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VIA FIRST CLASS MAIL:
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September 29, 2020

Mr. David Hopkins
10887 Big Canoe
Big Canoe, GA 30143

Re: Big Canoe Property Owners Association, Inc.
Response to Email "Big Canoe Voter Complaint & Notice"

Dear Mr. Hopkins,

As you know from my previous correspondence, this firm represents the Big Canoe Property Owners Association, Inc. ("Association"). I have been asked by the Association's Board of Directors to respond to your most recent email dated September 25, 2020, outlining certain disputes that you have with a Ballot sent out to all Members of the Association to allow Members to vote on funding for the Creek 9 Renovation Project. Please direct all future correspondence regarding this matter directly to my office. For the reasons set forth in further detail below, your allegations regarding the invalidity of the Ballot are without merit, and as such, your request to have the "vote halted or suspended" is hereby DENIED.

Both the Big Canoe governing legal documents and Georgia law authorize the Association to conduct a vote of the Owners via written ballot outside of a meeting so long as the total number of votes cast by written mail in ballot equals or exceeds the number of votes needed to achieve a quorum for a duly called meeting. The minimum percentage of votes that must be cast via written ballot (or present at an in person meeting) in order for an official meeting of the POA to take place is 25% of the eligible votes of the Association. This percentage has been utilized at Big Canoe since 2006 when the Third Amended and Restated Bylaws went into effect. Nothing has changed with regard to the quorum requirements in presenting the Ballots for the Creek 9 Project vote.

However, in an effort to be overly transparent and so as to allow all Owners to completely understand the voting requirements and process, the Big Canoe Board included in this most recent voting package and Ballot a recitation of the wording of the tiered Bylaws quorum requirements, **and** included as part of the vote each Owners' express authorization and agreement to the adjournment and reconvening of a meeting process as outlined in the Bylaws allowing the Association to reach the 25% minimum quorum requirement, if needed.

You are obviously well aware of the Ballot's verbiage on Page 2 which indicates that by signing the Ballot you, as a Member of the Association, are agreeing to the adjournment and reconvening of the "meeting" at which this vote would take place were it to be in person, but which deadline to submit the Ballots outside of a meeting is September 30, 2020, and that depending upon the number of Ballots returned the Quorum requirement may vary between 25%-35%. However, the number of Ballots returned must at least reach the level necessary (as indicated in the Ballot) to reach a 25% quorum, or the entire measure would be deemed moot because the votes could not be counted if the number of Ballots returned by the deadline did not meet the 25% minimum quorum threshold.

The Bylaws for Big Canoe expressly provide for this tiered quorum and for this adjourning and reconvening process that 35% of the eligible votes must be represented in person or by proxy at the first call of a meeting, but that if for any reason this quorum requirement is not met at that first meeting, the Bylaws expressly authorize persons representing a majority of the votes cast at the first meeting to "adjourn" such meeting and to reconvene at a second meeting (which can be the same day as the first, or up to 45-days later), at which second meeting the quorum requirement is reduced to 30% of the eligible votes of the Association. Again, if for any reason there are not enough people present (at an in person meeting), or votes cast via mail in ballot to reach that second quorum threshold, the Bylaws allow the persons representing a majority of the votes at the second meeting to again agree to adjourn and reconvene to a third meeting, (again on that same day), at which meeting the third and final minimum quorum requirement of 25% of the eligible votes must be met.

The total number of votes needed for each quorum percentage is stated on page 2 of the Ballot sent to each Owner. The Ballot simply provides that by voting on the Creek 9 Project, each Owner who is voting is also agreeing to the adjournment and reconvening of each meeting in order to reach at least the minimum quorum requirement of 25% which would allow the votes to be counted and the Creek 9 Project to either be approved or disapproved by the membership. This process of adjourning and reconvening on the same day (i.e. by the same deadline for the mail in ballot) is utilized because it is required by the Bylaws, and it eliminates the need to mail out thousands of ballot packages to all Owners on multiple meeting dates with differing deadlines which would be costly and inefficient if the Association had to mail out new Ballot packets each time if the first or second quorum tiers are not initially met.

Therefore, as stated on Page 2 of the Ballot, if 2,004 or more votes are cast by Owners by the September 30, 2020, deadline, then the 35% quorum requirement will have been met and the Creek 9 Project initiative would need at least fifty (50%) of the votes cast to be Approvals in order for the Project to become approved. However, if that threshold is not reached, then if 1,718 or more votes are cast by Owners by the deadline, then the 30% quorum requirement will have been met and at least 50% of that number would be needed for Project approval. Finally, if that threshold is not met, the Bylaws require that at least 1,432 votes must have been cast by the September 30, 2020, deadline in order for the 25% quorum requirement to have been met, and at least 50% of those votes cast must be Approvals in order for the combined Creek 9 Project measure to become effective. If at least 1,432 votes are NOT cast by the September 30, 2020, deadline, then the minimum quorum requirement for an official meeting will not have been met and the combined Creek 9 Project as presented cannot then be approved as the result will be that an official vote cannot even take place without the 25% quorum having been met.

As such, the entire Ballot and voting process presented by the Association's Board for this Creek 9 Renovation Project is completely valid and has been conducted in compliance with the Association's Bylaws and with Georgia law. As a Member in good standing with the Association you have been given the opportunity to vote on this measure in accordance with the provisions of the Ballot.

If you do not like the Association's ability to adjourn and reconvene a meeting in order to reach the minimum quorum requirements as allowed by the Bylaws, you are welcome to refrain from voting on this measure at all which would mean your vote would not be counted toward the new quorum, nor would you be voting either in favor or against the funding for the Creek 9 Project.

However, your allegations that the Ballot or the voting process for this matter were in any way invalid and/or that the Board has "violated, willfully and with intent" their obligations to you as a Member of the Association are false and wholly without merit, and your threats to file a lawsuit against the Association Board Members, and/or to file a Georgia Bar Complaint against me are also baseless.

The Association's Board of Directors has been and continues to be completely transparent with regard to all of the Association's projects and transactions, and your demands to "suspend the Creek 9 Voter Referendum" are completely unfounded. The Association will vigorously defend any such allegations in a court of law, if necessary, and may bring countersuits and any other legal actions as authorized by Georgia law in response to such false and frivolous claims and allegations if they continue, including seeking damages for abusive litigation if your lawsuits and complaints meet the requirements for same. *Please govern yourself accordingly.*

The Board will report to the entire Big Canoe community the results of the vote after the September 30, 2020, deadline and this report will include: (a) the total number of votes cast, (b) the quorum percentage that was met (or an announcement that it was not met if the minimum 25% of eligible votes were not cast), (c) the total number of Approvals and (d) the total number of Disapprovals for the project, and whether or not the combined Creek 9 Project funding was approved.

Please feel free to contact me if you have further questions or concerns regarding this matter.

Sincerely,

GADDIS & LANIER, LLC

Kimberly C. Gaddis

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