

FLATS ON ARCHER ADVANCE REQUEST NO. 9

Pursuant to the Redevelopment Agreement dated October 8, 2013 (the "Redevelopment Agreement"), and the Mortgage and Promissory Note dated June 7, 2017, in the amount of \$750,000.00 by The Tulsa Development Authority ("TDA") and THE FLATS ON ARCHER, LLC ("Developer"), Developer hereby requests an Advance in the amount of \$ 48,450.00 for the account of Developer from the account in the City of Tulsa established for the Flats on Archer Project Redevelopment Agreement.

Developer does hereby certify to the TDA that, as of the date hereof: (i) the representations in the Redevelopment Agreement are hereby ratified and confirmed, (ii) the requested Advance herein is for the Expenditures Eligible for Reimbursement of Development Costs (as defined in the Redevelopment Agreement), (iii) there exists no default in or breach of the terms and provisions of the Redevelopment Agreement by Developer, (iv) the Redevelopment Agreement is in full force and effect, and (v) all conditions precedent to payment of the requested Advance herein have been met and payment of the Advance requested herein is proper pursuant to the terms of the Redevelopment Agreement, (vi) attached hereto are copies of the AIA form (when applicable), architect certification of percentage of completion of the Project, schedule of values for all elements of work performed, invoices, cancelled checks, and other documentation required to be received by TDA under the Redevelopment Agreement in connection with such Expenditures Eligible for Reimbursement, all of which invoices and other documents have been approved by TDA, (vi) there has not been filed with or served upon TDA notice of any lien, right to lien, or attachment upon or claim affecting the right to receive payment of, any of the monies payable to any of the persons, firms, or corporations named in such invoices, which have not been released or will not be released simultaneously with the payment of such obligation, and (vii) TDA has received from Developer all documents required by the Redevelopment Agreement, including, but not limited to the statutory payment bond, the certificate evidencing all-risk builders risk insurance.

Dated this 31st day of July, 2018.

THE FLATS ON ARCHER, LLC
An Oklahoma Limited Liability Company

By: Sattcom Investments, LLC an Oklahoma
Limited Liability Company, MANAGER

By: Howard Aufleger
Howard Aufleger, Its Co-Manager

By: Sam Cornbs, III
Sam Cornbs, III, Its Co-Manager

Dated this 23rd day of August, 2018.

The above Advance Request is hereby approved this _____ day of _____, 20____.

TULSA DEVELOPMENT AUTHORITY

By: _____
Executive Director

PROGRESS PAYMENT RELEASE

To: The Flats on Archer

Job: The Flats on Archer

Owner: The Flats on Archer, LLC

Conditional Waiver And Release Upon Progress Payment

Upon receipt by the undersigned of a check from: The Flats on Archer, LLC in the sum of \$ 1,042,100.37 payable to Rupe Helmer Construction, LLC and when the check has been properly endorsed and has been paid by the bank upon which it is drawn, this document shall become effective to release any mechanic's liens, stop notices or bond right the undersigned has on the job referenced above. This release covers the progress payment for all labor, service, equipment or material furnished to The Flats on Archer, LLC through 07/31/18 only and does not cover any retentions retained before or after the release date; extras furnished before the release date for which payment has not been received; extras or items furnished after the release date. Rights based upon work performed or items furnished under a written change order which has been fully executed by the parties prior to the release date are covered by this release unless specifically reserved by the claimant in this release. This release of any mechanic's lien, stop notice, or bond right shall not otherwise affect the contract rights, including rights between parties to the contract based upon a recession, abandonment, or breach of the contract, or the right of the undersigned to recover compensation for furnished labor, services, equipment, or material was not compensated by the progress payment. Before any recipient of this document relies on it, said party should verify evidence of payment to the undersigned.

Rupe Helmer Construction, LLC

(Company Name)

DATE: 7.30.18

By: _____

(Signature)

(Printed Name)

(Title)

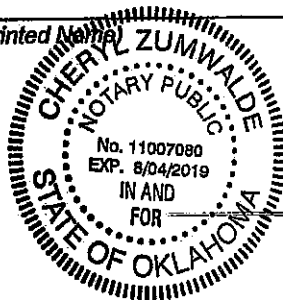
State of Oklahoma

County of Tulsa

Subscribed and sworn to before me,
this 30 day of July, 2018

Cheyl Zumwalde
(Notary Public)

My Commission Expires: 08.04.19



Number: 11007080

Sattcom Investments, LLC

August 23, 2018

Tulsa Development Authority

1216 N. Lansing Ave., Suite D
Tulsa, OK 74106

Attention: O.C. Walker, Executive Director

Re: *The Flats on Archer, LLC* – Redevelopment Project “Request for Advance No. 9”

Dear Mr. Walker:

Please consider this correspondence *The Flats on Archer, LLC*'s developer verification and Request for Advance No. 9 (Request) of funds from the account at the City of Tulsa established for The Flats on Archer Project Redevelopment Agreement. This incremental advance request of 6.46 percent is based on a total project completion amount of 84.76 percent for the period through July 31, 2018, as compared to, the 78.30 percent completion status reported in our previous request. The project completion status has been verified by our Architect-of-Record, Sikes Abernathie Architects, P.C.

