



THE THEODORE

Hospitality, Dining, Entertainment, Office

Oklahoma City, Oklahoma

CARPATIA

Developer

CARPATHIA

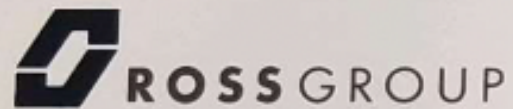
Operations



Design

MASS ARCHITECTS.
BIG IDEAS.

Construction



Historical Consultant



Executive Summary

The Theodore will be the complete restoration of Roosevelt Junior High into an entertainment and hospitality concept. The historic property will become a welcoming, school-themed hotel with a pool, performance space, and three food and beverage concepts. The other administration building will become a creative workspace with open floors ideal for local businesses.

The Urban Renewal Authority has a unique opportunity to shape the redevelopment of this historic gem. The redevelopment team's proposal protects the original Prairie Classical design, preserving the vision of Solomon Andrew Layton, while respecting the architectural inheritances of one of Oklahoma City's oldest neighborhoods. We are committed to an inclusive development process that listens to and addresses Neighboring residents' feedback. We intend to create a community asset of which the city will be proud.

The hotel at **The Theodore** will blend historic architecture with contemporary finishes, playfully emphasizing the property's scholastic heritage. **The Theodore's** restaurants and nightlife will provide a range of accessible to exotic cuisines, from New American to ethnic fusion to local beer. The food and drinks menu will be designed to attract business travelers, families, and guests of all ages. We anticipate that the redevelopment will be transformative for the adjacent Oklahoma City neighborhood.

Thank you for considering our response. We look forward to the opportunity to participate in the future of Oklahoma City.

Sincerely,

Matt Newman
Vice President of Development
918.878.2858
matt@carpathiaco.com

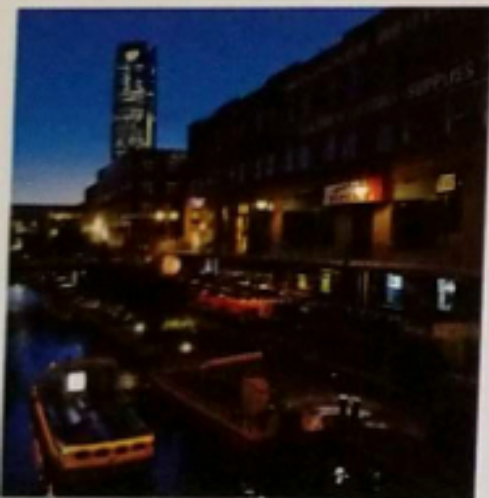
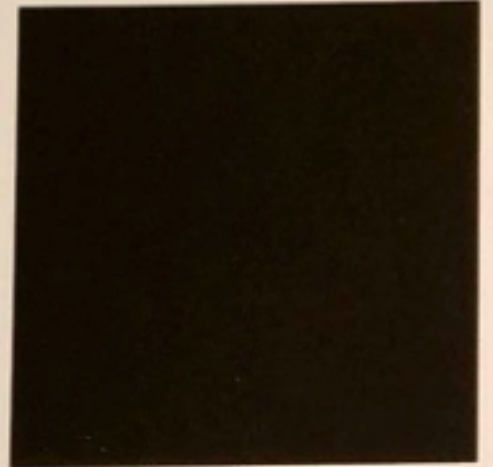
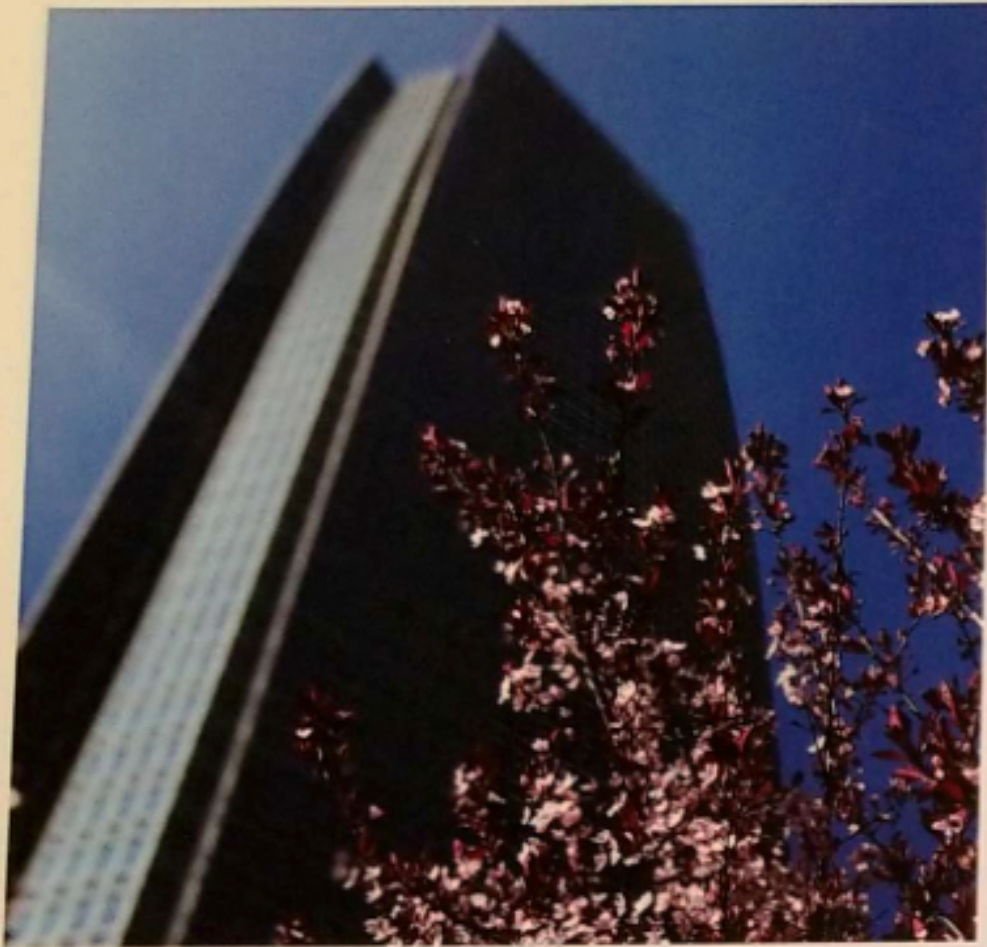
RECEIVED

JUN 26 2019

@11:45am

by *Elizabeth Stone*

This project will be owned by Maine, LLC, a partnership between Carpathia, LLC and McNellie's Restaurant Group, LLC.



