From: John Underwood - Ogimaa
Subject: LPOA Board Candidates - So Much Work To Be Done
Date: Saturday, September 26, 2026 4:50:33 AM

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