



# Integris

REAL ESTATE INVESTMENTS

TRANSFORMATIVE INVESTMENTS BUILT ON INTEGRITY

## Integris Secured Credit Fund II

Collateralized<sup>1</sup>

12% Fixed Interest Rate<sup>2</sup>

Maturity Date: February 28, 2025<sup>3</sup>

*Integris Secured Credit Fund II, LLC is offered pursuant to section 3(c)(1) of the Investment Company Act of 1940 and is limited to 99 investors.*

<sup>1</sup>The loans made by the Fund are secured by a pledge of certain promote distributions from, and limited liability company interests in, two separate affiliated real estate ventures, as described in the Memorandum.

<sup>2</sup>12% per annum, non-compounded, payable no less frequently than quarterly. The first payments commence with the period ending on March 31, 2023. <sup>3</sup> Maturity date is February 28, 2025. May be prepaid at the Manager's discretion.

**FOR ACCREDITED INVESTORS ONLY** | Confidential and Proprietary Information This is neither an offer to sell nor a solicitation of an offer to buy any securities, which can be made only by the Confidential Private Placement Memorandum (the "Memorandum"). This material must be reviewed in conjunction with the Memorandum to fully understand all of the implications and risks of the offering of securities to which it relates. Dated 11.9.2022

Rendering view of an example of an Urban Pacific project. For the avoidance of doubt, the Integris Secured Credit Fund II does not include an ownership interest in this project.

# Important Information

**NO OFFER OR SOLICITATION:** The material herein does not constitute an offer to sell nor is it a solicitation of an offer to purchase any security. Offers will only be made through a private placement memorandum to accredited investors, and where permitted by law. Investments in any security are not suitable for all investors. Investments in securities involve a high degree of risk and should only be considered by investors who can withstand the loss of their investment. Prospective investors should carefully review the “Risk Factors” section of any private placement memorandum. Investors should perform their own investigations before considering any investment and consult with their own legal and tax advisors. This material does not constitute tax advice to any person.

In making any decision to invest, you acknowledge that Integris Real Estate Investments, LLC, Shopoff Realty Investments, L.P., Shopoff Securities, Inc., or any of its registered representatives, employees, consultants, are not making any investment recommendations and you are relying solely on advice provided by your financial representative (including but not limited to your broker-dealer, registered representative, or registered investment advisor).

Certain statements contained in this Presentation may constitute “forward-looking statements”. Such forward-looking statements can be identified by the use of forward-looking terminology such as “intends,” “may,” “will,” “should,” “expect,” “anticipate,” “estimate” or “continue” or the negatives thereof or other variations thereon or comparable terminology. Any such statements, performance projections, and results have been based upon assumptions, some of which will vary, perhaps materially, from actual events and do not constitute a prediction or representation as to actual performance. The projections and results are purely hypothetical and for illustration purposes only. Nothing contained herein has been reviewed by nor endorsed by the Securities & Exchange Commission or any other regulatory agency or trade organization. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond the control of Integris Real Estate Investments, LLC. Important factors that may cause actual results to differ from the forward-looking information contained in this presentation will be set forth in a confidential private placement memorandum. Such forward-looking statements speak only as of the date of this presentation, and we caution prospective investors not to place undue reliance on such statements.

Prior performance is not indicative of future results. There is no assurance that future projects will achieve comparable results. Alternative investment performance can be volatile and value-added real estate investments may involve additional risks. An investor could lose all or a substantial amount of their investment. There is no assurance that the Partnership objectives will be achieved.

