TULSA DEVELOPMENT AUTHORITY REGULAR MEETING

DATE: March 1, 2018
TO: Chairman and Board Members
FROM: Office of Tulsa Development Authority
SUBJECT: Advance Request No. 4 from The Flats on Archer to TDA from the $750,000.00 account established for the Flats on Archer Project Redevelopment Agreement

Background:
Redeveloper: The Flats on Archer, LLC
Owner: The Flats on Archer, LLC
Developer: The Flats on Archer, LLC
Engineer: Sikes Abernathy Architects
Location: 110 North Boston Ave., Tulsa, OK
Size of Tract: 1.68 Acres
Number of Lots: 1 Lot
Development Area: Brady Village
Comp Plan: Downtown Master Plan
Loan Amount: $750,000.00
Executive Director: O.C. Walker

Other Relevant Info:

This is a request from The Flats on Archer, LLC to the TDA Board of Commissioners authorizing a Resolution issuing the Fourth Advance Request for The Flats on Archer Project.

The TDA Board of Commissioners approved the following Resolutions:

Resolution No. 6373 – September 7, 2017 – Request No. 1 - $142,425.00 – 18.99%
Resolution No. 6401 – December 6, 2017 – Request No. 2 - $79,500.00 – 10.60%
Resolution No. 6412 – February 1, 2018 - Request No. 3 - $77,250.00 – 10.30%

This Fourth Advance Request from The Flats on Archer, LLC for The Flats on Archer Project in the amount of $30,975.00 (4.13%), represents 44.02% total completion, according to the Project Architect-of-Record, Sikes Abernathy Architects, P.C. To date, the aggregate Advance Request amount is $330,150.00.

According to the Mortgage and Promissory Note between The Flats on Archer, LLC and TDA, this requires Board action to process any advance request.
Recommendation:

The staff recommends that the Board of Commissioners authorize a Resolution issuing the Advance Request No. 4 for The Flats on Archer Project.

Reviewed by: O.C. Walker II
Executive Director
January 24, 2018

Mr. Howard Aufleger
The Flats on Archer, LLC
304 S. Duck
Stillwater, OK  74074

Project Name: The Flats on Archer
Tulsa, OK

Mr. Aufleger,

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 January 24, 2018, for 44.02%, was approved and signed as submitted.

Sincerely,
SIKES ABERNATHIE ARCHITECTS, P.C.

Mike Sikes,
President
Application and Certificate For Payment

To Owner: The Flats on Archer, LLC
304 South Duck
Stillwater, OK 74074

From: Rupe Helmer Construction, LLC
5810 E Skelly Dr
12th Floor
Tulsa, OK 74135

Phone: 918 749-1880

Project: Flats On Archer
110 N Boston Ave
Tulsa, OK 74103

Contractor Job Number: 1703-02
Via (Architect):

Application No: 11
Date: 01/01/2018
Period To: 01/31/18
Architect's Project No:
Contract Date: 03/23/17

Contractor's Application For Payment

<table>
<thead>
<tr>
<th>Change Order Summary</th>
<th>Additions</th>
<th>Deductions</th>
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<tr>
<td>Change orders approved in previous months by owner</td>
<td>99,308.38</td>
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<tr>
<td>Change orders approved this month</td>
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<tr>
<td>Totals</td>
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</table>

Net change by change orders 99,308.38

Original contract sum 9,700,000.00
Net change by change orders 99,308.38
Contract sum to date 9,799,308.38
Total completed and stored to date 4,313,315.66
Retainage
9.8% of completed work 397,024.27
10.0% of stored material 25,785.00
Total retainage 422,809.27
Total earned less retainage 3,890,506.39
Less previous certificates of payment 3,524,424.99
Current sales tax
0.00% of taxable amount 0.00
Current sales tax 0.00

Current payment due 366,081.40
Balance to finish, including retainage 5,908,801.99

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: $366,081.40

Architect: [Signature]
By: [Signature]
Date: 1/24/18

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.
<table>
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<tr>
<th>Item Number</th>
<th>Description</th>
<th>Work Completed</th>
<th>Materials Presently Stored</th>
<th>Completed and Stored to Date</th>
<th>Balance to Finish</th>
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**Application Total**

9,799,308.38 3,445,751.86 609,714.00 257,850.00 4,313,315.66 44.02 5,465,992.72 422,809.27
February 21, 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. 4”

Dear Mr. Walker:

Please consider this correspondence The Flats on Archer, LLC’s developer verification and Request for Advance No. 4 (Request) of funds from the account in the City of Tulsa established for the Flats on Archer Project Redevelopment Agreement. This incremental advance request of 4.13 percent is based on a total project completion amount of 44.02 percent for the period through January 31, 2018, as compared to, the 39.89 percent completion status reported in our previous request. The project completion amount 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: 44.02%, or 4.13% additional (see Architect-of-Record verification letter)
- Rupe-Helmer “Application and Certificate for Payment”, January 31, 2018 (see attached)
- Executed “Advance Request #4” Form: $750,000 x 4.13% (44.02%-39.89%) = $30,975.00

The Flats on Archer Project “Request for Advance No. 4” (@ 4.13 percent: $30,975.00)

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

Very Truly Yours,

[Signature]

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

Cc: Mr. Jot Hartley
    Mr. Howard Aufleger

304 S. Duck St. • Stillwater, OK 74074 • O 405.377.8740 • F 405.377.8741
FLATS ON ARCHER ADVANCE REQUEST NO. 4

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 $309,750.00 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 31 ST day of January, 2018.

THE FLATS ON ARCHER, LLC
An Oklahoma Limited Liability Company

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

By: ____________________________  By: ____________________________
Howard Aufleger, Its Co-Manager  Sam Combs, III, Its Co-Manager

Dated this 21ST day of February, 2018.

The above Advance Request is hereby approved this __________ day of _______________, 20__.

TULSA DEVELOPMENT AUTHORITY

By: ____________________________
Executive Director