BelpointeOZ

Belpointe PREP, LLC

2024 Annual Report

Investing in Opportunity. Building Long-Term Value.

A Message from the
Belpointe OZ Management Team

Dear Unitholders,

Company Overview

Belpointe PREP, LLC ("Belpointe OZ"), the first and only publicly traded Qualified Opportunity Fund ("QOF") listed on a national securities exchange, is focused on the acquisition, development, and redevelopment of real estate located within Opportunity Zones across the United States. Our core strategy is centered around developing and acquiring institutional-quality multifamily communities in high-growth markets through a differentiated acquisition and co-investment platform. Our goal is to deliver long-term value for our investors through recurring dividends and capital appreciation, while adhering to the tax-advantaged structure afforded by the Opportunity Zone program.

Belpointe OZ's portfolio includes flagship developments that embody our commitment to quality, scale, and location. Aster & Links, a premier mixed-use development located in downtown Sarasota, Florida, is currently in the lease-up phase, and features luxury rental apartments and retail spaces anchored by Sprouts Farmers Market. Another key project, VIV, a Class A luxury apartment community located in downtown St. Petersburg, Florida, is nearing completion and expected to begin leasing later this year.

Our management team brings together decades of combined experience from leading real estate and financial institutions, including AvalonBay, Greystar, Tishman AECOM, WP Carey, PwC, and EY.

2024 Recap & 2025 Outlook

As we reflect on 2024, we are proud to report that Belpointe OZ has made significant strides in the execution of its investment strategy. We enter the second half of 2025 with a strong foundation, marked by progress at both the asset and portfolio levels.

Aster & Links – Lease-Up Underway

Our flagship development, Aster & Links in Sarasota, Florida, reached substantial completion and entered lease-up in the middle of 2024. As of May 2025, approximately one-third of the residential units have been leased, reflecting consistent demand in one of Florida's most desirable coastal markets. The retail portion of this project is anchored by a Sprouts Farmers Market, which opened its doors in 2024, providing immediate value to the retail component and enhancing the overall community.

VIV – Construction Progressing Toward Completion

VIV, our Class A luxury apartment project in downtown St. Petersburg, Florida, has made significant headway and is approximately 85% complete as of May 2025. With construction on track, we anticipate leasing to begin later this year, which we believe will position the asset to contribute meaningfully to our cash flow and NAV in the near term.

Strong Net Asset Value and Portfolio Positioning

As of March 31, 2025, Belpointe OZ reported a Net Asset Value (NAV) of $118.38 per Class A unit, with a total NAV exceeding $424 million. We believe this increase in performance underscores the value creation underway at the asset level and our commitment to disciplined capital deployment and long-term wealth creation.

2025 and Beyond – A Compelling Outlook

Looking ahead, we believe 2025 and 2026 will represent a transformational period for Belpointe OZ. Both Aster & Links and VIV are expected to reach stabilization between late 2026 and 2027, at which point we anticipate a material increase in cash flow. This milestone will mark the transition of our flagship developments from capital-intensive projects to cash-generating assets.

We believe this inflection point will provide additional validation for our business model, and in doing so, we also believe should help close the gap between the market price of our publicly traded units and their underlying NAV. We are optimistic that the stabilization of these two high-profile assets will attract further interest from both institutional and retail investors seeking access to quality real estate assets through a tax-advantaged structure.

Furthermore, we remain encouraged by the recent passage of Opportunity Zone 2.0 legislation as part of the One Big Beautiful Bill Act signed into law on July 4, 2025, which we believe will unlock additional tax incentives and extend the horizon for OZ investing. As enacted, this program could provide meaningful benefits to current and future investors, enhancing the long-term attractiveness of our platform.

We appreciate your continued trust and support as we execute on our vision to deliver long-term value through disciplined real estate investment within the Opportunity Zone framework.

Sincerely,
The Belpointe OZ Management Team

Dear Fellow Unitholders:

Please join us for Belpointe PREP, LLC's ("Belpointe PREP's") annual meeting (the "Annual Meeting") of unitholders on Friday, September 12, 2025, at 12:00 p.m. at 255 Glenville Road, Greenwich, Connecticut 06831. We ask that unitholders who plan to attend the annual meeting in person please contact Belpointe PREP's Investor Relations Department at 1-833-828-2721 or via email at IR@belpointeoz.com.

Attached to this letter is a notice of Annual Meeting of unitholders and proxy statement, which describe the business to be conducted at the meeting. We urge you to read the accompanying materials regarding the matters to be voted on at the Annual Meeting and to submit your voting instructions by proxy.

Whether or not you plan to attend the meeting, your vote is important to us. You may vote your Class A units by proxy on the Internet, by telephone or by completing, signing and promptly returning a proxy card or you may vote in person at the Annual Meeting. We encourage you to vote by proxy by Internet, by telephone or by proxy card even if you plan to attend the Annual Meeting. By doing so, you will ensure that your Class A units are represented and voted at the Annual Meeting.

Thank you for your continued support of Belpointe PREP, LLC.

/s/Brandon E. Lacoff

Brandon E. Lacoff
Chairman of the Board and Chief Executive Officer

Belpointe PREP, LLC

255 GLENVILLE ROAD
GREENWICH, CONNECTICUT 06831

NOTICE OF ANNUAL MEETING OF UNITHOLDERS

September 12, 2025

To the Unitholders of Belpointe PREP, LLC:

Notice is hereby given that the Annual Meeting of Unitholders (the "Annual Meeting") of Belpointe PREP, LLC will be held on Friday, September 12, 2025, at 12:00 p.m. at 255 Glenville Road, Greenwich, Connecticut 06831. We ask that unitholders who plan to attend the Annual Meeting in person please contact Belpointe PREP's Investor Relations Department at 1-833-828-2721 or via email at IR@belpointeoz.com. In these proxy materials, we refer to Belpointe PREP, LLC as the "Company," "we," "us" or "our."

The Annual Meeting will be held for the following purposes:

1. To elect two Class I directors, to serve until their successors are elected or appointed and qualified or until the earlier of their resignation, removal, incapacity or death;
2. To ratify the appointment of CohnReznick LLP, as our independent registered public accounting firm for the fiscal year ended December 31, 2025; and
3. To transact such other business as may properly come before the Annual Meeting or any adjournments thereof.

The Board of Directors of the Company has fixed the close of business on June 16, 2025, as the record date for determining the unitholders having the right to vote at the Annual Meeting or any adjournment thereof. A list of such unitholders will be available for examination by unitholders for any purpose germane to the Meeting during ordinary business hours at the offices of the Company at 255 Glenville Road Greenwich, Connecticut 06831, during the ten days prior to the Annual Meeting.

In accordance with U.S. Securities and Exchange Commission (the "SEC") rules that allow us to furnish our proxy materials over the Internet, we are mailing to most of our unitholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of the proxy materials. The Notice contains instructions on how to access our proxy materials over the Internet and how to submit a proxy via the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials.

Your vote is very important! Whether or not you plan to participate in the Annual Meeting, we encourage you to read this proxy statement and submit your proxy or voting instructions as soon as possible.

You will find instructions on how to vote on the proxy card attached hereto. Most unitholders vote by proxy and do not attend the Annual Meeting in person. However, as long as you were a unitholder at the close of business on June 16, 2025, you have the right to vote on the proposals being presented at the Annual Meeting, and as such you are invited to attend the Annual Meeting, or to send a representative.

By Order of the Board of Directors

/s/ Brandon E. Lacoff
Brandon E. Lacoff
Chairman of the Board and Chief Executive Officer

Greenwich, Connecticut
July 28, 2025

Important Notice Regarding the Availability of Proxy Materials for the Unitholder Annual Meeting to be Held on September 12, 2025: These proxy materials are available on the Internet at www.proxyvote.com. On this site, you will be able to access our proxy materials and our 2024 Annual Report on Form 10-K for the fiscal year ended December 31, 2024, and all amendments or supplements to the foregoing materials that are required to be furnished to our unitholders.

BELPOINTE PREP, LLC

255 GLENVILLE ROAD
GREENWICH, CONNECTICUT 06831

PROXY STATEMENT
FOR
ANNUAL MEETING OF UNITHOLDERS
September 12, 2025

Meeting Details

The enclosed proxy is being solicited on behalf of the Board of Directors (the “Board”) of Belpointe PREP, LLC (the “Company” “we,” “us,” or “our”) for use at the Annual Meeting of unitholders (the “Annual Meeting”) to be held on September 12, 2025 at 255 Glenville Road, Greenwich, Connecticut 06831, at 12:00 p.m., or at such other time and place to which the Annual Meeting may be adjourned. We ask that unitholders who plan to attend the Annual Meeting in person please contact Belpointe PREP’s Investor Relations Department at 1-833-828-2721 or via email at IR@belpointeoz.com.

A list of unitholders entitled to vote at the Annual Meeting will be available for examination by unitholders for any purpose germane to the Annual Meeting during ordinary business hours at the offices of the Company at 255 Glenville Road Greenwich, Connecticut 06831, during the ten days prior to the Annual Meeting.

Voting by Proxy or In Person

Execution and return of a proxy will not affect your right to subsequently attend the Annual Meeting and to vote in person. Any unitholder executing a proxy retains the right to revoke that proxy at any time prior to exercise at the Annual Meeting. A proxy may be revoked by (i) delivery of written notice of revocation to the Company’s Corporate Secretary, (ii) by following the instructions given for changing your vote via the Internet or by telephone, (iii) execution and delivery of a later proxy, or (iv) by attending the Annual Meeting and voting your Class A units in person. If you attend the Annual Meeting and vote in person by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted. A proxy, when executed and not revoked, will be voted in accordance with the instructions set forth therein. In the absence of specific instructions, proxies will be voted by those named in the proxy “**FOR**” the election as directors of those nominees named in this proxy statement, “**FOR**” the approval of each of the other proposals described in this proxy statement, and in accordance with their best judgment on all other matters that may properly come before the Annual Meeting. The names of the nominees are listed on the proxy. If you wish to grant authority to vote for the nominees, check the box marked “**FOR**.” If you wish to withhold authority to vote for the nominees, check the box marked “**WITHHOLD**.”

Record Date

Only unitholders of record at the close of business on June 16, 2025, are entitled to notice of, and to vote at, the Annual Meeting. The unit transfer books of the Company will remain open between the record date and the date of the Annual Meeting. On the record date of June 16, 2025, the Company had 3,698,562 Class A units, 100,000 Class B units and one Class M unit outstanding.

Quorum Requirements and Voting Rights

The presence at the Annual Meeting, in person or by proxy, of holders of units representing one-third of the voting power outstanding as of the record date shall constitute a quorum. Each Class A unit entitles the record holder thereof to one vote on any and all matters submitted for the consent or approval of unitholders generally. Each Class B unit entitles the record holder thereof to one vote on any and all matters submitted for the consent or approval of unitholders generally. The Class M unit entitles the record holder thereof to that number of votes equal to the product obtained by multiplying (i) the sum of the of the aggregate number of outstanding Class A units plus the aggregate number of outstanding Class B units, by (ii) 10, on any and all matters submitted for the consent or approval of unitholders on which the holder of the Class M unit has a vote. All votes will be tabulated by the inspector of election appointed for the Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions, and broker non-votes. Abstentions and broker non-votes are counted as present for purposes of determining the presence or absence of a quorum for the transaction of business but will not be counted for purposes of determining whether a matter has been approved.

Items of Business and Required Vote

Assuming the presence of a quorum, the following items of business are scheduled to be voted on at the Annual Meeting:

- **Proposal No. 1:** The election of two Class I directors, to serve until their successors are elected or appointed and qualified or until their earlier resignation, removal, incapacity or death; and
- **Proposal No. 2:** To ratify the appointment of CohnReznick LLP, as our independent registered public accounting firm for the fiscal year ended December 31, 2025.

Approval of the proposed items of business to be voted on at the Annual Meeting require the following votes:

- **Proposal No 1.** The Class I Director nominees receiving a plurality of the votes of the holders of Class A units and Class B units, voting together as a single class, shall be deemed elected as Class I directors. Abstentions and broker non-votes will not be counted for purposes of determining the election of Class I directors.
- **Proposal No 2**. The affirmative vote of a majority of the holders of Class A units, Class B units and the Class M unit, voting together as a single class, entitled to vote at the Annual Meeting and present in person or by proxy, is required for the ratification of the appointment of CohnReznick LLP, as our independent registered public accounting firm for the fiscal year ended December 31, 2025. Abstentions and broker non-votes will not be counted for purposes of determining the ratification of the appointment of our independent registered public accounting firm.

OUR BOARD RECOMMENDS A VOTE
"FOR" EACH OF PROPOSALS SET FORTH IN THIS PROXY STATEMENT.

Adjournments and Postponements

Any action on the items of business described in this Notice may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND ANNUAL MEETING

Information About the Proxy Materials

Q: Why am I receiving these materials?

A: The Company has made these materials available to you on the Internet, or, upon your request, has delivered printed copies of these materials to you, in connection with the solicitation of proxies for use at the Company's annual meeting of unitholders (the "Annual Meeting"), which will take place on September 12, 2025 at 255 Glenville Road, Greenwich, Connecticut 06831, at 12:00 p.m., or at such other time and place to which the Annual Meeting may be adjourned. You are invited to participate in and vote on the items of business described in this proxy statement at the Annual Meeting if you were holder of the Company's Class A units as of the close of business on June 16, 2025, the record date for the Annual Meeting, or hold a valid proxy for the Annual Meeting. This proxy statement includes information that we are required to provide to you under the rules of the U.S. Securities and Exchange Commission (the "SEC") that are designed to assist you in voting your units.

Q: What is included in these materials?

A: These proxy materials include:

- our proxy statement for the Annual Meeting;
- our Annual Report on Form 10-K for the year ended December 31, 2024, as filed with SEC on March 31, 2025 (the "Annual Report"); and
- the proxy card or a voting instruction form for the Annual Meeting.

Q: Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

A: In accordance with rules adopted by the SEC, we may furnish proxy materials, including this proxy statement and our Annual Report, to our unitholders by providing access to such materials on the Internet instead of mailing printed copies. Most unitholders will not receive printed copies of our proxy materials unless they request them. Instead, the Notice of Internet Availability of Proxy Materials (the "Notice"), which was mailed to holders of our Class A units, will instruct you how to access and review our proxy materials on the Internet as well as how to submit your proxy on the Internet. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice.

Q: I share an address with another unitholder and we only received one notice regarding the Internet availability of proxy materials. How do I obtain additional copies?