Also, this Request is pursuant to The Flats on Archer Redevelopment Agreement (Agreement) dated October 8, 2013, and the Mortgage and Promissory Note (Promissory) dated June 7, 2017 in the amount of \$750,000.00. Both, Agreement and Promissory are with the Tulsa Development Authority.


The supporting details and documentation related to this Request are as follows:

- Name: *The Flats on Archer, LLC* Redevelopment Project
- Project Completion: 84.76%, or 6.46% additional (see Architect-of-Record verification letter)
- Rupe-Helmer “Application and Certificate for Payment” as of July 31, 2018 (see attached)
- Executed “Advance Request Form No. 9 (see attached): $\$750,000 \times 6.46\% (84.76 - 78.30) = \underline{\$48,450.00}$
- Unsubmitted Loan Balance: \$114,301.00
- Total of Requests Submitted: \$635,699.00 (Advance Requests No's. 1-9)
- Total of Requests Received: $<\underline{\$465,225.00}>$ (Advance Requests No's. 1-6)
- Total of Requests Pending: \$170,474.00 (Advance Requests No's. 7-9)

The Flats on Archer Project “Request for Advance No. 9” @ 6.46 percent: \$48,450.00

Please let me know if you have any questions or require additional information.

Respectfully,



Sam Combs III
The Flats on Archer, LLC
Co-Manager, SATTCOM Investments, LLC

Cc: Mr. Jot Hartley
Mr. Howard Aufleger



August 1, 2018

Mr. Sam Combs
The Flats on Archer, LLC
304 S. Duck
Stillwater, OK 74074

Project Name: The Flats on Archer
Tulsa, OK
Pay Application Number 17

Mr. Combs,

We have reviewed the most recent pay application with the associated schedule of values, and have determined that the work completed and the quantity of stored materials matches or exceeds the amounts requested. The pay application presented on July 30, 2018, for 84.76%, was approved and signed as submitted.

Sincerely,
SIKES ABERNATHIE ARCHITECTS, P.C.

A handwritten signature in black ink, appearing to read 'M. Sikes', written over a horizontal line.

Mike Sikes,
President



Cc: Mr. Howard Aufleger, The Flats on Archer, LLC

SIKES ABERNATHIE ARCHITECTS
406 SOUTH BOULDER AVE., SUITE 700
TULSA, OK 74103
(918) 599-0541

Application and Certificate For Payment

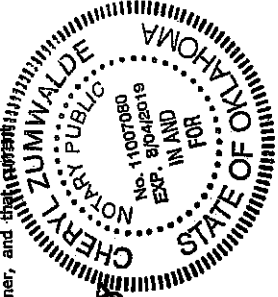
<p>To Owner: The Flats on Archer, LLC 304 South Duck Stillwater, OK 74074</p>	<p>Project: Flats On Archer 110 N Boston Ave Tulsa, OK 74103</p>	<p>Application No: 17 Date: 07/01/2018</p> <p>Period To: 07/31/18</p> <p>Architect's Project No:</p> <p>Contract Date: 03/23/17</p>
<p>From (Contractor): Rupe Helmer Construction, LLC 5810 E Skelly Dr 12th Floor Tulsa, OK 74135</p>	<p>Contractor Job Number: 1703-02</p> <p>Via (Architect):</p> <p>Contract For:</p>	
<p>Phone: 918 749-1880</p>		

Contractor's Application For Payment

Change Order Summary	Additions	Deductions
Change orders approved in previous months by owner	164,724.76	
Change orders approved this month	33,187.60 29,181.55	
Totals	62,369.15	
Net change by change orders	227,093.91	

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information, and belief the work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for work for which previous Certificates for Payment were issued and payments received from the Owner, and that payment shown herein is now due.

Contractor: [Signature] Date: 7/30/18
 By: [Signature] County of: Tulsa
 State of: Oklahoma 30 day of July
 Subscribed and sworn to before me this 30 day of July
2018 (year). Notary public: Cheryl Zumwalde
 My commission expires 08-04-19.



Original contract sum	9,700,000.00
Net change by change orders	227,093.91
Contract sum to date	9,927,093.91
Total completed and stored to date	8,414,428.38
Retainage	408,346.97
5.0% of completed work	12,209.45
5.0% of stored material	420,556.42
Total retainage	7,993,871.96
Total earned less retainage	6,951,771.59
Less previous certificates of payment	0.00
Current sales tax	0.00
0.000% of taxable amount	1,042,100.37
Current sales tax	0.00
Current payment due	1,933,221.95
Balance to finish, including retainage	

Architect's Certificate for Payment

In accordance with the Contract Documents, based on on-site observations and the data comprising the above application the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the Amount Certified.

Amount Certified: \$ 1,042,100.37

Architect: [Signature] Date: 07-30-18

This Certification is not negotiable. The Amount Certified is payable only to the Contractor named herein. Issuance, payment, and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.

