

# INVESTMENT GUIDE

URBAN CATALYST OPPORTUNITY ZONE FUND II, LLC



URBAN  
CATALYST  
FUNDS

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;
- 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.

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The background of the slide is a photograph of a city street. On the left, there is a tall, modern building with a grid of blue-tinted windows. To the right, there is a large, multi-story building with a light-colored facade and many windows. In the foreground, several tall palm trees are planted in a row, their trunks and fronds visible against the buildings and sky. The sky is a clear, pale blue. The overall scene suggests a warm, urban environment.

# ABOUT OPPORTUNITY ZONES





# THE GENESIS OF OPPORTUNITY ZONES<sup>1</sup>

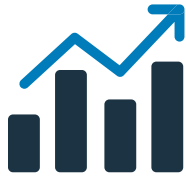
- When Congress passed the Tax Cuts and Jobs Act in December of 2017, a new section of the Tax Code was created (26 U.S. Code 1400Z-2).<sup>2</sup> This resulted in the creation of Opportunity Zones across the United States and defined the tax incentives that investors would potentially receive for investing 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 define how to create Opportunity Zone Funds to invest.<sup>3</sup>

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 forgoing 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. Office of the Law Revision Council  
<https://uscode.house.gov/view.xhtml?req=granuleid:USC-prelim-title26section1400Z-2&num=O&edition=prelim>
3. Source: Opportunity Now  
<https://opportunityzones.hud.gov/resources>



## OZ POTENTIAL TAX BENEFITS<sup>1</sup>

### 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 BENEFITS<sup>1</sup>



## 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





# SILICON VALLEY



# WHAT WE WANT TO SEE FOR REAL ESTATE DEVELOPMENT



DIRIDON STATION



SILICON VALLEY  
JOB ENGINE

TRANSIT & PHYSICAL  
INFRASTRUCTURE

GOVERNMENT  
DEVELOPMENT POLICIES





# URBAN CATALYST FUNDS



# HISTORICAL PROJECTS MANAGEMENT PERFORMANCE<sup>1</sup>



## PARK VIEW TOWERS

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 42.2%



## HILTON HOMEWOOD SUITES

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 70.7%



## MERIDIAN @ MIDTOWN

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 62.8%

Past performance is no guarantee of future sponsor performance.

1. The 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 PERFORMANCE<sup>1</sup>



**MARQUIS**

SAN JOSE, CA

<b>Multifamily</b>	166 units
<b>Status</b>	Sold 2016
<b>Construction Finance</b>	August 2013
<b>Closing Date Stabilization</b>	November 2017
<b>Time from Construction to Stabilization</b>	3.25 years

## RETURNS

<b>IRR</b>	48.6%
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**LINQ**

SAN JOSE, CA

<b>Multifamily</b>	106 units
<b>Status</b>	Stabilized
<b>Construction Finance</b>	July 2017
<b>Closing Date Stabilization</b>	December 2019
<b>Time from Construction to Stabilization</b>	3.00 years

## RETURNS

<b>IRR</b>	39.9%
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Past performance is no guarantee of future sponsor performance.

1. The 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  
**EXECUTIVE LEADERSHIP TEAM**



**ERIK HAYDEN**  
FOUNDER



**JOSHUA BURROUGHS**  
CHIEF OPERATING OFFICER



**MIKE GERMAIN**  
CHIEF FINANCIAL OFFICER



# OFFERING: FUND II



## 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 and 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 2024, and has already raised over \$140 million in funds, meeting the minimum requirements to get these projects started.<sup>1,2</sup>



**DISCRETIONARY  
APPROVAL**



**CONTROL  
LAND**



**DOWNTOWN  
SAN JOSE**

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

2. Currently Icon is entitled for office space, however a preliminary application has been submitted to the City of San Jose to change the use to Multifamily.



# WHERE URBAN CATALYST'S PROJECTS ARE LOCATED





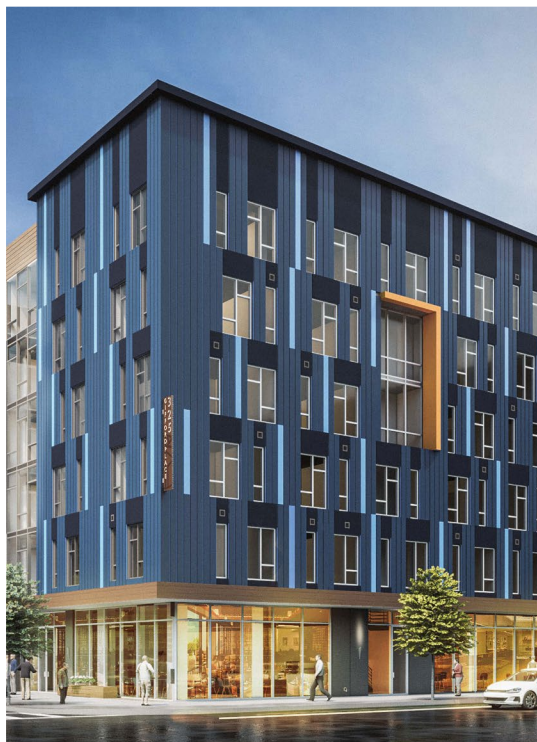
# URBAN CATALYST OPPORTUNITY ZONE FUND II PROJECTS<sup>1</sup>



