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Subject: Update - No Legal Opinion(s) Adopted By LPOA Board?
Date: Friday, June 26, 2026 8:14:00 AM

L'Esprit Neighbors,

As previously shared, I requested under Article X of LPOA's bylaws to inspect any legal opinion(s) that has been formally adopted as official policy by the board of directors on and after November 16, 2022 regarding a lengthy list of subjects (below).

No arrangements were made for me to inspect. As a result, I conclude the answer is No to this previous question, *"Did LPOA's significant legal expenses during 2023-25 include any board-adopted legal opinions, given that multiple policy decisions were made?"*

This then triggers the following question that also was posed, *"If the board didn't adopt legal opinions by approved motions, what entities actually received a majority of LPOA's significant legal expenditures during 2023-2025, as well as into this year?"*

I'll conclude with this personal observation. My conjecture is a collective fair market valuation of 4200 acres, residences, barns, fencelines, and other improvements in L'Esprit would be hundreds of millions of dollars. When a significant policy issue arises for LPOA, it seems that volunteers first should request and formally adopt a written legal opinion before making any binding corporate decision. This could help to protect our respective property values,

as well as mitigate the risk/impact of litigation.

Kindest regards,

John Underwood

Co-Owner, Tract 152-1

ogimaa@ourspiritcommunity.com

From: John Underwood - Ogimaa

Sent: Monday, June 8, 2026 2:43 PM

Subject: Legal Expenses & Legal Opinions

L'Esprit Neighbors,

Five months ago, the LPOA board of directors approved a 2026 budget with \$48,000 in legal expenses. During 2023-2025, legal expenses had already averaged close to \$50,000/year.

For context, all expenditures during 2022 totaled less than \$70,000. This year's budgeted \$48,000 for legal expenses is 60% more than LPOA's second highest line item (bridle path maintenance).

The board also approved in January a \$12/acre 'special legal assessment'. There was no preceding membership meeting, nor any all-member communication before we received our invoices in mid-May.

I have a fundamental concern, based on common sense, 25 years of professional member-driven association management experience, and prior volunteer service as an LPOA board member, treasurer and president. By now, many of you are aware of my www.ourspiritcommunity.com.

Specifically, I don't recall reading 2023-current board minutes that include board-adopted legal opinions either before or after major policy decisions. As examples, the board's unilateral fine policy (now in 'abeyance'), volunteers threatening private property rights via prescriptive easement, substantive subdivision-related matters, a confidential legal settlement agreement with a L'Esprit tract owner, the board's retroactive personal reimbursement to a volunteer for a large expense that wasn't pre-approved by the prior board, ACC denial of permitted property improvement, public advocacy regarding non-LPOA matters, and disregarding a violation of L'Esprit's copyright on campaign literature for board candidates.

I've also not seen a board-adopted legal opinion that affirms the legality of bylaws language enacted in late-2022 that can prohibit a member, as defined in Article 5 of the Declaration, from being nominated for a board seat. In addition and if applicable to LPOA, I've not seen a board-adopted legal opinion that addresses whether a property owners association should cover the personal legal expenses of an individual.

All said, I haven't located the answer to this overriding question – Did LPOA's significant legal expenses during 2023-25 include any board-adopted legal opinions, given that multiple policy decisions were made?

Or this question – If the board had first adopted legal opinions to support their multiple policy decisions, would that perhaps have mitigated the risk of litigation against LPOA, or at least have strengthened our standing to challenge/settle multiple lawsuits in a timelier manner?

Or this question – If the board didn't adopt legal opinions by approved motions, what entities actually received a majority of LPOA's significant legal expenditures during 2023-2025, as well as into this year?

I can self-answer this question – If I had been a board member

during this period, would I have voted in favor of any major policy proposal without the board first adopting by approved motion a corresponding legal opinion that supported the legality of that major policy proposal? In one emphatic word, **No!**

In closing, these are my thoughts, based on my personal understanding. Please arrive at your own conclusions, as always.

