





Today's Agenda

1

Who are we?

An introduction to the Management Team

4

What are the

Assumptions, 162ns, splits, returns and more

2

Why Provo?

What's different and special about this market?

5

How long and how much?

Minimum investment amount and timeframe

3

Why build multifamily at this location?

Let's understand the opportunity

6

What did we forget?

Q&A session

Housekeeping & Legal



- Feel free to type your questions in the text box. We will answer them at the end.
- This presentation is being recorded. You will automatically be sent a copy.

All numbers shown are estimates and subject to change as we negotiate with contractors to reduce costs, the architect to add units, and make improvements where possible.

Housekeeping & Legal



This material does not constitute an offer or a solicitation to purchase securities. An offer can only be made by the Private Placement Memorandum (PPM). This presentation has been prepared to summarize such information for prospective investors in the Company.

The PPM and its exhibits contain complete information about the Property and the investment opportunity.

The information contained herein is not a substitute for an investor's complete review of all of the information attached to the PPM as part of their own due diligence regarding this investment opportunity and its suitability for their investment portfolio.

Meet the Management Team

President and CEO, Grocapitus



Neal Bawa

CEO & Founder Grocapitus

About Neal

- Neal's companies have owned / managed a portfolio of over \$180
 Million
- Over 2,000 units of Multifamily and Student housing, in 9 states
- Nationally known Multifamily mentor and speaker
- About 5,000 investors attend his Multifamily webinar series and hundreds attend Multifamily Boot camps
- Co-founder of the largest Multifamily Investing Meetup in the U.S. with 3000+ members.

Key Focus

Investor Management

Leasing and Tenant Marketing

Submarket and property selection

Operations and metrics

Prime Partner | J. B. Earl Company



Justin Earl
President | Founder



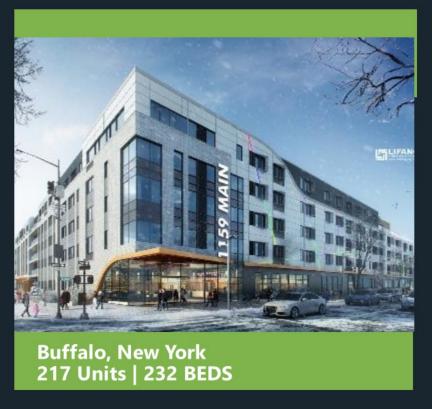
- Justin has 15 years of development experience working with some of the largest real estate players in Utah and nationally. He brings enthusiasm, creativity, and confidence to the industry.
- Justin is the founder of J.B. Earl Company, an innovative commercial/residential mixed-use development company. Prior to J.B. Earl Company, Justin cofounded Blackfish, a development company that specializes in developing college student apartment communities. He was previously Director of Acquisitions and Development with one of the largest multifamily developers in Utah, Ivory Commercial (ICO). Before ICO, Justin worked with Phillips Edison & Company, a public/private REIT specializing in grocery anchored shopping centers throughout the US. Justin was also the Land Acquisition Manager and the Development Manager for Alpine Homes, a subsidiary of a "Top 50" private home building company in the US.
- Justin earned his Bachelor of Fine Arts from Brigham Young University, and both his Master of Finance and Master of Real Estate Development from the University of Utah. He has enjoyed teaching several classes for the University of Utah MRED, MSF, MBA, and MAcc programs, and mentoring both U of U and BYU teams for the Utah Real Estate Challenge.

Justin & Neal's Projects

Rails On Main



Buffalo, New York 331 Units | 371 BEDS The Grid



The Point On Flamingo





Justin's Other Projects



Ivory Ridge Office Building Lehi, Utah 36k Sq/Ft Office





River's Edge Saratoga Springs, Utah 130 UNIT Condo Project



Park City Business Center Park City, Utah



Ivory Ridge Retail Lehi, Utah 3k Sq/Ft Retail



- 500 E South Temple. 152-unit multi family midrise—ground up and redevelopment Salt Lake City
- Belle Monet. 72 condo units for lease—ground up development Pleasant Grove, UT
- UVU Student Housing. 1,120 bed student housing—ground up development Orem, UT
- Mountain Point Business Center. 700,000+ sq ft industrial park—entitlements and site prep Bluffdale, UT
- Numerous single-family neighborhoods throughout Utah's Wasatch Front—ground up development

Partner | Millstream Partners

Millstream invests debt and equity in all types of commercial real estate assets



Greg Nelson Managing Partner



Jason Robbins Managing Partner



Multifamily



Student Housing



Industrial



Office



Hospitality



Partner | REDSTONE

Redstone Residential is a nationwide investor and operator of student housing with a portfolio in excess of **25,000**+ **beds**



Grant Collard CEO

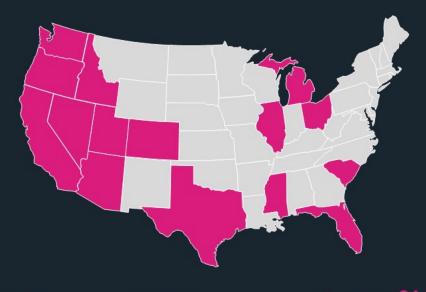
Grant is a founder and partner at Redstone residential and serves as CEO.

His responsibilities include business development as well as overseeing the financial operations of the company's portfolio. Since 2009, grant has grown Redstone from 1,000 to just under 25,000 + beds of student housing and has sponsored in excess of \$400mm in closed student housing acquisitions.

Grant is a graduate of the BYU Marriott school of business, where he studied finance.

