Martin's Landing Foundation
Proposed 2026 Governing Documents FAQ

Provided by Winter Capriola Zenner, LLC

As many of you know, we've received many questions from Owners upon the proposal to adopt the Amended and Restated Declaration and Bylaws. Prior to the Town Hall scheduled for Tuesday November 3, 2026, the Board wanted to provide a response to some of the questions most frequently received from Owners. Please see below for those questions and responses.

1. Was the notice timely under the 30-day requirement in the 2008 documents?

Yes. The 2008 Declaration requires the consent to be sent to Members "30 days in advance of the vote or canvass thereon." The notice is dated October 19. Voting is open from November 1 through December 15, and results are certified December 16. No owner has to vote on opening day, and every owner has more than 30 days to review the documents before voting closes.

2. Who can vote, and what is the approval threshold?

Each Lot has one vote, cast by the Owner or the Owner's spouse or domestic partner. The 2008 Declaration allows amendment by Members in good standing holding 66 2/3% of the total eligible vote, and the notice measures standing as of October 31 at 5:00 PM. Approval is measured against all eligible votes, so an owner who does not vote does not help the proposal. An owner who believes the Foundation's record of their standing is wrong should contact the management office in writing before the deadline. If two household members vote differently for one Lot, neither vote counts. Votes are cast on TownSq or by paper ballot upon request.

Assessments and money

3. Why remove the assessment cap, and how could owners stop an increase?

The 2008 Declaration currently has a cap that only permits the Foundation to increase its assessment in accordance with CPI-U. It is a formula, not a budget, and it has resulted in repeated budgeting shortfalls over the years. The Board debated this issue perhaps more than any other change, but decided this sets the Foundation up for its best future. The Board put countermeasures in place, that the 2008 Declaration does not have, to "offset" this change.

1. Most modern declarations cap special assessments at the same amount of the annual assessment without a vote of the owners. The Board capped it at 1/6 of the annual assessment without a vote.

2. Second, building on the special assessment cap, it removed representative voting. The 2008 Declaration permits passage of a special assessment equal to the annual assessment by a representative vote. Under the Amended and Restated, any vote will be of the members directly.

3. The budget is determined by the Board, which is made up of Owners (who also have to pay the assessments), that are appointed by the members. If members do not like how the Board is budgeting, it can appoint new members of the Board.

4. A majority of the members can disapprove of the budget. If successful, the Foundation reverts to the prior year's budget.

5. Why add an initiation fee, and how will it affect resale?

The fee equals one year's assessment, paid at closing, on the resale of any property. It is not charged on transfers between spouses or domestic partners, transfers by will or intestacy, gifts, foreclosures, moves between Lots within the Community, or refinancings. Its purpose is to have each incoming owner contribute to the shared amenities and reserves the owner will use. These fees are common in Georgia communities, and buyers see the fee in their closing figures.

6. Can the Board borrow money without a member vote? Is there a cap?

Yes, the Amended and Restated authorizes borrowing without a member vote so long as the collateral for the loan is future assessments. It does not permit the Foundation to pledge Common Property as collateral for a loan. Repayment comes from the annual budget, which is subject to owner disapproval. This authority permits the Foundation to fund urgent repairs without needing to pass a special assessment.

Fines, hearings and liens

7. Will there be a published fine schedule, and are fines a source of revenue?

The Amended and Restated Declaration does not mandate a fine schedule, but, as has been done in the past, the Board plans to keep a fining schedule in place. The primary purpose of fines is enforcement, and the Board does not plan on fines when constructing its budget. The Amended and Restated also continues to give each Owner who receives a violation letter the opportunity to request a hearing, as the 2008 Declaration does, but replaces the 2008 two-step process (an Appeal Board, then the Board) with a single hearing before the Board.

8. What process comes before a fine, and can an owner bring an attorney?

The Board may not impose a fine or suspend rights until it serves a written notice stating the violation, the action needed to fix it, the proposed sanction, and the right to challenge. The owner has 10 days from the date of the notice to challenge. If the owner challenges, a hearing is held before the Board at which the owner may present statements, evidence and witnesses, and the minutes must record the result and any sanction. A single hearing before the Board is faster and less costly than the multi-level 2008 process, and the owner keeps the right to go to court. The text does not prohibit an attorney. Notices go out through the management company or the Foundation's attorney, which keeps a record of when each notice was sent. The statement that technical notice defects do not invalidate a hearing applies only if the owner attended a hearing.

9. Can fines and legal fees become liens? Is there a minimum before the Foundation records a lien or forecloses? Is the attorney-fee provision one-way?

