

INVESTMENT GUIDE



URBAN
CATALYST
FUNDS

February 7, 2023

FOR ACCREDITED INVESTORS ONLY

DISCLOSURES

This material is provided for informational purposes only and is not intended to be, nor should it be construed or used as financial, legal, tax or investment advice, nor should this information be used or considered as an offer to sell nor a solicitation of an offer to buy securities. The offering and sale of interests in urban catalyst opportunity zone fund ii llc (the “fund”) is being made only by delivery of the fund’s private placement memorandum (“ppm”), certain organizational documents, subscription agreement and certain other information to be made available to investors (“operative documents”) by the fund’s sponsor. A prospective investor may only invest in the fund if such person is an accredited investor as defined in rule 501 of regulation d. Investing in the fund will involve significant risks, including possible loss of such person’s entire investment.

An investment in the fund will be illiquid, as there is no secondary market for the fund’s interests and none is expected to develop; and there will be substantial restrictions on transferring such interests. Accordingly, an investor may be required to maintain its interest in the fund for an indefinite period of time. The interests in the real property to be acquired by the fund are subject to leverage and their investment performance may be volatile. Investors should have the financial ability and willingness to accept the risk characteristics of the fund. Prospective investors should make their own investigations and evaluations of the information contained in this material and the other operative documents. Each prospective investor should consult its own attorneys, business advisors and tax advisors as to legal, business, tax and related matters concerning the information contained in this material and the operative documents.

This material does not take into account the particular investment objectives or financial circumstances of any specific person who may receive it. An investment in the fund is not suitable for all investors. Except where otherwise indicated herein, the information provided in this material is based upon matters as they exist as of the date of the material and not as of any future date, and the material will not be updated or otherwise revised to reflect information that subsequently becomes available, or circumstances existing or changes occurring after the date hereof. The material contains forward-looking statements that include statements, express or implied, regarding current expectations, estimates, projections, opinions and beliefs of the sponsor, as well as the assumptions on which those statements are based. A prospective investor is cautioned not to place undue reliance on any forward-looking statements or examples included herein. No representation is made that the fund will, or is likely to, achieve its objectives or that any investor will avoid incurring substantial losses. Past performance is no guarantee of future results.

IMPORTANT DISCLOSURES

The contents of this communication: (i) do not constitute an offer of securities or a solicitation of an offer to buy securities, (ii) offers can be made only by the confidential Private Placement Memorandum (the “PPM”) which is available upon request, (iii) do not and cannot replace the PPM and is qualified in its entirety by the PPM, and (iv) may not be relied upon in making an investment decision related to any investment offering by an issuer, or any affiliate, or partner thereof (“Issuer”).

All potential investors must read the PPM and no person may invest without acknowledging receipt and complete review of the PPM.

With respect to any performance levels outlined herein, these do not constitute a promise of performance, nor is there any assurance that the investment objectives of any program will be attained. All investments carry the risk of loss of some or all of the principal invested. Assumptions are more fully outlined in the Offering Documents/ PPM for the respective offering. Consult the PPM for investment conditions, risk factors, minimum requirements, fees and expenses and other pertinent information with respect to any investment.

These investment opportunities have not been registered under the Securities Act of 1933 and are being offered pursuant to an exemption therefrom and from applicable state securities laws. All offerings are intended only for accredited investors unless otherwise specified.

Past performance are no guarantee of future results. All information is subject to change. You should always consult a tax professional prior to investing. Investment offerings and investment decisions may only be made on the basis of a confidential private placement memorandum issued by Issuer, or one of its partner/issuers. Issuer does not warrant the accuracy or completeness of the information contained herein. Thank you for your cooperation.

Securities offered through Emerson Equity LLC Member: FINRA/SIPC. Only available in states where Emerson Equity LLC is registered. Emerson Equity LLC is not affiliated with any other entities identified in this communication.

REAL ESTATE RISK DISCLOSURE:

- There is no guarantee that any strategy will be successful or achieve investment objectives including, among other things, profits, distributions, tax benefits, exit strategy, etc.;
- Potential for property value loss – All real estate investments have the potential to lose value during the life of the investments;
- Change of tax status – The income stream and depreciation schedule for any investment property may affect the property owner’s income bracket and/or tax status. An unfavorable tax ruling may cancel deferral of capital gains and result in immediate tax liabilities;
- Potential for foreclosure – All financed real estate investments have potential for foreclosure;

REAL ESTATE RISK DISCLOSURE CONTINUED:

- Illiquidity – These assets are commonly offered through private placement offerings and are illiquid securities. There is no secondary market for these investments.
- Reduction or Elimination of Monthly Cash Flow Distributions – Like any investment in real estate, if a property unexpectedly loses tenants or sustains substantial damage, there is potential for suspension of cash flow distributions;
- Impact of fees/expenses – Costs associated with the transaction may impact investors' returns and may outweigh the tax benefits
- Stated tax benefits – Any stated tax benefits are not guaranteed and are subject to changes in the tax code. Speak to your tax professional prior to investing.