A: We deliver a single copy of the Notice and, if applicable, the proxy materials to multiple unitholders who share the same address unless we receive contrary instructions from one or more of the unitholders. This procedure is called "householding," and it reduces our printing costs, mailing costs and fees. Unitholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written request, we will deliver promptly a separate copy of the Notice and, if applicable, the proxy materials to any unitholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy of the Notice and, if applicable, the proxy materials, unitholders may contact our Investor Relations Department by phone at 1-833-828-2721, by mail at Belpointe PREP, LLC, 255 Glenville Road, Greenwich, Connecticut 06831, or via email at IR@belpointeoz.com.

Unitholders who hold shares in street name may contact their brokerage firm, bank, broker-dealer, or other similar organization to request information about householding.

Information About Voting

Q: ***What items of business will be voted on at the Annual Meeting?***

A: The items of business scheduled to be voted on at the Annual Meeting are:

Proposal No. 1: The election of two Class I directors to serve until their successors are elected or appointed and qualified or until their earlier resignation, removal, incapacity or death; and

Proposal No. 2: To ratify the appointment of CohnReznick LLP, as our independent registered public accounting firm for the fiscal year ended December 31, 2025.

Q: ***How does the Board recommend that I vote?***

A: The Board recommends a vote "FOR" each of proposals set forth in this proxy statement.

Q: ***Who can vote at the Annual Meeting?***

A: If you were holder of the Company's Class A units as of the close of business on June 16, 2025, the record date for the Annual Meeting, you may attend and vote at the Annual Meeting.

Q: ***How many votes am I entitled to per Class A unit?***

A: Each Class A unit entitles the record holder thereof to one vote on any and all matters submitted for the consent or approval of unitholders generally. Each Class B unit entitles the record holder thereof to one vote on any and all matters submitted for the consent or approval of unitholders generally. The Class M unit entitles the record holder thereof to that number of votes equal to the product obtained by multiplying (i) the sum of the of the aggregate number of outstanding Class A units plus the aggregate number of outstanding Class B units, by (ii) 10, on any and all matters submitted for the consent or approval of Unitholders on which the holder of the Class M unit has a vote.

On June 16, 2025, the record date for the Annual Meeting, the Company had 3,698,562 Class A units, 100,000 Class B units and one Class M unit outstanding. There are no cumulative voting rights. Information about the unit ownership of our directors and executive officers is contained in the section of this Proxy Statement entitled "*Other Information—Security Ownership of Certain Beneficial Owners and Management*."

Q: ***What is the difference between a unitholder of record and a beneficial owner of units?***

A: Most of the Company's Class A unitholders hold their units as a beneficial owner through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between units held of record and those owned beneficially.

- **Unitholder of Record** — If your Class A units are registered directly in your name with our transfer agent, Securities Transfer Corporation, you are considered, with respect to those Class A units, the unitholder of record. As the unitholder of record, you have the right to grant your voting proxy directly to the Company or to vote during the Annual Meeting. If you requested to receive printed proxy materials, you may use the proxy card that was sent to you. You may also vote over the Internet, by telephone, or by mail as described in the Notice and under "*Q: How can I vote my Class A units without participating in the Annual Meeting?*" below.
- **Beneficial Owner** — If your Class A units are held in an account at a brokerage firm, bank, broker-dealer, trust, or other similar organization, like the vast majority of our unitholders, you are considered the beneficial owner of Class A units held in street name, and the Notice was forwarded to you by that organization. As the beneficial owner, you may vote over the Internet, by telephone, or by mail, as described in the Notice and under "*Q: How can I vote my Class A units without participating in the Annual Meeting?*" below. You may also direct your broker, bank, trustee or nominee how to vote your Class A units, and you may vote during the Annual Meeting. If you do not wish to vote during the Annual Meeting or you will not be participating in the Annual Meeting, you may vote over the Internet, by telephone, or by mail, as described in the Notice and under "*Q: How can I vote my Class A units without participating in the Annual Meeting?*" below.

Q: ***How can I vote my Class A units at the Annual Meeting?***

A: This proxy statement was first mailed to unitholders on or about July 29, 2025. It is furnished in connection with the solicitation of proxies by our Board to be voted during the Annual Meeting for the purposes set forth in the accompanying Notice. Participation in the Annual Meeting is limited to holders of the Company's units as of June 16, 2025.

Q: ***How can I vote my Class A units without participating in the Annual Meeting?***

A: Whether you hold Class A units directly as the unitholder of record or beneficially in street name, you may direct how your Class A units are voted without participating in the Annual Meeting. If you are a unitholder of record, you may vote by proxy over the Internet by following the instructions provided in the Notice, or, if you requested to receive printed proxy materials, you can also vote by mail or telephone pursuant to instructions provided on the proxy card.

If you hold Class A units beneficially in street name, you may also vote by proxy over the Internet by following the instructions provided in the Notice, or, if you requested to receive printed proxy materials, you can also vote by telephone or mail by following the voting instruction form provided to you by your broker, bank, trustee, or nominee.

Q: ***Can I change my vote or revoke my proxy?***

A: You can change your vote or revoke your proxy at any time before it is exercised at the Annual Meeting by taking any one of the following actions: (i) follow the instructions given for changing your vote via the Internet or by telephone or deliver a valid written proxy with a later date; (ii) notify the Company's Corporate Secretary in writing that you have revoked your proxy by mail at Belpointe PREP, LLC, 255 Glenville Road, Greenwich, Connecticut 06831, or (iii) vote in person at the Annual Meeting.

Q: ***How many units must be present or represented to conduct business at the Annual Meeting?***

A: The quorum requirement for holding the Annual Meeting and transacting business is that holders of one-third of the voting power outstanding as of the record date must be present in person or represented by proxy. Both abstentions and broker non-votes (described under "*Q: How are votes counted?*" below) are counted for the purpose of determining the presence of a quorum.

Q: ***How are votes counted?***

A: For each proposal submitted for a vote, you may vote "FOR," "AGAINST," or "ABSTAIN." Abstentions and broker non-votes (described below in "*Q: What is the voting requirement to approve each of the proposals?*") will not affect the outcome of any item of business being voted on at the Annual Meeting assuming that a quorum is obtained. If you provide specific instructions with regard to certain items, your Class A units will be voted as you instruct on such items. If no instructions are indicated on a properly executed proxy card or over the telephone or Internet, the Class A units will be voted as recommended by our Board.

Q: ***What is the voting requirement to approve each of the proposals?***

A: The approval of Proposal No. 1 requires the affirmative "FOR" vote of the holders of a plurality of the voting power of our Class A units and Class B units, voting together as a single class, with the unitholders present in person or represented by proxy at the Annual Meeting and entitled to vote thereon. Under a "plurality voting" standard, the nominees who receive the largest number of affirmative "FOR" votes are elected to the Board, up to the maximum number of directors to be elected.

The approval of Proposal No. 2 requires the affirmative "FOR" vote of the holders of a majority of the voting power of our Class A units, Class B units and Class M unit present in person or represented by proxy at the Annual Meeting and entitled to vote thereon, voting together as a single class.

If you hold Class A units beneficially in street name and do not provide your broker with voting instructions, your Class A units may constitute "broker non-votes." Broker non-votes occur on a matter when a broker is not permitted to vote on a matter without instructions from the beneficial owner and instructions are not given. These matters are referred to as "non-routine" matters. The election of directors (Proposal No. 1) is "non-routine." The proposal to ratify the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 is "routine." In tabulating the voting result for any particular proposal, Class A units that constitute broker non-votes are not considered voting power present with respect to that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the Annual Meeting, assuming a quorum is obtained.

Please note that since brokers may not vote your Class A units on "non-routine" matters, including the election of directors (Proposal No. 1), in the absence of your specific instructions, we encourage you to provide instructions to your broker regarding the voting of your Class A units.

Q: ***Is cumulative voting permitted for the election of directors?***

A: No, you may not cumulate your votes for the election of directors

Q: ***How are proxies solicited and what is the cost?***

A: The Company is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing, and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials or vote over the Internet, you are responsible for internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone, or by electronic communication by our directors, officers, and employees, who will not receive any additional compensation for such solicitation activities. We have also retained Securities Transfer Corporation, Inc. to assist us in the distribution of proxy material and vote tabulation.

Q: ***What happened if additional matters are presented at the Annual Meeting?***

A: Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxy holders, Brandon E. Lacoff, our Chairman of our Board and our Chief Executive Officer, or Martin Lacoff, our Chief Strategic Officer and Principal Financial Officer, or any of them, will have the discretion to vote your Class A units on any additional matters properly presented for a vote at the Annual Meeting. If, for any reason, any of the nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by our Board.

Q: ***Is my vote kept confidential?***

A: Proxies, ballots and voting tabulations identifying unitholders are kept confidential and will not be disclosed except as may be necessary to meet legal requirements.

Q: ***Where do I find the voting results of the Annual Meeting?***

A: We will announce preliminary voting results at the Annual Meeting. The final voting results will be tallied by the inspector of election and published in a Current Report on Form 8-K, which we are required to file with the SEC within four business days following the Annual Meeting.

Participating in the Annual Meeting

Q: ***How can I participate in the Annual Meeting?***

A: You are entitled to participate in the Annual Meeting if you were a holder of our Class A units as of the close of business on June 16, 2025, the record date, or you hold a valid proxy for the Annual Meeting.

Q: ***Who can help answer my questions?***

A: You can contact our Investor Relations Department at 1-833-828-2721 or via email at IR@belpointeoz.com, with any questions about the proposals described in this proxy statement or how to execute your vote.

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

Our Board currently consists of six directors and is divided into three classes. Each class serves for a period of three years, with the terms of office of the respective classes expiring in successive years. Directors in Class I will stand for election at the Annual Meeting. The terms of office of directors in Class II and Class III will not expire until the annual meetings of unitholders held for 2026 and 2027, respectively. At the recommendation of our nominating and corporate governance committee, our Board proposes that each of the two Class I nominees named below, each of whom is currently serving as a director in Class I, be elected as a Class I director for a three-year term expiring at the 2028 annual meeting of unitholders and until such director's successor is duly elected and qualified or until such director's earlier death, resignation, disqualification, or removal.

Required Vote

Each Class I director will be elected by a plurality of the voting power of our Class A units and Class B units present in person or represented by proxy at the Annual Meeting and entitled to vote thereon, voting together as a single class. This means that the individuals nominated for election to our Board at the Annual Meeting who receive the highest number of "FOR" votes of our Class A units and Class B units, voting together as a single class, will be elected. Abstentions and broker non-votes will not be counted for purposes of determining the election of Class I directors.

Class A units represented by proxies will be voted "FOR" the election of each of the nominees named below, unless the proxy is marked to withhold authority to so vote. If any nominee for any reason is unable to serve or for good cause will not serve, the proxies may be voted for such substitute nominee as the proxy holder might determine. Each nominee has consented to being named in this proxy statement and to serve if elected. Proxies may not be voted for more than two directors. Unitholders may not cumulate votes for the election of directors.

Each person nominated for election has agreed to serve if elected, and management and the Board have no reason to believe that either nominee will be unable to serve. If, however, prior to the Annual Meeting, the Board should learn that either nominee will be unable to serve for any reason, the proxies that otherwise would have been voted for this nominee will be voted for a substitute nominee as selected by the Board. Alternatively, the proxies, at the Board's discretion, may be voted for no nominees as a result of the inability of either nominee to serve.

Nominees to our Board of Directors

The nominees and their ages, occupations, and length of service on our Board as of the date of this proxy statement, are provided in the table below and in the additional biographical descriptions set forth in the text below the table.

Name	Age	Position	Director Since
Timothy Oberweger (1)	51	Independent Director	October 2021
Shawn Orser (2)	50	Independent Director	October 2021

(1) Member of the audit committee, the conflicts committee and chairman of the compensation committee.
(2) Member of the compensation committee, the nominating and corporate governance committee, the conflicts committee and chairman of the audit committee.

Timothy Oberweger has been a Senior Vice President at Commonwealth Land Title Insurance Company, a subsidiary of Fidelity National Financial, Inc. (NYSE: FNF), which provides real estate title insurance, escrow and closing services, and title-related services and specialty finance solutions, since June 2022. He has over 15 years of experience in the title insurance industry. Previously, from October 2017 to June 2022, Mr. Oberweger served as Vice President and Senior Business Development Officer at Stewart Title Commercial Services, a title insurance and settlement company providing services to the real estate and mortgage industries. From November 2015 to September 2017, Mr. Oberweger served as Managing Director & Counsel of First American Title Insurance Company. From September 2009 to November 2015, Mr. Oberweger served as Vice President & Counsel of Fidelity National Title Insurance Company and, from September 2005 to August 2009, as Counsel of First American Title Insurance Company. Mr. Oberweger served as chair of the Young Mortgage Bankers Association from August 2015 to December 2017, and since May 2010 has served on the Executive Board of Brooklyn Law School's Alumni Association. From May 1995 to May 1996, he served on the Alumni Board of Macalester College. Mr. Oberweger is currently and has been since March 2018 a member of National Multifamily Housing Council and, since January 2020, a member of Urban Land Institute, ULI and National Association for Industrial and Office Parks. Mr. Oberweger has also previously been a member of the Mortgage Bankers Association, MBA of New York, The International Council of Shopping Centers and served as an elected member of the Representative Town Meeting in Greenwich, Connecticut from September 2011 to December 2017. Mr. Oberweger holds a Juris Doctor from Brooklyn Law School and a Bachelor of Arts from Macalester College.

Shawn Orser has been the President of Seaside Financial & Insurance Services, a San Diego, California based investment advisory firm since 2009. He was also a member of the Board of Directors of Belpointe REIT, Inc., a qualified opportunity fund, and affiliate of our Manager and Sponsor, from November 2019 through our acquisition of Belpointe REIT, Inc., in October 2021. Mr. Orser began his career in finance supporting an Index Arbitrage desk at RBC Dominion Securities, then moved to Merrill Lynch where he worked on the trading desk for the Equity Linked Products Group. Thereafter, he joined Titan Capital, a New York City based hedge fund where he traded equity derivatives, then worked as a proprietary trader for Remsemberg Capital trading equity and option strategies. Afterwards, Mr. Orser moved to the retail side of the investment management business with Northwestern Mutual, he then later joined Seaside Financial & Insurance Services. Mr. Orser earned his bachelor's degree in Finance from Syracuse University. Mr. Orser was selected to serve as a member of our Board because of his extensive investment and finance experience.

Board Recommendation

OUR BOARD RECOMMENDS A VOTE "FOR" ALL NOMINEES IN THE ELECTION OF THE CLASS I DIRECTORS.

