DATE: February 7, 2019
TO: Chairman and Board Members
FROM: Office of Tulsa Development Authority
SUBJECT: Advance Request No. 13 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 Thirteenth (13th) 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 7, 2017 – Request No. 2 - $79,500.00 – 10.60%
Resolution No. 6412 – February 1, 2018 – Request No. 3 - $77,250.00 - 10.30%
Resolution No. 6421 – March 1, 2018 – Request No. 4 - $30,975.00 – 4.13%
Resolution No. 6429 – April 5, 2018 – Request No. 5 - $44,700.00 – 5.96%
Resolution No. 6460 – June 7, 2018 – Request No. 6 - $90,375.00 – 12.05%
Resolution No. 6466 - July 12, 2018 – Request No. 7 - $49,950.00 – 6.66%
Resolution No. 6471 – August 2, 2018 – Request No. 8 - $72,075.00 – 9.61%
Resolution No. 6476 - September 6, 2018 – Request No. 9 - $48,450.00 – 6.46%
Resolution No. 6490 - October 4, 2018 – Request No. 10 - $34,875.00 – 4.65%
Resolution No. 6499 - November 1, 2018 – Request No. 11 - $30,600.00 – 4.08%
Resolution No. 6516 - January 3, 2019 – Request No. 12 – $15,675.00 – 2.09%

ACTION: APPROVAL: ___ X ___ APPROVAL W/ CONDITION: ____ DENIAL: ____ TABLED: ____ VOTE: ___
This Thirteenth (13th) Advance Request from The Flats on Archer, LLC for The Flats on Archer Project in the amount of $31,650.00 (4.22%), represents 99.80% total completion, according to the Project Architect of Record, Sikes Abernathie Architects, P.C. To date, the aggregate Advance Request amount is $748,500.00.

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

**Attachments:**
- December 31, 2018 – Letter from Sikes Abernathie Architects, P.C.
- January 22, 2019 - Sattcom Investments, LLC, requesting Advance No. 12 Advance Request No. 13 signed by Howard Aufleger and Sam Combs, III, Co-Managers

**Recommendation:**

The staff recommends that the Board of Commissioners authorize a Resolution issuing the Advance Request No. 13 for The Flats on Archer Project.

**Reviewed by:**
O.C. Walker II
Executive Director
December 31, 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 21

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 November 30, 2018, for 99.8%, was approved and signed as submitted.

Sincerely,
SIKES ABERNATHIE ARCHITECTS, P.C.

Mike Sikes,
President

Cc: Mr. Howard Aufleger, The Flats on Archer, LLC
January 22, 2019

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. 13”

Dear Mr. Walker:

Please consider this correspondence The Flats on Archer, LLC’s developer verification and Request for Advance No. 13 (Request) of funds from the account at the City of Tulsa established for The Flats on Archer Project Redevelopment Agreement. This advance request for an incremental 4.22 percent is based on our contract manager Rupe-Helmer’s “Application for Payment #21”, and a total project completion milestone of 99.80 percent. This advance covers the period November 1-30, 2018 and compares to the 95.58 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 were executed 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: 99.80%, or 4.22% additional (see Architect-of-Record verification letter)
- Rupe-Helmer “Application and Certificate for Payment #21”, as of November 30, 2018 (see attached)
- Executed TDA “Advance Request No. 13” (attached): $750,000 x 4.22% (99.80-95.58) = $31,650.00
- Unsubmitted Loan Balance: $1,500.00
- Total of Requests Submitted: $748,500.00 (Advance Requests No’s. 1-13)
- Total of Requests Received: <$716,850.00> (Advance Requests No’s. 1-12)
- Total of Requests Pending: $31,650.00 (Advance Request No. 13)

The Flats on Archer Redevelopment Project “Request for Advance No. 13” @ 4.22 percent: $31,650.00

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
FLATS ON ARCHER ADVANCE REQUEST NO. 13

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 $31,650.00 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 30th day of November, 2018.

THE FLATS ON ARCHER, LLC
An Oklahoma Limited Liability Company

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

By: Howard Aufleger, Its Co-Manager

By: Sam Combs, III, Its Co-Manager

Dated this 22nd day of January, 2019.

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

TULSA DEVELOPMENT AUTHORITY

By: ________________________________

Executive Director