Exhibit H

MINUTES OF THE COMMON COUNCIL
IN REGULAR SESSION
December 13, 2011

A regular session of the Winchester Common Council was held on Tuesday, December 13, 2011 in the Council Chambers, Rouss City Hall. President Jeffrey Buettner called the meeting to order at 7:01 p.m.

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

INVOCATION – Reverend James Utt of Grace Evangelical Lutheran Church delivered the invocation.

PLEDGE OF ALLEGIANCE – Mayor Minor led the councilors and citizens in the Pledge of Allegiance.

APPROVAL OF MINUTES – October 18, 2011 Work Session, October 25, 2011 Work Session, November 8, 2011 Regular Meeting

Vice-President Major moved to approve the minutes of the October 18, 2011 Work Session, October 25, 2011 Work Session, and November 8, 2011. *The motion was seconded by Councilor Veach then unanimously approved 8/0.*

Councilor Tagnesi moved to add the following item to the agenda:

A resolution to express Council's appreciation for exemplary performance and acknowledge the Deputy Clerk of Council's recent award from the Virginia Municipal Clerks Association as the 2011 Clerk of the Year for Region III

The motion was seconded by Councilor Willingham then unanimously approved 8/0.

REPORT OF THE MAYOR

R-2011-58: Resolution honoring Gilbert M. Hough, Jr.

R-2011-66: Resolution honoring the retirement of Larry Elliott

Mayor Minor presented R-2011-66 to Mr. Elliot in honor of his service to the City of Winchester. She also presented the resolution to Kari Van Diest, Deputy Clerk of

Council, in honor of her receiving the Region III VMCA Clerk of the Year award. Mr. Hough was not present at the meeting.

Vice-President Major moved to approve R-2011-58, R-2011-66, and the resolution honoring the Deputy Clerk of Council. *The motion was seconded by Councilor Willingham then unanimously approved 8/0.*

Mayor Minor was please to announce The Winchester-Frederick County Visitors Center greeted 1,175 visitors during the month of November. She stated this was a 30% increase over the number of people they greeted during November of 2010.

Mayor Minor stated on behalf of City Council, she would like to wish everyone a Merry Christmas and a safe, healthy New Year.

REPORT OF THE CITY MANAGER

Interim City Manager Craig Gerhart stated he wanted to update Council on three items tonight. First, there is an updated staff report and recommendation for O-2010-24. Staff did receive additional information this afternoon and recommend tabling the item. Second, the representatives from the volunteer fire companies have asked to acknowledge two caveats in R- 2011-67 to authorize a loan to the South End Volunteer Fire Company for volunteer representation and a lien to recoup the money. The money would go into the EMS fund. Third, he announced the attendance of three guest speakers tonight.

Presentation: Summer High School Leadership by Design for Public Service Students

Olivia Holdway, Stefan Debski, and Colby Steele presented on the findings from a door-to-door survey conducted in all areas of the city as a part of the Summer High School Leadership by Design program.

REPORT OF THE CITY ATTORNEY

City Attorney Anthony Williams stated the EDA Director has asked that a slight text amendment in R-2011-55 be brought to Council's attention. There is no action needed on the amendment.

PUBLIC HEARINGS

O-2011-52: Second Reading – AN ORDINANCE TO CONDITIONALLY REZONE 3.57 ACRES OF LAND AT 1705 AMHERST STREET *(Map Number 150-01-11)* FROM LOW DENSITY RESIDENTIAL (LR) DISTRICT WITH CORRIDOR ENHANCEMENT (CE) DISTRICT OVERLAY TO RESIDENTIAL OFFICE (RO-1) DISTRICT WITH CE DISTRICT OVERLAY. The Comprehensive Plan calls for medical and general office uses on the periphery of the Medical Center District and identifies this property as a redevelopment site. **RZ-11-529**

No citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:21 p.m.

Councilor Willingham moved to adopt O-2011-52. *The motion was seconded by Vice-President Major then adopted by the affirmative roll-call vote of a majority of all members of the Common Council, the ayes and nays being recorded as shown below:*

MEMBER	VOTE
Councilor Clark	Aye
Councilor Hill	Absent
Vice-President Major	Aye
Vice-Mayor McInturff	Aye
Mayor Minor	Aye
John Tagnesi	Aye
Councilor Veach	Aye
Councilor Willingham	Aye
President Buettner	Aye

O-2011-53: Second Reading – AN ORDINANCE TO AUTHORIZE AND ACCEPT THE CONVEYANCE OF REAL PROPERTY LOCATED AT 209 E. CORK STREET, IN FURTHERANCE OF THE GREEN CIRCLE PROJECT.

No citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:22 p.m.

Councilor Willingham moved to adopt O-2011-53. *The motion was seconded by Councilor Veach then adopted by the affirmative roll-call vote of a majority of all members of the Common Council, the ayes and nays being recorded as shown below:*

MEMBER	VOTE
Councilor Clark	Aye
Councilor Hill	Absent
Vice-President Major	Aye
Vice-Mayor McInturff	Aye
Mayor Minor	Aye
John Tagnesi	Aye
Councilor Veach	Aye
Councilor Willingham	Aye
President Buettner	Aye

O-2010-24: Second Reading – AN ORDINANCE TO APPROVE AND ADOPT A SPOT BLIGHT ABATEMENT PLAN AND ABATE A PUBLIC NUISANCE

PURSUANT TO SECTION 6-133 OF THE WINCHESTER CITY CODE, FOR THE STRUCTURE(S) AND PROPERTY LOCATED AT 630 NORTH LOUDOUN STREET (Public Hearing Held and Tabled on November 8, 2011)

A citizen stated that as of last Thursday, he is the new owner of the property mentioned. He has been working with Mr. Gilpin to try to get ownership for the last two years. Since taking over the property, he has completed some of the upgrades that are consistent with the City's goals. He asked Council for a 6 month extension to continue with the improvements.

No further citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:24 p.m.

Vice-President Major moved to table O-2010-24 for six months. *The motion was seconded by Mayor Minor then unanimously approved 8/0.*

CU-11-530: Conditional Use Permit – Request of Scott Rosenfeld for a conditional use permit for a structure with a footprint exceeding 8,000 square feet at 1705 Amherst St *(Map Number 150-01-11)* with proposed zoning of Residential Office (RO-1) District with Corridor Enhancement (CE) District overlay.

No citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:22 p.m.

Vice-President Art Major moved to approve CU-11-530. *The motion was seconded by Councilor Willingham then unanimously approved 8/0.*

CU-11-534: Conditional Use Permit – Request of Lori K.F Bales and Ronald C. Bales for a conditional use permit for an accessory structure used and occupied as a subordinate dwelling unit by a domestic employee at 225 West North Avenue *(Map Number 153-01-A-16)* zoned Low Density Residential (LR) District.

No citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:25 p.m.

Councilor Willingham moved to approve CU-11-534. *The motion was seconded by Councilor Veach then unanimously approved 8/0.*

CU-11-582: Conditional Use Permit – Request of Blanca Lopez dba Perlita's Mexican Restaurant for a conditional use permit for expansion of an existing nightclub use at 101-103 Weems Lane *(Map Number 271-04-101)* zoned Highway Commercial (B-2) District.

A neighboring citizen stated he is not interested in having a night club across the street because of the noise and guaranteed Council would not be either. He is tired of having his windows vibrate until 3:00 a.m. and finding trash cans and beer cans and bottles in his front yard. He has asked them to keep the noise down through the City police and it

hasn't happened yet. The noise has been measured at about 53 decibels by the City police which he understands is a normal voice. If you are trying to work on a computer, watch TV or go to bed, it is like having someone talking right next to you and you can't get anything done. There are other people in the neighborhood who are elderly or sick and he does not think they should have to listen to that.

No further citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:27 p.m.

Vice-President Major moved to approve CU-11-582. The motion was seconded by Councilor Willingham.

Vice-President Major asked Zoning Administrator Vince Diem since the applicant already has a CUP and this is to allow expanding to another part of the building, will turning this down not solve the issue brought to us tonight. Mr. Diem stated there is about one incident report per month on file with the Police department regarding the noise particularly on Saturdays evenings. Those predate Council's recently passed ordinance regarding noise.

Councilor Veach asked about the current status of the permits and with ABC. Mr. Diem stated all of the permits have been obtained and the licenses too. ABC has received and approved the expansion for the night club.

The motion to approved CU-11-582 was unanimously approved 8/0.

CU-11-585: Conditional Use Permit – Request of Kenisha Bridgemohan dba Island Delights Caribbean Restaurant, LLC, for a conditional use permit for expansion of an existing nightclub use at 821 North Loudoun Street *(Map Number134 -05-6)* zoned Highway Commercial (B-2) District.