PROPOSAL NO. 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Change in Independent Registered Public Accounting Firm

As previously reported in a Current Report on Form 8-K filed with the SEC on April 17, 2025, Citrin Cooperman & Company, LLP ("Citrin Cooperman"), then our independent registered public accounting firm, notified us on April 11, 2025 that due to a strategic shift in focus toward issuer engagement in industries outside of our core business sector, they were declining to stand for re-election as our independent registered public accounting firm effective immediately. Citrin Cooperman's audit reports on our consolidated financial statements as of and for the fiscal years ended December 31, 2024 and 2023 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles. In addition to audit services, during the fiscal year ended December 31, 2024, Citrin Cooperman also provided us with certain tax services.

On April 17, 2025, following a competitive process, our audit committee approved the appointment of CohnReznick LLP ("CohnReznick") as our new independent registered public accounting firm for the fiscal year ending December 31, 2025. During the fiscal years ended December 31, 2024 and 2023, and through April 17, 2025, neither we, nor anyone on our behalf, consulted with CohnReznick regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, and neither a written report nor oral advice was provided to us that CohnReznick concluded was an important factor that should be considered by us in reaching a decision as to any accounting, auditing, or financial reporting issue, or (ii) any matter that was the subject of a disagreement or a reportable event.

Our audit committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm, and believes that appointment of CohnReznick is in the best interests of the Company and our unitholders. Notwithstanding the selection of CohnReznick, our audit committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if our audit committee believes that such a change would be in our best interests and the bests interests of our unitholders. Unitholder approval is not required for appointment of our independent registered public accounting firm, however, our Board and audit committee believe that submitting the ratification of CohnReznick to our unitholders for approval is a matter of good corporate governance. If our unitholders do not ratify the appointment of CohnReznick, our audit committee may reconsider whether it should appoint another independent registered public accounting firm. Representatives of Citrin Cooperman and CohnReznick are expected to participate in the Annual Meeting, they will each have an opportunity to make a statement if they desire to do so and they are expected to be available to respond to appropriate questions.

Independent Registered Public Accounting Firm's Fees and Services

The following table sets forth all fees paid or accrued by us for the audit and tax services provided by Citrin Cooperman for the years ended December 31, 2024 and December 31, 2023.

	Year Ended December 31, 2024	Year Ended December 31, 2023
Audit Fees (1)	$ 132,000	$ 138,685
Tax fees (2)	—	—
Total	$ 132,000	$ 138,685

(1) Audit fees consist of fees for services related to the annual audit of our fiscal 2024 and 2023 consolidated financial statements, reviews of our interim unaudited consolidated financial statements, and services that are normally provided in connection with statutory and regulatory filings and engagements.

(2) Tax fees consist of fees for professional services rendered during 2024 and 2023 state and federal tax compliance.

Audit Committee Pre-Approval Policies and Procedures

In accordance with our audit committee charter, our audit committee is required to approve, in advance, all audit and non-audit services to be provided by our independent registered public accounting firm. All services reported in the table above were approved by our audit committee. Our audit committee charter is available on our website, *www.belpointeoz.com*, under the "Investors" section.

Required Vote

Ratification of the appointment of CohnReznick as our independent registered public accounting firm for the fiscal year ending December 31, 2025 requires the affirmative “FOR” vote of the holders of a majority of the voting power of our Class A units, Class B units and Class M unit present in person or represented by proxy at the Annual Meeting and entitled to vote thereon, voting together as a single class. Unless marked to the contrary, proxies received will be voted “FOR” ratification of the appointment of CohnReznick LLP. Abstentions and broker non-votes will not be counted for purposes of determining the ratification of the appointment of our independent registered public accounting firm.

Board Recommendation

OUR BOARD RECOMMENDS A VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF COHNREZNICK LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025.

CORPORATE GOVERNANCE

Board of Directors

We operate under the direction of our Board, the members of which are accountable to the Company and our unitholders as fiduciaries. Our Board has retained the services of Belpointe PREP Manager, LLC (our "Manager") to manage our day-to-day operations, implement our investment objectives and strategy and perform certain services for us, subject to the Board's supervision. A team of investment and asset management professionals, acting through our Manager, makes all decisions regarding the origination, selection, evaluation, structuring, acquisition, financing and development of our commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, subject to the limitations in our operating agreement. Our Manager also provides portfolio management, marketing, investor relations, financial, accounting and other administrative services on our behalf with the goal of maximizing our operating cash flow and preserving our invested capital.

Our current Board members are Brandon Lacoff, Martin Lacoff, Dean Drulias, Timothy Oberweger, Shawn Orser and Ronald Young, Jr. Our Chief Executive Officer is Brandon Lacoff and our Chief Strategic Officer and Principal Financial Officer is Martin Lacoff.

Our operating agreement divides our Board into three classes, designated Class I, Class II and Class III. Shawn Orser and Timothy Oberweger are Class I directors who are nominees for re-election as Class I directors at the Annual Meeting, Martin Lacoff and Ronald Young Jr. are a Class II directors and Brandon Lacoff and Dean Drulias are Class III directors. The term of our Class I directors elected at the Annual Meeting will expire at our 2028 annual meeting, the term of Class II directors will expire at our 2026 annual meeting and the term of Class III directors will expire at our 2027 annual meeting. At each successive annual meeting of Members, successors to the class of directors whose term expires at such annual meeting will be elected and shall serve three-year terms. The holder of our Class M unit, voting separately as a class, is entitled to elect one Class III director (the "Class M Director") all other directors will be elected by the vote of a plurality of our outstanding Class A units and Class B units, voting together as a single class, to serve for a three-year term and until their successors are duly elected or appointed and qualified. Brandon Lacoff is our Class M Director.

The number of directorships on our Board may be increased or decreased at any time by the Board, however, a decrease may not shorten the term of any incumbent director. Directors may only be removed from the Board for cause by the affirmative vote of at least 80% of the holders of Class A units and Class B units, voting together as a single class, however, the Class M Director may only be removed for cause by the affirmative vote of the holder of the Class M unit, voting separately as a class. A director serving on any committee of the Board may be removed from such committee at any time by the Board. A vacancy resulting from an increase in the number of directorships of any class or from the resignation, removal, incapacity or death of a director may be filled by a majority of the directors then in office. Any director appointed to fill a vacancy will serve for the remainder of the full term of the directorship in which the vacancy occurred.

Our directors are only required to devote such time to our business as their duties may require and may have business interests and engage in business activities similar to, in addition to or in competition with ours. Consequently, in the exercise of their fiduciary responsibilities, our directors will rely heavily on our Manager and on information provided by our Manager. Our directors have a fiduciary duty to our members to supervise the relationship between the Company and our Manager.

Certain of our current directors are also executive officers of Belpointe PREP Manager, LLC (our "Manager"), executive officers and directors of affiliates of our Manager and Belpointe, LLC, our sponsor (our "Sponsor") and serve on the investment committees of affiliates of our Manager. In order to ameliorate the risks created by conflicts of interest, our Board has created a committee comprised entirely of independent directors (the "Conflicts Committee") to address any potential conflicts. An independent director is a person who is not an officer or employee of our Manager or its affiliates. The Conflicts Committee will act upon matters involving conflicts of interest, including transactions between the Company and our Manager.

Directors and Executive Officers

The full biographical information of our continuing directors and our executive officers are set forth below. The full biographical information of our director nominees can be found beginning on page 5.

Name	Age	Position	Director Since
Brandon E. Lacoff	51	Chairman of the Board and Chief Executive Officer	September 2021
Martin Lacoff	77	Director, Chief Strategic Officer and Principal Financial Officer	September 2021
Dean Drulias.(1)	78	Independent Director	October 2021
Ronald Young Jr.(2)	51	Independent Director	October 2021

(1) Member of the nominating and corporate governance committee, chairman of the conflicts committee.

(2) Member of the audit committee, the compensation committee, and chairman of the nominating and corporate governance committee.

Brandon Lacoff, Esq. has been our Chief Executive Officer since our founding in January 2020 and Chairman of our Board since September 2021. He was also the founder of Belpointe REIT, Inc., a qualified opportunity fund and affiliate of our Manager and Sponsor, and was the Chairman of the Board of Directors, Chief Executive Officer and President from its founding in June 2018 through our acquisition of Belpointe REIT, Inc, in October 2021. Mr. Lacoff is the founder of Belpointe, LLC, a private equity investment firm, and has been Belpointe's Chief Executive Officer since its founding in 2011. From 2001 to 2011, Mr. Lacoff was a Managing Director and the co-founder of Belray Capital, a Greenwich, Connecticut based real estate and investment firm, which was acquired by Belpointe in 2011. Belpointe is known for such developments as its luxury residential developments in Greenwich (Beacon Hill of Greenwich) to its Class A apartments in Norwalk, Connecticut (The Waypointe District) and Stamford, Connecticut (Baypointe).Belpointe owns several operating businesses throughout the region, including Belpointe Asset Management LLC, a financial asset management firm that manages over $3 billion in tradable securities. Mr. Lacoff and his executive team bring financial strength, operational expertise and investing discipline to its portfolio of investments. Mr. Lacoff currently serves as the Chairman of the Board of Directors for Belpointe Multifamily Development Fund I, LP, a real estate private equity fund. Prior to Belpointe, Mr. Lacoff began his finance/accounting/tax career at Arthur Andersen, LLP then with Ernst & Young, LLP, in their Mergers and Acquisitions departments. In 2001, he co-founded Belray Capital, and in 2004 left Ernst & Young to focus full-time on Belray Capital. Mr. Lacoff holds a Juris Doctor degree and a Master of Business Administration from Hofstra University and a bachelor's degree in Finance from Syracuse University. Mr. Lacoff has served on the board of multiple non-profit organizations, including Greenwich Wiffle for the Greenwich Police Silver Shield Association, Youth Services for the Town of Greenwich (a joint venture between the Town of Greenwich and United Way of Greenwich), and the Eagle Hill School Alumni Board. Mr. Lacoff currently serves on the board of two non-profit organizations, The Belpointe Foundation and the Eagle Hill School Board of Trustees. Mr. Lacoff is licensed to practice law as an attorney in the State of Connecticut and State of New York. Mr. Lacoff was selected as a director because of his ability to lead our company and his detailed knowledge of our strategic opportunities, challenges, competition, financial position and business.

Martin Lacoff has been our Chief Strategic Officer and Principal Financial Officer since our founding in January 2020 and a member of our Board since September 2021. Mr. Lacoff is an entrepreneur with over 45 years' experience in successfully starting, developing and operating businesses within the securities, real estate, and natural resources industries. He was also Vice Chairman of the Board of Directors and Chief Strategic Officer of Belpointe REIT, Inc., a qualified opportunity fund and affiliate of our Manager and Sponsor, since its founding in June 2018 through our acquisition of Belpointe REIT, Inc, in October 2021. His considerable professional experience includes former Vice-Chairman and Co-Founder of Walker Energy Partners, one of first publicly traded Master Limited Partnership (MLP) that he brought public; and former Chairman, Founder and General Securities Principal of LaClare Securities, Inc., a NASD broker dealer. Mr. Lacoff was also formerly Vice President of institutional equities at Mitchell Hutchins and later Paine Webber. Mr. Lacoff previously served as a Director of Fortune Natural Resources Corporation, a public company that was listed on the American Stock Exchange and is currently on the Board of Directors of the Lion's Foundation of Greenwich, a charitable organization dedicated to helping the blind and visually impaired. Since 2012, Mr. Lacoff has served as a Board of Director for Belpointe Multifamily Development Fund I, LP, where he helps in real estate investment decisions. Mr. Lacoff is an engineer by training, having graduated from Rensselaer Polytechnic Institute and has a Master of Business Administration in Finance from the Simon Business School at University of Rochester. Mr. Lacoff was selected to serve as a director because of his extensive investment and financial experience and detailed knowledge of our acquisition and operational opportunities and challenges.

Dean Drulias, Esq. has been practicing private law in Westlake Village, California, since 2002. He is also a member of the Board of Directors of Belpointe REIT, Inc., a qualified opportunity fund, an affiliate of our Manager and Sponsor. Mr. Drulias formerly served as Director, Corporate Secretary and General Counsel of Fortune Natural Resources Corporation, a public oil and gas exploration and production services company that was listed on the American Stock Exchange. Mr. Drulias was also a stockholder and a practicing attorney at the law firm of Burris, Drulias & Gartenberg, where he specialized in the areas of energy, environmental and real property law. Mr. Drulias received his undergraduate degree from the University of California Berkley and has a Juris Doctor degree from Loyola Law School. Mr. Drulias is a member of the California and Texas State Bars. Mr. Drulias was selected as a director because of his senior executive officer and board service experience.

Ronald Young, Jr. has been the President and Co-founder of Tri-State LED, a subsidiary of Revolution Lighting Technologies (NASDAQ: RVLT), which provides LED solutions to commercial, industrial and municipal organizations since 2010. He is also a member of the Board of Directors of Belpointe REIT, Inc., a qualified opportunity fund, an affiliate of our Manager and Sponsor. Prior to 2010, Mr. Young was a managing director and co-founder of Belray Capital, a Greenwich, Connecticut based real estate and investment firm, which was later acquired by Belpointe. Mr. Young has also held several positions in the investment and financial industry with MAC Pension Inc., Strategies for Wealth Strategies (an agency of The Guardian Life Insurance Company of America), and AG Edwards & Sons Inc. (now Wells Fargo Advisors). Ron earned his undergraduate degree from the University of Connecticut. Mr. Young was selected as a director because of his extensive investment and real estate development experience.

Executive Advisory Board

Our Board has established an Executive Advisory Board to provide both it and our Manager with advice regarding, among other things, potential investment opportunities, general market conditions and debt and equity financing opportunities. The Executive Advisory Board consists of Sarah Broderick, Donald Cogsville and Stephen Soler. The members of the Executive Advisory Board will not participate in meetings of our Board unless specifically invited to attend. The Executive Advisory Board will meet at such times as requested by our Board or our Manager. The members of the Executive Advisory Board can be appointed and removed and the number of members of the Executive Advisory Board may be increased or decreased by our Manager from time to time for any reason. The appointment and removal of members of the Executive Advisory Board do not require approval of our Members. The members of our Executive Advisory Board are set forth below.

