Exhibit D

MINUTES OF THE COMMON COUNCIL
WORK SESSION
August 16, 2011
City Council Chambers – Rouss City Hall

PRESENT: President Jeff Buettner; Councilor Evan Clark, John Hill, John Tagnesi, Les Veach and John Willingham; Vice-Mayor Milt McInturff; Mayor Elizabeth Minor (8)
ABSENT: Vice-President Art Major (1)

Presentation: Radio Communications Project – Robert L. Kimball & Assoc. Inc.

Lynn Miller, Coordinator of Emergency Management, stated they have been working on the communications project, if you go back to the very beginning, about 5 years. Some time back they did the contract with Robert L. Kimball & Associates to build a full evaluation and do a separate design for a communication system and they have been working in that direction for some time. Mr. Miller introduced Sherry Bush, Project manager for this project and Chris Kelly, Technical Advisor from Robert L. Kimball and Associates. Mr. Miller stated the stakeholders with Robert L. Kimball and Associates have worked very hard on this for a very long period of time. They tried to find a system that would meet the needs of the community on a day to day basis as well as major disaster types of situations. In the presentation you will find the options, concept design, and the alternatives.

Sherry Bush started with the first slide and stated the need is for better coverage and better capacity. The FCC licensing mandate requires VHF/UHF Narrowband by January 1, 2013. The next slide shows the current coverage and where the dead spot areas are located. In an emergency, this is where communications cannot be reached. She then turned it over to Chris Kelly, Technical Advisor, for the next slide. Mr. Kelly stated with the existing system and the VHF band, there is not much room to increase the coverage area. The bigger thing they are trying to get at it is to start the process since the analysis was done many years ago. They want to move forward with the request for proposal, revenue service, and baseline for what it is going to cost, the coverage guarantees, and all the necessary items. What they are trying to do today is to provide their opinion of the problem with a couple different options and from this whole process they have been trying to provide the stakeholder expectations of what the requirements are, focusing on those requirements and not necessarily everything they would possibly want.

Ms. Bush stated the recommended option or what best meets the requirements provided by the stakeholders, is the 800 MHz Digital P25 Trunked Radio System. The P25 is a national standard for radio systems which means, different radio systems can communicate. This is an overall improvement of radio communications, public safety

and non-public safety agencies plus this has the band requirements so FCC won't be coming back to the City saying they are not in compliance. The negative for this system is that it is the higher cost option. The second option is using the Hybrid 800 MHz Digital P25 Trunked for Public Safety and VHF Conventional Radio System for Non-Public Safety. The positive for this would be an overall improvement as well as meeting the requirements. The negative is the higher cost, and maintenance of two radio systems on two independent frequency spectrums, which may prove more costly than the first option. The third option is the VHF Narrowbanding Compliance Only. This option does not provide any improvement to the coverage or to the capacity of the system. All this option does is providing the needs of meeting the FCC's mandate narrowband and a back up for the current radio system.

Councilor Willingham asked about the minimum standards required for the City to be in compliance in the next couple of years and there was a brief discussion about this.

Councilor Veach asked if the second option provides additional towers. Mr. Kelly stated there will be additional towers available in that plan and that the vendor will finalize all the details.

Councilor Willingham asked about the second option and if there would be additional license fees that will be charged on an annual basis. Mr. Kelly stated this is a maintenance warranty that was recommended but that everything can be negotiated.

There was a brief description about the technology and the planning process for new equipment. Mr. Kelly stated typically the planning process takes 7 to 10 years.

Ms. Bush showed the tentative project schedule so everyone could have an idea of the time period for the different activities. Mr. Miller asked for Council to keep in mind the deadline is January 1, 2013.

Mr. Miller stated he has spoken with Mary Blowe, the Finance Director, and asked her to speak about the budget. Ms. Blowe stated the money for this communications project is in the budget which will be spread out over 3 years, FY2012, FY2013, FY2014 and the total would be 5 million. When the request for proposal comes back they can look at all the options.

There was a brief discussion about the third option and following the guideline Frederick County is going by. Ms. Bush stated there are not enough VHF licenses to do anything else with the City with this option.