Grant holds a real estate broker license in the states of California



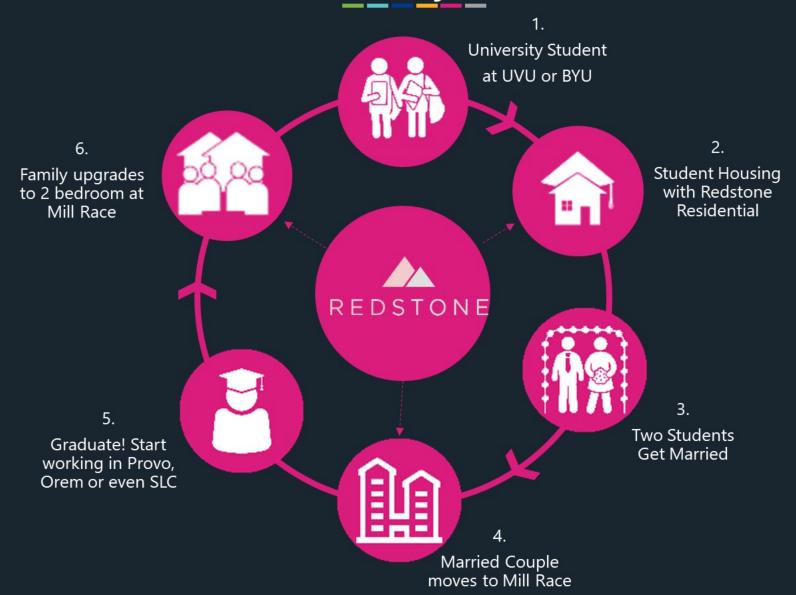


14 States

300+
Team Members

Avg Year 1 NOI Increase

The Cycle



Meet the Management Team

The strength of the project is in the team



Anna Myers

Vice President & Operating Partner



Julianne Feliza

Transaction
Coordinator &
Investor Relations



Jennifer Pineda

Tenant Leasing & Marketing



Nadine Fortich

Property Administrator

Sample of Grocapitus Portfolio & Track Record



Art City

Art City Center is a beautiful new construction mixed use project in Springville, UT. The iconic midrise secure access residential facility has 102 units. The project was completed in April 2018 and the apts are at 100% occupancy.



Equinox on Prince

Purchased March 2019, our first property in Tucson, AZ is an older 114 unit property in a growth area with new medical centers and malls nearby. Under market rents and tired units provide true value add opportunity. We've boosted occupancy by 10% in our 1st month of ownership as we rebrand and renovate to create a modern apt community.



The Point on Flamingo

192-unit C class property in Las Vegas purchased in May 2017. Borders UNLV campus on two sides, and is now transformed into purpose built student housing. It is run as fullservice, furnished housing, rented by the bed to individual students. First 100 students now in.

The GRID

217 units ground up construction next to transit and BNMC medical university campus in Buffalo, NY. Started Construction July 2019, for Q1 2021 Completion.



Chelsea Place

174-unit Class C property in East Atlanta, 95% occupied. Value Add project with under market rents, will undergo light rehab and rents pushed to market . Two miles from our other Atlanta property, so lots of efficiencies here.

Property purchased December 2018



Rails on Main

322-unit new construction purposebuilt student housing project next to the university in Buffalo, NY. First raise of \$6.2MM used to buy land, demo, land remediation & rezoning. Project well timed as Buffalo economy surged in 2017. Starting construction 2018, for 2020 completion.





Lakewood Oaks

Our first project in Jacksonville FL is a 138-unit Class C (vintage 1974) in an emerging Class B area, acquired in Feb 2019. With under market rents, and no renovated units, this is a true value add. We will re-brand it, re-position it, then explore the possibilities to build 32 additional units.



Park Canyon

151-unit Class B Property in Dalton GA, Chattanooga Metro. Under market rents and 20 down units from a fire gives us opportunity to add significant value in this project.

Property purchased November 2018



Coyote Creek Apartments

116-unit new construction multifamily in St George UT, a city with 2% vacancy rate, and the property is zoned for vacation rentals as well.
Construction starts Sept 2019, for completion Q1 2021

Why Utah?



Utah is a Young & High-Growth State

One of the fastest growing states in the US 15.2%

Increase, 2010-2018

Median age of 30.6

There are more than

420,000

more people in Utah than
there were in 2010



The Economic Conditions in Utah are great

Ranked

2cd
best state for overall economy

Utah named #2 best state for Business in 2018

Ranked 4th best state for Venture Capital



Utah boast a Highly Educated and Skilled Workforce

More than 35 higher education institutions in Utah

48% of Utahns have obtained secondary certificates or degrees

Over 69,000 degrees awarded in 2015



Opportunities for Jobs & Careers in Utah are plentiful

Among the top States in the US for job growth 3.6%

increase 2017 - 2018

Utah is experiencing overwhelming job growth in construction, financial, Health & Technology Sectors

About 48,000 jobs added to Utah's economy in 2018



Utah has a Multilingual Population

Over 120 languages spoken in Utah

About 15% of Utah residents speak a language other than English at home

More than 246,000 Spanish speakers

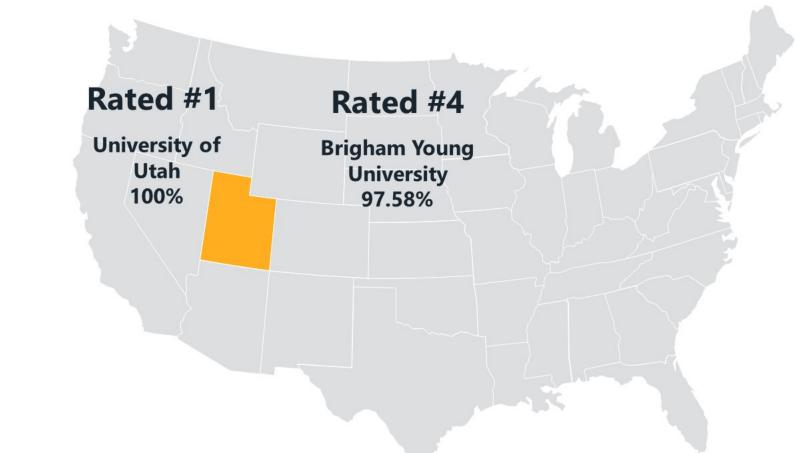
Why Utah?

The State of Utah leads the nation in **Technology Transfer** and as a result it has a rapidly growing start up and technology scene – Provo, Utah is the center of Utah County and is the County Seat.



CONCEPT TO COMMERCIALIZATION The Best Universities for Technology Transfer

Ross DeVol, Joe Lee, and Minoli Ratnatunga April 2017





Let's take a look at Provo

Why we love it!