Sarah Broderick is the Founder of The FEAT, formed in November 2018, which delivers products and services aimed at bringing professionals that have left traditional roles in corporate America back into the economy. Ms. Broderick is also currently and has been since November 2020, the executive-in-residence at the UConn Werth Institute for Entrepreneurship and Innovation and also has served on the Werth Institute's Advisory Board since January 2021. Prior to founding The FEAT, Ms. Broderick served as the COO/CFO and member of the Board of Directors of VICE Media from March 2016 to November 2018. Earlier in her career, Ms. Broderick held senior roles across a range of organizations, including oversight of the SEC reporting and the global accounting operations for General Electric from June 2012 to September 2014, and leadership positions at Endeavor from September 2014 to March 2016, NBC Universal from July 2009 to June 2012 and Deloitte from July 2000 to July 2009. Ms. Broderick serves on the Board of Directors of the Girl Scouts of Connecticut, a position which she has held since May 2008 and has been involved in fundraising for the UConn Foundation since November 2019. Ms. Broderick holds a Master of Science in Accounting and a Bachelor of Science in Accounting from the University of Connecticut, where she was also a four-year member and captain of the UConn softball team.

Donald P. Cogsville is the Chief Executive Officer of The Cogsville Group, a New York-based private equity real estate investment firm founded in 2007. Since its inception, the firm has invested in $3 billion of commercial and residential real estate, representing over 4,000 assets in 49 states. Mr. Cogsville began his career as an attorney in the Structured Finance Group at Skadden, Arps, Slate, Meagher & Flom LLP. He then joined the Leveraged Finance Group at Merrill Lynch as an investment banker, and left Merrill Lynch to found RCM Saratoga Capital LLC, a boutique investment banking firm focused on generating value in the urban marketplace. Mr. Cogsville is Of Counsel with Akerman LLP, where his practice focuses on real estate development (specifically urban redevelopments, including opportunity zone projects), real estate financing, and real estate asset management. Additionally, Mr. Cogsville serves or has served on the Board of Marchex, Inc., the Board of Visitors of the University of North Carolina, The New York Urban League, Jazz at Lincoln Center, The Amsterdam News Editorial Board and founded the non-partisan voter registration initiative, Citizen Change. Mr. Cogsville holds a B.A. from the University of North Carolina at Chapel Hill and a J.D. from Rutgers University.

Daniel Kowalski is the owner of Wizard of OZ, a bespoke consultancy focused on helping companies utilize Opportunity Zones to grow their businesses while helping the surrounding community to grow and thrive. Previously, from 2017 until January 2021, Mr. Kowalski was Counselor to the Secretary at the U.S. Treasury Department. Mr. Kowalski was the Treasury official responsible for policy development of the regulations, forms and instructions required to implement Opportunity Zones. He worked with Treasury and IRS staff as well as public- and private-sector stakeholders to provide as much flexibility for the use of the Opportunity Zone incentive consistent with the four corners of the statute. Mr. Kowalski has been a featured speaker at over 70 Opportunity Zone events in 30 cities in 20 states and Puerto Rico. He was named a "Top 25 OZ Influencer" in both 2019 and 2020 by Opportunity Zone Magazine. Mr. Kowalski is also a recipient of the Alexander Hamilton Award, the highest Treasury honor for employees whose performance and leadership demonstrate the highest standards of dedication to public service and the Treasury Department. Prior to Treasury, Mr. Kowalski was Deputy Staff Director of the Senate Budget Committee. He also served as the Director of Budget Review for the House Budget Committee. Mr. Kowalski started in Washington with the Congressional Budget Office (CBO) as a Principal Analyst in the unit responsible for preparing CBO's baseline budget projections. In state government, Mr. Kowalski worked as Director of the Legislative Budget Office for the Missouri General Assembly, and as the senior individual income tax analyst with the Finance Committee for the New York State Senate. Mr. Kowalski started his career as a management analyst for the Deputy Commissioner for Audit in the New York City Department of Finance. Mr. Kowalski holds a Master of Public Policy degree from Harvard's Kennedy School and a Bachelor of Arts from St. John's College in Annapolis, Maryland.

Stephen Soler is the Managing Director of Stockbridge Realty Advisors, LLC, where he oversees underwriting, financing, and project management for real estate investments, including assisting Societe Generale with various real estate related matters including developing risk management protocols. Over the past 30 years, Mr. Soler has held senior positions at both real estate investment companies as well as commercial banks focused on commercial real estate financing, where he has overseen more than $15 Billion of commercial real estate transactions covering all asset classes and real estate sectors. Prior to Stockbridge Realty Advisors, LLC, Mr. Soler held the position of Managing Director at Societe Generale and was part of the credit assessment team focused on risk management. Mr. Soler is an Adjunct Professor at the NYU Schack Institute of Real Estate where he has taught for more than fifteen years in the Master of Real Estate Program with a focus on Entrepreneurship and Sustainable Development. Mr. Soler graduated from the University of Massachusetts at Amherst with a degree in economics, and he attended the Harvard Graduate School of Design. He has served as a member of the Economics Department Advisory Board at the University of Massachusetts, the Board of the YMCA of Greenwich, and on several Town of Greenwich Boards and Advisory Committees.

Director Independence

Our Class A units are listed on the NYSE American ("NYSE") under the symbol "OZ." Pursuant to NYSE's corporate governance requirements, a majority of a listed company's board of directors must be made up of independent directors. Under the NYSE corporate governance requirements, a director is "independent" if the director is not an executive officer or employee of the company and the company's board of directors affirmatively determines that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board has determined that Dean Drulias, Timothy Oberweger, Shawn Orser and Ronald Young, Jr. are independent directors under the NYSE corporate governance requirements.

Committees of the Board of Directors

Our Board may delegate many of its powers to one or more committees. Our Board has established an audit committee, compensation committee, nominating and corporate governance committee and conflicts committee. Each of these committees is comprised exclusively of independent directors. The principal functions and composition of each committee are briefly described below. Members serve on these committees until their resignation or until otherwise determined by our Board. Additionally, our Board may from time to time establish certain other committees to facilitate the management of our company.

Audit Committee

Our audit committee was established in accordance with Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and the NYSE corporate governance requirements. The responsibilities of our audit committee are to, among other things:

- determine the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm;

- review and approve in advance all permitted non-audit engagements and relationships between us and our independent registered public accounting firm;
- evaluate our independent registered public accounting firm's qualifications, independence and performance;
- obtain and review a report from our independent registered public accounting firm describing its internal quality-control procedures, any material issues raised by the most recent review and all relationships between us and our independent registered public accounting firm;
- review and discuss with our independent registered public accounting firm their audit plan, including the timing and scope of audit activities;
- review our consolidated financial statements;
- review our critical accounting policies and practices;
- review the adequacy and effectiveness of our accounting and internal control policies and procedures;
- oversee the performance of our internal audit function;
- review with our management all significant deficiencies and material weaknesses in the design and operation of our internal controls;
- review with our management any fraud that involves management or other employees who have a significant role in our internal controls;
- establish procedures for the receipt, retention and treatment of complaints regarding internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- prepare the reports required by the rules of the U.S. Securities and Exchange Commission (the "SEC") to be included in our annual proxy statement;
- discuss with our management and our independent registered public accounting firm the results of our annual audit and the review of our quarterly consolidated financial statements; and
- oversee our compliance with legal, ethical and regulatory requirements.

Our audit committee has the power to investigate any matter brought to its attention within the scope of its duties. It also has the authority to retain counsel and advisors to fulfill its responsibilities and duties. Our audit committee operates under a written audit committee charter and is comprised of individuals who meet the independence requirements of the SEC and the NYSE. Each member of our audit committee is financially literate in accordance with the NYSE requirements. Our audit committee also has at least one member who qualifies as an "audit committee financial expert" under SEC rules and regulations. The current members of the audit committee are Timothy Oberweger, Shawn Orser, who is its chair, and Ronald Young Jr.

Compensation Committee

The responsibilities of our compensation committee are to, among other things:

- establish and oversee our equity compensation programs, if any, to ensure the alignment of the interests of our senior executive officers with our interests and the interests of the holders of our units;
- review and make recommendations to our Board with respect to the equity compensation of our executive officers, if any, including our Chief Executive Officer;
- periodically review and make recommendations to our Board with respect to the compensation of the members of our Board and Executive Advisory Board; and

- oversee the identification, consideration and management of risks associated with our equity compensation policies and programs, if any.

Our compensation committee has the authority to retain counsel and advisors to fulfill its responsibilities and duties. Our compensation committee is comprised of individuals who meet the independence requirements set forth by the SEC and the NYSE and operates under a written conflicts committee charter. The current members of the compensation committee are Timothy Oberweger, who is its chair, Shawn Orser and Ronald Young, Jr.

Nominating and Corporate Governance Committee

The responsibilities of our nominating and corporate governance committee are to, among other things:

- assist in identifying, recruiting and evaluating individuals qualified to become members of our Board, consistent with criteria approved by our Board and the nominating and corporate governance committee;
- recommend to our Board individuals qualified to serve as directors and on committees of our Board;
- advise our Board with respect to Board composition, procedures and committees; and
- recommend to our Board certain corporate governance matters and practices.

Our nominating and corporate governance committee is comprised of individuals who meet the independence requirements set forth by the SEC and the NYSE and operates under a written nominating and corporate governance committee charter. The current members of the nominating and corporate governance committee are Dean Drulias, Shawn Orser and Ronald Young, Jr., who is its chair.

Conflicts Committee

The responsibilities of our conflicts committee are to, among other things:

- establish and oversee policies and procedures governing conflicts of interest that may arise through related person transactions;
- periodically review and update as appropriate these policies and procedures;
- review and approve or ratify any related party transaction and other matters which may pose conflicts of interest, other than related party transactions that are pre-approved as described under "Conflicts of Interest;" and
- advise, upon request, our Board or any other committee of our Board on actions or matters involving conflicts of interest.

Our conflicts committee is comprised of individuals who meet the independence requirements set forth by the SEC and the NYSE and operates under a written conflicts committee charter. The current members of the conflicts committee are Dean Drulias, who is its chair, Timothy Oberweger and Shawn Orser.

Board and Committee Meetings

In connection with the listing of our Class A units on the NYSE American, in October 2021 we appointed our current board of directors. During our fiscal year ended December 31, 2024, our Board and audit committee held four regularly scheduled meetings, three of which all of our directors attended and one of which all but one of our directors attended, and our board acted by unanimous written consent four times. We encourage our directors, but do not require them, to attend each annual meeting of unitholders.

Code of Business Conduct and Ethics

Our Board has established a code of business conduct and ethics that applies to all of our officers, directors and employees, including those officers responsible for financial reporting. Among other matters, our code of business conduct and ethics is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in our SEC reports and other public communications;
- compliance with laws, rules and regulations;
- prompt internal reporting of violations of the code to appropriate persons identified in the code; and
- accountability for adherence to the code of business conduct and ethics.

Our code of business conduct and ethics also provides that our non-employee directors are not obligated to limit their interests or activities in their non-director capacities or to notify us of any opportunities that may arise in connection therewith, even if the opportunities are complementary to, or in competition with, our businesses.

Any waiver of the code of business conduct and ethics for our directors or officers may be made only by our Board or one of our Board committees and will be promptly disclosed as required by law or the NYSE corporate governance requirements. A copy of our code of business conduct and ethics is available on our website at www.belpointeoz.com under the "Investors" section. Our website and the information contained therein or connected thereto is not incorporated, or deemed to be incorporated, into these proxy materials.

Insider Trading Policies

We have adopted our Sponsor's Policy on Insider Trading, which describes the policies and procedures related to the purchase, sale or other disposition of our securities or the securities of our Sponsor, its subsidiaries and affiliated entities (collectively, the "Company Group") by our and the Company Group's officers, directors, managers, employees, consultants and independent contractors, respective immediate family members, and by us. We believe that the policies and procedures set forth in the Policy on Insider Trading are reasonably designed to promote compliance with insider trading laws, rules and regulations, and NYSE listing standards.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Director Compensation

Our Board is empowered to, or to delegate to our Manager the power to, fix the compensation of all officers and approve the payment of compensation to directors for services rendered to us. A member of our Board who is also an employee of our Manager or our Sponsor is referred to as an employee director. Employee directors will not receive compensation for serving on our Board. For the year ended December 31, 2024, each of our non-employee directors received $20,000 in cash compensation for their service as directors. Going forward, we intend to establish a policy to compensate each of our non-employee directors on an annual basis paid in quarterly installments in arrears, which compensation may, in the sole discretion of our Board, be paid to members in the form of cash or equity, or a combination of both cash and equity. We also intend to adopt a unit ownership policy for our non-employee directors in order to better align our non-employee directors' financial interests with those of our unitholders by requiring non-employee directors to own a minimum level of our Class A units.

We do not pay our directors additional fees for attending board meetings, but we reimburse each of our directors for reasonable out-of-pocket expenses incurred in connection with attending board and committee meetings (including, but not limited to, airfare, hotel and food). For the year ended December 31, 2024, all of our Board and committee meetings have been held as hybrid meetings (*i.e.*, in-person meetings that also permit participation through electronic means), and our directors did not incur any expenses in connection with attending board or committee meetings.

Executive Compensation

We are externally managed and currently have no employees or intention of hiring any employees. Our executive officers also serve as officers of our Manager and Sponsor or one or more of their affiliates. Our management agreement provides that our Manager will be responsible for managing our day-to-day operations and investment activities, as such our executive officers do not receive compensation from us or any of our subsidiaries for serving as our executive officers but, rather, receive compensation from our Manager. We do not reimburse our Manager for any compensation paid to our executive officers. Our management agreement does not require our executive officers to dedicate a specific amount of time to the conduct of our business and affairs or prohibit our executive officers from engaging in other activities or providing services to other persons, including affiliates of our Manager and Sponsor. Accordingly, our Manager has informed us that it cannot identify the portion of compensation it will award to our executive officers that relates solely to such executives' services to us, as our Manager does not compensate its employees specifically for such services. Furthermore, we do not have employment agreements with our executive officers, we do not provide pension or retirement benefits, perquisites or other personal benefits to our executive officers, our executive officers have not received any nonqualified deferred compensation and we do not have arrangements to make payments to our executive officers upon their termination or in the event of a change in control of us.

