From: John Underwood - CLTC
Subject: L"Esprit Neighbors - FYI On Two Emails To Board Candidates
Date: Sunday, October 25, 2026 6:37:27 AM
Attachments: August 27, 2012 Board Meeting Minutes.pdf

From: John Underwood - CLTC <John@cltcinc.com>
Sent: Thursday, October 22, 2026 8:06 AM
To: John Underwood - Ogimaa <Ogimaa@OurSpiritCommunity.com>; John Bovenzi <john.r.bovenzi@gmail.com>; dsr83@bellsouth.net; chris@theniblocks.com; rmacowboy@gmail.com
Subject: RE: President Shirrell - Corporate Corrections

Gentlemen,

One person who received the email below is interested in how the board was managed and decisions were facilitated when I was LPOA President. I'm pleased to oblige by sharing this response with all of you as board candidates.

Attached are the minutes from the final board meeting that I chaired. Here are some relevant points.

- The meeting was audio recorded and immediately made available to any interested member, same as any information that was requested (membership roster, financials and so forth).
- Neither board members nor guests were allowed to disrupt the proceeding. No screaming, insults or profanity, as unfortunately had occurred before my board term and then afterwards.
- Important signed legal opinions were secured and then incorporated into the minutes regarding significant policy issues. Members deserve to see all signed legal opinions,

whether formally adopted or not by the board.

- One major policy decision involved someone who also served on the board. That person, perhaps along with a few others, had for years been commandeering all sub-association votes on LPOA matters, as opposed to permitting each tract owner to cast his/her individual votes, per the Declaration. This injustice was corrected with a split board vote.
- Similarly, numerous maintenance-related enforcement decisions were made with split board votes.

By comparison, please review the board minutes on www.lesprit.org to determine if there were ANY dissenting votes since November 2022 regarding major policy issues (fine policy, prescriptive easement, disregarding five-acre minimum for subdivision, etc.). Also, see if you can find any signed legal opinions that should have preceded those votes.

I hope the three of you who are elected will make thoughtful independent decisions, based on our governing documents. Across-the-board consensus is commendable only when it's fully compliant with L'Esprit/LPOA rules.

John Underwood
Tract 152-1
502-262-8612

From: John Underwood - Ogimaa <Ogimaa@OurSpiritCommunity.com>
Sent: Wednesday, October 21, 2026 9:14 AM
To: John Bovenzi <john.r.bovenzi@gmail.com>; dsr83@bellsouth.net; chris@theniblocks.com; rmacowboy@gmail.com

Subject: FW: President Shirrell - Corporate Corrections

John, Scott, Chris & Mike,

Thanks for your LPOA board candidacies. I'm sharing the email below that recently was sent to current board members.

I also encourage you to thoroughly review the content on www.ourspiritcommunity.com. It's essentially a five-year compendium of LPOA correspondence and policy decisions.

Last, please don't hesitate to contact me. Reta/I have resided in L'Esprit for 20 years. I previously served as a board member, as well as treasurer and then president. Twenty-five years of my professional career was managing statewide member-driven nonprofit corporations. I tend to understand this "association stuff".

(Equine related, Reta trained/raced thoroughbreds, three of which remain retired on our property. Decades ago, she galloped horses at Churchill Downs and several other racetracks around the country. I daily clean our horse stalls for 'enjoyment'.)

Gentlemen, thanks again, and a preceding congratulations to whichever three of you are elected.

John Underwood
Tract 152-1
502-262-8612

From: John Underwood - Ogimaa <Ogimaa@OurSpiritCommunity.com>

Sent: Friday, September 25, 2026 7:27 AM
To: Barrett Shirrell <barrettcbar@icloud.com>
Cc: Tom Henrion <tomhenrion@bellsouth.net>; tomhenrion777@gmail.com; Michael Ash <michael@ashgroup.us.com>; Elizabeth Rapaport <berapaport@gmail.com>; peabodyfox@aol.com; peabodyfox@yahoo.com; trishw0104@aol.com; Mary Vandenbark <maryvandenbarkcpa@gmail.com>; rich@hebelhornung.com
Subject: President Shirrell - Corporate Corrections

President Shirrell,

During the past four years, there have been multiple lawsuits, as well as formal legal communiques regarding other matters that could have devolved into litigation. Further, as a member of the corporation, I've made numerous permitted requests to inspect books, papers and records, virtually all of which weren't acknowledged, much less accommodated. And, there have been no written legal opinions adopted by board motion that support many significant policy decisions over this same four-year period (see www.ourspiritcommunity.com).

There can be go-forward corporate corrections.

- Follow the rules. For example, attorney opinions and confidential settlement agreements don't supersede our governing documents (otherwise those documents aren't needed). It's highly advisable to host an annual orientation session for board members, officers, committee chairpersons and attorney(s) to review these documents in detail.
- Always be transparent. This foremost includes every member's Article X inspection rights (books, papers, records) to prevent potential litigation for one to exercise that basic right.
- Don't threaten owners. This includes not selectively enforcing,

or ignoring, any rule.

- Expand the role of your board attorney to include, in the overall best interest of the corporation, continuously counseling board members, officers and committee chairpersons about complying with their fiduciary responsibilities.
- Make every required board decision at a scheduled board meeting and codify it in the published minutes.
- To protect all members, make sure that your board has adopted a written legal opinion by motion at a scheduled board meeting before making any significant policy decision. A few of many recent examples of how this didn't occur are the 'fine policy' (in abeyance), prescriptive easement authority (doesn't exist), speaking on behalf of the private affairs of tract owners (not permitted), and the alleged approval process for two recent subdivisions (one of which has tracts less than 5 acres).
- Ensure that only board members or officers, not committee chairpersons, make policy decisions that are the sole corporate responsibility of those board/officers.
- Related, verify that all LPOA communication comes from corporate designees who have proper authority. For example, the person who chairs the maintenance committee shouldn't be posting what I personally perceived to be an official, yet incomplete, opinion response concerning a recent legal settlement agreement.
- Restrict ACC-assigned decisions to that committee, per the Declaration. Board members and attorneys don't have requisite authority under Article 3 of the Declaration.
- Assist the maintenance committee and ACC, as standing committees, to understand that they have no Article 7

enforcement authority. Once an alleged violation has occurred, it's solely the board's purgative whether to pursue enforcement.

- Remind the bridle path committee that it's not a standing committee, and thus is relegated to board-assigned authority which doesn't include self-expensed activities or selective maintenance/repairs functions on bridle path easements. Related, LPOA on the whole has no authority to facilitate the usage, promotion or maintenance/repairs of non-easement private property for the recreational purpose of horseback riding in L'Esprit.
- Develop Declaration-required bylaws amendment language for a member vote, then the corresponding rules & regulations, to finally clarify all maintenance, repairs, etc. responsibilities regarding bridle path easements. The first step toward implementation then will be to re-survey and provide directional/safety signage for the entirety of L'Esprit's bridle path easement system.
- Commission the re-survey and replacement of L'Esprit's record plat, subject to 75% voting acreage approval. This would be a multi-year and costly project, yet is necessary to reflect the actual status of this development. Part and partial should be proposed elimination of bridle path easement sections that permanently are no longer accessible.

President Shirrell, thanks for considering, and I'll also soon share my recommendations with the 2026 board candidates.

John Underwood
Co-Owner - Tract 152-1