Kindest regards,

John Underwood
Co-Owner, Tract 152-1
ogimaa@ourspiritcommunity.com

From: John Underwood - Ogimaa
Sent: Sunday, June 7, 2026 10:47 AM
To: barrettcb@icloud.com; whereitiswritten@gmail.com; tomhenrion@bellsouth.net; berapaport@gmail.com; michael@ashgroup.us.com; djansen1222@gmail.com
Cc: Peabody <lesprit.maintenancecommittee@gmail.com>; lespritacc@gmail.com; Mary Vandenberg <maryvandenbergcpa@gmail.com>
Subject: Article X Inspection

I respectfully wish to exercise my rights under Article X of LPOA's bylaws, "The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member", related to any legal opinion(s) that has been formally adopted as official policy by the board of directors on and after November 16, 2022 regarding the following subjects that are listed below.

Please advise if any such adopted legal opinion(s) exists, and if so, when and where that I can inspect it/them. As a courtesy to neighbors, I'll share my findings, as well as include the same on www.ourspiritcommunity.com.

- Legal exception to the requirement of Declaration Article 8.03(i) that, effective May 16, 2025, no new tract created by re-subdivision shall be less than five acres.
- Legality of the ACC and board accepting and approving an LPOA non-subdivision application for a requested major subdivision.
- Recommended recourse by LPOA if prior to receiving required LPOA approvals, a tract owner submits a subdivision plan to the governmental agency having jurisdiction for approval.
- Legality of LPOA representatives entering into a confidential settlement agreement with a tract owner, those provisions of which are withheld from other members of the corporation who are jointly and severally liable for said provisions.
- Legality and recourse regarding any provision of a confidential settlement agreement entered into by LPOA representatives, if said provision violates a L'Esprit/LPOA requirement.
- Legality of the bylaws rule that any tract owner without a residence on said tract is ineligible to be a candidate for a board seat.
- Liability of LPOA representatives posting L'Esprit bridle path signage, and reflecting the same on the L'Esprit bridle path map, regarding locations that aren't designated as bridle path easements on the L'Esprit record plat.

- Liability of LPOA representatives not exercising due diligence to post directional and safety signage throughout the entirety of designated bridle path easements on the L'Esprit record plat.
- Legality of LPOA representatives facilitating any maintenance and repair, whether by volunteers or paid vendors, on private property that isn't designated as a bridle path easement on the L'Esprit record plat.
- Liability of LPOA representatives failing to inform a vendor about the official location of a designated bridle path easement(s) on the L'Esprit record plat if that vendor is will be performing services at said location.
- Official locations of 15' recorded bridle path easements along the main branch of Harrod's Creek, and who has authority to make those determinations from time to time.
- Applicability to L'Esprit of KRS 381.785–381.801.
- Legality of the board's 'fine policy' enacted on August 7, 2023, and retroactively dated July 1, 2023.
- In relation to KRS 411.190, legality of L'Esprit/LPOA pursuing easement by prescription for the purpose of horseback riding/hiking on private property that isn't designated as bridle path easement on the L'Esprit record plat.

- Legality and recommended best practice of LPOA paying attorney and related expenses for persons who have been sued in their individual capacity.
- Legality of any board member and/or officer who, without board delegation to execute or board approval to expend LPOA funds, signs in the name and on behalf of the Association a written instrument in the form of a vendor work order/quote.
- Legality of the ACC prohibiting inspection under Article X of approved/denied applications submitted to the ACC.
- Legality of the ACC to selectively deny a tract owner the right to make a permitted improvement on that tract, or for which the ACC has previously approved the same as an exception for another tract, or for which the board has failed to exercise enforcement of the same for another tract.
- Legality of any LPOA board member or officer interfering with or circumventing the ACC's authority under Article 3 of the Declaration.
- Legality of LPOA representatives using the Declaration's preamble to circumvent compliance with, and enforcement of, any requirement otherwise specified in the Declaration.
- Any exception(s) to a member's right of inspection under Article X of LPOA's bylaws.
- Legality of LPOA representatives selectively enforcing with

some tracts, but not all, the same requirement in the L'Esprit/LPOA governing documents.

- Legality, as well as general advisability, of any LPOA representative supporting, opposing or communicating on behalf of LPOA regarding a L'Esprit tract owner's pursuits that aren't within LPOA's corporate purview, such as an application to a government agency.
- Statutory/regulatory requirements for LPOA representatives to retain all corporate documentation, including electronic communications, that are the legal property of LPOA and, upon the representatives' conclusion of service, transferring said documentation to authorized LPOA representatives.
- Legality of, and recommended recourse when, an individual or entity violates L'Esprit/LPOA copyrights, such as use of names or logos.

Much appreciated,

John Underwood

Co-Owner, Tract 152-1

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