Why is Neal always talking about Provo?



i Mi









#1
Best
Performing
City

#3 Best City to Raise a Family #2
Best City for Millennials

#1 Best Value College

#1 Job Growth #2 Work-Life Balance

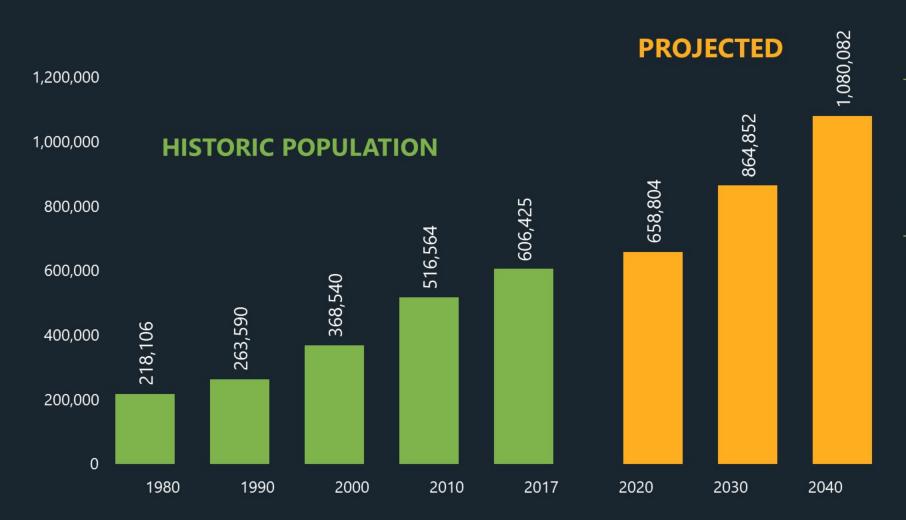
2019 is the second year in a row Provo earned this top spot in Milken Institute's Annual Best Performing Cities Report Forbes Ranks
Provo #3 out of
100 largest MSA's
based on
categories such as
median income,
cost of living, crime
rate and education

2017 Study by Apartment List – #2 Best City in the US based on Affordability, Job growth and Livability Forbes #1 pick for 2019 Best Value College is BYU: Brigham Young University Forbes Ranks
Provo #1 in Job
Growth and #9 for
best place for
business and
careers

NerdWallet ranked Provo #2 - employees in Provo enjoy an amazing worklife balance.

Utah County Population Growth

Historic and Projections for Provo Utah Metro



People continue to move to the region, with close to **6,000** net new residents coming to the Provo-Orem metro in 2017.

Over the past five years, the region added more than **18,000** new residents through in-migration.

This is creating competition for housing and driving up rents

Demand for Rental Housing

Rental Households



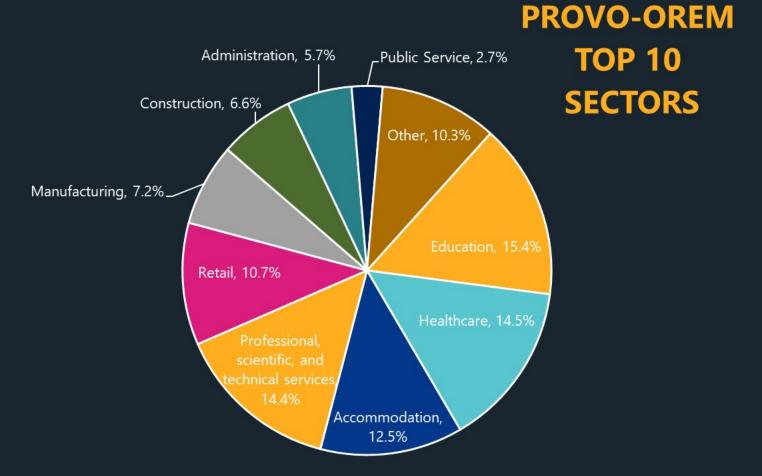
Between 2010 and 2016, **100%** of all household growth in Provo / Orem was renter households.

Renter households grew at an annual rate of **2.2%**, while the number of homeowner households declined

For the next three years, it is projected that renter household will account for **75%** of population growth.

Utah County - Employment





* 24.9% job growth from 2008 to 2016

Utah

County *

For Provo-Orem Metro: "Wage growth in the five years ending in 2016 was 19 percent ahead of the U.S. economy, and job growth over the past five years was 17.5 percent faster than the nation" ~ 2019 Milken Institute Report

Data Source: Western States Multifamily Market Study conducted for Mill Race Project, Employment sectors from Neighborhood Scout