The Amended and Restated Declaration does not change how the 2008 Declaration treats fines and legal fees. That is to say, outstanding fines and legal fees already constitute a lien on property within the Foundation. Since 2008, under the 2008 Declaration and the Georgia Property Owners Association Act ("POAA"), the Foundation has had the ability to pursue an order for foreclosure on a Lot with a delinquent balance of more than $2,000. The Board has rarely pursued this right, and it does not plan to change that because of the Amended and Restated.

Effective January 1, 2027, community associations that are subject to the POAA, which we are, are only permitted to pursue an order for foreclosure when the outstanding balance is at least the

lesser of $4,000.00 or 12 months of regular assessments, but not less than $2,000.00. Those amounts cannot include fines, fees, or legal fees.

The Amended and Restated Declaration provides that the Foundation is entitled to recover attorney's fees when it successfully brings suit to collect assessments or enforce the Declaration. It does not contain language that provides Owners recover fees if they successfully sue the Foundation.

Georgia law (SB 406 and HB 220)

10. Does the proposal comply with Georgia's HOA laws?

These questions were split into three primary categories: The POAA, the Georgia Property Owners Bill of Rights Act, commonly known as SB 406 ("BORA") and HB 220, which modified O.C.G.A. 44-3-223. The Amended and Restated complies with each of these codes.

POAA: The Declaration is made under the Georgia Property Owners' Association Act and follows the Act on liens, late charges, interest, the five-business-day payoff statement, meeting notice periods, the six-month lease minimum and the two-thirds amendment vote.

BORA: BORA is a new statute, and most of it has not gone into effect. The Secretary of State is still in the process of adopting the rules and regulations that will govern its initial interpretation, there are areas that are already widely considered to need clarification, and there are arguments that portions of the statute are unconstitutional. In short, it is likely that BORA will be modified to some extent at some point. The Board made the decision not to incorporate BORA's current requirements to ensure that the Foundation is not contractually obligated to comply with statutory requirements that may not exist in the future. That being said, the Board understands those requirements exist today and is going to comply with those requirements so long as they are in effect.

HB 220: The 2008 documents already allowed suspension of voting rights for violations. The Amended and Restated Declaration continues to permit suspension of voting rights for violations. HB 220 amended O.C.G.A. 44-3-223 to provide, among other things, that a community association cannot suspend voting rights based on fines. It does not provide that a community association cannot suspend voting rights for open violations of the governing documents. As such, the Declaration controls. The Foundation will follow these statutes as they take effect.

New use restrictions and grandfathering

11. Why move rules from the Guidelines into the Declaration?

There are two primary reasons. First, the Declaration is a recorded document that is publicly available in the land records. Any potential purchaser can view the document prior to purchasing, know our rules, and decide to purchase or not accordingly. Contrary to that, the rules are not publicly recorded and potential purchasers may not know they exist until purchase. Second, rules in the Amended and Restated Declaration can be changed only by two-thirds of the Total Foundation Vote. The Amended and Restated Declaration then provides that any future rules adopted by the Board via guidelines can be repealed by a majority of all eligible votes.

12. Do gardens, hammocks, basketball goals, lighting changes, solar devices, trees, vehicles and pets need approval, and will existing items be grandfathered?

The Amended and Restated does not change most of these rules. The current ARC Guidelines already require ARC approval for permanent basketball goals, front-yard vegetable gardens and solar systems, and they restrict large commercial vehicles and four or more dogs. The proposal writes these and several more into the Declaration (Decl. 8).

If an Owner has an architectural modification on their property today that constitutes a violation under the current Guidelines, that violation can continue to be enforced upon the recording of the Amended and Restated. If an Owner has an architectural modification on their property today that is not a current violation of the Declaration or Rule Guidelines, the Foundation cannot retroactively demand its removal.

Architectural review and Board discretion

13. What limits the ARC's "sole discretion," and can the Board override it?

The Board may modify or overrule the ARC it appoints. Directors are Owners or their spouses or domestic partners, appointed by the neighborhoods.

14. Why does the text use "sole discretion" so often, and what can a future Board do?

A Board needs room to apply general standards to specific facts, because no document can list every situation. "Sole Discretion" is a contractual phrase used to identify the party that has the ability to perform that application. The discretion here comes with checks the 2008 documents did not have: notice and a hearing before any fine or suspension, owner repeal of Board rules, votes by the members instead of representatives, etc.

Board decisions also remain subject to the review of Georgia courts who review association decisions for procedural fairness and reasonableness.