## KEYSTONE

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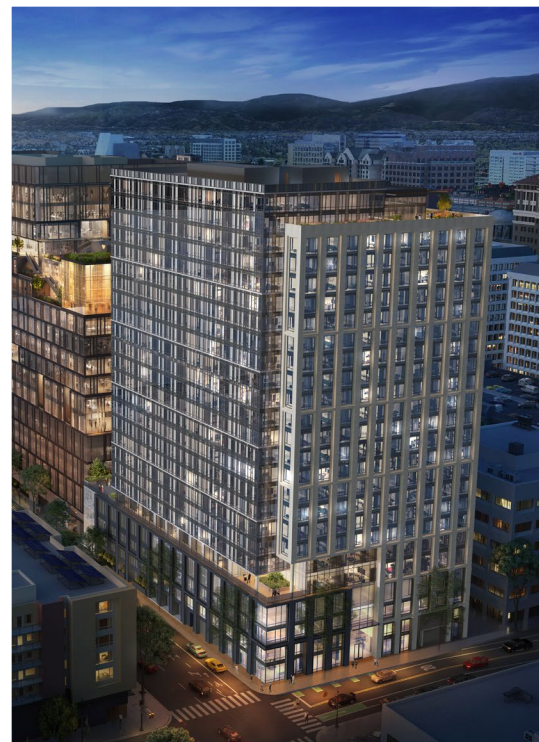
**Hotel:**  
176 keys



## GIFFORD PLACE

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**Senior Housing:**  
169 units



## ECHO

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**Multifamily:**  
388 units



## ICON<sup>2</sup>

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**Multifamily:**  
700 units

1. All project details are estimates only and are subject to change. Renderings represent planned projects for Urban Catalyst Opportunity Fund I in downtown San Jose
2. Currently Icon is entitled for office space, however a preliminary application has been submitted to the City of San Jose to change the use to Multifamily.



# KEYSTONE

DOWNTOWN WEST

HOTEL: 176 units

- This Marriott 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





# GIFFORD PLACE

DOWNTOWN WEST

SENIOR LIVING : 169 units

- 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.



# 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.





# ICON<sup>1</sup>

## CIVIC CENTER

MULTIFAMILY : 700 units

A 26-story residential building, with related amenity spaces, and ground floor commercial spaces over one level of subterranean parking garage

- 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
- This multifamily building is in Downtown San Jose, with forty thousand square foot floor plates, 14-foot floor heights, floor to ceiling windows, adequate parking, including 175 bicycle parking spaces, and a beautiful design
- Walking distance from City Hall, San Jose State University, restaurants, bars, cafes, small businesses and more

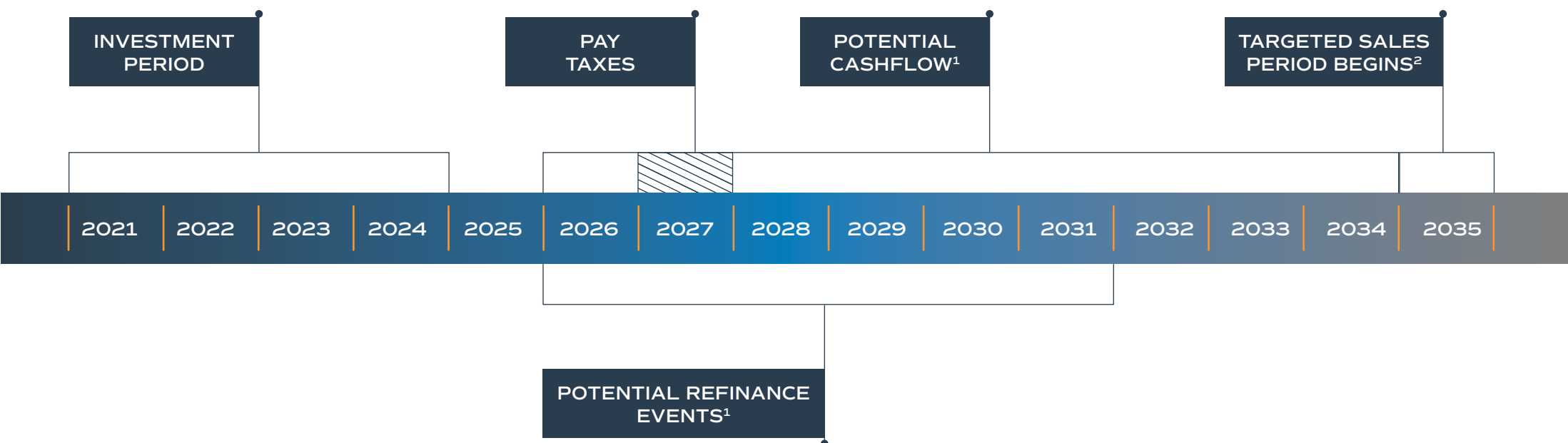
1. Currently Icon is entitled for office space, however a preliminary application has been submitted to the City of San Jose to change the use to Multifamily.