Doreen Swanson stated she is the property manager for the Fort Collier Terrace Apartments directly behind Island Delights. The tenants did not realize they could call the police department to complain about the noise. The concern is it is already a noisy place and they are going to be allowed to expand it and make it even noisier. Currently, the police are getting about two calls per month on that business and the noise. Many petitions are being passed around the neighborhood by other people that she has not seen. The noise is not only coming into the complex located on North Braddock but it crosses North Braddock Street into a regular housing area as well. She is not sure what can be done but the noise is a terrible problem right now. The back of their building to the fence line is only 25 feet and there is 50 feet from the fence line to a neighbor's home. It is not a troublesome spot but the music is awful. She presented Council with a petition signed with 49 signatures expressing the concerns with the BOOM-BOOM-BOOM. People come home from work on Friday and Saturday night wanting to put their feet up and 50 feet from their front door is BOOM-BOOM-BOOM until 2:30 in the morning. She stated the tenants do not want to see an expansion until the noise problem is fixed.

John, a tenant at 974 North Braddock Street stated the problem is when the police measure the decibels, they are legal. The whole building has bay doors or garage doors on the back and that is where the noise comes from. It is not the music as much as it is the bass. The thumping will go on for 50 minutes then go away for a time then comes back when you are trying to go to sleep. It is constant. He asked what requirements are given with the permits regarding the structure of the building to isolate the noise. He stated that is the problem. He asked that a requirement be given with the expansion to make it sound proof. I

No further citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:38 p.m.

Vice-President Major moved to approve CU-11-585. The motion was seconded by Councilor Willingham.

Councilor Veach stated one of the conditions is all doors and windows stay closed and asked if the large doors will be checked by the officers. Police Chief Kevin Sanzenbacher stated it would.

Councilor Clark asked if there have been a number of complaints in the last few months. Chief Sanzenbacher stated there have not. One was received on November 19th, one on October 9th, and two in September.

The motion to approve CU-11-585 was unanimously approved 8/0.

PUBLIC COMMENTS

No citizens came forward to address Council concerning this issue and the President declared the public hearing closed at 7:41 p.m.

CONSENT AGENDA

AGENDA

R-2011-67: Resolution – Authorize the proposed loan to South End Fire Company and agree to support the funding from the EMS Reserves

Councilor Willingham moved to approve R-2011-67. *The motion was seconded by Mayor Minor then unanimously approved 8/0.*

O-2011-54: First Reading – AN ORDINANCE TO AUTHORIZE THE ADDITIONAL APPROPRIATION OF FUNDS FOR NECESSARY EXPENDITURES OF THE CITY OF WINCHESTER, VIRGINIA FOR THE FISCAL YEAR ENDING JUNE 30, 2012

TP-11-620: Request of Frederick County Public Schools for permit renewal for two mobile office units at 1313 Amherst Street (Map Number 170-01-1) zoned Residential Office (RO-1) District with Corridor Enhancement (CE) District overlay

Vice-President Major moved to approve TP-11-620. *The motion was seconded by Councilor Willingham then unanimously approved 8/0.*

R-2011-60: Resolution – Approval of a one year extension for CU-09-05 regarding a Neighborhood Convenience Establishment at 715 South Kent Street

Councilor Willingham moved to approve R-2011-60. *The motion was seconded by Vice-President Major then unanimously approved 8/0.*

R-2011-61: Resolution – Approve the issuance of bonds by the Industrial Development Authority of Clarke County to benefit Shenandoah University

Vice-President Major moved to approve R-2011-61. *The motion was seconded by Councilor Willingham then unanimously approved by voice-vote.*

R-2011-62: Resolution – Approval of the request from SAAA to waive the monthly rental fee at the Active Living Center for six months

Mayor Minor moved to approve R-2011-62. *The motion was seconded by Vice-President Major then unanimously approved 8/0.*

R-2011-63: Resolution – Authorizing the distribution of an RFP regarding the Comprehensive Communications Project

Vice-President Major moved to approve R-2011-63. *The motion was seconded by Councilor Willingham then unanimously approved 8/0.*

R-2011-64: Resolution – Authorizing the Manager to execute a lease for the relocation of OHND to the Our Health Campus in accordance with RFP 200819

Vice-President Major moved to approve R-2011-64. *The motion was seconded by Councilor Clark then approved 7/0 with Councilor Willingham abstaining.*

R-2011-55: Resolution – Adoption of the 2011 Winchester Transit Development Plan

Councilor Willingham moved to approve R-2011-55. *The motion was seconded by Councilor Clark then unanimously approved 8/0.*

R-2011-65: Resolution – Approval of contract for the purchase of real property located at 150 Commercial Street and Certification that Councilor Art Major did not participate as a member of the governing body in the sale, lease, or exchange of the property

Mayor Minor moved to approved R-2011-65. The motion was seconded by Councilor Willingham then approved 7/0 with Vice-President Major abstaining.

