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May 12, 2022

VIA EMAIL

Andy Weingarten, President
L'Esprit Property Owners Association, Inc.
P.O. Box 264
Pendleton, Kentucky 40055

Re: Covenants and Restrictions / Preamble

Dear Mr. Weingarten:

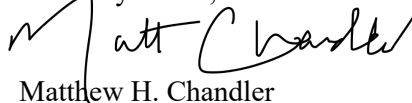
Pursuant to your request, I have reviewed the Third Amendment and Restatement of the L'Esprit Master Declaration of Easements, Covenants and Restrictions (the "Declaration"). It's my understanding that certain members of L'Esprit Property Owners Association, Inc. ("LPOA") contend that the preamble to the Declaration takes precedence over or otherwise controls the actual covenants and restrictions in the Declaration with respect to future developments. I disagree with that assertion. In my opinion, the unambiguous language in the Declaration permits certain developments/subdivisions, subject of course to the conditions set forth in the Declaration.

A recital or preamble is primarily used to aid in the construction or interpretation of a contract. It is not an essential part of the contract. *Jones v Paducah*, 283 Ky 628, 142 SW2d 365 (1940). Also see *Elizabethtown v Cralle*, 317 SW2d 184, 187 (Ky 1958), wherein the court noted that the statements in the preamble cannot be the foundation of an agreement. I have attached the above-referenced cases and other relevant cases for your review.

In summary, the LPOA board and any related committee should not attempt to create an ambiguity within the Declaration based on the preamble. The board members have a fiduciary duty to the other members of LPOA and that duty includes following the Declaration as written.

Please contact me if you have additional questions regarding this matter.

Sincerely Yours,



Matthew H. Chandler

Enclosures