Executive Compensation Clawback Policy

The Board has adopted a clawback policy (the "Clawback Policy"), effective October 2, 2023, which requires recoupment of erroneously awarded executive compensation from current and former executive officers in the event we are required to prepare an accounting restatement due to our material noncompliance with any financial reporting requirement under the securities laws. As of December 31, 2024, there have been no restatements that would require recovery of erroneously awarded compensation under the Clawback Policy.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

We are externally managed by our Manager pursuant to a management agreement and currently we have no employees. We do not directly compensate our executive officers or reimburse our Manager for any compensation paid to our executive officers. For information regarding the compensation of our executives, see "Compensation of Directors And Executive Officers—Executive Compensation." During the fiscal year ended December 31, 2024, none of our executive officers served as: (i) a member of a compensation committee (or other committee of the board of directors performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on our Board; or (ii) a director of another entity, one of whose executive officers served on our Board.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Our Transaction with Belpointe Development Holding, LLC

On May 16, 2024, we entered into an agreement, which has since been amended, to borrow up to $3.0 million in principal amount from Belpointe Development Holding, LLC ("BDH"), an affiliate of our Chief Executive Officer, pursuant to the terms of a revolving credit facility agreement (the "BDH Facility"). Interest accrues on the BDH Facility at an annual rate of 5.0% and is due and payable at maturity. The BDH Facility is due to mature on August 31, 2026. Proceeds under the BDH Facility are to be used for general corporate purposes. As of December 31, 2024, the BDH Facility had an outstanding principal balance of $2.6 million and accrued interest of less than $0.1 million.

Our Transaction with Lacoff Holding II, LLC

On December 29, 2023, we borrowed $4.0 million from Lacoff Holding II LLC, an affiliate of our Chief Executive Officer, pursuant to the terms of a promissory note secured by a first mortgage lien on certain property owned by subsidiaries of the Company (the "LH II Loan"). The LH II Loan was due and payable on April 1, 2024 and interest accrued on the LH II Note at an annual rate of 5.26%. The proceeds of the loan were used for general corporate purposes. On February 8 2024, the LH II Loan was repaid in full, including accrued interest of less than $0.1 million.

Our Joint Venture and other Co-Ownership Arrangements

Each of our assets has either an affiliate of our Sponsor or Manager, or their respective affiliates (together, the "Belpointe SP Group"), or an independent third party, or any combination of the foregoing, as the sponsor or co-sponsor, general partner or co-general partner, manager or co-manager, developer or co-developer of the investment, and our role, in general, is as a passive investor.

During the year ended December 31, 2024, members of the Belpointe SP Group made less than $0.1 million of noncontrolling interest contributions, representing 0.1% ownership, in various of our investments.

Our Transactions with Belpointe Specialty Insurance

Certain immediate family members of our Chief Executive Officer have a passive indirect minority beneficial ownership interest in Belpointe Specialty Insurance, LLC ("Belpointe Specialty Insurance"). Belpointe Specialty Insurance has acted, and may continue to act, as our broker in connection with the placement of insurance coverage for certain of our properties and operations. Belpointe Specialty Insurance earns brokerage commissions related to the brokerage services that it provides to us, which commissions vary, are based on a percentage of the premiums that we pay and are set by the insurer. We have also engaged, and may continue to engage, Belpointe Specialty Insurance to provide us with contract insurance consulting services related to owner-controlled insurance programs, for which we pay an administration fee.

Management believes that the commissions that Belpointe Specialty Insurance earns are comparable to those commissions that we would pay to unaffiliated third parties in arms-length transactions. During the year ended December 31, 2024, we obtained insurance coverage and paid premiums in the aggregate amount of $2.9 million from which Belpointe Specialty Insurance earned commissions and administrative fees of $0.2 million.

Our Relationship with our Manager and Sponsor

We are externally managed by our Manager, which is responsible for managing our day-to-day operations, implementing our investment objectives and strategy and performing certain services for us, subject to oversight by our Board and the limitations set forth in our operating agreement. Our Manager is an affiliate of our Sponsor and is indirectly owned by our Chief Executive Officer and beneficially owned by certain immediate family members of our Chief Executive Officer.

Our Management Agreement

Pursuant to the terms of our management agreement, a team of investment and asset management professionals, acting through our Manager, makes all decisions regarding the origination, selection, evaluation, structuring, acquisition, financing and development of our commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, subject to the limitations in our operating agreement. Our Manager also provides portfolio management, marketing, investor relations, financial, accounting and other administrative services on our behalf with the goal of maximizing our operating cash flow and preserving our invested capital.

Pursuant to the terms of our management agreement, our Manager is responsible for, among other things:

- serving as our investment and financial manager with respect to originating, underwriting, acquiring, and managing our investment portfolio;
- structuring the terms and conditions of our acquisitions, sales and joint ventures; and
- retaining, for and on our behalf, services related to, among other things, our Primary Offering, and any other offerings that we may conduct, the development, operation and management of our investments, calculation of our NAV, administrative, accounting, tax, legal and investor relations services, financing services, and services related to property management, leasing, development and construction.

The initial term of the management agreement continues through December 31, 2025 and may be terminated by us (i) for "cause," (ii) upon the bankruptcy of our Manager, or (iii) upon a material breach of the management agreement by our Manager. "Cause" is defined in the management agreement to mean fraud or willful malfeasance, gross negligence, the commission of a felony or a material violation of applicable law, in each case that has or could reasonably be expected to have a material adverse effect on us. Following the initial term, the management agreement will automatically renew for an unlimited number of three-year terms unless we elect not to renew it by providing our Manager with 180 days' prior notice.

Upon any termination or non-renewal of the management agreement by us or any termination of the management agreement by our Manager for our breach of the management agreement, our Manager will be entitled to receive its prorated management fee through the expiration or termination date and will be paid a termination fee equal to six times the annual management fee earned by our Manager during the 12-month period ended as of the last day of the quarter immediately preceding the termination date.

In addition, upon any termination or non-renewal of the management agreement, our Manager will continue to hold our Class B units. Upon termination or non-renewal of the management agreement, our Manager will cooperate with us and take all reasonable steps requested by us to assist our Board in making an orderly transition of the management function.

Management Fee, Class B Units and Expense Reimbursement

As compensation for its services under the management agreement, we pay our Manager a quarterly management fee at an annualized rate of 0.75%. The management fee is based on our NAV at the end of each fiscal quarter. During the year ended December 31, 2024, our Manager incurred $2.7 million in management fees of which we have paid $1.3 million.

Our Manager holds 100,000 Class B units, representing all of our issued and outstanding Class B units. The Class B units entitle our Manager to 5% of any gain recognized by or distributed to us or recognized by or distributed from our Operating Companies or any subsidiary. As a result, any time we recognize an operating gain (excluding depreciation) or receive a distribution, whether from continuing operations, net sale proceeds, refinancing transactions or otherwise, our Manager is entitled to receive 5% of the aggregate amount of such gain or distribution, regardless of whether the holders of our Class A units have received a return of their capital. The allocation and distribution rights that our Manager is entitled to with respect to its Class B units may not be amended, altered or repealed, and the number of authorized Class B units may not be increased or decreased, without the consent of our Manager. During the year ended December 31, 2024, we did not make any Class B unit allocations or distributions to our Manager.

Pursuant to the management agreement, we reimburse our Manager and its affiliates, including our Sponsor, for actual fees and expenses incurred in connection with our public offerings, the selection, origination, acquisition and management of our investments, and for out-of-pocket expenses paid to third parties in connection with providing services to us. Expenses reimbursable are payable at the election of the recipient in cash, by issuance of our Class A units at the then-current NAV, or through some combination of the foregoing.

During the year ended December 31, 2024, our Manager and its affiliates, including our Sponsor, incurred $2.6 million for fees and expenses on our behalf, of which we have reimbursed our Manager and its affiliates, including our Sponsor, $2.6 million.

Our Employee and Cost Sharing Agreement

Pursuant to our employee and cost sharing agreement, our Sponsor provides our Manager with access to portfolio management, asset valuation, risk management and asset management services, as well as administration services addressing legal, compliance, investor relations and information technologies necessary for the performance by our Manager of its duties under the management agreement, and our Sponsor or one or more of its affiliates is entitled to receive expense reimbursements and our Manager's allocable share of employment costs incurred by the Sponsor.

During the year ended December 31, 2024, our Sponsor and its affiliates incurred $2.1 million for fees, expenses and employment costs on our behalf.

Development Fees

Pursuant to the terms of development agreements that we enter into with affiliates of our Sponsor, such affiliates are entitled to receive (i) development fees on each project in an amount that is usual and customary for comparable services rendered to similar projects in the geographic market of the project, and (ii) reimbursements for their expenses, such as employee compensation and other overhead expenses incurred in connection with the project.

Development fees under the terms of our development agreements generally range from 4.25% to 4.5% of total project costs, of which half are generally payable at the close of an acquisition and the remainder of which will be earned throughout the project in accordance with the terms of the development agreement.

During the year ended December 31, 2024, we incurred development fees earned during the construction phase of $4.2 million and $1.7 million for employee reimbursement expenditures relating to projects under development.

Review and Approval of Related Person Transactions

Our Board has adopted a written statement of policy for us regarding transactions with related persons. Our related person policy covers any "related person transaction" including, but not limited to, any transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or series of similar transactions, arrangements or relationships that is reportable by us under Item 404(a) of Regulation S-K in which we, our Operating Companies or any subsidiary were or are to be a participant and the amount involved exceeds $120,000 and in which any "related person" (as defined in Item 404(a) of Regulation S-K) had or will have a direct or indirect material interest. With certain limited exceptions, our related person policy requires that each related person transaction, and any material amendment or modification to a related person transaction, be reviewed and approved or ratified by our conflicts committee or by a majority of the disinterested members of our Board.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the number and percentage of Class A units, Class B units and the Class M unit owned by

- each of our directors;
- each of our named executive officers
- all of our directors and executive officers as a group;
- and any person known to us to be the beneficial owner of more than 5% of our outstanding units.

As of June 16, 2025, there were 3,698,562 Class A units issued and outstanding, 100,000 Class B units issued and outstanding and one Class M unit issued and outstanding.

Beneficial ownership is determined in accordance with the rules of the U.S. Securities and Exchange Commission (the "SEC") and includes securities that a person has the right to acquire within 60 days. Under these rules, more than one person may be deemed a beneficial owner of the same securities, and a person may be deemed a beneficial owner of securities as to which he has no economic interest. To our knowledge, except as otherwise set forth in the notes to the following table, each person named in the table has sole voting and investment power with respect to all of the interests shown as beneficially owned by such person. Unless otherwise specified, the address for each of the persons named below is c/o Belpointe PREP, LLC, 255 Glenville Road, Greenwich, Connecticut 06831.

	Class A units Beneficially Owned		Class B units Beneficially Owned		Class M units Beneficially Owned	
Name of Beneficial Owner	**Number**	**Percent**	**Number**	**Percent**	**Number**	**Percent**
Directors and Officers						
Brandon E. Lacoff [1] [2]	207	*	100,000	100%	1	100%
Martin Lacoff [3]	12	*	—	—%	—	—%
All directors and officers as a group	219	*	100,000	100%	1	100%
5% Unitholders						
Empirical Financial Services, LLC. d.b.a. Empirical Wealth Management [4]	256,339	7.0%	—	—	—	—
Belpointe PREP Manager, LLC [2]	—	—%	100,000	100%	1	100%

* Represents less than 1%

(1) Belpointe, LLC, our Sponsor, owns 206 Class A units and Belpointe Capital Management, LLC ("BCM"), an affiliate of our Sponsor, owns one Class A unit. Brandon E. Lacoff, the manager of our Sponsor and BCM, may be deemed to share voting and dispositive power with respect to the Class A units held by our Sponsor and BCM.

(2) Belpointe PREP Manager, LLC, our Manager, owns 100,000 Class B units and one Class M unit, and Brandon E. Lacoff, the manager of our Manager, may be deemed to share voting and dispositive power with respect to the Class B units and Class M unit held by our Manager.

(3) M&C Partners III, owns 12 Class A units and Martin Lacoff and his spouse share voting and dispositive power with respect to the Class A units.

(4) Based on information contained in a Schedule 13G/A filed with the SEC by Empirical Financial Services, LLC. d.b.a. Empirical Wealth Management ("Empirical") on January 28, 2025. According to the Schedule 13G/A, as of December 31, 2024, Empirical had sole power to vote or direct the vote of 252,876 of our Class A units beneficially owned and sole power to dispose of or direct the disposition of 256,339 of our Class A units beneficially owned. The address of Empirical's principal business office is 1420 5th Avenue, Suite 3150, Seattle, Washington 98101. The Schedule 13G/A provides information only as of December 31, 2024 and, consequently, the beneficial ownership of Empirical may have changed between December 31, 2024 and June 16, 2025.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors and persons who beneficially own more than ten percent of our Class A units to file initial reports of ownership and reports of changes in ownership with the SEC and furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on our review of the copies of such reports furnished to us or written representations from such persons that they were not required to file a Form 5 to report previously unreported ownership or changes in ownership, we believe that, with respect to the year ended December 31, 2024, such persons complied with all such filing requirements.

UNITHOLDER PROPOSALS

If you wish to submit a proposal to be included in our proxy materials for our 2025 Annual Meeting of Unitholders ("2025 Annual Meeting"), you must comply with the relevant rules of the U.S. Securities and Exchange Commission (the "SEC") and must deliver timely notice of the proposal in accordance with the requirement set forth in our Amended and Restated Limited Liability Company Operating Agreement (our "Operating Agreement") to the Company's Secretary at Belpointe PREP, LLC, 255 Glenville Road, Greenwich, Connecticut 06831. To be timely, a unitholder wishing to nominate a candidate for election to our board of directors or make a proposal of other business appropriate for unitholder consideration at our 2026 Annual Meeting, is required to give written notice not less than 90 days nor more than 120 days prior to the anniversary of the date of the 2025 Annual Meeting. If the meeting date for the 2026 Annual Meeting is scheduled to be on a day more than 30 days before or after the anniversary date of the 2025 Annual Meeting, unitholders must deliver notice not later than the close of business on the 10th day following the date on which we publicly disclose the date of the 2026 Annual Meeting.

A nomination or proposal that does not supply adequate information about the nominee or proposal and the unitholder making the nomination or proposal in accordance with the applicable requirements of the relevant rules of the SEC and provisions of our Operating Agreement, will be disregarded.

OTHER BUSINESS

The Board does not know of any other matters to be brought before the meeting. If other matters are presented, the proxy holders have authority to vote all proxies in accordance with their discretion.

By Order of the Board of Directors

/s/ Brandon E. Lacoff
Brandon E. Lacoff
Chairman of the Board and Chief Executive Officer

We make available, free of charge on our website, all of our filings that are made electronically with the SEC, including Forms 10-K, 10-Q and 8-K. To access these filings, go to our website investors.belpointeoz.com/filings. Copies of our Annual Report on Form 10-K for the year ended December 31, 2024, including financial statements and schedules thereto, filed with the SEC, are also available without charge to unitholders upon written request addressed to our Investor Relations Department by mail at Belpointe PREP, LLC, 255 Glenville Road, Greenwich, Connecticut 06831, or via email at IR@belpointeoz.com.