OPPORTUNITY ZONE DISCLOSURES

Investing in Opportunity Zones is speculative. Opportunity Zones are newly formed entities with no operating history. There is no assurance of investment return, property appreciation, or profits. The ability to resell the fund's underlying investment properties or businesses is not guaranteed. Investing in opportunity zone funds may involve a higher level of risk than investing in other established real estate offerings.

Long-term investment. Opportunity Zone Funds have illiquid underlying investments that may not be easy to sell and the return of capital and realization of gains, if any, from an investment will generally occur only upon the partial or complete disposition or refinancing of such investments.

Limited secondary market for redemption. Although secondary markets may provide a liquidity option in limited circumstances, the amount you will receive typically is discounted to current valuations.

Difficult valuation assessment. The portfolio holdings in opportunity zone funds may be difficult to value because financial markets or exchanges do not usually quote or trade the holdings. As such, market prices for most of a fund's holdings will not be readily available.

Opportunity Zone Funds may use leverage in connection with certain investments or participate in investments with highly leveraged capital structures. Leverage involves a high degree of financial risk and may increase the exposure of such investments to factors such as rising interest rates, downturns in the economy or deterioration in the condition of the assets underlying such investments.

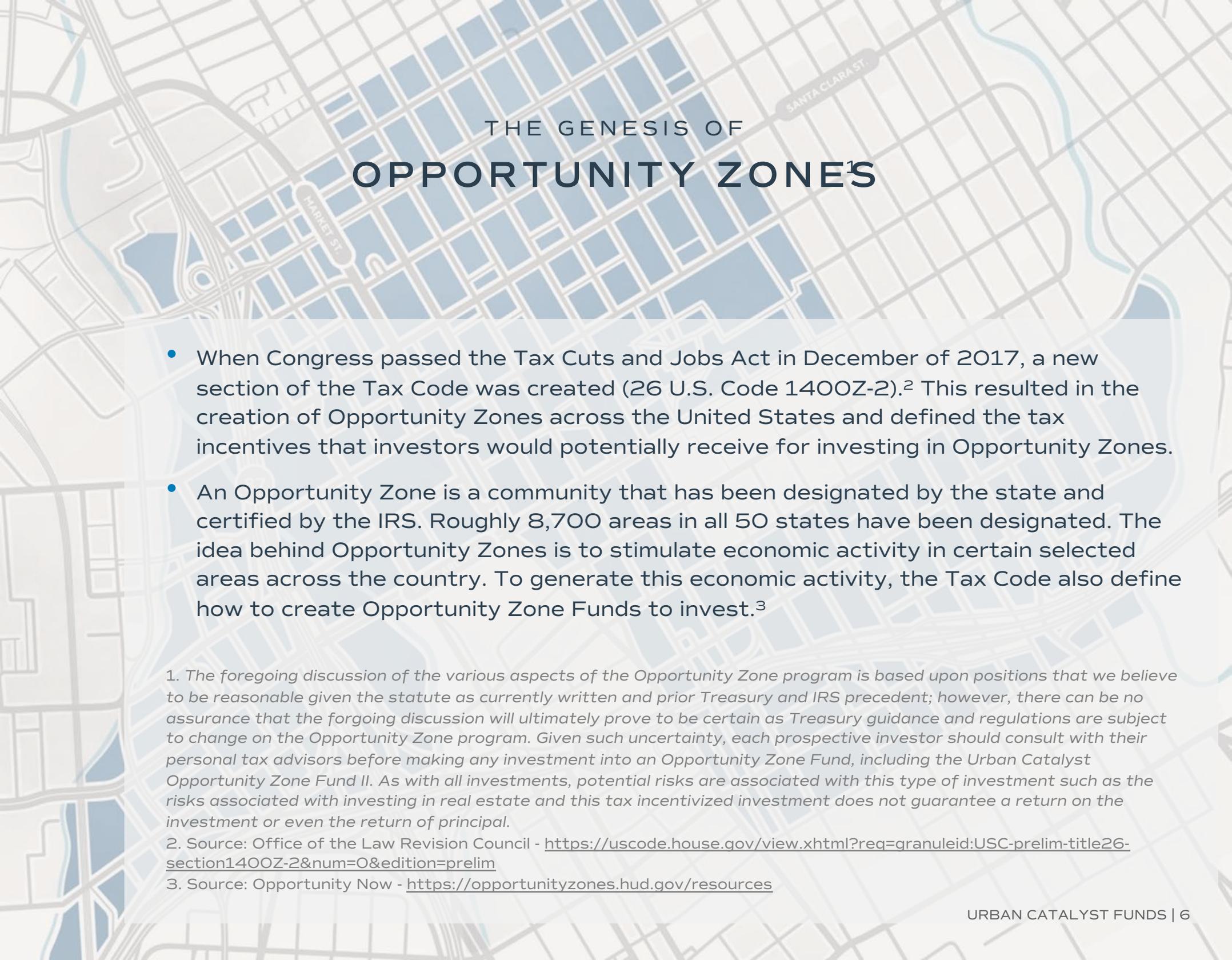
Unregistered investment. As with other unregistered investments, the regulatory protections of the Investment Company Act of 1940 are not available with unregistered securities.