Application and Certificate For Payment — page 2

To Owner: The Flats on Archer, LLC
 From (Contractor): Rupe Helmer Construction, LLC
 Project: Flats On Archer

Application No: 17
 Contractor's Job Number: 1703-02
 Architect's Project No:

Period To: 07/31/18

Item Number	Description	Scheduled Value	Work Completed		Materials Presently Stored	Completed and Stored to Date	%	Balance to Finish	Retention	Memo
			Previous Application	This Period						
00.1	Construction Mgr's Profit Fee	300,000.00	300,000.00	0.00	0.00	300,000.00	100.00	0.00	15,000.00	
00.2	Construction Mgr's Svc Fee	318,000.00	318,000.00	0.00	0.00	318,000.00	100.00	0.00	15,800.00	
01	General Conditions	424,256.00	311,000.00	50,485.00	0.00	361,485.00	85.20	62,771.00	18,074.25	
02	Existing Conditions	80,334.00	68,283.00	0.00	0.00	68,283.00	85.00	12,051.00	3,414.15	
03	Concrete	1,356,843.00	1,267,054.00	47,240.00	0.00	1,314,294.00	96.90	42,049.00	65,714.70	
04	Masonry	585,000.00	534,000.00	37,360.00	0.00	571,360.00	97.57	13,640.00	28,568.00	
05	Metals	622,500.00	457,766.00	0.00	102,620.00	560,386.00	90.02	62,114.00	28,019.30	
06	Wood & Plastics	1,212,401.65	902,806.00	192,073.00	0.00	1,094,879.00	85.36	177,522.65	51,743.95	
07	Thermal & Moisture Protection	533,159.00	411,462.00	74,436.00	0.00	485,898.00	91.14	47,281.00	24,284.90	
08	Openings	628,800.88	485,473.00	84,970.00	0.00	570,443.00	90.72	58,357.88	28,522.15	
09	Finishes	1,172,428.00	582,417.00	120,169.00	141,569.00	844,145.00	72.00	328,281.00	42,207.25	
10	Specialties	35,315.70	0.00	5,200.00	0.00	5,200.00	14.72	30,115.70	260.00	
11	Equipment	207,293.10	0.00	0.00	0.00	0.00	0.00	207,293.10	0.00	
12	Furnishings	20,850.00	0.00	0.00	0.00	0.00	0.00	20,650.00	0.00	
14	Conveying Equipment	115,700.00	89,360.00	26,340.00	0.00	115,700.00	100.00	0.00	5,785.00	
21	Fire Suppression	195,464.00	175,011.00	0.00	0.00	175,011.00	89.54	20,443.00	8,760.65	
22	Plumbing	498,820.00	425,643.00	12,317.00	0.00	438,960.00	88.00	59,860.00	21,948.00	
23	HVAC	485,480.00	342,184.00	37,500.00	0.00	379,684.00	78.21	105,806.00	18,984.20	
26	Electrical	664,000.00	506,298.00	48,037.00	0.00	554,335.00	83.48	109,665.00	27,716.75	
28	Electronic Safety & Security	60,600.00	36,400.00	7,500.00	0.00	43,900.00	72.56	16,600.00	2,195.00	
32	Exterior Improvements	30,112.67	7,782.00	0.00	0.00	7,782.00	25.84	22,330.67	389.10	
33	Utilities	153,444.00	141,673.00	0.00	0.00	141,673.00	92.33	11,771.00	7,083.65	
OCO1	Owner Change Order #1 Billing Total	95,987.66	95,987.66	0.00	0.00	95,987.66	100.00	0.00	4,796.38	
OCO2	Owner Change Order #2	3,320.72	0.00	3,320.72	0.00	3,320.72	100.00	0.00	166.04	
OCO3	Owner Change Order #3	33,039.17	20,402.00	0.00	0.00	20,402.00	61.75	12,637.17	1,020.10	
OCO4	Owner Change Order #4	9,207.51	0.00	3,300.00	0.00	3,300.00	35.84	5,907.51	0.00	

Application and Certificate For Payment --- page 3

To Owner: The Flats on Archer, LLC
 From (Contractor): Rupe Helmer Construction, LLC
 Project: Flats On Archer

Application No: 17 Date: 07/01/18 Period To: 07/31/18
 Contractor's Job Number: 1703-02
 Architect's Project No:

Item Number	Description	Scheduled Value	Work Completed			Materials Presently Stored	Completed and Stored to Date	Balance to Finish	Retention	Memo
			Previous Application	This Period	%					
OCC5	Upgrade to under mount sinks	23,169.70	0.00	0.00	0.00	0.00	23,169.70	0.00	0.00	
OCC6	Owner Change Order #6	33,167.60	0.00	0.00	0.00	0.00	33,167.60	0.00	0.00	
OCC7	Owner Change Order #7	29,181.55	0.00	0.00	0.00	0.00	29,181.55	0.00	0.00	
Application Total		9,927,093.91	7,480,001.66	690,237.72	244,189.00	6,414,426.38	84.76	1,512,666.53	420,566.42	