BelpointeOZ

BELPOINTE PREP, LLC
255 GLENVILLE ROAD
GREENWICH, CONNECTICUT 06831
ATTN.: INVESTOR RELATIONS DEPARTMENT

SCAN TO VIEW MATERIALS & VOTE

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on September 11, 2025. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on September 11, 2025. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V77348-Z90818

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

BELPOINTE PREP, LLC

The Board of Directors recommends you vote FOR the following proposals:

1. Election of Class I Directors:

Nominees:	**For**	**Against**	**Abstain**
1a. Timothy Oberweger	☐	☐	☐
1b. Shawn Orser	☐	☐	☐

	For	**Against**	**Abstain**
2. Ratification of the appointment of CohnReznik LLP, as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2025. The affirmative vote of a majority of the holders of Class A units, Class B units and the Class M unit, voting together as a single class, is required for the ratification of the appointment of CohnReznik LLP, as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2025. Abstentions and broker non-votes will not be counted for purposes of determining the ratification of the appointment of the independent registered public accounting firm.	☐	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and 10K Wrap are available at www.proxyvote.com.

V77349-Z90818

BELPOINTE PREP, LLC
ANNUAL MEETING OF UNITHOLDERS
SEPTEMBER 12, 2025 12:00 PM ET
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The Unitholders(s) hereby appoint(s) Brandon E. Lacoff, Chief Executive Officer and Martin Lacoff, Chief Strategic Officer and Principal Financial Officer or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the Class A units of BELPOINTE PREP, LLC that the Unitholders is/are entitled to vote at the Annual Meeting of Unitholders to be held at 12:00 PM ET, on Friday, September 12, 2025, at 255 Glenville Road, Greenwich, Connecticut 06831, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED December 31, 2024**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ____________TO ____________**

Commission file number 001-40911

Belpointe PREP, LLC
(Exact name of registrant as specified in its charter)

Delaware	**84-4412083**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

255 Glenville Road
Greenwich, Connecticut 06831
(Address of principal executive offices)

(203) 883-1944
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A units	OZ	NYSE American

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of Class A units held by non-affiliates of the registrant as of June 30, 2024 was approximately $194,332,491, based on the closing sale price reported for such date on the NYSE American. Class A units held by each executive officer, director and holder of more than 5% of the registrant's Class A units have been excluded based on the assumption that such persons may be deemed to be affiliates. These assumptions should not be deemed to constitute an admission that such persons are affiliates, or that there are not other persons who may be deemed to be affiliates, of the registrant. The registrant's Class B units and Class M unit are not listed on a national securities exchange or traded in an organized over-the-counter market.

As of March 28, 2025, the registrant had 3,668,388 Class A units, 100,000 Class B units and one Class M unit outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

TABLE OF CONTENTS

Forward-Looking Statements

This Annual Report on Form 10-K (this “Form 10-K”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which reflect the current views of Belpointe PREP, LLC, a Delaware limited liability company (together with its subsidiaries, the “Company,” “we,” “us,” or “our”) with respect to, among other things, our future results of operations and financial performance. In some cases, you can identify forward-looking statements by words such as “anticipate,” “approximately,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “outlook,” “plan,” “potential,” “predict,” “seek,” “should,” “will,” and “would” or the negative version of these words or other comparable words or statements that do not relate strictly to historical or factual matters. By their nature, forward-looking statements speak only as of the date they are made, are not statements of historical fact or guarantees of future performance and are subject to risks, uncertainties, assumptions or changes in circumstances that are difficult to predict or quantify, in particular due to rising interest rates, increasing inflation and recent instability in the banking system, and the projected impact of such factors on our business, financial performance and operating results. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs and projections will result or be achieved, and actual results may vary materially from what is expressed in or indicated by the forward-looking statements.

There are a number of risks, uncertainties and other important factors that could cause our actual results to differ materially from the forward-looking statements contained in this Form 10-K, including, among others, the risks set forth in Item 1A. “Risk Factors” and Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as from time to time in our other filings with the U.S. Securities and Exchange Commission (“SEC”). A summary of principal risk factors that make investing in our securities risky and that may cause actual results to differ materially are set forth below:

- the impact of macroeconomic trends, such as international trade relations, the rate of unemployment, energy prices, tariffs, immigration, taxes, interest rates, the rate of inflation, the availability of credit and the general U.S. regulatory environment;
- adverse developments in the availability of desirable investment opportunities whether due to competition, regulation or otherwise;
- general political, economic and competitive conditions in the United States;
- the level and volatility of prevailing interest rates and credit spreads;
- the net asset value (“NAV”) per Class A unit that we publish may not necessarily reflect changes in our NAV that are not immediately quantifiable;
- general volatility of the capital markets and the market price of our Class A units;
- adverse changes in the real estate and real estate capital markets;
- the impact of tighter credit underwriting standards for banks and financial institutions that provide construction financing;
- difficulties or delays in completing projects on budget and on schedule;
- difficulties or delays in raising sufficient proceeds in our ongoing public offering to fund our projects;
- geographic concentration of our investments;
- changes in the rules and regulations relating to the Tax Cuts and Jobs Act of 2017, including the qualified opportunity zone regulations and Section 199A of the Internal Revenue Code of 1986, as amended (the “Code”) and the regulations adopted thereunder;
- our ability to comply with the rules and regulations relating to investing in qualified opportunity zones;
- limited ability to dispose of assets because of the relative illiquidity of real estate investments;
- intense competition in the real estate market that may limit our ability to attract or retain tenants or re-lease space;
- defaults on or non-renewal of leases by tenants;
- increased operating costs;
- our failure to obtain necessary outside financing;
- decreased rental rates or increased vacancy rates;

- difficulties in identifying properties to acquire and in consummating real estate acquisitions, developments, joint ventures and dispositions;
- our failure to successfully operate acquired properties and operations;
- exposure to liability relating to environmental and health and safety matters;
- changes in real estate and zoning laws and increases in real property tax rates;
- any market deterioration that causes the value of our real estate investments to decline;
- our failure to maintain our status as a publicly traded partnership and qualified opportunity fund;
- failure of acquisitions to yield anticipated results;
- risks associated with derivatives or hedging activity;
- our level of debt and the terms and limitations imposed on us by our debt agreements;
- the need to invest additional equity in connection with debt refinancings as a result of reduced asset values;
- our ability to retain our executive officers and other key personnel of Belpointe, LLC (our "Sponsor"), Belpointe PREP Manager, LLC (our "Manager") and their affiliates;
- expected rates of return provided to investors;
- the ability of our Sponsor, Manager and their affiliates to source, originate and service our investments, and the quality and performance of those investments;
- legislative or regulatory changes impacting our business or our investments;
- changes in business conditions and the market value of our investments, including changes in interest rates, prepayment risk, operator or borrower defaults or bankruptcy, and generally the increased risk of loss if our investments fail to perform as expected;
- our ability to implement effective conflicts of interest policies and procedures among the various real estate investment programs sponsored by our Sponsor;
- our compliance with applicable local, state and federal laws, including the Investment Advisers Act of 1940, as amended, the Investment Company Act of 1940, as amended, and other laws;
- difficulty in successfully managing our growth, including integrating new assets into our existing systems; and
- changes to accounting principles generally accepted in the United States of America, or policy changes from standard-setting bodies such as the Financial Accounting Standards Board, the SEC, the Internal Revenue Service, the NYSE American and other authorities that we are subject to.

We caution you that the risks, uncertainties and other factors referenced above may not contain all of the risks, uncertainties and other factors that are important to you. There may be other factors that cause our actual results to differ materially from any forward-looking statements, including factors discussed in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K, as such factors may be updated from time to time in our periodic filings with the SEC, which are accessible on the SEC's website at www.sec.gov. You should evaluate all forward-looking statements made in this Form 10-K in the context of these risks and uncertainties. In addition, we cannot assure you that we will realize the results, benefits or developments that we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our business in the way expected. In light of the significant uncertainties inherent in these forward-looking statements, the inclusion of this information should not be regarded as a representation by us or any other person that our plans, strategies and objectives, which we consider to be reasonable, will be achieved. All forward-looking statements in this Form 10-K apply only as of the date made and are expressly qualified in their entirety by the cautionary statements included in this Form 10-K and in other filings we make with the SEC. We undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances, except as required by law.

PART I

Item 1. Business.

In this Annual Report on Form 10-K (this "Form 10-K"), unless context otherwise requires, references to "we," "us," "our," "Belpointe" or the "Company" refer to Belpointe PREP, LLC, a Delaware limited liability company, its operating companies, Belpointe PREP OC, LLC, a Delaware limited company, and Belpointe PREP TN OC, LLC, a Delaware limited company (each an "Operating Company" and, together, the "Operating Companies"), and each of the Operating Companies' subsidiaries, taken together.

History and Development of the Company

We are the successor in interest to Belpointe REIT, Inc., a Maryland corporation ("Belpointe REIT"), incorporated on June 19, 2018. During the year ended December 31, 2021, we acquired all of the outstanding shares of common stock of Belpointe REIT in an exchange offer and related conversion and merger transaction.

On September 30, 2021, the U.S. Securities and Exchange Commission (the "SEC") declared effective our initial registration statement on Form S-11, as amended (File No. 333-255424) (the "Primary Registration Statement"), registering a continuous primary offering of up to $750,000,000 in our Class A units (our "Primary Offering"). From the period of October 7, 2021, the date of the first closing held in connection with our Primary Offering, through December 31, 2023, we issued 2,372,289 Class A units in our Primary Offering, raising net offering proceeds of $233.5 million.

On May 9, 2023, the SEC declared effective our follow-on registration statement on Form S-11, as amended (File No. 333-271262) (the "Follow-on Registration Statement"), registering the offer and sale of up to an additional $750,000,000 of our Class A units on a continuous "best efforts" basis by any method deemed to be an "at the market" offering pursuant to Rule 415(a)(4) under the Securities Act of 1933, as amended (the "Securities Act"), including by offers and sales made directly to investors or through one or more agents (our "Follow-on Offering" and, together with our Primary Offering, our "Public Offerings").

In connection with the Follow-on Registration Statement, we entered into a non-exclusive dealer manager agreement with Emerson Equity LLC (the "Dealer Manager"), a registered broker-dealer, for the sale of our Class A units through the Dealer Manager. The Dealer Manager will enter into participating dealer agreements and wholesale agreements with other broker-dealers, referred to as "selling group members," to authorize those broker-dealers to solicit offers to purchase our Class A units. We will pay our Dealer Manager commissions of up to 0.25%, and the selling group members commissions ranging from 0.25% to 4.50%, of the principal amount of Class A unit sold in the Follow-on Offering. In addition, our Follow-on Registration Statement constitutes a post-effective amendment to our Primary Registration Statement, conforming our Primary Offering to our Follow-on Offering.

For the year ended December 31, 2024, we issued 41,774 Class A units in connection with our Public Offerings. Together with the gross proceeds raised by Belpointe REIT in its prior offerings, as of December 31, 2024, we have raised aggregate gross offering cash proceeds of $357.3 million.

Overview of our Business and Operations

We are the only publicly traded qualified opportunity fund listed on a national securities exchange. We are a Delaware limited liability company formed on January 24, 2020, and a partnership for U.S. federal income tax purposes. We are focused on identifying, acquiring, developing or redeveloping and managing commercial and mixed-use real estate located within qualified opportunity zones. At least 90% of our assets consist of qualified opportunity zone property. We qualified as a qualified opportunity fund beginning with our taxable year ended December 31, 2020. Because we are a qualified opportunity fund certain of our investors are eligible for favorable capital gains tax treatment on their investments.

All of our assets are and will continue to be held by, and all of our operations are and will continue to be conducted through, one or more of our Operating Companies, either directly or indirectly through their subsidiaries. We are externally managed by Belpointe PREP Manager, LLC (our "Manager"), which is an affiliate of our sponsor, Belpointe, LLC (our "Sponsor").

Our Manager

We are externally managed by our Manager, Belpointe PREP Manager, LLC, and, pursuant to the terms of a management agreement between us, our Operating Companies and our Manager (the “Management Agreement”), our Manager manages our day-to-day operations, implements our investment objectives and strategy and performs certain services for us, subject to oversight by our board of directors (our “Board”). Subject to the limitations set forth in our Amended and Restated Limited Liability Company Operating Agreement (our “Operating Agreement”), a team of investment and asset management professionals, acting through our Manager, makes all decisions regarding the origination, selection, evaluation, structuring, acquisition, financing and development of our commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses.

Our Manager also provides portfolio management, marketing, investor relations, financial, accounting and other administrative services on our behalf with the goal of maximizing our operating cash flow and preserving our invested capital.

Our Sponsor

Our Sponsor, Belpointe, LLC, a leading investment firm based in Greenwich, Connecticut, operates a family office making private investments and oversees its businesses, such as wealth management, legal and real estate services, Our Sponsor’s senior executives have substantial experience in the acquisition, development and ownership of real estate and, as of December 31, 2024, its affiliates have facilitated or originated 13 real estate assets with aggregate purchase prices and construction costs of approximately $400 million. Our Sponsor’s financial management division also currently manages over $5 billion in public securities.

Our Investment Objectives and Investment Strategy

Our primary investment objectives are:

- to preserve, protect and return your capital contribution;
- to pay attractive and consistent cash distributions over the long term;
- to grow net cash from operations so that an increasing amount of cash flow is available for distributions to investors over the long term; and
- to realize growth in the value of our investments.

We cannot assure you that we will achieve our investment objectives. See Item 1A. “Risk Factors.”

Our initial investments consist of and are expected to continue to consist of properties located in qualified opportunity zones for the development or redevelopment of multifamily, student housing, senior living, healthcare, industrial, self-storage, hospitality, office, mixed-use, data centers and solar projects located throughout the United States and its territories. We also anticipate identifying, acquiring, developing or redeveloping and managing a wide range of commercial real estate properties located throughout the United States and its territories, including, but not limited to, real estate-related assets, such as commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as making private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, with the goal of increasing distributions and capital appreciation.

Our investment guidelines delegate to our Manager discretion and authority to execute acquisitions and dispositions of investments (including the reinvestment of capital basis and gains), provided such investments are consistent with our investment objectives and strategy and our investment guidelines. Our Manager’s investment committee will periodically review our portfolio of assets and investments, our investment objectives and strategy and our investment guidelines to determine whether they remain in the best interests of our members and may recommend changes to our Board as it deems appropriate. We may, at any time and without member approval, cease to be a qualified opportunity fund and acquire assets that do not qualify as qualified opportunity zone investments. Furthermore, there are no prohibitions in our Operating Agreement on the amount or percentage of assets that may be invested in a single property.