It is possible, due to tax, regulatory, or investment decisions, that a fund, or its investors, are unable realize any tax benefits. You should evaluate the merits of the underlying investment and not solely invest in an opportunity zone fund for any potential tax advantage.

The above material cannot be altered, revised, and/or modified without the express written consent of Urban Catalyst.

A photograph of a city street with tall palm trees and modern buildings. The text "ABOUT OPPORTUNITY ZONES" is overlaid in the center. The background shows a clear blue sky and a paved plaza with several palm trees in the foreground. The buildings are multi-story with many windows, some of which are blue-tinted. The overall scene is bright and sunny.

ABOUT OPPORTUNITY ZONES



THE GENESIS OF OPPORTUNITY ZONES¹

- When Congress passed the Tax Cuts and Jobs Act in December of 2017, a new section of the Tax Code was created (26 U.S. Code 1400Z-2).² This resulted in the creation of Opportunity Zones across the United States and defined the tax incentives that investors would potentially receive for investing in Opportunity Zones.
- An Opportunity Zone is a community that has been designated by the state and certified by the IRS. Roughly 8,700 areas in all 50 states have been designated. The idea behind Opportunity Zones is to stimulate economic activity in certain selected areas across the country. To generate this economic activity, the Tax Code also defines how to create Opportunity Zone Funds to invest.³

1. *The foregoing discussion of the various aspects of the Opportunity Zone program is based upon positions that we believe to be reasonable given the statute as currently written and prior Treasury and IRS precedent; however, there can be no assurance that the foregoing discussion will ultimately prove to be certain as Treasury guidance and regulations are subject to change on the Opportunity Zone program. Given such uncertainty, each prospective investor should consult with their personal tax advisors before making any investment into an Opportunity Zone Fund, including the Urban Catalyst Opportunity Zone Fund II. As with all investments, potential risks are associated with this type of investment such as the risks associated with investing in real estate and this tax incentivized investment does not guarantee a return on the investment or even the return of principal.*

2. Source: Office of the Law Revision Council - <https://uscode.house.gov/view.xhtml?req=granuleid:USC-prelim-title26-section1400Z-2&num=O&edition=prelim>

3. Source: Opportunity Now - <https://opportunityzones.hud.gov/resources>

OZ POTENTIAL TAX BENEFITS¹

ELIGIBLE GAINS



SALE OF
STOCK



SALE OF
BUSINESS



SALE OF
REAL ESTATE



SALE OF
CRYPTO



SALE OF
COLLECTIBLES



SALE OF
PRIMARY RESIDENCE



GAINS FROM AN
S-CORP OR PARTNERSHIP

¹ Any tax benefits discussed above are potential and for informational purposes only. Please refer to 26 U.S.C. 1400Z-2(a)-(c) for more details. The foregoing discussion of the various aspects of the Opportunity Zone program is based upon positions that we believe to be reasonable given the statute as currently written and prior Treasury and IRS precedent; however, there can be no assurance that the foregoing discussion will ultimately prove to be certain as Treasury guidance and regulations are subject to change on the Opportunity Zone program. Given such uncertainty, each prospective investor should consult with their personal tax advisors before making any investment into an Opportunity Zone Fund, including the Urban Catalyst Opportunity Zone Fund II. As with all investments, potential risks are associated with this type of investment such as the risks associated with investing in real estate and this tax incentivized investment does not guarantee a return on the investment or even the return of principal.

OPPORTUNITY ZONE FUND POTENTIAL TAX BENEFITS¹



DEFERRAL OF CAPITAL GAINS TAXES

When you sell an asset that triggers an eligible capital gain, you typically have a 180-day window from the day you sell the asset to invest in the Opportunity Zone Fund. Once you do that, your capital gains taxes are deferred until 2027.



NO TAXES ON ANY FUND PROFIT AFTER 10 YEARS

If you hold your investment in the Opportunity Zone Fund for 10 years, you won't owe federal taxes on any profits earned on your investment in the Fund.