Motion to re-appoint Laurie Bridgeforth and appoint Corwyn Garman as members of the Old Town Development Board for three year terms expiring October 31, 2014

Councilor Willingham moved to approve the appointments of Ms. Bridgeforth and Mr. Garman to the OTDB. *The motion was seconded by Mayor Minor then unanimously approved 8/0.*

Motion to appoint Scott Dawson as a member of the Old Town Development Board for an unexpired three year term ending October 31, 2013

Vice-President Major moved to approve the appointment of Mr. Dawson to the OTDB. *The motion was seconded by Councilor Willingham then unanimously approved 8/0.*

Announce the resignation of Hunter Hurt as a member of the Board of Zoning Appeals effective October 11, 2011 and direct the Clerk to advertise the vacancy. Mr. Hurt was serving a five year term to expire on July 31, 2014.

EXECUTIVE SESSION

MOTION TO CONVENE IN EXECUTIVE SESSION PURSUANT TO §2.2-3711(A)(1) AND A(7) OF THE CODE OF VIRGINIA FOR THE PURPOSE OF DISCUSSION AND CONSIDERATION OF INFORMATION REGARDING THE SUBJECT OF THE EMPLOYMENT, ASSIGNMENT, APPOINTMENT, AND PERFORMANCE OF SPECIFIC PUBLIC OFFICERS APPOINTEES, AND EMPLOYEES OF THE CITY OF WINCHESTER AND FOR THE PURPOSE OF RECEIVING LEGAL ADVICE AND STATUS UPDATE FROM THE CITY ATTORNEY AND LEGAL CONSULTATION REGARDING SPECIFIC LEGAL MATTERS REQUIRING THE PROVISION OF LEGAL ADVICE BY THE CITY ATTORNEY AND MATTERS OF ACTUAL OR PROBABLE LITIGATION AND PURSUANT TO §2.2-3711(A)(3) FOR THE PURPOSE OF DISCUSSION OR CONSIDERATION OF THE SUBJECT OF THE DISPOSITION OF AN INTEREST IN REAL PROPERTY WHERE IF MADE PUBLIC, THE BARGAINING POSITION OR FINANCIAL INTEREST OF THE CITY WOULD BE ADVERSELY AFFECTED.

Vice-President Major moved to convene into executive session at 7:47 p.m. *The motion was seconded by Mayor Minor then unanimously approved 8/0.*

Vice-President Major moved to reconvene in open session at 8:27 p.m. *The motion was seconded by Councilor Willingham then unanimously approved 8/0.*

Upon returning, each member certified that only public business matters lawfully exempted from open meeting requirements of the Virginia Freedom of Information Act were discussed during the closed meeting, and that only those public business matters identified in the motion which convened the closed meeting were heard, discussed, or considered during the closed meeting.

A roll call vote was taken, the ayes and nays being recorded as shown below:

MEMBER	VOTE
Councilor Clark	Aye
Councilor Hill	Absent
Vice-President Major	Aye
Vice-Mayor McInturff	Aye
Mayor Minor	Aye
John Tagnesi	Aye
Councilor Veach	Aye
Councilor Willingham	Aye
President Buettner	Aye

ADJOURNMENT

Councilor Willingham moved to adjourn the meeting at 8:27 p.m. *The motion was seconded by Mayor Minor then unanimously approved 8/0.*

_____
Kari J. Van Diest
Deputy Clerk of the Common Council

THE COMMON COUNCIL

Rouss City Hall
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Winchester, VA 22601
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I, Kari J. Van Diest, Deputy Clerk of the Common Council, hereby certify on this 27th day of December 2011 that the following Resolution is a true and exact copy of one and the same adopted by the Common Council of the City of Winchester, assembled in regular session on the 13th day of December 2011.

RESOLUTION

WHEREAS, the Radio Project is continuing to move forward through the development and design stages; and

WHEREAS, the Radio Project stakeholders in a collaborative effort with personnel of Robert L. Kimball and Associates have pursued several designs to address the communications needs of the city; and

WHEREAS, a Request for Proposal has been crafted and is presently undergoing a second review; and

WHEREAS, the Request for Proposal addresses the concerns and desires of the members of the Common Council.

NOW THEREFORE BE IT RESOLVED that members of the Common Council authorize the distribution of the Request for Proposal through the regulations specified within the procurement ordinance.

Resolution No. 2011-63.

ADOPTED by the Common Council of the City of Winchester on the 13th day of December 2011.

Witness my hand and the seal of the City of Winchester, Virginia.

Kari J. Van Diest
Deputy Clerk of the Common Council