Our Reporting Segments

As of December 31, 2024, we have organized our operations into two reporting segments, commercial and mixed-use, based on the way we organize and evaluate our business internally.

Qualified Opportunity Zone Program

The opportunity zone program is a community development program established by the Tax Cuts and Jobs Act of 2017 to encourage new long-term investment in low-income urban and rural communities nationwide. The opportunity zone program provides a tax incentive for investors to re-invest their unrealized capital gains into qualified opportunity funds dedicated to investing in "qualified opportunity zones." Qualified opportunity zones are census tracts identified and nominated by the chief executives of every state and territory of the United States (*e.g.*, state governors) and designated by the Secretary of the Treasury.

There are more than 8,700 qualified opportunity zones throughout the United States and its territories.

A "qualified opportunity fund" is generally defined as an investment vehicle that is taxed as a corporation or partnership for U.S. federal income tax purposes and organized to invest in, and at least 90% of its assets consist of, qualified opportunity zone property (the "90% Asset Test"). A qualified opportunity fund must determine whether it meets the 90% Asset Test on each of (i) the last day of the first six-month period of its taxable year, and (ii) the last day of its taxable year (each a "Test Date").

The opportunity zone regulations allow a qualified opportunity fund to apply the 90% Asset Test without taking into account any investments received in the 6-month period preceding the Test Date, provided those investments are (i) received (a) solely in exchange for stock by a qualified opportunity fund that is a corporation, or (b) as a contribution by a qualified opportunity fund that is a partnership, and (ii) held continuously from the fifth business day after the exchange or contribution, as applicable, through the Test Date in cash, cash equivalents or debt instruments with a term of 18 months or less.

Subject to a one-time six-month cure period, for each month following a Test Date in which a qualified opportunity fund fails to meet the 90% Asset Test it will incur a penalty equal to (a) the excess of 90% of the fund's aggregate assets over the aggregate amount of qualified opportunity zone property held by the fund, multiplied by (b) the short-term federal interest rate plus 3%. However, notwithstanding a qualified opportunity fund's failure to meet the 90% Asset Test, no penalty will be imposed if the fund demonstrates that its failure is due to reasonable cause.

We initially qualified as a qualified opportunity fund beginning with our taxable year ended December 31, 2020.

An eligible investor may defer recognition of capital gains (short-term or long-term) resulting from the sale or exchange of capital assets (or business assets the gain on the sale of which is treated as capital gain) with an unrelated person by reinvesting those gains into a qualified opportunity fund within a period of 180 days generally beginning on the date of the sale or exchange (the "Deferred Capital Gains"). The 180-day period generally begins on the day on which the gains would be recognized for U.S. federal income tax purposes had they not been reinvested into a qualified opportunity fund. Deferred Capital Gains are recognized on the earlier of December 31, 2026 or the date on which an inclusion event occurs, such as the date on which the investor sells its qualified opportunity fund investment.

All individuals and entities that recognize capital gains for U.S. federal income tax purposes are eligible to elect to defer their capital gains by investing in a qualified opportunity fund within the applicable 180-day period. This includes natural persons as well as entities such as corporations, regulated investment companies, real estate investment trusts ("REITs"), partnerships and other pass-through entities (including, certain common trust funds, qualified settlement funds, and disputed ownership funds). Eligible investors must make deferral elections on Form 8949, *Sales and Other Dispositions of Capital Assets*, which will need to be attached to their U.S. federal income tax returns for the taxable year in which the capital gain would have been recognized had it not been deferred. In addition, Form 8997, *Initial and Annual Statement of Qualified Opportunity Fund (QOF) Investments*, requires eligible investors holding a qualified opportunity fund investment at any point during the tax year to report: (i) qualified opportunity fund investments holdings at the beginning and end of the tax year; (ii) current tax year capital gains deferred by investing in a qualified opportunity fund; and (iii) qualified opportunity fund investments disposed of during the tax year. Eligible investors who have not properly followed the instructions for Form 8997, *Initial and Annual Statement of Qualified Opportunity Fund (QOF) Investments*, may receive a Letter 6502, *Reporting Qualified Opportunity Fund (QOF) Investments*, or a Letter 6503, *Annual Reporting of Qualified Opportunity Fund (QOF) Investments*, from the Internal Revenue Service ("IRS") if the IRS is missing information, the investor entered invalid information, or the requirements to maintain a qualifying investment have not been followed. Eligible investors who receive a Letter 6502, *Reporting Qualified Opportunity Fund (QOF) Investments*, or a Letter 6503, *Annual Reporting of Qualified Opportunity Fund (QOF) Investments*, may need to file an amended return or an administrative adjustment request with a properly completed Form 8997, *Initial and Annual Statement of Qualified Opportunity Fund (QOF) Investments*.

An eligible investor may elect to increase the tax basis with respect to its qualified opportunity fund investment interest to the fair market value of the investment interest, and similarly may elect to exclude from income gains from sales of non-inventory assets by the qualified opportunity fund, if the investor holds the qualified opportunity fund investment interest for a period of ten years or more prior to the date of sale, up to December 31, 2047. Provided these requirements are met, for U.S. federal income tax purposes an eligible investor will not be required to pay federal income tax on a sale of its qualified opportunity fund investment interest. This benefit will not be available with respect to sales or exchanges after December 31, 2047.

Our Investments

As of the date of this Form 10-K, our investment portfolio consisted of the following commercial and mixed-use rental properties:

1991 Main Street – Sarasota, Florida (“Aster & Links”) – 1991 Main Street (“1991 Main” or “Aster & Links”) is a 5.13-acre site which was acquired for an aggregate purchase price of $20.7 million, inclusive of transaction costs and deferred financing fees. On August 24, 2023, through an indirect majority-owned subsidiary of our Operating Company, we acquired land located in Sarasota, Florida, that was previously subject to a ground lease for a purchase price of $4.9 million, inclusive of transaction costs of $0.1 million. We accounted for the transaction as an asset acquisition. As the acquired land is being held for development, the total purchase price was allocated to Real estate under construction on the consolidated balance sheets.

During the year ended December 31, 2024, we completed construction and began lease up at Aster & Links, our mixed-use luxury development in downtown Sarasota, Florida. Aster & Links is comprised of 424 luxury residential units, including a mix of one-bedroom, two-bedroom, three-bedroom, four-bedroom apartments, townhome-style penthouse apartments, and six guest suite apartments, with approximately 51,000 square feet of retail space located on the first level. Aster & Links is made up of two distinct 10 story buildings and features over 900 garage and surface-level parking spaces, designed to cater to both residents and retail visitors.

In May 2023, we announced the signing of a definitive lease agreement with Sprouts Farmers Market (“Sprouts”). Sprouts, which opened in September 2024 and occupies 23,000 square feet of retail space at Aster & Links, serves as a key anchor tenant, bringing fresh, natural and organic food options to the heart of downtown Sarasota.

Aster & Links offers a range of high-end amenities for residents, including a clubroom, fitness room, center courtyard with heated saltwater pool and roof top amenities including a community room and a private dining area for private events as well as outdoor grills and seating. Each building has its own leasing office to assist new residents.

Situated in downtown Sarasota, at the intersection of Main Street and Links Avenue, Aster & Links is located in a high foot traffic area next to a number of popular retail establishments. Sarasota’s metro area economy is the largest of the southwest Florida markets and has had very strong gains in jobs, population, and home values over the past few years. Aster & Links is well-positioned to be a premier residential and retail destination in the heart of this vibrant city.

1991 Main Construction Management Agreement

During the year ended December 31, 2022, our indirect wholly-owned subsidiary entered into a construction management agreement for the development of Aster & Links. The construction management agreement contains terms and conditions that are customary for a project of this type and is subject to a guaranteed maximum price (a “GMP”). We currently anticipate that the funding for construction and soft costs associated with the development will be a minimum of $187.5 million, inclusive of the GMP, and are building to an estimated unlevered yield of greater than 6%.

1991 Main Construction Loan

On May 12, 2023, our indirect majority-owned subsidiary entered into a variable-rate construction loan agreement (the “1991 Main Construction Loan Agreement”) for up to $130.0 million in principal amount (the “1991 Main Construction Loan”) with Bank OZK (the “Mortgage Lender”), which is secured by Aster & Links. Advances under the 1991 Main Construction Loan bear interest at a per annum rate equal to the one-month term Secured Overnight Financing Rate (SOFR) plus 3.45%, subject to a minimum all-in per annum rate of 8.51%, and may be used to fund the development of Aster & Links. The 1991 Main Construction Loan has an initial maturity date of May 12, 2027 and contains a one-year extension option, subject to certain restrictions. As of December 31, 2024, we have drawn down $97.5 million on the 1991 Main Construction Loan.

1991 Main Interest Rate Cap

As required under the terms of the 1991 Main Construction Loan Agreement, our indirect majority-owned subsidiary also entered into an interest rate cap agreement, effective July 10, 2024 (“1991 Main Interest Rate Cap”), which, as of December 31, 2024, had a notional amount of approximately $102.8 million a one-month SOFR rate based strike price of 5.07%, and which is due to mature on July 10, 2025.

1991 Main Mezzanine Loan

On January 31, 2024, our indirect majority-owned subsidiary entered into a mezzanine loan agreement, for up to $56.4 million in principal amount (the “1991 Main Mezzanine Loan”) with Southern Realty Trust Holdings, LLC (the “1991 Main Mezzanine Lender”). The 1991 Main Mezzanine Loan bears interest at a rate of 13.0% per annum and is secured by our investment in Aster & Links. Advances under the 1991 Main Mezzanine Loan may be used to reimburse us for certain costs and expenses incurred in relation to, and to fund the continued development of, Aster & Links. The 1991 Main Mezzanine Loan has an initial maturity date of May 12, 2027 and contains a one-year extension option, subject to certain restrictions.

In connection with the 1991 Main Mezzanine Loan, we are required to maintain an interest reserve and carry reserve for purposes of paying accrued but unpaid interest on the 1991 Main Mezzanine Loan and interest, principal and other obligations under the 1991 Main Construction Loan (the “Reserves”). We also provided the 1991 Main Mezzanine Lender with (i) a completion guaranty, which, among other things, guarantees completion of the work on Aster & Links, and (ii) a carveout guaranty, which, among other things, indemnifies the 1991 Main Mezzanine Lender for losses resulting from certain “bad acts,” insolvency, environmental conditions, violations of the terms of the 1991 Main Mezzanine Loan and certain provisions of the 1991 Main Construction Loan Agreement (collectively, the “Mezzanine Guarantees”). The 1991 Main Construction Loan and the 1991 Main Mezzanine Loan contain financial covenants requiring that we maintain liquid assets of no less than $20.0 million and a net worth of no less than $130.0 million. As of December 31, 2024, the principal balance of the 1991 Main Mezzanine Loan was $46.2 million.

1900 Fruitville Road – Sarasota Florida – 1900 Fruitville Road was a 1.2-acre site, consisting of a retail building and parking lot, which we acquired for an aggregate purchase price of $4.7 million, inclusive of transaction costs. In July 2024 we completed the redevelopment of this property into additional non-exclusive parking for Sprouts, our grocery store tenant at Aster & Links.

1000 First Avenue North and 900 First Avenue North – St. Petersburg, Florida (“Viv”) – We previously acquired several parcels, comprising 1.6-acres of land (previously referred to as 902-1020 First Avenue North, St. Petersburg, Florida), which we acquired for an aggregate purchase price of $12.1 million, inclusive of transaction costs, with the intent to consolidate them and develop into a 15-story high-rise building at 1000 First Avenue North, St. Petersburg, Florida (“1000 First” or “Viv”). As of December 31, 2024, construction on Viv was 72% complete. We currently anticipate construction to be substantially completed in the second half of 2025, with leasing to begin prior.

Viv is comprised of two 11-story residential towers above a 4-story parking garage, featuring 269-apartment homes with a mix of studio, one-bedroom, two-bedroom and three-bedroom units, with approximately 15,500 square feet of retail space located on the first level. Amenities at Viv include a clubroom, fitness center, courtyard with a swimming pool, shared working space and a leasing office.

Viv is located in the downtown district of St. Petersburg, one mile west of Tampa Bay and the downtown waterfront district and only one block away from Tropicana Field, home to the Tampa Bay Rays professional baseball team. It features direct access to downtown amenities such as public parking, restaurants, museums and cultural sites.

In July of 2024, the St. Petersburg City Council voted to approve a joint plan by the Tampa Bay Rays, City of St. Petersburg and Pinellas County to build a brand new approximately 30,000 seat stadium for the Tampa Bay Rays as part of the 86-acre Historic Gas Plant District redevelopment project in downtown St. Petersburg, located just half a mile from Viv. The project will include nearly 8 million square feet of mixed-use development and result in over $6.5 billion in investment over the next 20 years.

St. Petersburg placed 42nd on Niche’s 2024 Best Cities to Live in America list, earning an Overall Niche Grade of “A.” St. Petersburg is the 5th largest city in Florida and the 86th largest city in the United States and an annual population growth rate of approximately 0.7% in 2023. Downtown St. Petersburg is one of the fastest growing neighborhoods in the Tampa-St. Petersburg-Clearwater metropolitan statistical area (“MSA”) and has experienced increased demand in recent years because of proximity to the water, sporting events, shopping, bars and restaurants in the neighborhood. The Tampa-St. Petersburg-Clearwater MSA is home to more than 20 corporate headquarters, 13 of which are on the 2024 edition of the Inc.

5000 (listing the fastest-growing private companies in America). The St. Petersburg area also includes a branch of St. Petersburg College and the University of South Florida St. Petersburg and is home to two professional sports teams, the Tampa Bay Rays (Major League Baseball) and the Tampa Bay Rowdies (United Soccer League Championship).

900 First Avenue North ("900 First") is a parcel of land with a two-tenant retail building which we acquired for an aggregate purchase price of $2.5 million, inclusive of transaction costs. 900 First will remain a two-tenant retail building, and we have taken the additional development rights and added them to 1000 First.

1000 First Construction Management Agreement

In April 2023, our indirect majority-owned subsidiary entered into a construction management agreement in connection with the development of 1000 First. The construction management agreement contains terms and conditions that are customary for a project of this type and is subject to a GMP of $140.5 million.