Councilor Willingham asked what the realistic availability for grants is. Ms. Bush stated realistically there is money out there.

There was a brief discussion about selling licenses and working with the county to reduce the costs of the communications project.

Councilor Willingham asked if Council chose the compliance option would there be another way to improve the areas that do not have coverage. Mr. Kelly stated the only improvements you could make would be per specific building and there are specific guidelines.

President Buettner stated he was a little disappointed with the presentation because it was very similar to the presentation that was presented the last time and he was hoping to see more options.

R-2011-31: Authorization for the issuance of a RFP for the 800 MHz Conceptual Design

Lynn Miller, Coordinator for Emergency Management, recommended Council approve this so they can obtain pricing for the 800 MHz Conceptual Design.

Councilor Willingham stated his personal opinion is that he would like to see the costs and options of option 3 while exploring improving the service areas and resolving the dead spot areas.

Mr. Miller asked Ms. Bush from Robert L. Kimball and Associates if narrowbanding for option 3 would improve or deteriorate coverage. Ms. Bush stated it would actually deteriorate coverage because with the system the City has now when you get to the edge of the service line, the service slowly goes out, but with digital the service drops.

There was some discussion regarding technological fixes with option 3 to make it a better option and fix the geographic dead spots or putting out requests for proposals for option 1 and 3.

Councilor Veach asked if there was an option to put out 2 requests for proposals or put out 1 and let them bid on option 3 or 1, getting the dead spots addressed in option 3 and in the meantime while Council is waiting to see if there are any other entities to join with, getting grants or more funding could be looked further into. Ms. Bush stated they will always recommend putting a request for proposal out there and look through what they are offering along with partnering up with another entity to get grants. President Buettner stated this would be the option to explore first.

Councilor Clark stated he commended his fellow councilors with trying to save the taxpayer's money. The VHF option is 1.6 million on paper and if we are going to fix some of the holes we have in coverage and update then he is guessing the number will get up to 2.5 million, which is half the number of the 800 MHz system. Since the VHF system is only going to last 4 or 5 years with the licensing and narrowbanding, the 800 MHz system that is digital and fully compliant, is going to last us 10 years plus. The VHF system is going to cost us less in the short run but it will cost more money down the road when we are going to have to go to the digital system later and he said instead of buying these radios twice we need to look at the digital system.

Councilor Clark made a motion to prepare request proposals for the 800 MHz system and encourage staff or members of Robert L. Kimball to look at grant opportunities. *The motion was seconded by Councilor Hill then unanimously approved by voice-vote.*

There was some discussion about the dead spots within the City and the need to clear these up.

Mr. Miller stated on a side note, that he and Chief Sanzenbacher visited with the state police to see if they had a better system. Chief Sanzenbacher said the third option is just not a viable option

Councilor Veach stated the 5 million price tag that comes with the 800 MHz system is a big deal to swallow but we do have the possibility to pursue some grants but would still like to see a request for proposal for option 3.

Councilor Veach made a motion to amend Councilor Clark's motion and include a request for proposal for option 3 as well. *The motion was seconded by Councilor Willingham then unanimously approved by voice-vote.*

Mayor Minor stated we are running out of time and options, and is afraid if we take the lower option then we might be spending more in the long run and piece milling it, which doesn't seem like a great idea. The 5 million is a hard bill to swallow but we are talking about public safety for all of our citizens and it affects every one of us.

Councilor Clark stated the consultants mentioned that putting out the two requests for proposals at the same time will get conflicting or damaging results to the process. He asked Councilor Veach if they should put the proposal for the VHF first and then wait a little bit and put the proposal for the 800 MHz out, thinking this might be the ultimate solution. Mr. Kelly stated this could help the process. Councilor Clark stated Council wants to see if there is a safe way that will save the taxpayer's money that will also provide the necessary coverage. His personal opinion is to bite the bullet and spend the money on the 800 MHz system now instead of buying two systems.