We are proud to present a team of companies with extensive experience in the State of Oklahoma and the Oklahoma City metro area. The redevelopment team and consultants have collaborated on numerous successful projects in the last five years.

Carpathia

- Officed in Oklahoma City and Tulsa
- One of the largest developers in the state
- 20+ projects completed or currently being developed in Oklahoma
- Joint venture of Ross Group Development and Nelson+Stowe

McNellie's Group

- Officed in Tulsa
- 19 restaurants in Oklahoma, with four in Oklahoma City
- 15 restaurants developed as historic rehabilitations in the last 20 years

Mass Architects

- Officed in Oklahoma City
- Only local firm to have worked in all 77 counties across Oklahoma
- Architect for the Oklahoma Capitol Restoration Program

Ross Group

- Officed in Oklahoma City and Tulsa
- Deep construction experience in historic rehabilitation
- 150+ projects completed or under construction in Oklahoma in the last 10 years





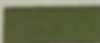

Rosin Preservation

- Officed in Kansas City
- One of the foremost historic architecture consultants in the central United States
- 21+ historic consultation projects in Oklahoma

conceptual master plan

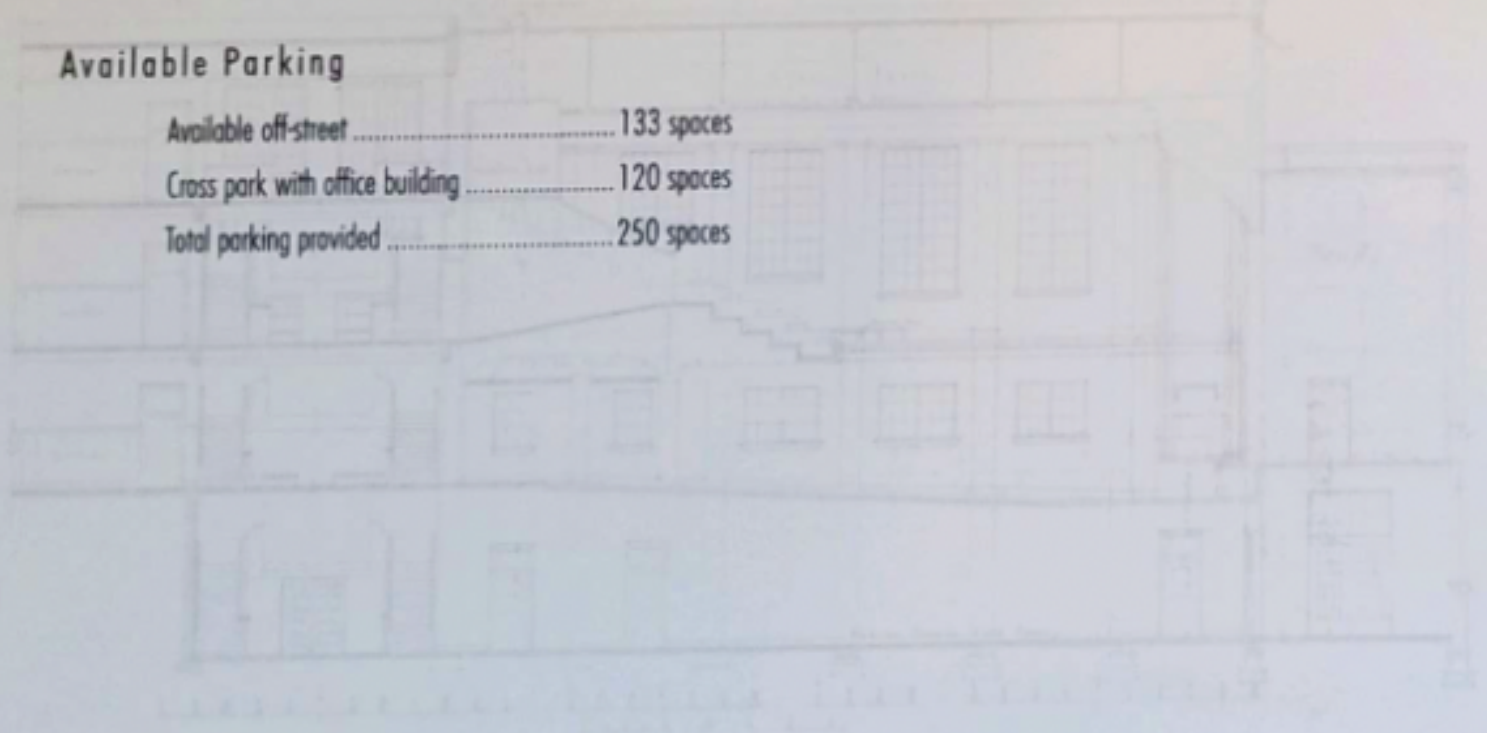


Area Summary

 Hotel	46,022 sf	 Service (Back-of-House)	17,916 sf
 Amenity Space	7,761 sf	 Corridor/Circulation	27,949 sf
 Food & Beverage	12,374 sf		
 Venue	11,558 sf		

Available Parking

Available off-street	133 spaces
Cross park with office building	120 spaces
Total parking provided	250 spaces





lower level plan



ground level plan



third level plan



fourth level plan

conceptual master plan



site plan

- ① Redesigned canopy/entrance.
- ② Dedicated Uber/Lyft drop-off queue.
- ③ Hotel amenity court.
- ④ Future parking lot rehab to incorporate striping and landscaping.
- ⑤ Office building remaining in service, future creative space.
- ⑥ Existing surface parking to remain.
- ⑦ Venue loading area.
- ⑧ Future developed parking area

Conceptual Master Plan

Design Objective: Destination Creation

The Theodore will be a destination entertainment and hospitality experience for Oklahoma City and the wider metropolitan area. Just minutes away from the downtown Arts District, Midtown, and Plaza District, the establishment will transform the corner of Western and Eighth into an urban experiential neighborhood of Oklahoma City.