Securities offered through Shopoff Securities, Inc., member FINRA, SIPC, 18565 Jamboree Road, Suite 200, Irvine CA 92612, 844-4-Shopoff

# Risk Factors

An investment in Integris Secured Credit Fund II, LLC Fund (the “**Fund**”) must be considered speculative and adds a high degree of risk. There are no guarantees of distributions or returns, and an Investor may lose all or part of their investment. There are various risks related to an investment in the Fund which are described in the Private Placement Memorandum. These risks include, but are not limited to:

- The Interests may not be suitable for certain Investors.
- The Interests will be highly illiquid, no trading market exists or will ever develop, and withdrawals of capital contributions are prohibited.
- The Fund is a recently formed entity with no operating history and no assurance of success.
- Success is dependent on the performance of the Fund’s Managers, as well as individuals that are affiliates of the Fund’s Managing Members.
- The Fund depends on key personnel of the Manager and its affiliates, the loss of any of whom could be detrimental to the business.
- Proceeds from the Pledge may not be available to repay the Note at the Maturity Date. The Note may be repaid from the general cash flows of the Guarantors.
- Economic, market, and regulatory changes that impact the real estate market generally may decrease the value of a Fund’s investments and weaken operating results.
- The Note may be prepaid in whole or in part at any time.
- The repayment strategy may not be successful.
- The Company is not substantially capitalized and its sole asset, consisting of the Note, is secured only by the Collateral.
- Members will have no right to participate in the management of the Company.
- The ability of the Borrower to make the Note payments to the Company, and thus the ability of the Company to make distributions to the Members, will be dependent on the repayment strategy set forth below in the section on “Repayment Strategy,” which may not be successful.
- Certain tax risks



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# Who is Integris Real Estate Investments?

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*The following slides (5-8) provide background information and the overall strategy for Integris Real Estate Investments and do not necessarily apply to Integris Secured Credit Fund II.*

*We are a company developed from **determination, integrity and vision**. We provide immediate, direct investment opportunities with a strategy that seeks to **create and increase wealth** by transforming underutilized, undervalued or mismanaged real estate into **more attractive and valuable assets**.\**

# Who is Integrus Real Estate Investments?

For nearly three decades,<sup>1</sup> Integrus Real Estate Investment's executive team has focused on opportunistic, value-add projects.

Headquartered in Orange County, California, Integrus uses a multi-disciplined approach that enables the firm to uncover opportunities that others miss.

The firm primarily focuses on proactively generating appreciation through the repositioning of commercial, income-producing properties and the entitlement of land assets.<sup>2</sup>

# 30 YEARS

of Transforming Opportunity into Value

**1041**

**Full-Cycle Assets**

*96% of 1,081 Total Current and Full-Cycle Assets*

*This includes 282 land assets, with 232 hard assets  
& 50 loan assets, and 759 commercial assets  
with 94 hard assets & 665 loan assets.*



# Bill Shopoff Bio

William (Bill) A. Shopoff is President and Chief Executive Officer of Shopoff Realty Investments, L.P. and Integris Real Estate Investments, LLC.

Mr. Shopoff has more than 40 years of real estate and investment experience. His expertise includes the acquisition, development, and sale of new and redeveloped residential and commercial properties throughout the United States, as well as partnership structure, debt placement, venture capital, and investment underwriting. Mr. Shopoff has acquired over 1,000 properties on behalf of his various entities, including the acquisition of over 6,000 apartment units (fee or mortgage loans) and the entitlement of over 7,000 lots/units of land suitable for single-family or multi-family development.



FINRA Broker Check

Since 1992, Mr. Shopoff has served as either Principal or as President of the Asset Recovery Fund, and since August 1999, as the President of Eastbridge Partners, L.P. Upon acquiring the assets of Eastbridge Partners, L.P. in April 2004, Mr. Shopoff created the manager, Shopoff Realty Investments, L.P., and has served as its President since that time. Involved in a number of industry associations, Mr. Shopoff is currently a member of Commercial Investment Real Estate (CIRE) and is a Certified Commercial Investment Member (CCIM). He is also a member of the Urban Land Institute (ULI), the Building Industry Association (BIA) as well as Lambda Alpha International (LAI), a global land economics society.