President Buettner expressed concerns about how the process has been handled and the fact that Council did not get the results they wanted. He asked Interim City Manager Craig Gerhart what would happen if the process started over. Mr. Gerhart stated time is a big issue and that you would lose 3 to 4 months. President Buettner asked if they would be able to meet the 2013 deadline. Mr. Gerhart stated if everything is done in the fastest way possible you would need roughly 335 days and it would be very close.

Chief Kevin Sanzenbacher stated it is frustrating when one cannot get cell phone coverage and you can imagine if this happened in an emergency situation. It basically comes down to two options, the compliance option, which doesn't provide the necessary coverage, or the 800 MHz option, where the coverage would be improved.

Mr. Miller stated the City has a system that is dying and the question is how long we will

let this go. We need to bite the bullet and do the right thing instead of spending the money twice.

Mr. Gerhart mentioned that we could hire a third party consultant to review the parties, which could provide another opinion and see how thorough the work is.

Motion to go forward with Councilor Veach's amended motion was defeated **4/4** with Mayor Minor and Councilors Clark, Hill and Tagnesi voting in the negative, Vice-President Art Major was absent.

Anthony Williams, City Attorney, stated since there is a work session scheduled for next week, would it be possible to use that time to flesh out more options to be presented to council.

Council decided to put this on the agenda for next week's work session scheduled for August 23, 2011.

O-2011-38: AN ORDINANCE TO AMEND AND READOPT SECTIONS 7-17 THROUGH 7-20A OF THE WINCHESTER CITY CODE IN ORDER TO INCORPORATE LOCAL NAMES PREVIOUSLY ADOPTED FOR VOTING PRECINCTS INTO THE PUBLISHED CODE OF ORDINANCES

Joyce Braithwaite, Registrar, stated she was providing the requested information to incorporate local names previously adopted for voting precincts into the published code of ordinances.

Councilor Willingham moved to forward O-2011-38 to Council. *The motion was seconded by Councilor Veach then unanimously approved by voice-vote.*

R-2011-28: Authorize the Winchester Police Department to accept a Department of Justice Byrne Grant for the purchase of equipment and services

Chief Kevin Sanzenbacher stated the Winchester Police Department is proposing to purchase equipment using $13,938 in funding provided by the U.S. Department of Justice Byrne Grant Program. This will include replacement ballistic vests for the SWAT team, investigative equipment for the Criminal Investigations Division and an upgrade to the Department website.

Councilor Willingham moved to forward R-2011-28 to Council. *The motion was seconded by Councilor Veach then unanimously approved by voice-vote.*

R-2011-29: Authorize the application for funding through the Virginia Fire Services Board Hardware Grant for the purchase of a desk-top computer or a network printer

Scott Cullers, Fire Chief, stated he was seeking approval and support from City Council to place an application for this grant, which will help fund either a desk-top computer or a network printer for the Fire and Rescue Department.

Councilor Clark moved to forward R-2011-29 to Council. *The motion was seconded by Councilor Willingham then unanimously approved by voice-vote.*

O-2011-39: AN ORDINANCE TO AMEND AND RE-ENACT SECTION 29-13 OF THE WINCHESTER CITY CODE PERTAINING TO AN INCREASE SEWER RATES TO CORRECT A SCRIVENER'S ERROR

Perry Eisenach, Public Services Director, stated the ordinance contained an error where the date for the second sewer rate increase read "June 1, 2011" instead of "June 1, 2013".

Councilor Veach moved to forward O-2011-39 to Council. *The motion was seconded by Councilor Tagnesi then unanimously approved by voice-vote.*

O-2011-40: AN ORDINANCE TO AMEND AND RE-ENACT SECTIONS 29-27, 29-28, AND 29-32 OF THE WINCHESTER CITY CODE PERTAINING TO DROUGHT MANAGEMENT AND WATER CONSERVATION