The ground floor is designed to preserve the historical school façade, while enriching the neighborhood with communal spaces, creative office space, restaurants, retail amenities, and a hotel. Our proposed opportunity creates a high-caliber pedestrian experience in a neighborhood previously believed to be “suburban.”

Historically rehabilitated windows will showcase families and friends enjoying the amenities as residents from Metro Park and SOSA walk toward any number of **The Theodore's** venues and nightly events. An indoor pool lounge with original art deco hexagonal tile will attract guests of all ages and interests, while the microbrewery that was once a school media center will entertain hotel guests and local residents together.

We are committed to **The Theodore** as a long term investment. We want to be an asset to our neighborhood and our city for the long term. We will create a project that brings thousands of visitors to an emerging location, promoting vibrancy throughout our host community.

Design Objective: Adaptive Reuse

We pay homage to our past, and that makes us an industry leader in Oklahoma when it comes to historical redevelopment. Decades of experience have taught us that historical redevelopment is so much more than just a construction gut-job; it's bringing a neighborhood back to life. Our team is intensely conscious that we are safeguarding our state's architectural inheritance from one of its foremost early architects - Layton & Forsyth, the same design team as the state capital, the Skirvin Hotel, and the Bizzell Library.

Design Objective: Street-Level Pedestrian Engagement

The Theodore will be an entertainment, dining, and hospitality destination. Its success depends on its ability to project a warm face and welcoming ambiance to the surrounding neighborhood. It will do this in three ways:

- First, the design emphasizes transparency between the street and nodes of activity in the dining, entertainment, and hospitality concepts at ground level.
- Second, the project intentionally mixes indoor and outdoor uses through patio seating, al fresco dining, and hotel drop off. The design tightly integrates interior and exterior spaces into a comprehensive whole, an architectural choice that psychologically welcomes passersby to participate in the bustle of the development's outdoor and indoor activity.
- Finally, the project respects and restores the property's noted historical architecture within the design context of a contemporary entertainment use. The renovated building will be a proud statement of the neighborhood's future that is clearly anchored in its past.

Design Objective: High Quality

Quality interior design will ensure **The Theodore** is attractive, functional, and complementary to the surrounding areas. The exterior design will maintain the original 1920 school building, its front façade, and Prairie Classical character. Project uses offer opportunities for hotel visitors, and locals to engage with the community by providing retail and professional service spaces including, but not limited to, upscale casual dining, a micro-brewery, a performance space, a pool lounge, and office space.

Design Objective: Sustainability

The Theodore will be a facility that exceeds the minimum requirements of energy efficiency and sustainability, as required by the Oklahoma City Building Code. The project will strive to achieve Energy Star rating, a goal that exceeds the energy efficiency of 75% of similar properties. The redevelopment team intends to partially finance the project with Commercial Property Assessed Clean Energy (PACE) financing, a new form of mezzanine debt financing recently passed by the State of Oklahoma's legislature. PACE requires independent review of energy modeling and projected energy performance of redevelopment projects. Based on this review, the redevelopment team will be able to afford expansive green energy upgrades for **The Theodore**.

Design Objective: Flexibility

When conceptualizing design for **The Theodore**, the redevelopment team wanted to create an adaptive reuse open to community feedback. Hotel rooms on the third and fourth floor will be developed with the capacity of becoming multi-family apartments if the local market demands it. The performance space will have a sound system and retained stage that allows the venue to serve as a movie theater, community meeting space, concert venue, or lecture hall.

Challenges Accepted

We are confident in our ability to finance, historically restore, and program the proposed site. We have completed more than \$50 million in qualified historic rehabilitation expenses for projects that generate federal and state historic tax credits. Project scopes have ranged from industrial warehouses to 11-story luxury hotels, but the goal has always remained the same; to preserve and reuse community landmarks.

We are undaunted by what others may view as obstacles. Our experience and expertise allow the redevelopment team see solutions necessary for the adaptive reuse of historic buildings. For this project, we have identified several challenges and highlighted solutions below.

Parking

According to the current zoning code, adaptive reuse of the proposed parcels will require considerably more parking than what's currently available. We anticipate there are 223 surface spaces available, but according to zoning code and based on use, there is a need of more than 500 parking spaces. We will work with the City of Oklahoma City to receive a zoning variance,

while ensuring parking doesn't become a nuisance for our neighbors. If this proves impossible, we intend to approach the Oklahoma City Parking Authority to create a partnership that will develop additional parking.

ADA Accessibility

To accommodate visitors of all backgrounds and abilities, redevelopment of the existing school building will require several structural changes. The third-floor balcony lacks elevator accessibility and there are steep elevation pitches near amenities like the swimming pool. The redevelopment team intends to add a second elevator to increase access and flow. Additionally, we will construct walkways and lifts to ensure an accessible experience for all guests and personnel.





Shared Kitchens

To provide an excellent dining experience for at least three food and beverage concepts, the redevelopment team will require structures that allow transportation of food from kitchens to patrons. We intend to develop two commercial kitchens on the ground level, one on the north and one on the south side.