State of

Utah

USA



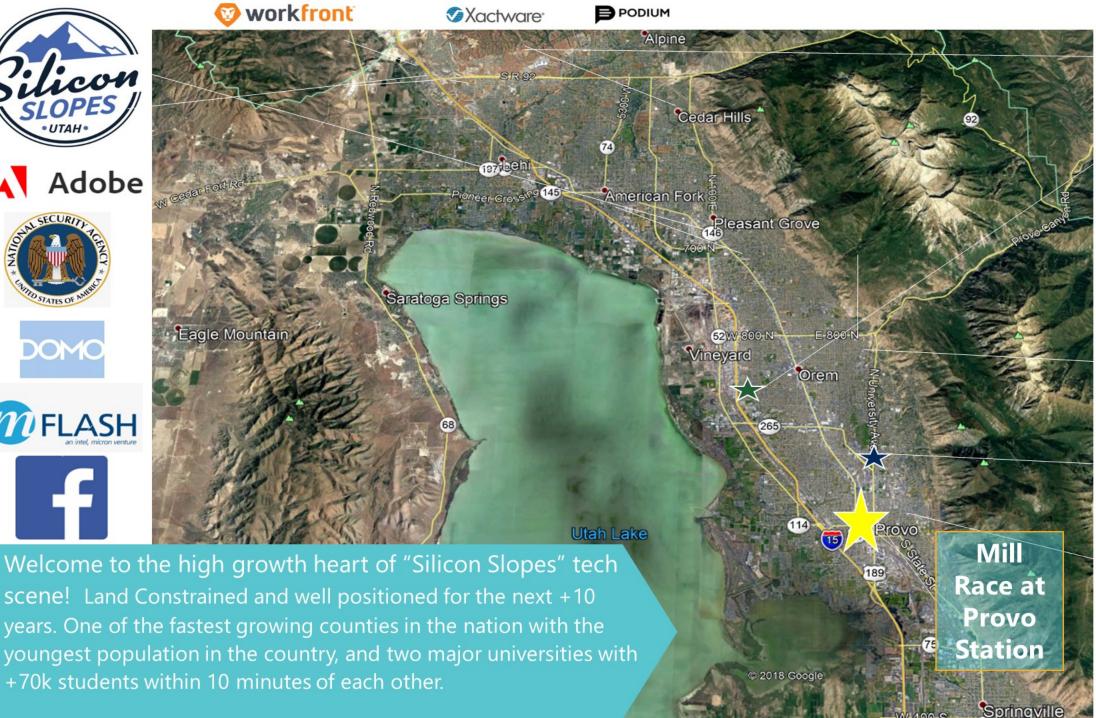




























5-minute drive from Mill Race to Brigham Young University; 33,000+ students

Provo is a University Town

10-minute drive to Utah Valley University from Mill Race; 39,000+ stude



Public Transit in Provo

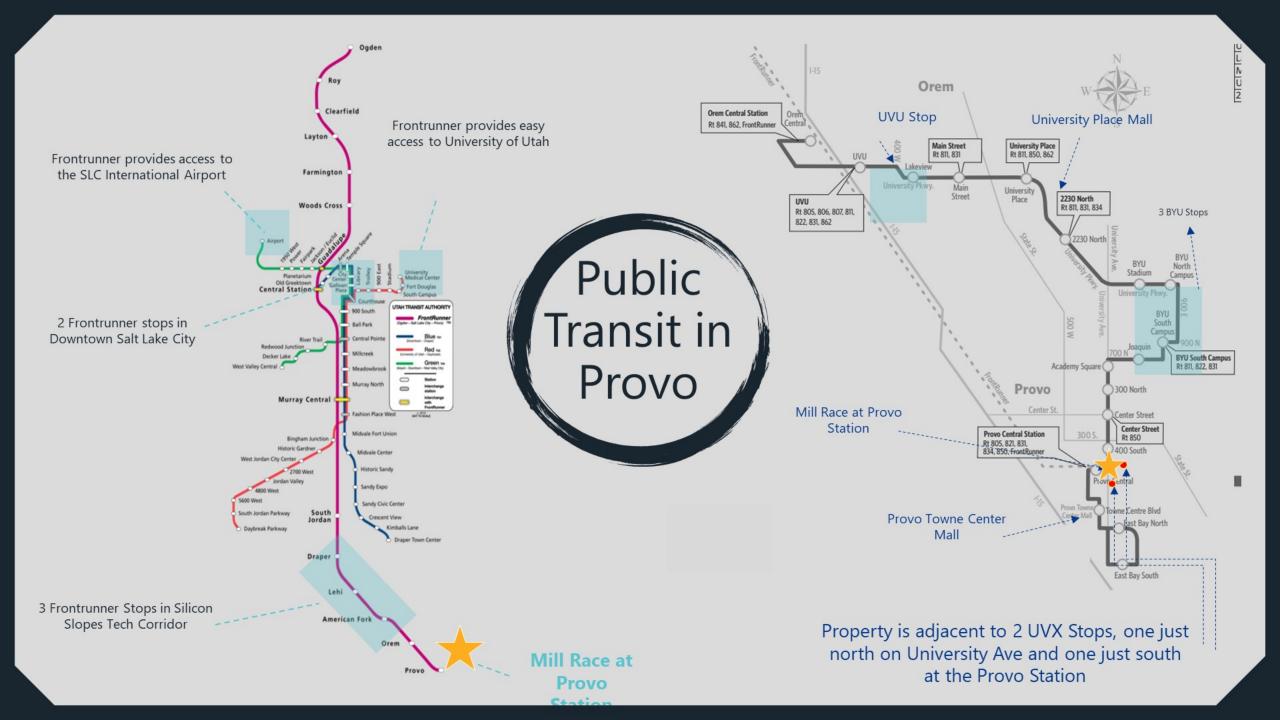


THE PROPERTY'S DIRECT ACCESS TO BOTH THE FRONTRUNNER AND UVX TRANSIT LINES CANNOT BE OVERSTATED.





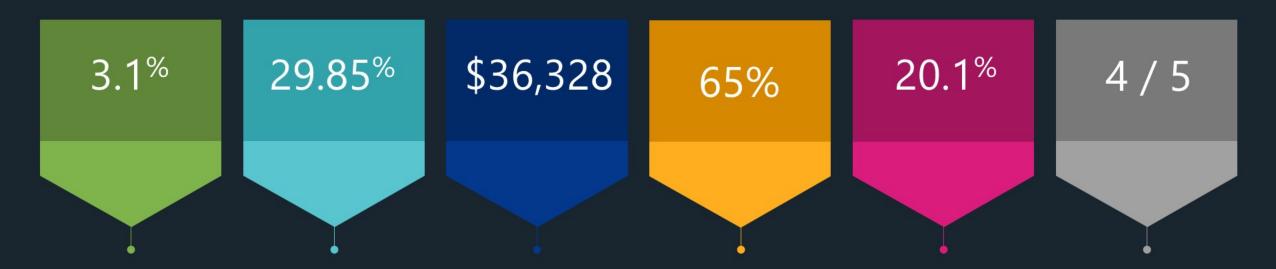




Amazing Metro! What about the Neighborhood?



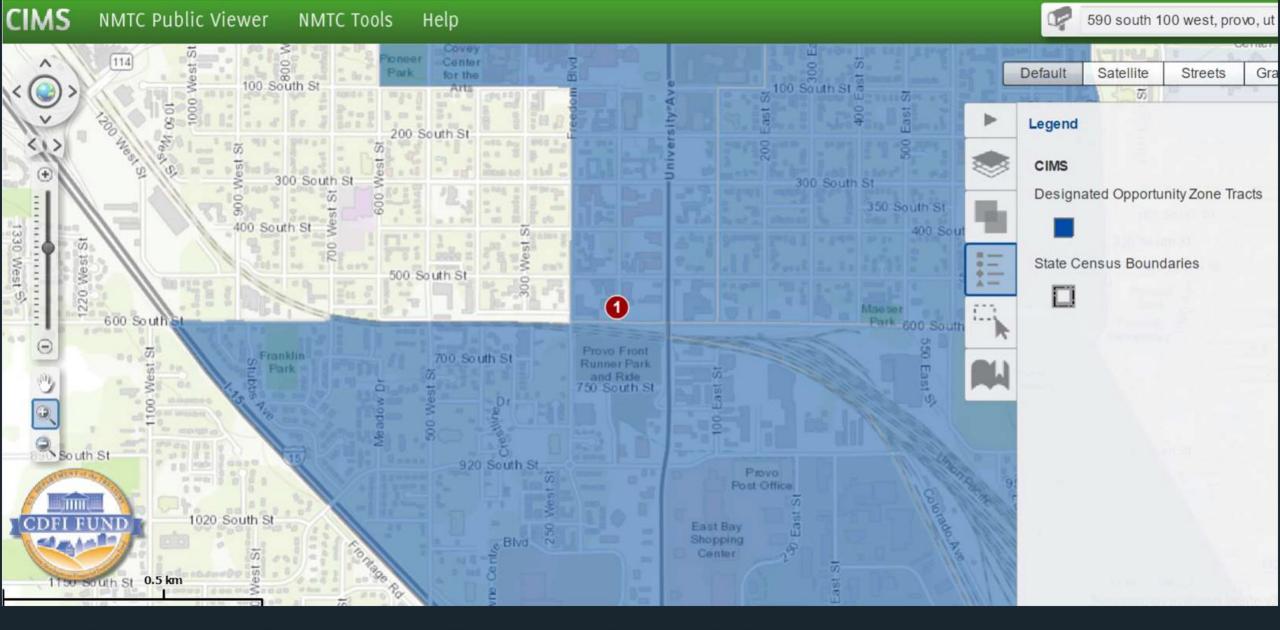
Micro Neighborhood By The Numbers



Unemployment Compared to 3.8% avg for US Forecasted Appreciation for housing prices in the next 3 years Median Household Income – in an OZ, with 22% residents listed as college students. One block away MHI is 40k Safer than 65% of all neighborhoods in the US for violent crime. Many of our properties have a score below 20%