# INVESTOR RESOURCES

# INVESTMENT INTENDED TIMELINE<sup>1</sup>



1. There can be no assurance that there will be a liquidity event at all or that it will occur within the intended timeframe. Please refer to the Risk Factors section of the PPM.
2. 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.



# BONUS SHARES PROGRAM<sup>1, 2, 3</sup>



## Time Incentive Credit

**Why you should consider investing now**  
You'll receive bonus shares through our Time Incentive Credit (TIC) based upon the month on which you make your investment.



## Multiple Ventures Program

**Why you should consider investing again**  
If you have invested in a previous Urban Catalyst affiliated entity you are eligible for our Multiple Ventures Program (MVP).



## Volume Incentive Program

**Why you should consider investing more**  
Volume Incentive Program (VIP) units are based on the total amount invested.

	2024					
JAN	2.75%					\$250,000 0.00%
FEB	2.50%					\$300,000 1.00%
MAR	2.25%					\$400,000 1.50%
APR	2.00%					\$500,000 2.00%
MAY	1.75%					\$600,000 2.50%
JUN	1.50%					\$700,000 3.00%
JUL	1.25%					\$800,000 3.50%
AUG	1.00%					\$900,000 4.00%
SEP	0.75%					\$1,000,000 4.50%
OCT	0.50%					\$1,100,000 5.00%
NOV	0.25%					\$1,200,000 5.50%
DEC	0.00%					\$1,300,000 6.00%
						\$1,400,000 6.50%
						\$1,500,000 7.00%
						\$1,600,000 7.50%
						\$1,700,000 8.00%
						\$1,800,000 8.50%
						\$1,900,000+ 9.00%



4.50%



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2. Please refer to the Urban Catalyst Opportunity Zone Fund II LLC Private Placement Memorandum
3. Our Time Incentive Credit ("TIC") Award Program allows investors in the Fund to receive bonus common units in the Fund pursuant to the chart above, depending on the date such investor has committed to purchase common units in the Fund. We are currently offering additional common units to investors through our Volume Incentive Program ("VIP"). VIP units are awarded separately from our Time Incentive Credit ("TIC") Awards and Multiple Ventures Program ("MVP"), are based on the total amount invested in the Fund, rather than the timing of the investment or whether the investor has also invested in one or more other funds sponsored by our Sponsor or its affiliates, and are awarded pursuant to the chart above. Please see PPM for further details.

# INVESTMENT SUMMARY

<b>Offering</b>	Urban Catalyst Opportunity Zone Fund II, LLC
<b>Maximum Offering Size</b>	\$200,000,000
<b>Minimum Investment</b>	\$100,000 <sup>1</sup>
<b>Eligible Investors</b>	Accredited Investors Only
<b>Mandate</b>	Ground up developments in Downtown San Jose
<b>Multiple Assets</b>	Multifamily, Senior Assisted Living & Hospitality
<b>Minimum Expected Holding Period</b>	10 years per QOZ policy from close of capital raise
<b>Manager Commitment</b>	2% of total fundraise
<b>Incentive Fee</b>	20% of the total return above a 6% annualized hurdle and full return of principal investment
<b>Management Fee</b>	2%, at year 8 decreases .25% annually to a minimum of .50%
<b>Tax Reporting</b>	K-1
<b>Auditor</b>	BDO
<b>Capital Call<sup>2</sup></b>	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 EXECUTIVE 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 EXECUTIVE 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 EXECUTIVE LEADERSHIP TEAM



**MIKE GERMAIN**  
CHIEF FINANCIAL OFFICER

- Mike Germain, Urban Catalyst's Chief Financial Officer, expertly leads the company's accounting, finance, and administration teams. As both a CPA and a CFA, Mike has led similar teams in both the venture capital and private equity space and is extremely familiar with fund management and real estate partnerships.
- Born in Haiti and raised in the United States, Mike's diverse background has contributed to his global perspective and adaptability. He holds an MBA from Florida State University and is a Chartered Financial Analyst, providing a solid foundation for his career in the financial sector. From 2017 to 2019, Mike was the Chief Accounting Officer (CAO) and Vice President of Finance at Canyon Bridge Capital Partners, where he enhanced the firm's financial operations and administrative processes.
- From 2019 to 2023, Mike served as the Chief Financial Officer (CFO) of True Capital Management, where he led the firm's growth from \$1 billion to \$2 billion in AUM. His expertise in mergers and acquisitions was instrumental in driving successful outcomes and creating value for stakeholders.





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FOR MORE INFORMATION, PLEASE CONTACT

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