Inclusiveness

The redevelopment team is committed to a long-term community development. We will go above and beyond minimum requirements with common sense. To ensure the design is accessible to people with diverse abilities and preferences, the redevelopment team pledges to:

- Commit to universal inclusiveness, particularly with a design that caters to people with diverse abilities; space and amenities that can be used efficiently and comfortably with minimal physical effort; and signage that communicates necessary information to all users.
- Integrate a value of diversity in all hotel and retail programming, marketing, and employment choices.
- Produce a unique hotel and dining experience at reasonable prices.
- Construct a dynamic retail program that provides an additional amenity for the growing residential population of this part of Oklahoma City.



Market Feasibility

The redevelopment team spent a significant amount of time examining national trends and examining their core competencies of hospitality, food and beverage, and retail when determining the proper mix of uses for **The Theodore**. A growing trend in hospitality is localism; the creation of memorable destinations rich with a city's defining architecture, flavors, and feelings. Looking at **The Theodore's** location, our goal was to develop attractive area amenities for all guests.

Not only will our redevelopment create a unique boutique hotel, unparalleled gastropubs, a brewery, performance space, and year-round pool club, it will also provide business travelers and family tourists market rates in close proximity to the Arts, Plaza, and Midtown districts. Analysis of the neighborhood shows that:

- The surrounding business dispersion makes the neighborhood prime for redevelopment into a destination location
- The area offers a large potential for district-wide expansion, as there are more than 20,000 unique businesses within a 15-minute drive
- Surrounding neighborhood demographics and case study interviews suggest strong area demand for family-oriented restaurants that emphasize unique food and beverage concepts

Hotel Feasibility

The examined comparable hotel developments had average rates of \$120 to \$165 per night and 68% occupancy with a variety of limited services. Given the amenities that will be provided at **The Theodore** and the amenities of the nearby area, we have determined that our market rate will be \$130 per night and our average occupancy will be 68%. The redevelopment team anticipates a stabilized occupancy by year two.

The redevelopment team is confident in the demand factors surrounding Oklahoma City's downtown hospitality market, specifically the appeal of the subject site for placemaking. The subject site is a tremendous asset to the neighborhood, offering direct accessibility to services and amenities in the Arts, Plaza, and Midtown districts of Oklahoma City.

Total hotel supply in Oklahoma City has grown 3% in the last year, while demand for hospitality has increased more than 7.7% according to STR reporting. Hotel demand is even higher just north and west of downtown Oklahoma City, at an 8.7% increase in the last year. Most importantly, transient hotel visits in urban, upscale hotel classes in Oklahoma increased 5.6% between July 2017 and July 2018. These are all strong market considerations for creating a new hotel destination for the City of Oklahoma City, particularly one driven by strong retail and reasonable boutique hotel rates.

Remaining Project Feasibility

The redevelopment team co-owns and partners to manage multiple mixed-use developments, including a microbrewery, creative open-concept offices, select-service hotels with first-floor restaurants; numerous restaurants across central and northeast Oklahoma; and unique consumer-facing spaces such as a shipping container parks. The entire development - entertainment, dining, performance, and hospitality functions - will be managed directly by the development team.

Financing Capacity

The redevelopment team has proven its ability to raise debt and equity financing with the completion of more than \$200 million in projects. More than half of our projects developed and currently operating have leveraged incentives like historic tax credit financing or cooperated within public-private partnerships.



Redeveloper Qualifications

Historic Renovation and Adaptive Reuse

Anything can be created sustainably, when provided with the right tools and team. For this reason, the redevelopment team is extremely confident in our ability to historically renovate the project site.

And we have the track record to prove it. Since 2014, the redevelopment team has completed more than \$50 million in rehabilitation expenses compliant with National Park Service Guidelines and the Oklahoma Historic Preservation Office. Each rehabilitation project, whether a historic hotel, office space, or restaurant, has:

- Successfully financed development via federal and Oklahoma historic tax credits
- Revitalized a historic neighborhood with adaptive reuse and active asset management
- Preserved the exterior façade and integrity of buildings for generations to come

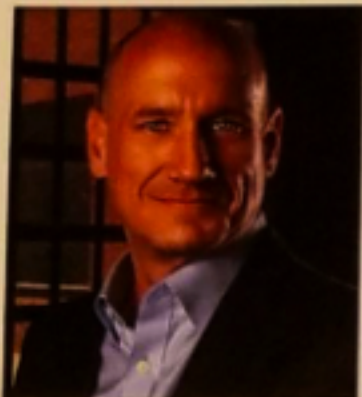
Hospitality, Dining, and Entertainment

Local destinations require active management, not passive investing. The redevelopment team is committed to providing the level of attention to detail necessary to program **The Theodore**. Between the McNellie's Group and Carpathia, the redevelopment team offers events each night in the cities they serve. Putting the management of all restaurants, the brewery, hotel, performance space, pool lounge, and creative office space under one roof will create a cohesive, integrated experience for a large array of consumers, every night of the week. Hotel, restaurant, and entertainment program management will benefit greatly from our already developed scales of efficiency.

Public-Private Partnership

The redevelopment team is comfortable working alongside the public sector to accomplish mutual interests. We have:

- Experience from more than \$1 billion in federal contracts for construction projects. One of the principals of the redevelopment team is the President and Past-CEO of Ross Group, a federal contractor that's delivered 122 projects for more than 15 government clients in the last five years.
- Respect for redeveloping in the way cities see fit. We've received more than \$20 million in tax-incremented financing over the last six years from multiple municipalities in Oklahoma. The result has been value recapture for communities that support pedestrian-centric development and urban housing demand.
- Expertise with complex public-private partnerships. We have completed two Design-Build-Finance projects with municipalities to deliver leaseback financing options, including the Oklahoma Medical Examiners Office in Oklahoma City. Additionally, the redevelopment team has successfully performed on two RFPs issued by the Tulsa Development Authority, creating mixed-use developments with what was previously publicly-owned, derelict downtown land.