Average annual change in per capita income over last 5 years (!!) compared to US avg of 2.3%

Neighborhood Scout Rating of 4 of 5 for Appreciation Potential, 5 of 5 for Blue Chip Past Appreciation and Fundamentals



Located at the Edge of an OZ

What is an Opportunity Zone?

Introduced by the Tax Cut and Jobs Act of 2017

Over 8,700 census tracts designated based on lower income demographics

Qualifying Investments
must target
"substantial
improvement" which
generally means new
development or
extensive repositioning
of a property

Created to incentivize investment ...

Tax benefits to re-invest capital gains

Opportunity Zone Benefits







Tax Deferral

Defer tax on invested capital gains, up to December 31, 2026

Tax Reduction

Invested capital gains can get to 15% step-up in basis

Tax Forgiveness

Zero taxes on Opportunity Zone investments held over ten (10) years

Opportunity Zone on InvestReal

QUALITY OF LIFE SCORE

O Zone Metro Area





Measures the social and economic well-being (incl. income, jobs, education, safety commute

HOUSE VALUE GROWTH RATE

O Zone Metro Area





Estimates the long term (10 year) growth potential of house values by combining momentum, historical risk and market health measures

POPULATION GROWTH RATE



RENT PRICE GROWTH SCORE

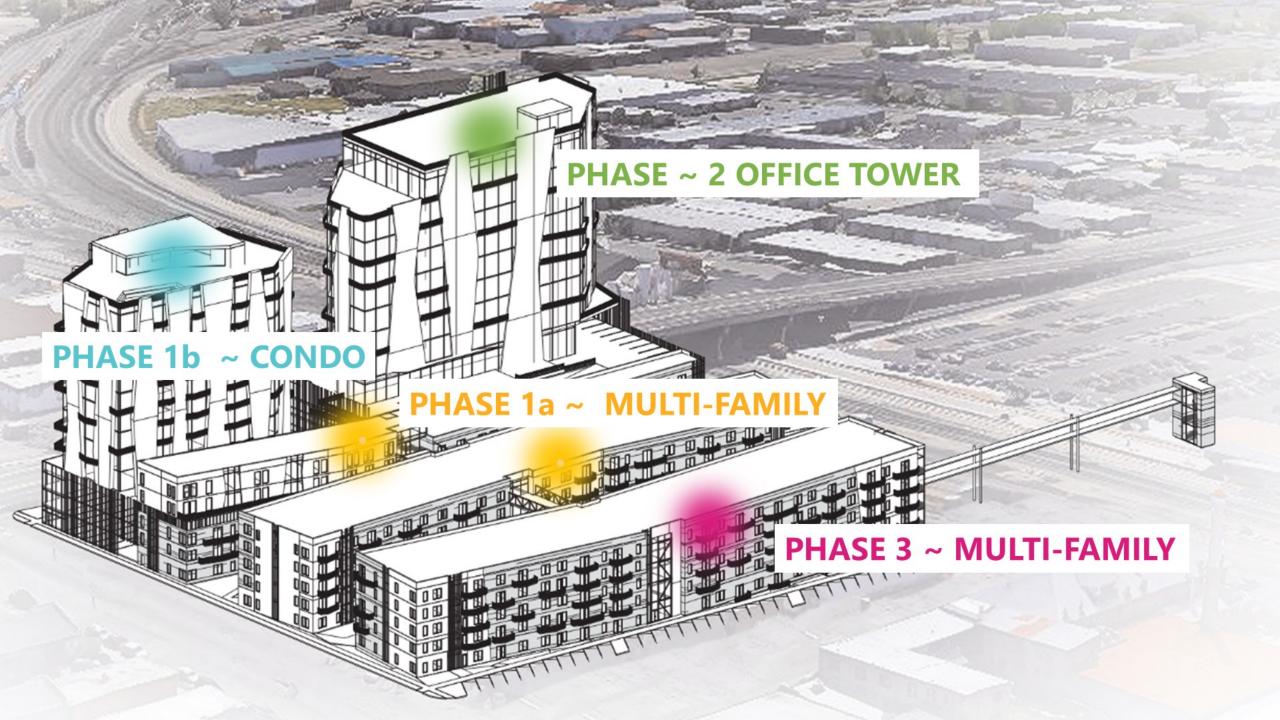
O Zone Metro Area

80%

75%

Estimates the short term (1 year) growth potential of rental prices by combining momentum, historical risk and market health measures





BUILDING DENSITIES

Play area

Terrace

Pocket Parks

Urban Church

Public Art

Ride Share Pickup / Drop off

XXXXX Future Car Share

Banquet Hall

Pool

Pedestrian Bridges

Parking Structure

Club House

Future Drone Pad



 10 stories residential condos on 3 levels of parking structure totaling 13 stories

 9 stories office above 5 levels of parking structure totaling 14 stories

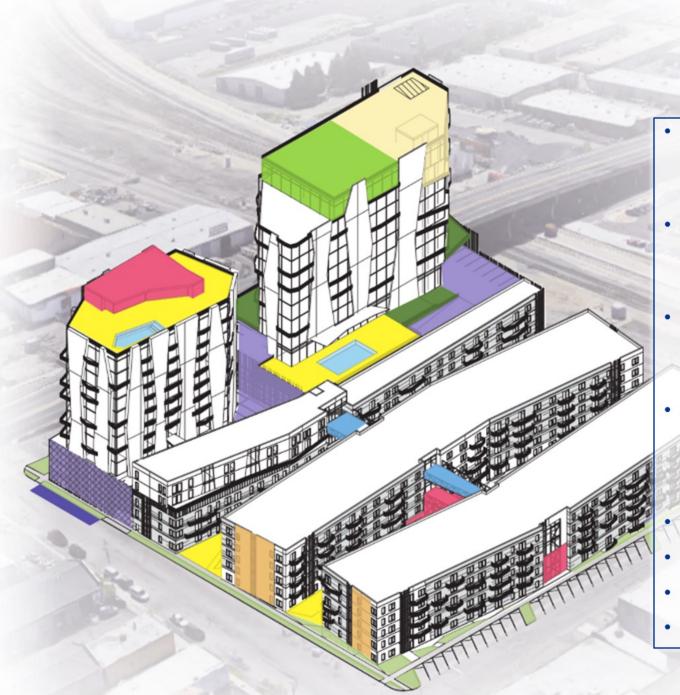
 6 separately programmed outdoor amenity spaces (2 canyons, 2 plaza levels, 2 rooftop decks)