¹ Any tax benefits discussed above are potential and for informational purposes only. Please refer to 26 U.S.C. 1400Z-2(a)-(c) for more details. The foregoing discussion of the various aspects of the Opportunity Zone program is based upon positions that we believe to be reasonable given the statute as currently written and prior Treasury and IRS precedent; however, there can be no assurance that the foregoing discussion will ultimately prove to be certain as Treasury guidance and regulations are subject to change on the Opportunity Zone program. Given such uncertainty, each prospective investor should consult with their personal tax advisors before making any investment into an Opportunity Zone Fund, including the Urban Catalyst Opportunity Zone Fund II. As with all investments, potential risks are associated with this type of investment such as the risks associated with investing in real estate and this tax incentivized investment does not guarantee a return on the investment or even the return of principal.

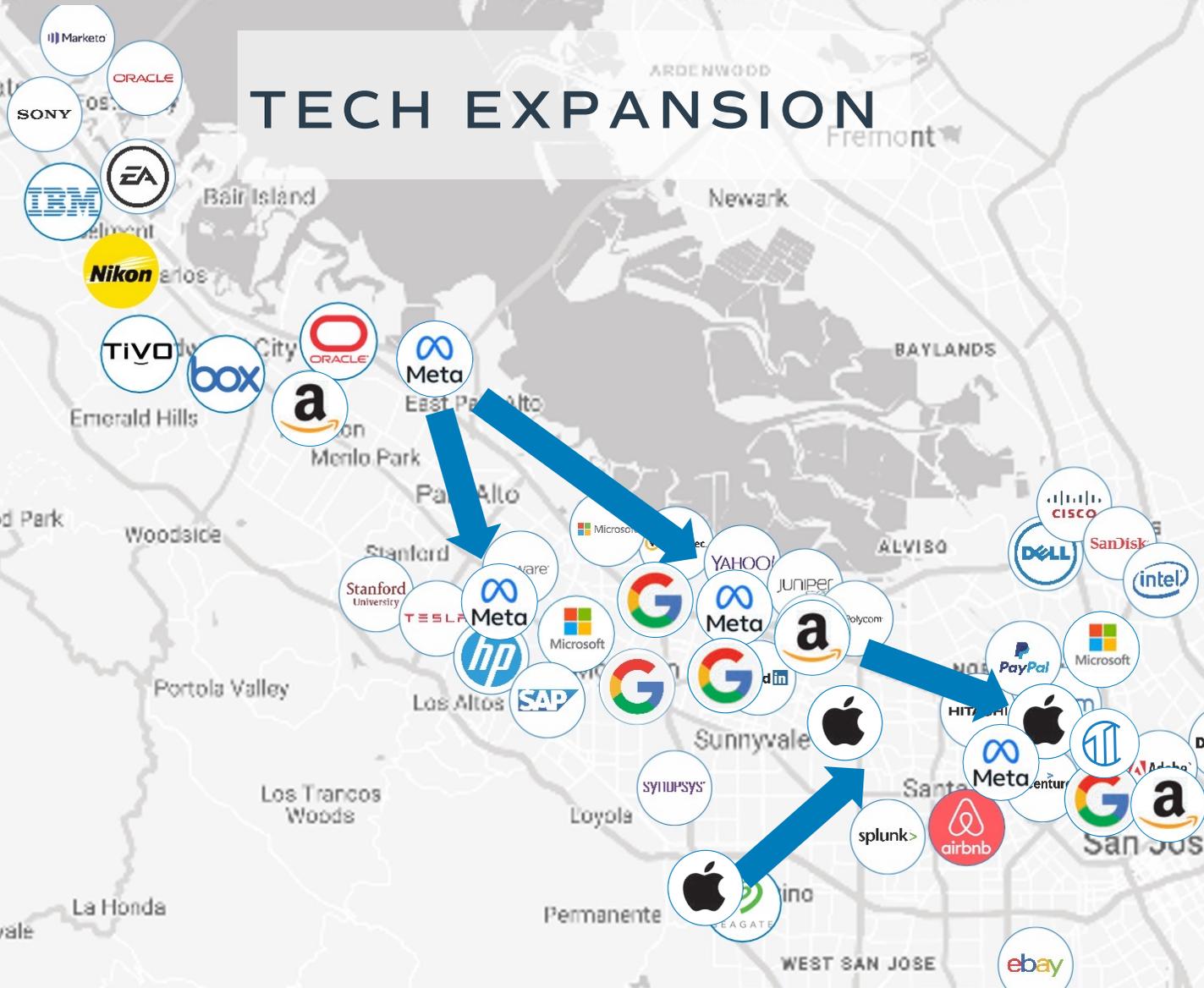


WHY SAN JOSE

DOWNTOWN SAN JOSE OPPORTUNITY ZONE



TECH EXPANSION



WHAT WE WANT TO SEE FOR REAL ESTATE DEVELOPMENT



SILICON VALLEY
JOB ENGINE

TRANSIT & PHYSICAL
INFRASTRUCTURE

GOVERNMENT
DEVELOPMENT
POLICIES

An aerial photograph of a modern urban development at dusk. The scene features several multi-story office buildings with glass facades that reflect the warm, golden light of the setting sun. The buildings are interspersed with lush greenery, including numerous palm trees and other tropical plants. In the foreground, a multi-lane road with light trails from moving vehicles is visible, along with a sidewalk and a landscaped area with a curved concrete path. The overall atmosphere is one of a vibrant, contemporary city environment.