Mr. Shopoff is also involved in various collegiate councils, being named to the Executive Council of the Real Estate Center at The University of Texas McCombs School of Business. This Executive Council advises faculty and staff on curriculum matters within the University's real estate department. He is also a member of the University of California Irvine-Chief Executive Roundtable (UCI CERT), which works in concert with local business leaders and university faculty.

In addition to his industry and educational board involvement, Mr. Shopoff is also involved in various nonprofit foundations, including his former roles as President of the Board of Directors for the Central Coast Wine Classic Foundation, and as a board member of Global Energy Network International (GENI), a non-profit organization based in San Diego, California. Furthermore, Mr. Shopoff has also been the top fundraiser for the past 15 years for the AIDS LifeCycle, a 585-mile bicycle ride from San Francisco to Los Angeles, which supports the San Francisco AIDS Foundation and the Los Angeles LGBT Center.



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# Integrus Secured Credit Fund II

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*Integrus Secured Credit Fund II, LLC is offered pursuant to section 3(c)(1) of the Investment Company Act of 1940 and is limited to 99 investors.*

# Fund Overview

- Opportunity:** Invest in up to \$10M of interests from the Integris Secured Credit Fund II.
- The Issuer:** The assets of the Company will consist solely of a Note secured by Collateral consisting of the Pledge defined below.
- Interest Rate:** 12% per-annum non-compounded Interest Rate, payable no less frequently than quarterly; first payments commencing with the period ending March 31, 2023.
- Maturity Date:** February 28, 2025, with an option to extend one-year by mutual consent.

## Collateral:

The loans will be secured by the following Collateral:

- a) JV Pledge from the Joint Venture to the Borrower of 100% of its limited liability company interests the Joint Venture owns in any Land Fund Subsidiary as well as any JV Membership Interests;
- b) A pledge consisting of 100% of Promote Distributions (i.e., distributions after the return of capital and payment of interest, etc.) earned by Shopoff from the Mesa Verde project.<sup>2</sup>

**Estimated Net Present Value<sup>1</sup>**

**\$20.0M**

## Guaranty:

In addition, Borrower's obligations are guaranteed by William A. Shopoff and Cindy Shopoff<sup>3</sup>

**Estimated Net Worth<sup>3</sup>**

**\$243.9M**

<sup>1</sup>Internally created by management based on assumptions they believe are correct. Please refer to the PPM for details of the net present value calculation. <sup>2</sup>Refer to the Intercreditor Loan Agreement available to Investors upon request. <sup>3</sup>The Guaranty applies to Shopoff Borrower SPE 4, LLC; it is not a personal guarantee of each investor's investment. Guaranty excludes Mr. Shopoff's interest in Shopoff Securities, Inc. Please refer to the "Pledge and Security Agreement" attached as Exhibit C of the PPM for details. Note that Collateral excludes any ownership interest in Borrower, Integris, SRI, Shopoff, or any direct ownership of the assets underlying the Collateral. <sup>4</sup>The full unaudited personal financial statement of William and Cindy Shopoff as of June 30, 2022, is available upon request and with the completion of a requisite Non-Disclosure Agreement.

# Fund Overview (continued)

## Pledgors:

1) Urban Pacific Shopoff Workforce Housing Land Fund, LLC is the Joint Venture with a pledge of 100% of its limited liability company interests (“JV Pledge”). The Joint Venture is partially owned by affiliates of the Sponsor, the Borrower, and the Fund.

2) SRI- Managing Member 3 LLC is the Pledgor (“MV Pledgor”) of the promote distributions earned by Shopoff from the Mesa Verde Project which are subject to an Intercreditor Agreement with an affiliated fund. The MV Pledgor is an affiliate of the Sponsor and the Fund.

## Loan to Value:

The initial loan-to-value is estimated to be 50%. At any given time, the outstanding principal balance of the Note shall not exceed fifty percent (50%) of the value of the Collateral.