Warren Ross, Principal

Carpathia

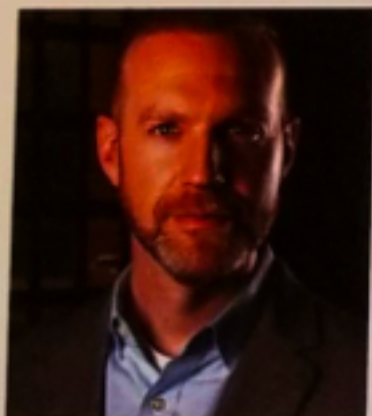
Warren is a principal at Carpathia and President of Ross Group, a construction and engineering company that has completed nearly \$1 billion in contracts under his management. In 2011, he leveraged his construction experience to found Carpathia's predecessor development group. Warren has a bachelor's degree in mechanical engineering from the Massachusetts Institute of Technology and a Masters in Business Administration from the University of Tulsa.



Casey Stowe, Principal

Carpathia

Casey is a principal at Carpathia. Previously, Casey was a partner in development company Nelson+Stowe, where he led several multifamily and retail urban center revitalization projects. Prior to real estate, Casey worked in the banking, health technology, and energy industries. Casey has a bachelor's degree and MBA from Loyola University in New Orleans.



Matt Newman, Vice President of Development

Carpathia

Matt is the VP of Development at Carpathia. He has 10 years of development and construction experience spanning homebuilding, land development, historic rehabilitation, and downtown new construction. Matt received his bachelor's degree from the University of Oklahoma and also received a degree in construction management from the University of Nevada at Las Vegas.



David Friedland, Acquisitions

Carpathia

David is a real estate analyst and assistant project manager at Carpathia. He specializes in real estate finance and public policy. He has worked in local government and in economic development research. David received his bachelor's degree from Columbia University in the City of New York and completed a master's degree in urban policy at Harvard.



Elliot Nelson, Founder and CEO

McNellie's Group

As president of McNellie's Group, Elliot is the owner of more than 20 restaurants that have pioneered urban revitalization in Tulsa, Oklahoma City, and Little Rock. His restaurant concepts have served over 10,000,000 people in the last 15 years. Elliot completed his undergraduate studies at Notre Dame. He also serves as a board member of the Tulsa Chamber of Commerce and the Oklahoma Restaurant Association.



David Thomas, CEO

Ross Group

David is the CEO of Ross Group. He has more than 28 years of experience in the construction management industry and has provided executive oversight for dozens of projects across Oklahoma, as well as countless other across the country. David received a bachelor's degree in business administration from Christian Brothers University and has since become DBIA, PMP, and LEED certified.



Duane Mass, President

Mass Architects

Duane is the president and founder of Mass Architects. He is the resident historic preservation architect at the company and is currently the Oklahoma State Capitol Architect and Curator. In this position, he and his team have spent seven years working to restore the capitol building in Oklahoma City. Duane has a degree in Architecture from Oklahoma State University and is a Registered Architect in six states.



Elizabeth Rosin, Principal/Owner

Rosin Preservation

Elizabeth is the principal and owner of Rosin Preservation. She has spent the last 30 years working on historic preservation projects across the country for both the public and private sector. This work has resulted in more than \$1 billion of National Park Service-approved rehabilitations. Elizabeth has a bachelor's degree in anthropology and geography from Northwestern University and a master's degree in historic preservation from the University of Vermont.

Partners and Consultants

Operations: McNellie's Group

What started as a single man running a lone downtown Irish pub has evolved into an Oklahoma-based management company that owns 19 restaurants and employs over 1,000 Oklahomans. McNellie's Group generates more than \$50 million in annual revenue for its local economies and serves about 20,000 customers every week. McNellie's Group has also consulted for multiple hotel restaurants over the last decade. They pride themselves on an employee-first approach to management. McNellie's Group has officiated preliminary conversations with other management firms to hire and create their own in-house hospitality team.

Design: Mass Architects

Mass Architects is an Oklahoma-based architectural design firm focused on historical rehabilitation. They take view each project as a challenge to meet and exceed expectations, while creating spaces that connect the owner's identity with the built environment. Many of their projects have been public-private partnerships where they collaborated with the State to design and restore buildings to face new challenges. Mass Architects approaches each project with the commitment to be the voice of the client throughout all phases of design and construction, priding themselves on delivering functional, useful, and creative concepts. They are currently helping restore the Oklahoma state capital, another building designed by historic Oklahoma firm Layton & Forsyth.

Construction: Ross Group

Since their inception in 1979, this Oklahoma-based general contractor has completed more than \$1 billion in construction across the country. The significance of any building goes beyond its technical functionality. More importantly, these structures serve as critical tools for entertainment, housing, work, and quality of life for staff, guests, and their families. By targeting the needs of the diverse markets they serve, while meeting quality, cost, and safety standards, Ross Group's teams construct superb facilities that exceed the needs of their clients. At 40 years and more than 150 employees strong, they are ready to maximize project value.

Historical Consultant: Rosin Preservation

Founded in 2006, Rosin Preservation is a woman-owned consulting firm that offers a broad range of historical preservation services to clients nationwide. They have an intimate understanding of the preservation process, as well as the associated rules and regulations in all areas where they work. All members of their staff exceed Federal guidelines for certified preservation professionals. Rosin Preservation has consulted on more than \$1.6 billion worth of commercial, institutional, industrial, and residential rehabilitation projects over the past decade.





Tulsa Club Hotel

Tulsa, Oklahoma

- \$37 million
- 92,000 sq. ft.
- Completed in 2019

The Tulsa Club, originally constructed in 1927, is an architectural gem and one of Tulsa's best examples of Art Deco architecture. Not only was the building an urban escape for Tulsa society, it also accommodated the Tulsa Chamber of Commerce on floors two through five for approximately 25 years.

Sitting vacant and unused for 22 years, the building had fallen into disrepair. The renovation encompassed the entirety of the building, maintaining and restoring as much of the original architectural integrity as possible. The repurposed high rise primarily serves as a boutique hotel – Tulsa Club Hotel, A Curio Collection by Hilton. The first and second floors accommodate the hotel lobby, as well as restaurant and bar space. Floors three through eight consist of 96 unique, modern hotel guest rooms with 30 different room configurations. The ninth and tenth floors feature the restored grand ballroom and mezzanine. Finally, the top floor serves as event space, including a large outdoor terrace, much like that featured in the original iteration of the Tulsa Club.

