

URBAN CATALYST OPPORTUNITY ZONE FUND II, LLC

# FACT SHEET







## MAP LEGEND

■ URBAN CATALYST OPPORTUNITY ZONE FUND II

■ CLOSED | URBAN CATALYST OPPORTUNITY FUND I

① ICON ② ECHO ③ Gifford Place ④ Keystone

— OPPORTUNITY ZONE - - - FUTURE BART LINE

## INVESTMENT SUMMARY

Offering Size	\$200,000,000	Manager Commitment	2% of total fund raise
Minimum Investment	\$100,000 <sup>2</sup>	Incentive Fee	20% of the total return above a 6% annualized hurdle and full return of principal investment
Eligible Investors	Accredited Investors Only		
Asset Classes	Office, Multifamily, Hotel, and Senior Assisted Living	Management Fee	2%, at year 8 decreases 0.25% annually to a minimum of 0.50%
Minimum Expected Holding Period	10 years per QOZ policy from close of capital raise	Tax Reporting	K-1 <sup>3</sup>
Capital Call <sup>2</sup>	None	Auditor	Novogradac

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

<sup>2</sup> Capital Call- A capital call is a legal right granted to the manager of a partnership or fund to compel additional capital contributions from investors.

<sup>3</sup> A Schedule K-1 is used by partners in a business, LLC members, and S corporation shareholders to report their income, deductions, and credits for the tax year.

<sup>4</sup> 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.

<sup>5</sup> 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.



**KEYSTONE**  
Hotel Keys: 176



**GIFFORD PLACE**  
Senior Housing Units: 169

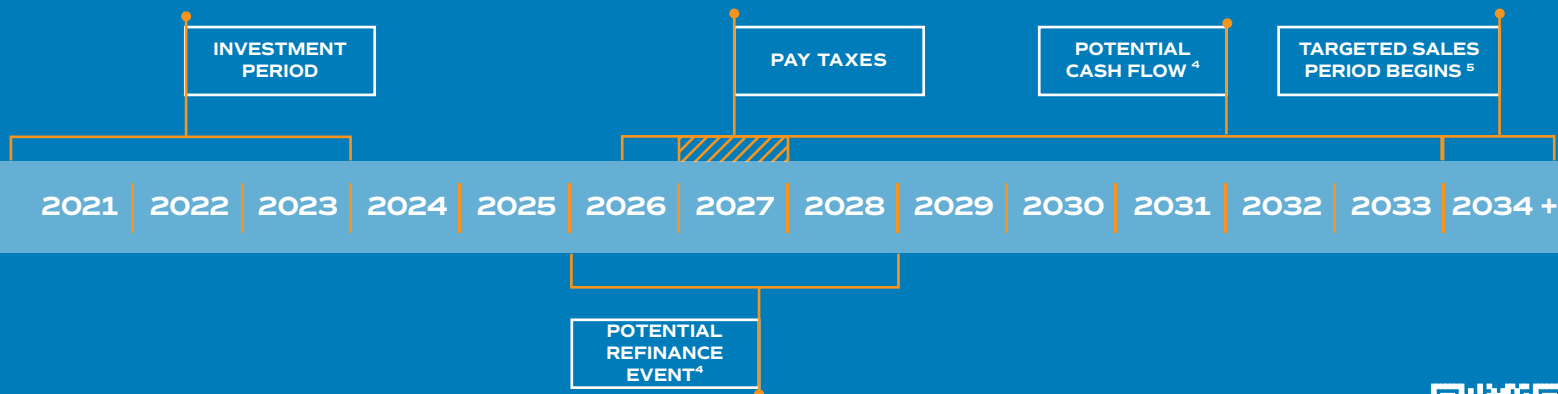


**ECHO**  
Residential: 388 units



**ICON**  
Office: 511,025 SF

## URBAN CATALYST OPPORTUNITY ZONE FUND II INVESTMENT OBJECTIVES TARGETED TIMELINE



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**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.

As of February 3, 2023, this document, the Urban Catalyst Opportunity Zone Fund II (the “Fund”) has not acquired an interest in the Gifford Senior Living Project (the “Gifford Project”). No assurances can be made that the Fund will acquire any interest in this project at a future date.

Except where otherwise indicated herein, the information provided in this document assumes the Fund will acquire the Gifford Project at a future date, and the document will not be updated or otherwise revised to reflect any changes in this assumption. A description of the risks and other disclosures involved in investing in the Fund is contained in the PPM, which should be reviewed carefully by prospective investors.

Certain information included in the document has been obtained from third-party sources and, although believed to be reliable, its accuracy or completeness cannot be guaranteed and should not be relied upon as such. Projected returns are based on projections that have been prepared in good faith on assumptions that the Sponsor believes are reasonable on the basis of its past real estate investing experience. You should bear in mind that the Fund may not realize such cash flows or achieve such projected returns, and may lead to substantial losses including the investment in its entirety.

Past performance is 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 cashflow 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.
- Capital call default consequences. Meeting capital calls to provide managers with the pledged capital is a contractual obligation of each investor. Failure to meet this requirement in a timely manner could elicit significant adverse consequences, including, without limitation, the forfeiture of your interest in the fund.
- 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 to 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.