URBAN CATALYST FUNDS



OUR REAL ESTATE EXPERIENCE

A premier real estate group in Silicon Valley, Urban Catalyst's team has developed over \$5 billion of real estate in the Bay Area and manages over \$200 million in stabilized real estate across the United States. Urban Catalyst Funds offers multiple tax mitigation solutions with an emphasis on real estate.

- \$5.0 Billion + in development projects
- \$5.2 Billion + in real estate asset acquisitions
- 200+ real estate properties developed across a variety of asset classes
- Ownership in 15+ States
- 8+ Million Square Feet of Managed Space
- 135 Properties owned/ managed by Urban Catalyst Partners



DISCLOSURE: Properties owned/managed by Urban Catalyst Partners

HISTORICAL PROJECTS MANAGEMENT PERFORMANCE¹



PARK VIEW TOWERS

Location	San Jose, CA
Multifamily	220 units
Status	Land Sold after Entitled
Construction Finance	N/A
Closing Date	
Stabilization	N/A
Time from Construction to Stabilization	N/A
RETURNS	
IRR	42.4%



HILTON HOMEWOOD SUITES

Location	Palo Alto, CA
Hotel	138 keys
Status	Stabilized
Construction Finance	July 2013
Closing Date	
Stabilization	September 2016
Time from Construction to Stabilization	3.17 years
RETURNS	
IRR	72.70%



MERIDIAN @ MIDTOWN

Location	San Jose, CA
Multifamily	218 units
Status	Sold 2017
Construction Finance.	October 2012
Closing Date	
Stabilization	July 2015
Time from Construction to Stabilization	2.75 years
RETURNS	
IRR	62.80%

Past performance is no guarantee of future sponsor performance.

¹The IRR estimates contained in this document were generated based on the Global Investment Performance Standards ("GIPS") adopted by the CFA Institute. This standard would include additional GIPS metrics such as paid-in-capital, committed capital, and distributions to be paid to investors. IRR is based upon start of entitlements to sale date of land to buyer. An IRR measure is just one metric to examine when performing due diligence on a commercial real estate investment opportunity. Other factors related to the investment should be considered such as Fund objectives and risks.

HISTORICAL PROJECTS

MANAGEMENT PERFORMANCE¹



MARQUIS

Location	San Jose, CA
Multifamily	166 keys
Status	Sold 2016
Construction Finance	August 2013
Closing Date	
Stabilization	November 2017
Time from	
Construction to	3.25 years
Stabilization	

RETURNS

IRR	48.60%
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LINQ

Location	San Jose, CA
Multifamily	105 keys
Status	Stabilized
Construction Finance	July 2017
Closing Date	
Stabilization	December 2019
Time from	
Construction to	3.00 years
Stabilization	

RETURNS

IRR	39.90%
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Past performance is no guarantee of future sponsor performance.

¹The IRR estimates contained in this document were generated based on the Global Investment Performance Standards ("GIPS") adopted by the CFA Institute. This standard would include additional GIPS metrics such as paid-in-capital, committed capital, and distributions to be paid to investors. IRR is based upon start of entitlements to sale date of land to buyer. An IRR measure is just one metric to examine when performing due diligence on a commercial real estate investment opportunity. Other factors related to the investment should be considered such as Fund objectives and risks.

URBAN CATALYST
PARTNERS*



ERIK HAYDEN
FOUNDER



JOSHUA BURROUGHS
CHIEF OPERATING
OFFICER



SEAN RAFT
CHIEF ADMINISTRATIVE
OFFICER &
GENERAL COUNSEL



PAUL RING
EVP DEVELOPMENT &
CONSTRUCTION



MORGAN MACKLES
EVP INVESTOR
RELATIONS



JEFF GREENMAN
DIRECTOR OF PROPERTY
ACQUISITIONS

OFFERING: FUND II



DIRIDON STATION

CALIFORNIA THEATER

CATHEDRAL BASILICA OF ST. JOSEPH

SAN JOSE CITY HALL

SAN JOSE AIRPORT

CURRENT OFFERING

FUND II

Urban Catalyst Opportunity Zone Fund II LLC (“Fund II”) launched in 2021 and is a \$200 million fund. Fund II includes diversified portfolio of projects consisting of Multifamily Apartments (Echo), Office (Icon), Senior Living (Gifford Place) and Hospitality (Keystone), all located in Downtown San Jose. Not only does Urban Catalyst control all of the land for these projects, our Keystone Hotel project commenced construction as of February 2023, and all the projects already have discretionary approval and/or are shovel ready. Fund II plans to be open through December of 2023, and has already raised over \$130 million in funds, meeting the minimum requirements to get these projects started.