## Use of Proceeds (\$10M):

- (a) To provide capital to further the business plan of the Urban Pacific Shopoff Workforce Housing Land Fund, LLC (“Joint Venture”), to invest directly in real estate or through real estate option contracts, and
- (b) Fund a reserve for the payment of interest and other expenses related to Borrower’s operations and repayment obligations of the Company.

***Urban Pacific Shopoff Workforce Housing Land Fund*** is a newly formed joint venture between an Integris-affiliated entity, Shopoff Realty Investments, and Urban Pacific. The Joint Venture’s business objective is to acquire urban infill land in Southern California and secure entitlements for the future development of their proprietary rental product, the “Urban Town House,” aimed to meet the underserved demand of the “forgotten middle” middle-class working families.



FEATURES	INTEGRIS SECURED CREDIT FUND II
Strategy <sup>1</sup>	To provide fixed interest payments on a quarterly basis
Use of Proceeds	(1) provide loan proceeds to the Borrower to provide capital contributions to invest in real estate through a Joint Venture, and (2) fund a reserve for the payment of interest and other expenses related to the Borrower's operations and repayment obligations to the Company.
Structure	<b>506(c) Private Placement – No Load Fund</b> <i>Integris Secured Credit Fund II is offered pursuant to section 3(c)(1) of the Investment Company Act of 1940 and is limited to 99 investors.</i>
Maximum Raise	<b>\$10,000,000</b> <i>Manager reserves the right to close the offering at a lower amount if it determines that additional funding is not needed</i>
Minimum Investment	<b>\$100,000</b>
Status <sup>2</sup>	Open for investments through February 28, 2023
Maturity Date	<b>February 28, 2025<sup>3</sup></b> <i>May be prepaid at the Manager's discretion (If prepayment occurs prior to the Offering Termination date, Investors are entitled to payment as if the note was repaid through February 28, 2024.)<sup>4</sup></i>
Interest Rate & Interest Payments	<b>12% per annum, fixed, non-compounded, payable quarterly</b> <i>First payments commencing with the period ending on March 31, 2023<sup>5</sup></i>
In the Event of Default	<ul style="list-style-type: none"> <li>• The Company shall have all enforcement powers provided to it under the Note and associated loan documentation, including but not limited to a foreclosure by the Company on the Collateral.</li> <li>• The Company will perfect its security interest in the Collateral by filing a UCC financing statement with respect to those interests.</li> <li>• In an Event of Default, the Company shall not look to the Guaranty until it has exhausted all its remedies under the Collateral.</li> </ul>

<sup>(1)</sup> There is no assurance that this strategy will succeed in meeting its investment objectives. <sup>(2)</sup> Provided however that the Manager may extend the Offering for two additional three-month periods. <sup>(3)</sup> Maturity may be extended for an additional one year by mutual consent between the individual investor and the Fund. <sup>(4)</sup> Please see Memorandum for a full explanation of the limits to prepayment protection Members receive. <sup>(5)</sup> Interest payments will be calculated based on the investment start date and will be prorated for any partial quarter an investor is invested in the Fund.

# Repayment Strategy for the Fund<sup>1</sup>

## Source of Repayment:

Repayment of principal and interest on the Note will be paid from:

- The assets underlying the Collateral (i.e. cash flow from the Land Fund Subsidiaries to the Joint Venture) and/or,
- General cash flows received by the Company from proceeds generated by a variety of promote payments anticipated to be received by the Guarantors from multiple entities prior to the Maturity Date.

*<sup>1</sup>There is no assurance that this strategy will succeed and that these prices can be attained. Prices are based on current assumptions and market conditions that may change at any time.*

This summary contains statements about operating and financial plans and the performance of the Fund. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Such forward-looking statements speak only as of the date of this presentation, and we caution prospective investors not to place undue reliance on such statements. Please refer to slide 2 of this presentation and the information set forth in a confidential private placement memorandum.