Pedestrian bridges

Eventspace

Urban chapel

Workforce units



POCKET PARKS

- · Street scape plantings are for rest and lounge
- Seating areas
- Storm-water managment
- Engage pedestiran traffic
- Public art / sculpture





CANYON MEETS BASIN

- · Swaths of native plantings
- Meadow wildflower fields
- Option for firefly lighting
- Areas of manicured lawn
- · Play area for children





ASPEN GROVE

- Autumnal color and beautiful bark
- · Moveable seating and dining
- Courtyard area for gatheringwith connection to streetscape/pocket parks









WATER FEATURE

- · Waterfall and splash pad for play
- Soothing sound and cooling
- · Movement through the space





MOUNTAIN BOULDERS

- · Scramble of natural boulders
- · Referencing geology of area
- · Access to bask in the sun, play and climb
- Sand play area





URBAN COURTYARDS

- Angled walkways slow foot traffic
- Create moments of interaction
- · Interactive path allows for play at all ages







INTERIOR



PARKING



Fitness Center



Dry Cleaning Service



Package Room



Clubhouse \ Game Room





Dog Park









TRANSIT!

Amenities





Phase 1a
Surfaced Parking
and
210 Units



Overall Timeline



Timeline for Mill Race Phase 1a – 210 units



Submarket Overview

Occupancy at Competing Projects

Name	Number of Units	Units Vacant	Occupancy %
Parkway Lofts	332	23	93%
Midtown 360	286	6	98%
Aston at University Place	476	38	92%
Liberty Center	120	2	98%
Canyon View Crossing	180	7	96%
Sixty Three	41	3	93%
CrestHaven	344	10	97%
TOTAL	1,779	89	95.0%





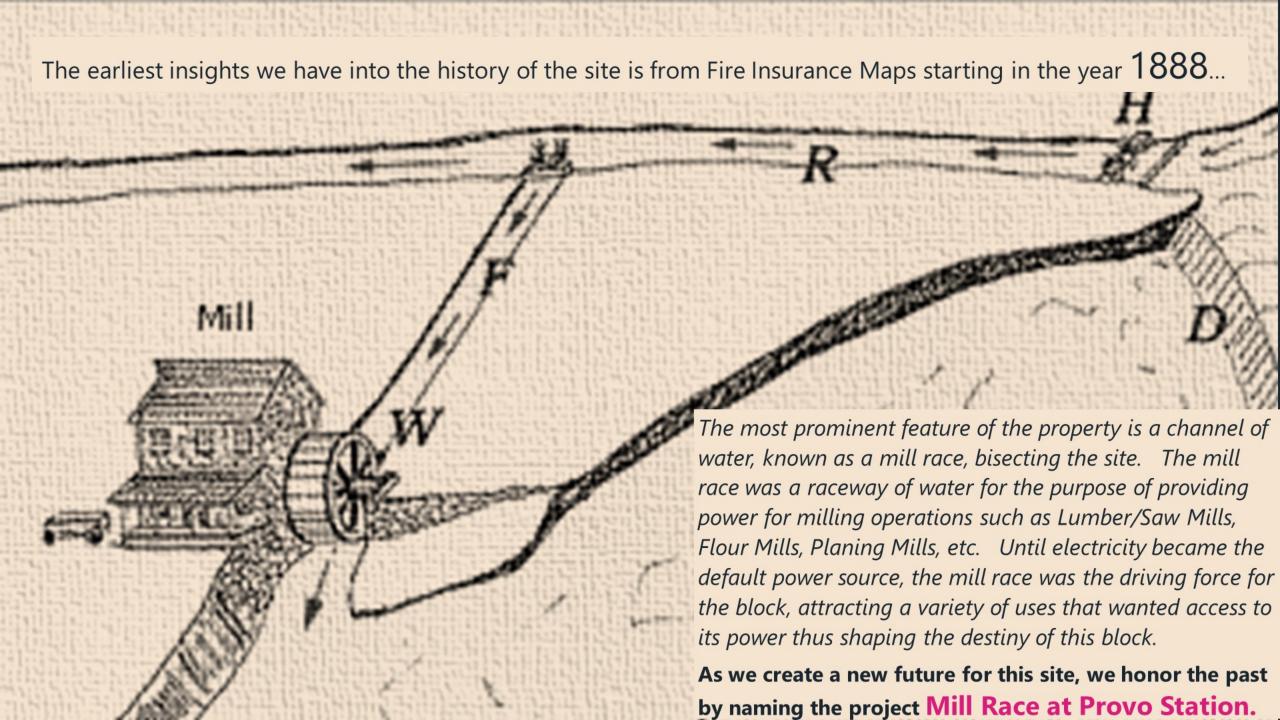
Rent Comps from RedStone



Rents Used in Proforma from Redstone

210 Units in Phase 1a made up of...







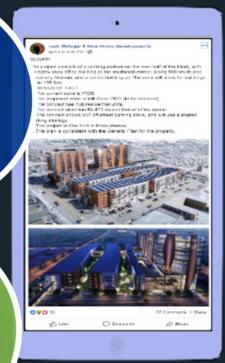
Public Reaction on Social Media...



130 comments generated in **6** days

I honestly think that
Provo is ready to go UP!
It's becoming more
urban. With our airport
also expanding, this will
only increase demand
for residential, and
office etc

Provo is going to have a really attractive and diverse little skyline if both this and the University office building go up!



Wow, I

actually like

this

Total Medager New Provo Development (a)

And Set the New Provo Development going in occase from the distribution of the possible new double previously. Code, lines by tope the gens aut.

ON O State Bestler and 47 others

Duller

Consmets

State

Me too! I think if fits the area!

I completely agree.