**SHOVEL
READY**



**CONTROL
LAND**



**DOWNTOWN
SAN JOSE**

¹ Please refer to the Private Placement Memorandum (PPM) for more information.

WHERE URBAN CATALYST'S PROJECTS ARE LOCATED



DISCLOSURE: The prior performance of Fund I and our Sponsor or other real estate investment opportunities sponsored by our Sponsor or affiliated entities may not predict our future results.



ICON

CIVIC CENTER

OFFICE: 511,025 square feet

- Located on Santa Clara Street, the main drag of the central business district, across the street from City Hall and yards away from a future BART station, this project is the definition of Transit Oriented Development
- Redefining what Class A office space is in downtown San Jose, with forty thousand square foot floor plates, 14-foot floor heights, floor to ceiling windows, adequate parking and beautiful design
- Walking distance from City Hall, San Jose State University, restaurants, bars, cafes, small businesses and more.



ECHO

CIVIC CENTER

MULTIFAMILY: 388 units

- A state-of-the art, transit-oriented development, just yards away from the future BART Station and easy access to the VTA light rail
- New housing to alleviate the housing shortage in Silicon Valley, with high density residential and amazing amenity spaces
- Significant indoor/outdoor amenity spaces including rooftop decks and gardens, exterior staircases and balconies to take advantage of San Jose's 300 days a year of sunshine.

GIFFORD PLACE

DOWNTOWN WEST



SENIOR LIVING UNITS: 169

- Delivering the critical need for assisted living and memory care in the urban center of San Jose, with amazing access to Downtown San Jose's amenities and activities.
- The first senior living project in downtown in decades, Gifford Place addresses the coming “gray wave” in Silicon Valley, the hottest senior living market in the country.
- Gifford Place is located near the affluent neighborhoods of Willow Glen, Rose Garden and Naglee Park.

