presbyterian Church**. Bill Dickinson reported that the 2nd Presbyterian Church was in the process of revitilization of its congregation and its facilities and that the preliminary plans for same were quite encouraging.

**Recruitment of New Members.** Bill Dickinson reported that dues had been received from several new members and reminded all of the need to spread the word and encourage all within the Seminary Hill area to join and participate.

**Visitors Center.** Bill Dickinson reported that he had received email responses from Council Members Speck and Walker on a new Visitors Center, that great uncertainty appeared to exist as to what was being planned, the impact of a center at this congested intersection and site and the apparent lack of public involvement in the matter regardless of the source of funding which may be involved. Members were encouraged, if interested, to follow the matter.

**6. Closure.** It being approximately 11:30 p.m. and there appearing no further business before the meeting, a motion was made to adjourn the meeting which was promptly seconded and unanimously approved.
**Prepared by Don Fullerton, Secretary.**

**Adopted by vote taken on the \_\_\_day of March 2000.**

**NOTE THESE ARE DRAFT MINUTES- THESE MINUTES MAY BE CORRECTED, SUPPLEMENTED OR MODIFIED AND WILL NOT BE CONSIDERED FINAL UNTIL FORMALLY ADOPTED BY VOTE OF THE BOARD OF DIRECTORS AT A PROPERLY CONSTITUTED MEETING OF SAME BUT ARE BEING CIRCULATED IN THE INTEREST OF OPEN MEETINGS AND PUBLIC DISCLOSURE FAVORED BY SHA .**