Carpathia consulted with the Oklahoma State Historical Preservation Offices and the National Park Service to ensure all aspects of the project met historical renovation guidelines. *The development is co-owned and operated by Promise Hotels.*

Other Hospitality Projects

Holiday Inn Express – Greenwood District / Tulsa, Oklahoma

\$16 million / 64,000 sq. ft. / Completed in 2019

The five-story, 115-room hotel is located at the intersection of Detroit and Elgin in the Greenwood District of downtown Tulsa. The property is located across from ONEOK Field and within walking distance of Guthrie Green, Philbrook Museum, OSU-Tulsa, and a variety of shopping, dining, and entertainment attractions in vibrant downtown. Hotel amenities include an indoor pool, fitness room, guest laundry, business center, and meeting rooms. *The development is co-owned and operated by Promise Hotels.*

Hampton Inn & Suites / Tulsa, Oklahoma

\$17 million / 87,000 sq. ft. / Completed in 2016

The nine-story, 125-room hotel is positioned at the intersection of 3rd Street and Cheyenne Avenue in the heart of downtown Tulsa, fulfilling the need for hotel space for guests of the adjacent BOK Center, local businesses, and tourists. Hotel amenities include an indoor pool, fitness room, meeting rooms, board room, and breakfast area to accommodate guests. The development is operated and co-owned by Promise Hotels. *The development is co-owned and operated by Promise Hotels.*

Holiday Inn Express and Conference Center / Claremore, Oklahoma

\$9 million / 63,000 sq. ft. / Completed in 2015

Fulfilling the need for additional hotel and meeting space in suburban Claremore, the facility provides an 81-room hotel and an adjacent conference center with flexible spaces to accommodate more than 400 people. Hotel amenities include an indoor swimming pool, a fitness room, guest laundry, a business center, and a meeting room. *The development is co-owned and operated by Promise Hotels.*

Holiday Inn Express / Tahlequah, Oklahoma

\$7 million / 47,000 sq. ft. / Completed in 2015

This four-story, 80-room hotel has excellent visibility, proximate to a variety of shopping, dining, and entertainment venues. Hotel amenities include 22 suites, great room with breakfast area, indoor swimming pool, fitness room, guest laundry, business center, and a meeting room. *The development is co-owned and operated by Promise Hotels.*

Hyatt Place – Medical District / Tulsa, Oklahoma

\$9 million / 76,000 sq. ft. / Completed in 2013

Hyatt Place is an upscale, select service hotel that provides lodging to the cluster of corporate offices, medical centers, and hospitals in Tulsa's Medical District. The hotel is adjacent to super-regional hospitals St. Francis and Tulsa Children's Hospital, in addition to the headquarters of multiple energy companies at nearby Warren Place. *The development is co-owned and operated by Promise Hotels.*

Hilton Garden Inn – Airport / Tulsa, Oklahoma

\$7 million / 42,000 sq. ft. / Completed in 2015

This is Tulsa's primary airport hotel. The Hilton Garden Inn is oriented toward business travelers requiring comfortable lodging with immediate airport access. It is one of two hotels permitted at Tulsa International Airport. *The development is co-owned and operated by Promise Hotels.*



McNellie's Public House Tulsa, Oklahoma

- 13,000 sq. ft.
- Completed in 2004

McNellie's Public House has been impressing Oklahomans since it first opened. Few believed that the historic downtown building would thrive once rehabilitated into an authentic Irish pub. The location, along with most of downtown Tulsa at the time, was the leftover remains of a 1970s red-light district, full of empty streets on weekends and after 5pm. Today, the iconic bar and restaurant sits adjacent to thriving new and rehabilitated downtown housing, hospitality, retail, restaurants, and bars. The pub serves 500+ daily visitors, seven days a week, 365 days a year.

The Irish pub, in its truest form, is a spiritual experience. It transcends through generations, and provides a comfortable place to celebrate, to be nourished, to discuss politics, or maybe forget about them.

The original McNellie's Pub House represented the beginning of downtown's revitalization. It is both a cornerstone project of The McNellie's Group and a long-term commitment to the neighborhood, serving as a central piece of the downtown community, as well as a crowd-pleasing local favorite and destination point for visitors to Tulsa.

Other Food and Beverage Projects

McNellie's Public House / Oklahoma City, Oklahoma

8,000 sq. ft. / Completed in 2008

The Midtown Irish pub concept closely mirrors the one in downtown Tulsa, but in a smaller venue space. Customers can enjoy modern American pub food with a stellar atmosphere and impressive selection of more than 50 beers on tap.

Fassler Hall / Tulsa, Oklahoma

7,000 sq. ft. / Completed in 2010

This German-style beer hall boasts an outdoor-indoor biergarten that dramatically improves the experience for pedestrians on Elgin Avenue between Third and Fourth streets. The biergarten boasts a stage for live music and comedy 2-3 nights a week.

Fassler Hall and Dust Bowl / Oklahoma City, Oklahoma

22,000 sq. ft. / Completed in 2014

This dual-concept shares a commissary kitchen between two bars. The Dust Bowl, a two-lane bowling-alley bar, sits adjacent to Oklahoma City's version of Tulsa's beloved German biergarten concept.

Bull in the Alley / Tulsa, Oklahoma

4,000 sq. ft. / Completed in 2016

With a hidden alley entrance in Tulsa's Arts District, this speakeasy concept offers upscale cuisine to customers looking for cozy booth seating and mysteriously ambient lighting. The concept was voted best value meal by the Los Angeles Times in 2018.