KEYSTONE

DOWNTOWN WEST



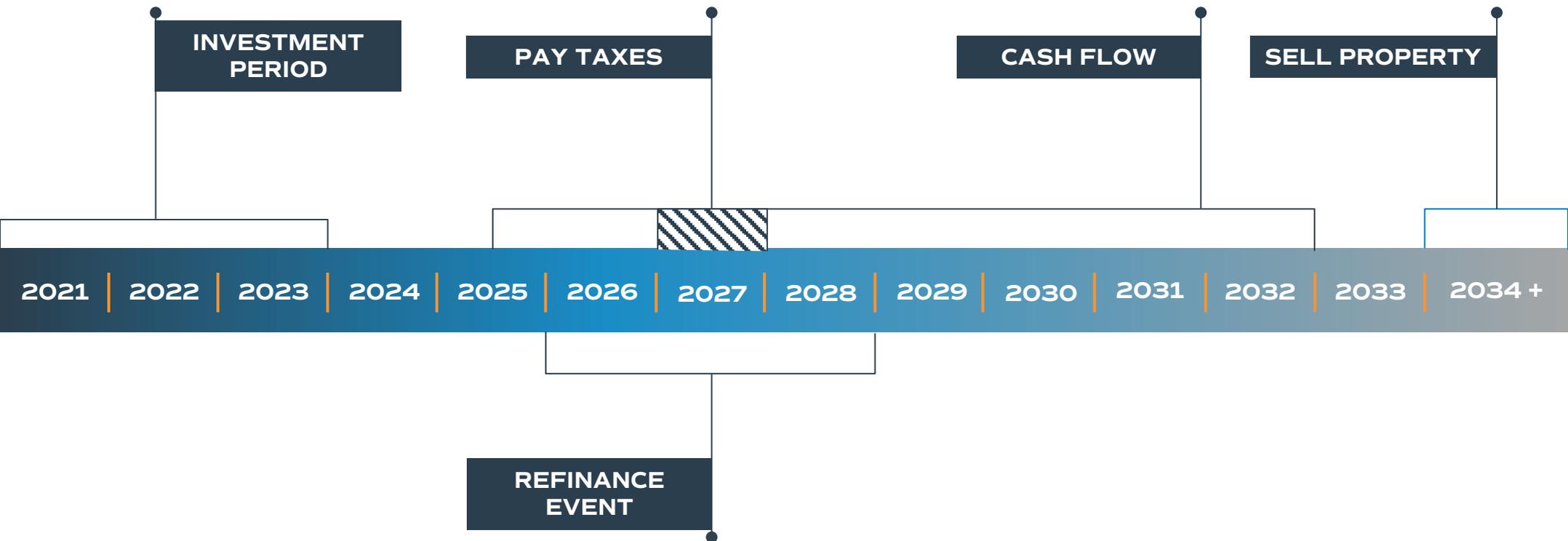
HOTEL KEYS : 176

- This Marriot Townplace Suites is located in a highly-coveted location. 300 yards from Google's planned mega-campus and three blocks from Adobe's Global Headquarters.
- It is steps away from the SAP events center (the most used events center in the country behind Madison Square Garden) and next to the largest multi-modal transit hub on the West Coast: San Jose Diridon Train Station.
- Construction commenced February 2023



INVESTOR
RESOURCES

INVESTMENT TIMELINE



¹ Payment of distributions is not guaranteed. The Fund is not restricted from paying distributions from any particular source, which means the Fund could use an unlimited amount of offering proceeds and borrowings, as well as proceeds from the sale of assets to pay distributions. Any of these distributions may reduce the amount of capital the Fund ultimately invests in properties, and negatively impact the value of your investment, especially if a substantial portion of distributions is paid from offering proceeds. There can be no assurance that there will be a liquidity event at all or that it will occur within the intended time frame. Please refer to the Risk Factors section of the PPM.

INVESTMENT SUMMARY

Offering	Urban Catalyst Opportunity Zone Fund II, LLC
Maximum Offering Size	\$200,000,000
Minimum Investment	\$100,000 ¹
Eligible Investors	Accredited Investors Only
Mandate	Ground up developments in Downtown San Jose
Multiple Assets	Office, Multifamily, Senior Assisted Living & Hospitality
Minimum Expected Holding Period	10 years per QOZ policy from close of capital raise
Manager Commitment	2% of total fundraise
Incentive Fee	20% of the total return above a 6% annualized hurdle and full return of principal investment
Management Fee	2%, at year 8 decreases .25% annually to a minimum of .50%
Tax Reporting	K-1
Auditor	Novogradac
Capital Call²	None

¹ For Broker Dealer/RIA affiliated investments only. All other investments require minimum investment of \$250,000.

² Capital Call - the legal right of a firm to call, or demand, a portion of the money committed to it by an investor under a previous capital commitment; the act of making such a call.

APPENDIX



URBAN
CATALYST
FUNDS



URBAN CATALYST LEADERSHIP TEAM



ERIK HAYDEN
FOUNDER

- \$3.5 billion in real estate development projects with over 2,300 residential units in the Bay Area
- Experience in acquisition, contract negotiation, due diligence, risk assessment, financing, construction, and disposition of multifamily, single family and large mixed-use and master planned developments
- Extensive relationships with a broad network of property owners to identify and acquire prime investments
- Expertise navigating projects through the entitlement process by working with elected officials, community groups, and political organizations to gain support and get projects approved

URBAN CATALYST LEADERSHIP TEAM



JOSHUA BURROUGHS

CHIEF OPERATING OFFICER

- Acquired and entitled over 5M square feet of product in Northern California, including over 1,500 residential units in Opportunity Zones
- In-depth experience in supervising and directing all aspects of land acquisition, entitlements, forward planning, and land development including project underwriting, design, construction, relationship management, partnership/joint venture formations, debt and equity placement, management of consultants, and project/asset disposition
- Serves on the Board of Directors for the Urban Land Institute Silicon Valley, San Jose Downtown Association, SPUR San Jose Urban Team, and the Bellarmine Alumni Council. Serves on the advisory boards of Urban Confluence Silicon Valley and PATH Homeless Services. Mr. Burroughs is a member of NAIOP Silicon Valley, the Rotary Club of San Jose, the Sainte Claire Club, and the Silicon Valley Capital Club

URBAN CATALYST LEADERSHIP TEAM



SEAN RAFT

CHIEF ADMINISTRATIVE OFFICER &
GENERAL COUNSEL

- Substantial experience in real estate, law, and securities
- Provides senior fund management through supervision, analysis, and advice on company structure, compliance, finance, accounting, and legal strategies and oversight of relationships with the company's outside third-party consultants specializing in those practice areas
- Served as Portfolio Manager of a real estate trust with over \$100M in assets where he directly managed business accounts and employees, provided regular financial analysis, pursued investment opportunities, and negotiated and drafted contracts and various other transactional documents
- Earned juris doctorate after graduating summa cum laude from Santa Clara University of Law and holds a Bachelor's degree in Biology from Georgetown University
- Admitted as a member of The Opportunity Zones Working Group, which advises the U.S. Department of the Treasury, Internal Revenue Service, the Community Development Financial Institutions (CDFI) Fund, members of Congress and other federal and state agencies on best practices and practical applications for the Opportunity Zone Program