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# Collateral Overview

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# Collateral Overview

<u>ESTIMATED VALUE OF COLLATERAL</u>	<u>ESTIMATED NET PRESENT VALUE<sup>1</sup></u>
a) JV Pledge of 100% limited liability company interests from Joint Venture, and b) MV Pledge of 100% Promote Distributions from the Mesa Verde Project	\$20,000,000
Loan Amount	\$10,000,000
Loan to Value	50.0%

<sup>1</sup>The estimated net present value of the Collateral is based on a series of promote distributions that are anticipated to be earned by the MV Pledgor from mid-2026 through 2028. As the Joint Venture acquires and disposes of properties, it is expected that the value of the Borrower's interest in the Joint Venture could potentially increase the value of the collateral.

The estimated values of the promote distributions are estimates that have been generated internally by the Company or its affiliates.

# Collateral - Pledge of Promote Distributions from Mesa Verde Project in Calimesa, California

## Summary of the Mesa Verde Project:

The Property consists of a vacant, 1,463-acre parcel of land located in the City of Calimesa in Riverside County, California and is currently entitled for a maximum of 3,650 residential units, 250,000 square feet of commercial space, two elementary schools, and approximately 565 acres of open space.

The Joint Venture intends to pursue the following strategy:

- (1) reallocate the 3,650 residential currently entitled lots to the north-west side of the Property in order to allow for 3.9 million square feet of industrial space to be entitled in the south-east side of the Property;
- (2) complete horizontal development and all grading improvements for the residential land, industrial and commercial components; and
- (3) sell the residential lots in five (5) phases as grading is completed and sell the 3.9 million square feet of industrial space and 250,000 square feet of commercial space once entitlements are complete.

The Joint Venture anticipates that it will execute a final December 2028 exit strategy with liquidating events commencing in mid-2026.

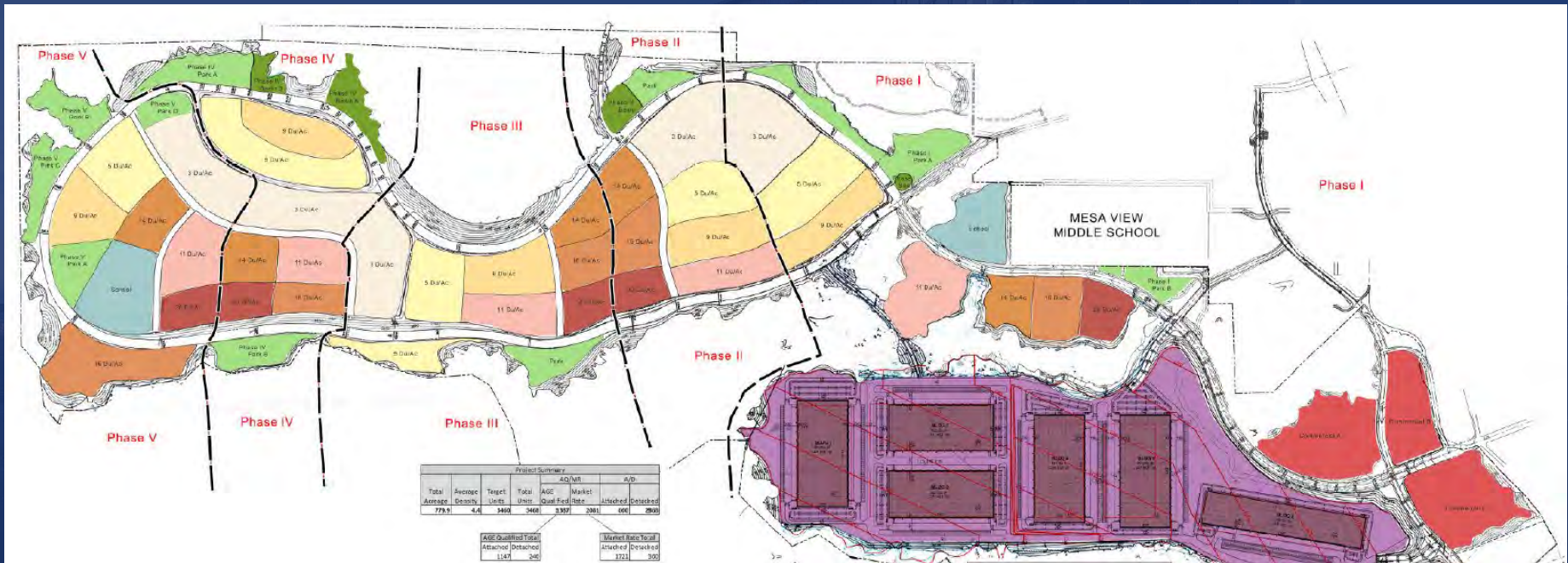
The Pledgor will earn a promote based on the terms of the Joint Venture operating agreement, a copy of which is available of request.