Elgin Park / Tulsa, Oklahoma

7,000 sq. ft. / Completed in 2016

This restaurant and microbrewery borders the Tulsa Drillers Stadium, boasting an incredible converted garage space that can open up the patio on summer nights. With walls covered in sports regalia and flat screen TVs, customers can watch a game while enjoying their favorite drink.

Yokozuna Downtown / Tulsa, Oklahoma

9,000 sq. ft. / Completed in 2009

This food and beverage concept offers upscale pan-Asian cuisine options in darkened, cool window-lit rooms. Since 2016, OpenTable named the brand one of the 100 Hottest Restaurants in America.

Dilly Diner / Tulsa, Oklahoma

6,000 sq. ft. / Completed in 2015

Dilly Diner is Tulsa's hotspot for breakfast, lunch, late-night drinks in a modern diner setting. Dilly Diner is set apart from just another sandwich shop by its keen focus on American classics.

The Bond / Oklahoma City, Oklahoma

13,000 sq. ft. / Completed in 2016

The Bond is Tulsa's premiere catering and events center located in downtown's trendy East Village neighborhood. The Bond is the historic redevelopment of the 1928 Bond Baking Company building.



VAST Bank Block 44

Tulsa, Oklahoma

- \$40 million
- 107,000 sq. ft.
- Will be completed in 2019

One of Carpathia's newest projects is a six-story office building adjacent to ONEOK Field in downtown Tulsa. Block 44 is designed to complement the stadium and surrounding Arts District, featuring an architectural nod to the district's industrial past.

The building will provide more than 100,000 sq. ft. of mixed-use space, including a corporate headquarters for VAST Bank and offices for several other professional services, as well as a rooftop restaurant overlooking the first base line of ONEOK Field, with a balcony area for seating. The sixth floor will also have conference space for meetings and an entertainment area with sliding glass doors that open onto the balcony, while the ground floor will accommodate new restaurants and shops.

This project was co-developed with Vast Bank and purchased from the Tulsa Development Authority.

Other Mixed Use Projects

District @ 222 / Broken Arrow, Oklahoma

\$3 million / 19,000 sq. ft. / Completed in 2015

This mixed-use commercial building is the anchor for the Rose District, the up and coming entertainment district in Broken Arrow, a suburb of Tulsa. The first floor includes restaurant space, while the upper floors are made up of modern loft apartments. This project was completed as a public-private partnership.

Noble Lofts / Bartlesville, Oklahoma

\$3 million / 24,000 sq. ft. / Completed in 2015

With the help of Main Street Bartlesville and the Bartlesville Redevelopment Trust, Carpathia renovated the two-story structure, originally built in the early 1900s, into a new mixed-use development featuring 11 modern apartments and four retail spaces. Renovation of the historic structure was fully compliant with National Park Service standards.

Jacobs Lofts / Tulsa, Oklahoma

\$8 million / 43,000 sq. ft. / Completed in 2016

In 2016, working in conjunction with the Tulsa Development Authority, Carpathia took possession of the long-stalled renovation of the 1918 Jacobs Hotel. The result is a unique downtown living space featuring 28 loft-style apartments and ground floor retail. The units highlight the history of the building, featuring exposed brick and repurposing existing elements like the elevator shaft, which serves as an open-air patio for one of the top floor units.

Gates Hardware Historic Renovation / Tulsa, Oklahoma

\$7 million / 28,000 sq. ft. / Completed in 2016

The rehabilitation of this nearly 100-year-old, two-story building involved a complete renovation of the structure's exterior and interior. The old hardware warehouse character was maintained inside and out, blending perfectly with the modern improvements fitted for creative space in both the office and restaurants. The building is now home to a popular local brew-pub and professional services offices.

The Boxyard / Tulsa, Oklahoma

\$2 million / 10,000 sq. ft. / Completed in 2017

The Boxyard is a community of shops operating in and out of repurposed shipping containers located at the corner of 3rd and Frankfort in Downtown Tulsa. More than 30 shipping containers house a wide array of retail, food and beverage, and other consumer-facing businesses.

The Midland / Tulsa, Oklahoma

\$11 million / 45,000 sq. ft. / Will be completed in 2019

The four buildings comprising The Midland were built in 1920, originally a combination of retail, office, warehouse, and industrial space. Now, The Midland is being historically renovated into four separate office/retail spaces.

Santa Fe Square / Tulsa, Oklahoma

\$120 million / 300,000 sq. ft. / Will be completed in 2021

In partnership with SJS Hospitality and Industrial Developers of Oklahoma, Santa Fe Square Phase I consisted of a high-rise, 120-room Hotel Indigo and the renovation of the 1915 Santa Fe Depot into creative office space. Phase II will include an eight-story, Class A office building, ground floor retail and restaurant space, 200+ apartments, and a 1,450-space parking garage.



Timeframe to Complete

The redevelopment team has outlined an estimated preconstruction timeline with key benchmarks necessary to complete two goals:

1. Meet National Park Service and State Historic Preservation Office guidelines to perform a qualified historic rehabilitation.
2. Collect local input from residents living in the surrounding neighborhoods.

We anticipate the ideal historic rehabilitation for **The Theodore** will require at least three public hearings to discuss project scope, hiring practices, programming, local events, parking concerns, and community vision for the redevelopment.

The redevelopment team envisions that the preconstruction phase will take 180 days, as outlined below. The outline below is a conservative estimation. Additionally, the redevelopment team believes construction and seasoning of the redevelopment will require approximately 18 months. As of today, we anticipate opening **The Theodore** by January 2022.