URBAN CATALYST LEADERSHIP TEAM



PAUL RING
EVP OF DEVELOPMENT &
CONSTRUCTION

- Experience overseeing the development of over \$800 million in mixed use, apartments, and for-sale housing projects
- Managing all project stages including; acquisition, program definition, entitlement, consultant selection and design, value engineering review, construction oversight, and warranty review with responsibility for overall schedule, budget, and quality goals
- Leading teams on 1.4 million square feet of development and construction in San Jose

URBAN CATALYST
LEADERSHIP TEAM



- Extensive experience and expertise in building out scalable-and-repeatable sales processes
- Successful quota-carrying roles across multiple F500 and startup companies
- Previous roles include VP Sales at a venture-backed Artificial Intelligence startup in NYC and VP Sales at a cloud-technology startup based in San Francisco

MORGAN MACKLES

EVP OF INVESTOR RELATIONS

URBAN CATALYST LEADERSHIP TEAM



- Purchased and managed over 50 real estate projects throughout the United States worth over \$350 million, including over 500,000 square feet of commercial, industrial and retail space.
- Mr. Greenman has focused on syndicated purchases of triple net, single tenant industrial and commercial properties in over fifteen States.
- Mr. Greenman has a juris doctor from Chapman University Law School and also has a BA in Economics from the University of Washington.

JEFF GREENMAN

DIRECTOR OF LAND ACQUISITIONS

URBAN CATALYST FUNDS
TEAM



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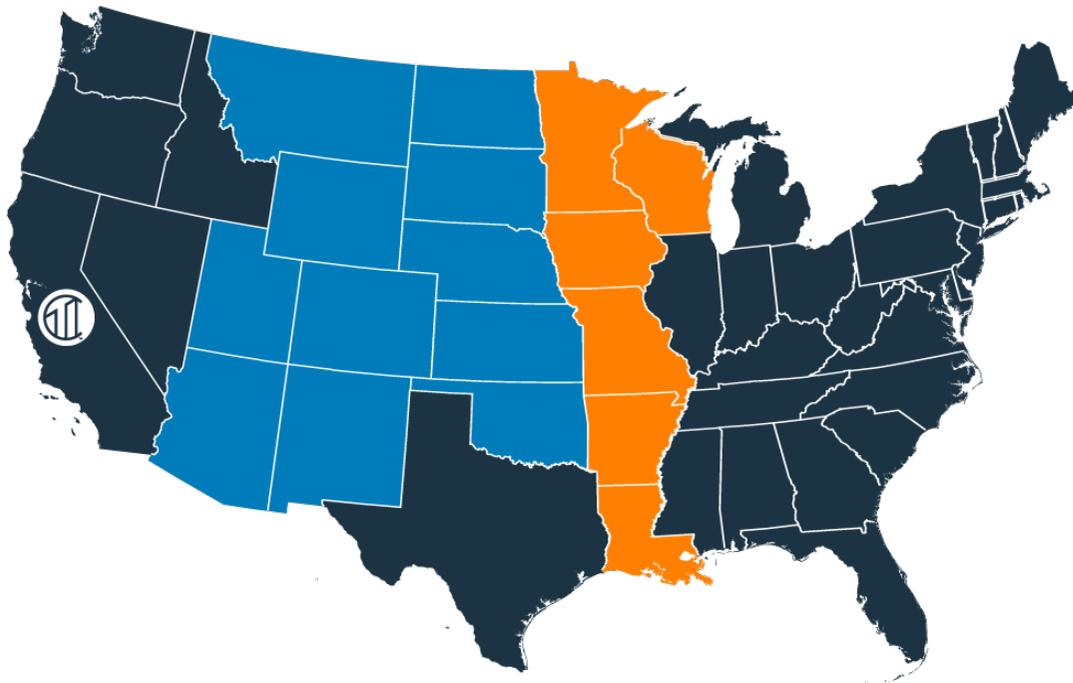


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URBAN CATALYST FUNDS TERRITORY MAP



WEST

Pisoot Senethavilay
Director

Bruno Leonardo
Partnership Liaison

HYBRID WEST

Elijah Davis
Partnership Emissary

Bruno Leonardo
Partnership Liaison

HYBRID CENTRAL

Crystal H. Rutkowski, AIF
Ambassador

Patrick Laning
Partnership Liaison

EAST

Pisoot Senethavilay
Director

Lisa Florest
Senior Partnership Advocate

DUE DILIGENCE

Crystal H. Rutkowski, AIF
Ambassador

SUPPORT

Sarah Nichols
Strategic Liaison

SALES OPERATIONS

Miguel Orta
Concierge



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