FOR THE AVOIDANCE OF DOUBT, THE COLLATERAL DOES NOT INCLUDE ANY OWNERSHIP INTEREST IN ANY ENTITY, INCLUDING, BUT NOT LIMITED TO, BORROWER, SPONSOR, PLEDGOR, THE JOINT VENTURE, THE PROPERTY OWNER, OR ANY DIRECT OWNERSHIP OF THE ASSETS UNDERLYING THE COLLATERAL

# Proposed Site Plan

Residential units condensed in the NW corner with the addition of 3.9 million square feet of industrial space in the SE corner

Residential Lots  
(northern parcel below)



Industrial space  
(southern parcel above)



# Collateral – JV Pledge to Borrower For 100% Interest in the Urban Pacific Shopoff Workforce Housing Land Fund

Through *Urban Pacific Shopoff Workforce Housing Land Fund, LLC*, an affiliate of Shopoff and Joint Venture partner Urban Pacific, intends to acquire infill land and secure entitlements for the future development of unique workforce housing rental properties, focusing on the “forgotten middle” middle-class working families. Once entitled, the land will be sold to a developer (which may be an affiliated entity) to complete the construction of the development.

Investment Strategy* of the Joint Venture	
Target Market Areas	Southern CA, generally 1.5 to 4 acres in size
Entitlement Timeline	Each project is anticipated to take 12 – 18 months to secure the necessary approvals and permits (15 months on average)
Current Pipeline	Currently pursuing about 25+ potential sites. The projects will range from 30-60 units.

PROCEEDS FROM INTEGRIS SECURED CREDIT FUND II WILL BE USED BY BORROWER TO PROVIDE CAPITAL TO THE JOINT VENTURE FOR THE PURPOSE OF SECURING REAL ESTATE CONTRACTS AND PURSUING ENTITLEMENTS AND WILL NOT BE USED FOR ANY SITE DEVELOPMENT OF THE UNDERLYING PROJECTS OWNED BY THE JOINT VENTURE.

## Investment Strategy\* of the Joint Venture

Urban Pacific's unique and innovative 5 bed, 4 bath, 3-story workforce housing product type called the "Urban Town House" serves the "missing-middle" or middle-class working families in need of new housing that fits their economic situation.



*The above is an architectural rendering of a representative project of the Urban Town House strategy. The property shown above is not owned by the Fund.*

### Unique Floorplans

- 5 Bedroom / 4 Bathroom / 3 Story / 2 Car Garage

### Urban Living

- Urbanized suburbs near employment, transportation, and amenities

### Underserved Market Demand

- Improved quality of life for multi-generational families and the working middle class

## The Urban Town House is Unique, Innovative, Replicable, and Scalable



\*There is no assurance that this strategy will succeed in meeting its investment objectives. Note, the property in the above photo is not owned by the Fund, nor will it be acquired at any time by the Fund. The development of the projects described in the Joint Venture's Investment Strategy is not a part of this investment opportunity.





# Integris

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*Rendering view of an example of an Urban Pacific project. For the avoidance of doubt, the Integris Secured Credit Fund II does not include an ownership interest in this project.*