Perry Eisenach, Public Service Director, stated The City of Winchester, like all other applicable water providers throughout the state, is required to adopt a Water Supply Plan and Drought Response Ordinance before November 1, 2011. A few years ago, the City decided to participate in the Regional Commission along with 19 other jurisdictions in the northern Shenandoah Valley in preparing a Regional Water Supply Plan. The plan contains information regarding the water supply by each jurisdiction, existing water demands, and what that jurisdiction expects to be. The City's existing water source is in really good shape. This plan also includes a Drought Response Plan, which the City currently has sections that talk about the drought plan and in the proposed ordinance; the City Manager would be authorized to declare a drought stage based on the severity of drought conditions and flows in the river. In case there is a drought warning or drought watch; currently there are no restrictions on anybody. The proposed penalties for violating the water will be monitored in 3 levels. The first would be to advise the citizens to preserve water, which includes not washing the car or sidewalk. The second warning would be a written warning with a disconnect of their water supply, but the citizens could pay a $100 penalty to get their water turned back on. The third warning would be to turn off the water until the drought is over; they would pay a $250 penalty and could even be issued a ticket for a possible misdemeanor. They could appeal any of these charges with City Council if they choose. Mr. Eisenach said what they are asking Council to do is adopt this drought response ordinance, changing city code with regards to this and adopt the resolution approving the Regional Water Supply Plan.

Councilor Willingham asked how it would work if there was a real disaster or drought issue and we have contracts to supply water.

Mr. Eisenach stated the City Manager would deem which way was proper to preserve the water.

President Buettner informed Councilor Willingham that if there was a main break, we have the ability to purchase from Frederick County.

Councilor Veach asked if the City went into an emergency would there be anything about using the phone system.

Mr. Gerhart stated the progression of the drought watch/warning in an emergency is linear. When these kinds of situations occur, the City Manager and the citizens will know what to do because it will be clear to everyone. He also said that there would have to have a lot done before they start to restrict stuff.

Councilor Tagnesi moved to forward O-2011-40 to Council. *The motion was seconded by Councilor Willingham then unanimously approved by voice-vote.*

R-2011-30: Approval of the Northern Shenandoah Regional Water Supply Plan

See above

Councilor Veach moved to forward R-2011-30 to Council. *The motion was seconded by Councilor Tagnesi then unanimously approved by voice-vote.*

O-2011-21: AN ORDINANCE TO AMEND AND RE-ADOPT CERTAIN PROVISIONS OF THE PUBLISHED WINCHESTER CODE OF ORDINANCES PURSUANT TO THE CITY'S COMPREHENSIVE CODE REVIEW

Anthony Williams, City Attorney stated they started this process in 2008 and the Charter Update was presented to council at two work sessions. During these work sessions there were revisions proposed by staff as well as by members of City Council. The last item that was outstanding as of the June 28, 2011 work session was Section 2-61, which came up inadvertently. Councilor Willingham noticed this was on top and a co-extension of the amendment. This brought up questions about the process by which ordinances are reviewed and approved by the City Attorney's office. Vice-President Major also had some concerns as well. Mr. Williams said he had meetings with Vice-President Major and said the original version is what is currently in the code; the middle version is what was proposed and the bottom version represents what was discussed.

Councilor Willingham moved to forward O-2011-21 to Council. *The motion was seconded by Councilor Clark then unanimously approved by voice-vote.*

O-2011-23: AN ORDINANCE TO AMEND AND RE-ADOPT THE WINCHESTER CITY CHARTER

Anthony Williams, City Attorney, stated this is a summary of the major revisions proposed as a result of the Comprehensive Code review of the City's code of Ordinances conducted by the Code Review Committee. It is recommended that Council adopt the ordinance in order that the proposed revisions may be presented to the Virginia General Assembly for approval.

Councilor Veach moved to forward O-2011-23 to Council. *The motion was seconded by Councilor Clark then unanimously approved by voice-vote.*

Report of Liaisons

Councilor Veach stated the school board had a meeting to get ready for the new school term and they have a retreat Saturday August 20, 2011 if anyone would like to attend.

Councilor Willingham stated the School Board approved the selection of the architecture for John Kerr Elementary School.

Adjourn

Councilor Willingham made a motion to adjourn the meeting at 7:47 p.m. *The motion was seconded by Councilor Clark then unanimously approved by voice-vote.*