Milirace at Provo Station Project | Architectural Resources

& Street

NY Architocture + Planning Firm

Bruce Fallon chared a link to the group: New Provo

Camp across this watests, showing the firm and a bit more informy

he new housing proposed down by the Frontiscener Station. It's

S WATER STORY

Militage of Picus Station.

This is pretty tall. It would block some of my view of the lake from my front yard but that block is an eyesore now. I hate high density but if it is anywhere this would be great for the area, and bring life back to Eastbay.

Seems it will spark positive development in that whole area. Was not the best view when first coming over the viaduct.

Me to think in the ar



Public Reaction on Social Media...



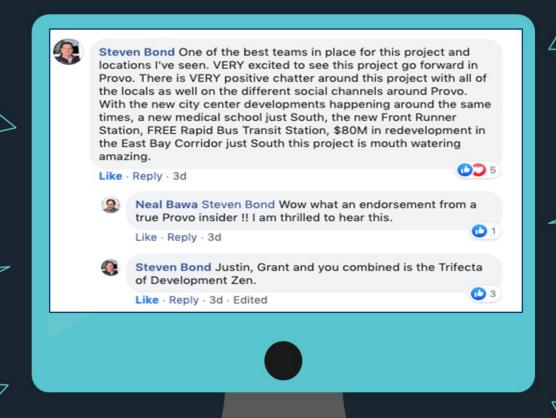
I love this, but as with so many other cool proposed projects in Provo, I'll believe it when I see it. If this is actually built, it ,may be the necessary catalyst to bring retail to East Bay.

I love the zig-zags Think about the perspectives from within the building ... more interesting site lines and exterior spaces than a straight alley way through rectangles. Makes it a much more interesting experience to walk through and live in.

I'm not sure what I think about all of the zig-zags in the building.

As I enlarged it I could better get a perspective and see that it was the block near the viaduct. That will certainly change the appearance there. And will make for an improved view coming from Downtown.

Definitely different, but agreed. I think in a good creative way.



I hope someone salvages the old timber yard building from the 1800's that is on the property. It would be even better if stayed on sight somehow in the project. The old growth wood of the building is superior to the wood of today. In Portland, Oregon it's required for buildings of this age to be deconstructed and recycled.

I appreciate they're thinking of the history of this property with the name of this project

Me too. It adds more interest. Straight lines would be rather boring.

Many people wouldn't have known it as anything but an eyesore in recent years. It is absolutely wonderful that they took the time to research the history there and incorporate it into the design and name of the project. Who said you can't have modern, with a bit of the past as well. I only wish that some of the other more recent developments would adhere to this principal. It would make for some very inviting buildings, rather than the same old sterile design.

Bottom line: Why we like this project

What makes the project so compelling



High Quality Opportunity Zone – QOZ Eligible Project



Master Plan Project - Chance to develop an entire city block



Amazing NeighborhoodScout Score of 4/5 AND in the Best Performing City in the US 2 years in a row as per Milken Institute



Great govt incentives:
North/West parcel contributed
up front from the city, and
from addtl tax incentive



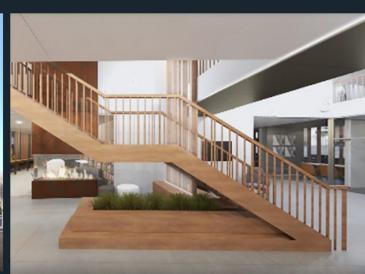
Partnered with RedStone – largest Property Manager in the area

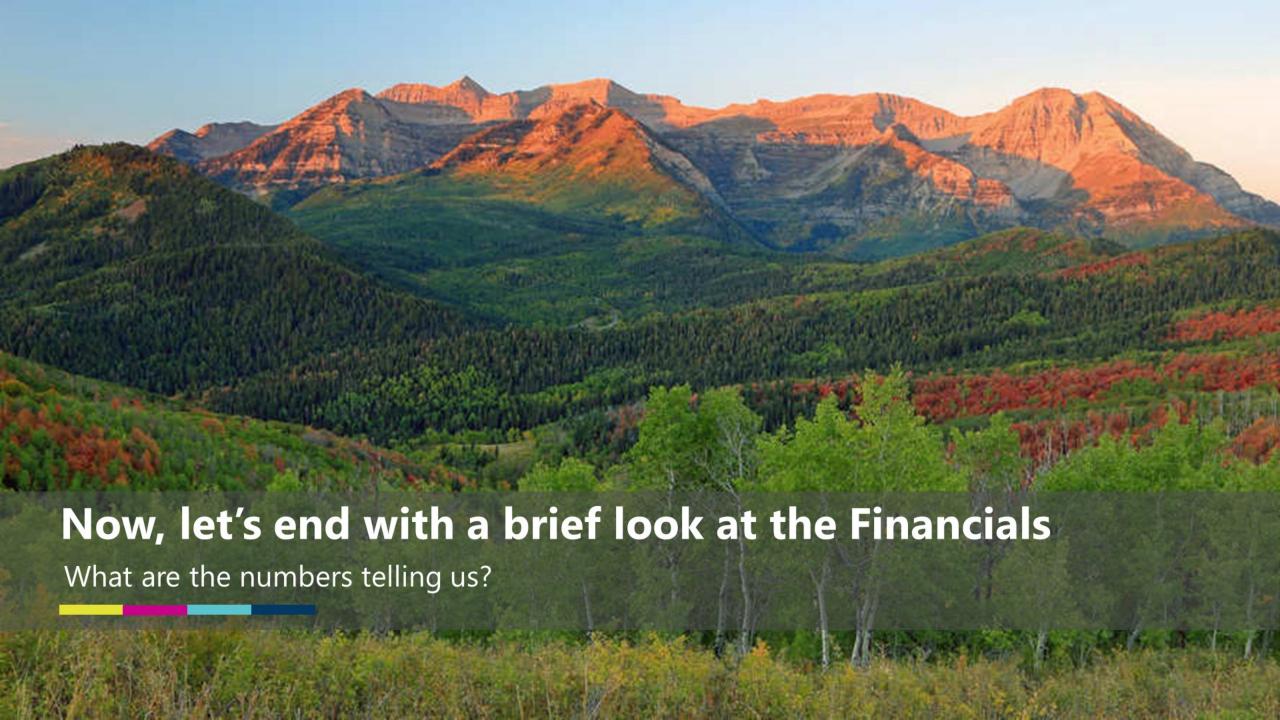


Proximity to transit and proximity to vibrant downtown









Financial Highlights

Project Returns Phase 1a

2.83x Equity Multiple17.46% IRR10.3% CoC for stabilized years 3 to 10

Loans & DCR

70% LTC = ~25.5 Million 5.5% Interest Rate 1.25 DCR Yr 3 7.2 Build to Cap Rate

Project Size

Phase 1a / 210 units : ~36.4 Million

Total Equity to be Raised

\$10.9 Million \$2.5 Million left for Grocapitus

Investment Offering



Minimum investment

Developer Fee Capital + Asset Mgmt Fee Offering Type
Accredited Investors Only,
Opportunity Zone Eligible

