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January 28, 2021

John (Skip) C. Randolph, Esq.
Jones, Foster, Johnston & Stubbs, P.A.
505 South Flagler Drive
Suite 1100
West Palm Beach
Florida 33401

Re: The Mar-A-Lago Club

Dear Skip:

I represent President Donald J. Trump and The Mar-a-Lago Club.

As we have discussed, an issue has arisen questioning whether President Trump, as the Owner of The Mar-a-Lago Club ("MAL"), has the right to reside there. I am writing to explain why that position has absolutely no merit.

Chronologically, President Trump purchased Mar-a-Lago from the Post Foundation in 1985 and utilized it as his private residence[1]. In 1993, the Town of Palm Beach ("Town") approved an application for a special exception (one that was contemplated by the existing zoning code and did not require a variance) to use MAL as a private social club. The 1993 application for this special exception specifically stated:

> "...**the actual usage of Mar-a-Lago will not change. No new activity will occur which cannot, does not or has not taken place in the past under the existing zoning of this property.** The applicant seeks no physical change whatsoever to the property (such as, for instance, the addition or demolition of any improvement)..." (Emphasis supplied)

[1] Donald J. Trump purchased Mar-A-Lago in 1985 from the Post Foundation. By virtue of subsequent internal transfers executed over the past thirty-five years, Mar-A-Lago is currently owned by Mar-A-Lago Club, LLC. This entity is ultimately owned entirely by The Donald J. Trump Revocable Trust dated April 7, 2014, a trust of which Mr. Trump is the beneficiary and sole trustee.

After much discussion, debate and negotiations, the special exception was granted and a Declaration of Use Agreement ("Agreement") was mutually drafted and ultimately executed by the Town, The Mar-a-Lago Club, Inc. and President Trump as Owner of MAL. Under the terms of the Agreement, the Town required the Owner to remain ultimately responsible for the property and all related taxes and expenses.

Importantly, while the Town could have specifically provided in the Agreement that the Owner could not reside on the property, it did not. The Town did specifically limit the use of the guest suites on the property ("The use of guest suites shall be limited to a maximum of three (3) non-consecutive seven (7) day periods by any one member during the year"), but President Trump does not use a guest suite when at MAL, he uses the "Owner's Suite", which is not a guest suite. It was never intended that conversion of MAL to a private club would change the nature of or the Owner's right to use the Owner's Suite.

Also important is the fact that the Agreement states:

> "The use of the Land shall be for a private social club **in compliance with all of the information and exhibits included in the application not inconsistent with the terms set forth herein, and subject to such uses not inconsistent with the terms set forth herein, set forth in the Application for Special Exception No. 11-93 and The Mar-a-Lago Club: A Special Exception Use and Preservation Plan, as amended (hereinafter referred to as the "Plan")** as submitted to the Town." (Emphasis supplied)

And the Application and Plan specifically refer to and describe in detail the very Owner's Suite we are discussing ("Owner's Suite: Accessible from the south end of the cloister…the Owner's Suite consists of Pine Hall (an antechamber), a vestibule (Louis XV Hall), the owner's bedroom, toilet, bath and drawing room, and the Norwegian Room and bath"). It has always been the case, before and after the execution of the Agreement in 1993, that President Trump has resided in the Owner's Suite when at MAL, a use which has been far in excess of three visits per year and has never been challenged. Referring again to the specific language of the Application, it states:

> "In its conversion from a so-called Large Residential Estate to a private social club, **the actual usage of Mar-a-Lago will not change. No new activity will occur which cannot, does not or has not taken place in the past** under the existing zoning of this property." (Emphasis supplied)

President Trump as well as Marjorie Merriweather Post resided at Mar-a-Lago prior to its use as a private social club, and his act of residing there ever since is clearly a use completely consistent with the use of the property in the past as set forth in the Application and adopted in the Agreement.

The Agreement is the entire agreement of the parties, and it specifically says so:

> "This Agreement represents the entire agreement between the parties as to its subject

matter and it may not be amended except by written agreement executed by both parties."

As you know, this means that nothing that may have been said by or on behalf of any of the parties to the Agreement before it was entered into is relevant. The parties negotiated the terms of the Agreement over numerous months and after much open debate and discussion. Under the law, the only language relevant to the Agreement is the specific language of the Agreement itself, and the documents to which is makes specific reference. And the Agreement itself, through its reference to the Application and Plan, not only refers to the Owner's Suite, but describes it in great detail, and states that the actual usage of the property will not change.

Finally, the Town's Zoning Code specifically allows President Trump to reside at MAL. The relevant provisions are contained within Sec. 134-2. - Definitions and rules of construction:

> "...(b) Definitions. The following words, terms and phrases, when used in this chapter, shall have the meanings ascribed to them in this section, except where the context clearly indicates a different meaning:
>
> > ...**Club, private** means buildings and/or facilities, not open to the general public, owned and operated by a corporation or association of persons for social or recreational purposes for members and their bona fide guests and which may render, as an accessory use, services that are customarily carried on as a business. **Within residential zoning districts, a private club may provide living quarters for its bona fide employees only.**
> >
> > ...**Employee means any person generally working on site for the establishment and includes sole proprietors, partners, limited partners, corporate officers and the like.**" (Emphasis supplied)

President Trump is the President of Mar-A-Lago Club, LLC (the legal owner of MAL), and as a corporate officer oversees the property. He is therefore a bona fide employee within the express terms of the Town's Zoning Code. As such, separate and apart from all of the other reasons outlined above, under the Town's own Zoning Code he is clearly entitled to reside there.

Sincerely,

SELLARS, MARION & BACHI, P.A.

John B. Marion, IV

JBM/bb