APPENDIX: PROJECT BUDGET AND COSTS

Project Budget

Acquisition	Total	1,078,000
Building / Land	1,078,000	
Construction Costs	-	19,877,674
Core + Shell	5,615,660	
Hotel + Amenities	6,846,830	
FFE / OSE	1,880,734	
Office	1,540,000	
Food & Beverage Components	3,994,450	
Soft Costs/Development Costs	-	3,355,396
Architectural Design & Engineering	894,495	
Project Management Expenses	547,257	
Historical Consultant	50,000	
Survey	5,000	
Geotech	4,200	
Environmental Report	30,000	
Builder's Risk	45,000	
Legal Fees / Legal Opinion	95,000	
Appraisal	5,000	
Construction & Bridge Interest	1,275,238	
Closing Costs	86,918	
Financing & Accounting Fees	317,288	
Escrows/Reserves	-	3,051,768
Operating & Debt Service Reserves	612,842	
Priority Returns	33,366	
Pre-Opening Budget	815,347	
Contingency	1,590,214	
	-	
Total Development Cost	-	27,362,838

Hotel Revenues

Revenue Stream	Year 1 SF	Leasable SF	Year 1 Occupancy	Year 2 Occupancy	Stabilization	Type of Lease
On Floor Food Use	24.00	5,977.00	100%	100%	100%	Gross, owner-occupied
Media Center Food Use	24.00	5,871.00	100%	100%	100%	Gross, owner-occupied
Auditorium Food Use	24.00	6,883.00	100%	100%	100%	Gross, owner-occupied
Creative Office	20.00	11,000.00	100%	85%	85%	NNN, external tenants

Number of Keys	220
Annualized Occupancy	69%
Stabilized Daily Rate	130.00
Stabilized Hotel Revenue	3,536,994

Growth Assumptions	
Growth Across Revenues	7%
Expenses	7%

Project Wide Occupancy	
Year 1	75%
Year 2	94%
Stabilization	94%

Additional Hotel Income	Revenues to Sales Ratio	Base Year Income
Room Service	0.85%	37,580
Pet Fees	0.15%	6,632
No-Show Deposits	0.18%	7,954
Additional Cuts	0.08%	3,537
Group Reservation Fees	0.11%	4,861
Movie Rentals	0.11%	4,861
Valet Parking	0.80%	26,527
Total Misc. Income	2.88%	91,963

PACE (per room-night)	5.00	135,269
-----------------------	------	---------

Project Expenses & Labor

As Valued	
Land and Improvements	14,898,512
Expected Property Taxes	232,387

Increased Reserves	
Replacement Reserve	2,00%
Reserve by Year 5	476,586

Hotel Expenses	OPEX - Sales Ratio	Base Year Expense
Room Expenses	11.71%	(205,291)
F&B Expenses	18.16%	(725,443)
General Administration	4.80%	(215,618)
Information & Telecomm	1.17%	(50,378)
Sales & Marketing	3.25%	(145,895)
Repairs & Maintenance	3.47%	(153,557)
Utilities	8.58%	(385,291)
Insurance Expenses	2.11%	(94,711)
Project Management	0.80%	(40,307)
Total OPEX	58.06%	(2,536,489)

Office Expenses	Cost P/H	Base Year Expense
Fire Sprinkler & Alarm	0.08	(880)
Property Management	0.65	(7,150)
Repairs & Maintenance	1.00	(11,000)
Communications	0.04	(440)
Shared Electricity	1.65	(18,150)
Water/Sewer	0.10	(1,100)
Trash	0.32	(3,720)
Real Estate Taxes	1.91	(21,176)
Janitorial	0.43	(4,730)
Gas	0.51	(5,610)
Insurance	0.04	(440)
Total	6.54	(71,946)
NNN- reimbursable	6.21	68,549

The Theodore -- Pro Forma

Summary

Sources & Uses	% of Cost	Amount
Loan	60.0%	16,406,508
Fed. HTC Investor Equity	9.8%	2,669,260
Developer Equity	24.4%	6,676,376
PACE Loan	5.9%	1,610,694
Subsidy Requested	0.0%	-
Development Cost	100.0%	27,362,838

Loan Terms		
Construction		7.00%, 25Y Term
Bridge		6.50%, 25Y Term
Mini-Perm		6.00%, 25Y Term

Cash Flow

Top Line Analysis

Stabilization

		1	2	3	4	5
Hotel Rooms		109	109	109	109	109
Average Occupancy		50%	68%	68%	68%	68%
Room Nights Sold		19,893	27,054	27,054	27,054	27,054
Average Daily Rate		125.00	130.00	132.60	135.25	137.96
Rate Growth			4%	2%	2%	2%
Room Revenue		2,486,563	3,516,994	3,587,334	3,659,081	3,732,262
F&B and Amenities Income		449,544	449,544	458,535	458,535	458,535
Creative Office		72,600	187,000	190,740	190,740	190,740
Additional Hotel Fees	2.08%	91,721	73,153	74,617	76,109	77,631
Office NNN Income		22,555	59,258	60,444	61,652	62,885
PACE Service Fees		99,463	135,269	135,269	135,269	135,269
Total Revenue		3,182,445	4,421,219	4,506,938	4,581,386	4,657,323
Operating Expenses	58.06%	(1,995,609)	(2,606,282)	(2,658,408)	(2,700,928)	(2,744,298)
Office Expenses		(71,946)	(71,946)	(73,385)	(74,853)	(76,350)
Real Estate Taxes		(232,387)	(232,387)	(237,035)	(241,775)	(246,611)
Replacement Reserve	2.00%	(63,649)	(88,424)	(90,139)	(91,628)	(93,146)
Total Expenses		(2,299,942)	(2,999,940)	(2,968,828)	(3,017,554)	(3,067,259)
Net Operating Income		882,502	1,422,179	1,538,110	1,563,830	1,590,064

Bottom Line Analysis

		1	2	3	4	5
Debt Service		(1,162,781)	(1,268,488)	(1,268,488)	(1,268,488)	(1,268,488)
PACE Repayment		(144,107)	(144,107)	(144,107)	(144,107)	(144,107)
Debt Deficit Reserve		512,835	100,007	-	-	-
Cash Flow After Financing		88,449	109,591	125,515	151,235	177,469



Thank you

Carpathia

Matt Newman
918.510.2227
matt@carpathiaco.com

McNellie's Group

Elliot Nelson
918.582.2035
elliott@mcnellies.com