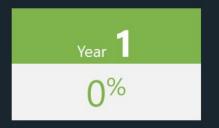
* Once LP is paid back all of their capital including their 8 pref, structure switches to 75/25

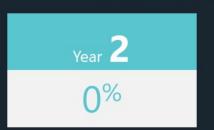
Eight Percent Preferred Return

Projects starts with LP/GP splits at 100/0 with an 8% preferred Return. Once the LP investors are paid back all of their capital as well as their preferred return, the structure switches to 75/25.

Projected Returns in %

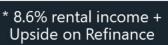
Our cash flow and return projections over 10 years



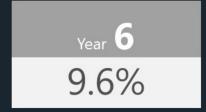


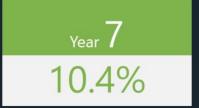


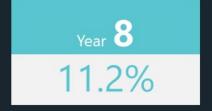




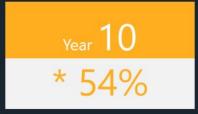












Property Sold Year 10:







Projected Returns on \$100,000 invested

Our cash flow and return projections over 10 years

Year 1 \$0 Year **2** \$0

Year **3** \$8610 Year **4*** \$67,829

Year **5** \$8852

* \$8600 rental income + \$59,231 from Refinance

_{Year} 6 \$9619

Year 7 \$10,409 Year **8** \$11,223

_{Year} 9 \$12,062

Year 10 \$12,906





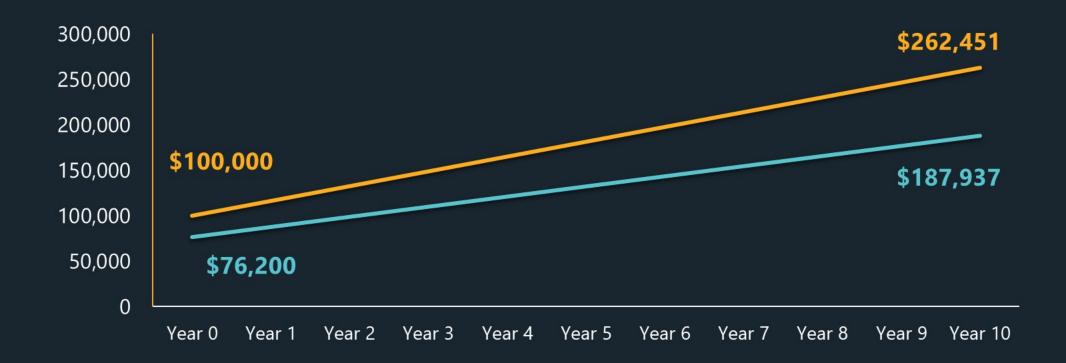
Traditional vs Opportunity Zone Investment

	Traditional	OZ Investment
Invested Capital Gain into MILL RACE	\$100,000	\$100,000
Less: Capital Gain Tax Investment (23.8%)	-\$23,800	
After-Tax Investment	\$76,200	\$100,000
Year 10 Projected Value	\$215,403	\$282,681
Less: Year 10 Capital Gains Tax (23.8%)	-\$27,466	
Year 10 After -Tax Value	\$187,937	\$282,681
Less: Cap Gains Taxes on Invested Gains Due on 12.31.26*		
Total Year 10 Projected After-Tax Value	<u>\$187,937</u>	<u>\$262,451</u>
Total Year 10 Projected After-Tax <u>Net Gain</u>	\$87,937	\$162,451

Profit Delta \$74,514

Profit Multiplier 1.85x

\$\$\$ - LET'S TALK DOLLARS



—Traditional Investment —OZ Investment

ANSWER the POLL

To reserve your spot





510-367-1510





Common Questions Investors Ask أحميتمه حام تنتماا

How much Skin in the Game do the partners have?

Study

The partners are together targeting investment of 5% of the raise for phase 1a

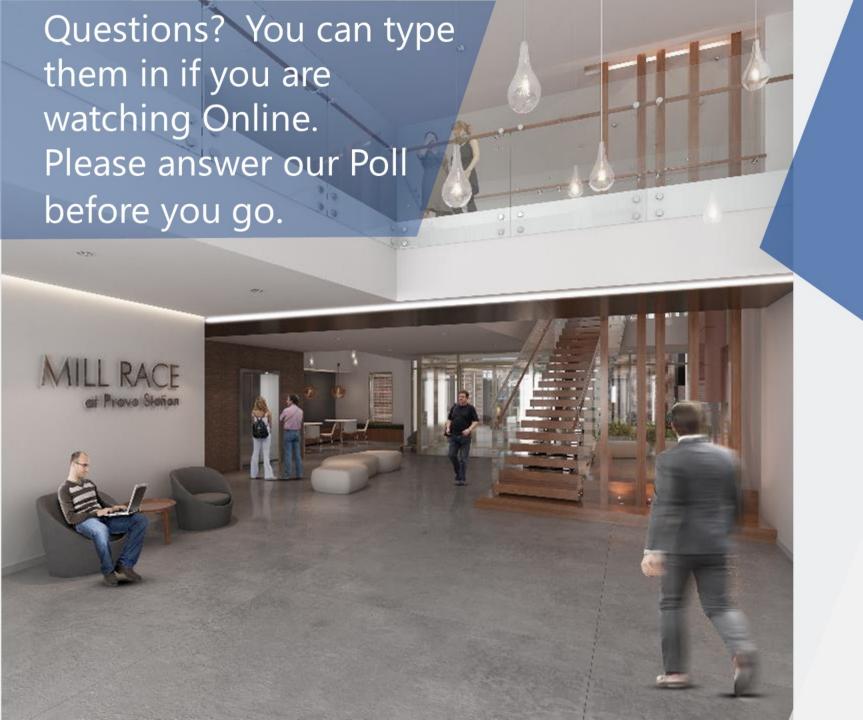












Mill Race

Apartments
Phase 1a

210 unitsProvo, Utah
New Construction
Multifamily



neal@grocapitus.com



510-367-1510