1000 First Construction Loan

On June 28, 2024, our indirect majority-owned subsidiary entered into a variable-rate construction loan agreement (the "1000 First Construction Loan Agreement") for up to $104.0 million in principal amount (the "1000 First Construction Loan") with various lenders, which is secured by 1000 First. Advances under the 1000 First Construction Loan bear interest at a per annum rate equal to the one-month term SOFR plus 3.80%, subject to a minimum all-in per annum rate of 7.55% and may be used to fund the development of 1000 First. The 1000 First Construction Loan has an initial maturity date of June 28, 2027 and contains two one-year extension options, subject to certain restrictions. As of December 31, 2024, we have drawn down $29.5 million on the 1000 First Construction Loan.

1000 First Interest Rate Cap

As required under the terms of the 1000 First Construction Loan Agreement, our indirect majority-owned subsidiary also entered into an interest rate cap agreement, effective June 28, 2024 (the "1000 First Interest Rate Cap"), which, as of December 31, 2024, had a notional amount of approximately $104.0 million, a one-month SOFR rate based strike price of 6.25%, and which is due to mature on July 1, 2025.

1701, 1702 and 1710 Ringling Boulevard – Sarasota, Florida – 1701 Ringling Boulevard ("1701 Ringling") and 1710 Ringling Boulevard ("1710 Ringling") make up a 1.6-acre site, consisting of a six-story office building and a parking lot which we acquired for an aggregate purchase price of $7.0 million, inclusive of transaction costs. We currently anticipate that 1701 Ringling will be renovated into a modern office building, consisting of approximately 80,000 square feet of rentable space, with 1710 Ringling consisting of an approximately 128-space parking lot. Upon acquiring 1701 Ringling, we entered into a new lease agreement with the existing tenant covering approximately 42,000 square feet for an initial term of 20 years, and several lease extension options.

1702 Ringling Boulevard ("1702 Ringling" and, together with 1701 Ringling and 1710 Ringling, "1701-1710 Ringling") is a 0.327-acre site consisting of a fully-leased, single-story 1,546 gross square foot single-tenant office building and associated parking lot, which we acquired for an aggregate purchase price of $1.5 million, inclusive of transaction costs. We currently anticipate holding 1702 Ringling for future multifamily development.

1701-1710 Ringling is located within the historic downtown Sarasota area along Ringling Boulevard, a major two-way arterial road, with good access to the surrounding Sarasota market, as well as easy access to Interstate 75 and the greater Tampa-St Petersburg area. 1701-1710 Ringling is located in a high foot traffic area close to a number of popular restaurants and retail establishments.

497-501 Middle Turnpike and Cedar Swamp Road – **Storrs, Connecticut** – 497-501 Middle Turnpike ("497-501 Middle") is an approximately 60.0-acre site, consisting of approximately 30 acres of former golf course and approximately 30 acres of wetlands, some of which includes walking trails. We acquired a majority ownership interest in CMC Storrs SPV, LLC ("CMC"), the holding company for 497-501 Middle, for an initial capital contribution of $3.8 million.

We currently anticipate 497-501 Middle will be developed into an approximately 261-apartment home community and an adjacent single-family home, with amenities that will include a leasing office, clubroom with a chef's kitchen, fitness center, game room, study/lounge area, meeting rooms, and an outside AstroTurf meadow.

Cedar Swamp Road ("Cedar Swamp Road") is a 1.1-acre site immediately adjacent to 497-501 Middle, which we acquired for a purchase price of $0.3 million, inclusive of transaction costs. We currently anticipate adding Cedar Swamp Road to the 497-501 Middle development.

497-501 Middle and Cedar Swamp Road are located less than a mile from the main college campus at the University of Connecticut ("UConn") in Storrs, Connecticut ("Storrs"), approximately 30 minutes from Hartford, Connecticut, and 90 minutes from Boston, Massachusetts. UConn ranked 26th among "top public universities" nationally in the 2024 U.S. New & World Report ("U.S. News") collegiate rankings, and, based on a fact sheet published by UConn, over 19,300 undergraduate students attended college at the Storrs campus in Fall 2023, with more than a third of those students living off campus.

900 8th Avenue South – Nashville, Tennessee – 900 8th Avenue South ("900 8th Avenue South") is a 3.2-acre land assemblage, which we acquired for an aggregate purchase price of $19.7 million, inclusive of transaction costs.

On June 26, 2024, our indirect majority-owned subsidiary entered into a fixed-rate loan for $10.0 million in principal amount with KHRE SMA Funding, LLC, which is secured by 900 8th Avenue South (the "900 8th Land Loan"). The 900 8th Land Loan bears interest at a rate of 9.50% per annum, and is due to mature on June 26, 2025, with two six-month extension options, subject to certain restrictions.

900 8th Avenue South is located in central Nashville at the north end of the 8th Avenue South District, within walking distance of a number of popular retail, dining and nightlife establishments in downtown Nashville. The parcels have received approval for a mixed-use development including residential, retail and office with a maximum of 300 residential multi-family units and a maximum of seven stories.

1700 Main Street – Sarasota, Florida – 1700 Main Street ("1700 Main") is a 1.3-acre site, consisting of a former gas station, a three-story office building with parking lot and a two-story retail building, which we acquired for an aggregate purchase price of $6.9 million, inclusive of transaction costs. We currently anticipate that 1700 Main will be redeveloped into an approximate 187-apartment home community consisting of one-bedroom, two-bedroom and three-bedroom units, with approximately 6,000 square feet of retail space located on the first two levels. We anticipate that 1700 Main will consist of a 10-story podium style building with a 3-story, 330-space garage and 7 stories of apartments above, including a clubroom, fitness center and courtyard with a swimming pool, as well as a leasing office.

U.S. News & World Report ranked Sarasota as the 5th best place to live in the United States for 2023-2024, number two among the fastest growing places in the U.S., and the 18th best place to retire. Sarasota is headquarters to a diverse group of large companies, such as Boar's Head Provisions, CAE Healthcare, PGT Innovations, Tervis, Sun Hydraulics and Voalte. The Sarasota area also has a large number of universities including the University of Southern Florida, Florida State University's College of Medicine campus, Ringling College, State College of Florida, Keiser College and New College of Florida.

1700 Main is located in downtown Sarasota along Main Street and is located in a high foot traffic area next to a number of popular restaurants and retail establishments.

690/1106 Davidson Street – Nashville, Tennessee – 690/1106 Davidson Street ("690/1106 Davidson Street") is an approximately 8.0-acre site, consisting of two industrial buildings and associated parking, which we acquired for an aggregate purchase price of $21.0 million, inclusive of transaction costs. We currently anticipate that 690/1106 Davidson Street will be redeveloped into mixed-use residential community consisting of studio, one-bedroom, two-bedroom and three-bedroom apartments. The buildings will have a fitness center, game room, co-working spaces, outdoor heated saltwater swimming pool, riverfront courtyards and rooftop terraces as well as a leasing office. In September 2023, the parcels were successfully rezoned to accommodate medium to high density multi-family residential and a mix of other commercial uses including hotel, office, retail and restaurant.

1130 Davidson Street – Nashville, Tennessee – 1130 Davidson Street ("1130 Davidson Street") is an approximately 1.7-acre site consisting of a single-story, 10,000 square foot retail building and associated parking lot, which we acquired for an aggregate purchase price of $2.1 million, inclusive of transaction costs. The building is leased back to the seller through March 2025, with the ability to continue month to month thereafter. In September 2023, the parcel was successfully rezoned to accommodate medium to high density multi-family residential and a mix of other commercial uses including hotel, office, retail and restaurant.

1400 Davidson Street – Nashville, Tennessee – 1400 Davidson Street (“1400 Davidson Street”) is an approximately 5.9-acre site consisting of an industrial building, which we acquired for an aggregate purchase price of $16.4 million, inclusive of transaction costs. We currently anticipate that 1400 Davidson Street will be redeveloped into a mixed-use residential community consisting of studio, one-bedroom, two-bedroom and three bedroom apartments. In September 2023, the parcel was successfully rezoned to accommodate medium to high density multi-family residential and a mix of other commercial uses including hotel, office, retail and restaurant.

Storrs Road – **Storrs, Connecticut** – Storrs Road (“Storrs Road”) is a 9.0-acre parcel of land near UConn, which we acquired for an aggregate purchase price of $0.1 million, inclusive of transaction costs. We currently anticipate holding Storrs Road for future multifamily development.

1750 Storrs Road – **Storrs, Connecticut** – 1750 Storrs Road (“1750 Storrs”) is an approximately 19.0-acre development site near UConn, which we acquired for an aggregate purchase price of $5.5 million, inclusive of transaction costs.

We currently anticipate that 1750 Storrs will be developed into a multifamily mixed-use development, featuring one-bedroom, two-bedroom and three-bedroom apartments. Amenities are anticipated to include a clubhouse, with state-of-the-art fitness center, chef’s kitchen and more.

901-909 Central Avenue North – St. Petersburg, Florida – 901-909 Central Avenue North (“901-909 Central Avenue”) is a 0.13-acre site consisting of a single-story 5,328 gross square foot retail/office building comprised of 4 units located in St. Petersburg, Florida, which we acquired for an aggregate purchase price of $2.6 million, inclusive of transaction costs.

Joint Venture and Other Co-Ownership Arrangements

Each of our assets has either an affiliate of our Sponsor or Manager, such as Belpointe SP, LLC (“Belpointe SP”), or their respective affiliates (together with Belpointe SP, the “Belpointe SP Group”), or an independent third party, or any combination of the foregoing, as the sponsor or co-sponsor, general partner or co-general partner, manager or co-manager, developer or co-developer of the investment (each an “Investment Partner”), and our role, in general, is as a passive investor.

Entering into joint venture investments aligns our interests with the interests of our Investment Partner for the benefit of the holders of our Class A units by leveraging of our capital resources and our Investment Partner’s extensive industry relationships and significant acquisition, development and management expertise to: (i) achieve potentially greater returns on our invested capital; (ii) diversify our access to investment opportunities; and (iii) promote our brand and potentially increase our market share.

Borrowing Policy

We employ leverage in order to provide more funds available for investment. Leverage allows us to make more investments than would otherwise be possible, resulting in a broader portfolio. We believe that careful use of conservatively structured leverage helps us to achieve our diversification goals and potentially enhance the returns on our investments. We also believe that our Sponsor’s ability to obtain both competitive financing and its relationships with top-tier financial institutions will allow our Manager to access and successfully employ competitively priced borrowing.

Our targeted aggregate property-level leverage, excluding any debt at the Company level or on assets under development or redevelopment, after we have acquired a substantial portfolio of stabilized commercial real estate, is between 50-70% of the greater of the cost (before deducting depreciation or other non-cash reserves) or the fair market value of our assets. During the period when we are acquiring, developing and redeveloping our investments, we may employ greater leverage on individual assets. An example of property-level leverage is a mortgage loan secured by an individual property or portfolio of properties incurred or assumed in connection with our acquisition of such property or portfolio of properties. An example of debt at the Company level is a line of credit obtained by us or our Operating Companies.

Our Manager may from time to time modify our leverage policy in its discretion in light of then-current economic conditions, relative costs of debt and equity capital, market values of our assets, general conditions in the market for debt and equity securities, growth and acquisition opportunities or other factors. For an overview of our borrowings, see Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources.”

Disposition Policies

The period that we will hold our investments will vary depending on a number of factors, including the type of investment, interest rates and economic and market conditions. Our Manager's investment committee will develop a well-defined exit strategy for each investment we make and will periodically perform a hold-sell analysis to determine the optimal holding period for generating strong returns. As each of our investments reach what we believe to be its maximum value we will consider disposing of the investment and may do so for the purpose of either distributing the net sale proceeds to holders of our Class A units or investing the proceeds in other investments that we believe may produce a higher overall future return. However, we may sell any or all of our investments before or after their anticipated holding period if, in the judgment of our Manager's investment committee, selling the investment is in our best interest.

The determination of when a particular investment should be sold or otherwise disposed of will be made after consideration of all relevant factors, including prevailing and projected economic and market conditions, whether the value of the investment is anticipated to change substantially, whether we could apply the proceeds from the sale to make other investments consistent with our investment objectives and strategy, whether disposition of the investment would allow us to increase cash flow, and whether the sale of the investment would impact our intended qualification as a publicly traded partnership and qualified opportunity fund.

Taxation of the Company

We have been treated as a partnership for U.S. federal income tax purposes since our tax year ended December 31, 2020. We currently intend to manage our affairs so that we continue to meet the requirements for classification as a partnership. If our Manager determines that it is no longer in our best interests to continue as a partnership for U.S. federal income tax purposes, our Manager may elect to treat us as an association or as a publicly traded partnership taxable as a corporation for U.S. federal (and applicable state) income tax purposes. If we elect to be taxable as a corporation for U.S. federal (and applicable state) income tax purposes, we may also elect to qualify and be taxed as a REIT.

Generally, an entity that is treated as a partnership for U.S. federal income tax purposes is not a taxable entity and incurs no U.S. federal income tax liability. Rather, each partner is required to take into account its allocable share of items of income, gain, loss and deduction of the partnership in determining its U.S. federal income tax liability, regardless of whether cash distributions are made. Distributions of cash by a partnership to a partner are not taxable unless the amount of cash distributed to a partner is in excess of the partner's adjusted basis in its partnership interest.

Notwithstanding the foregoing, unless an exception applies, an entity that would otherwise be classified as a partnership for U.S. federal income tax purposes may nevertheless be taxable as a corporation if it is a "publicly traded partnership" within the meaning of Section 7704 the Code. An entity that would otherwise be classified as a partnership is a publicly traded partnership within the meaning of Section 7704 of the Code if its interests are (i) traded on an established securities market, or (ii) readily tradable on a secondary market or the substantial equivalent thereof. Our Class A units are listed on the NYSE American under the symbol "OZ." There is, however, an exception to taxation as a corporation which is available if at least 90% of a partnership's gross income for every taxable year consists of "qualifying income" and the partnership is not required to register under the Investment Company Act of 1940, as amended (the "Qualifying Income Exception"). Qualifying income includes certain interest income (other than from a financial business), dividends, real property rents, gains from the sale or other disposition of real property and any gain from the sale or disposition of a capital asset or other property held for the production of income that otherwise constitutes qualifying income. We intend to continue to manage our affairs so that we meet the Qualifying Income Exception in each taxable year and so that neither we nor any of our subsidiaries are required to register under the Investment Company Act of 1940, as amended.

Government Regulation

Our operations are subject, in certain instances, to supervision and regulation by federal, state and local governmental authorities, and may be subject to various laws, regulations and judicial and administrative decisions imposing various requirements and restrictions, including, among others, (i) federal and state securities laws and regulations, (ii) federal, state and local tax laws and regulations, (iii) state and local laws relating to real property, (iv) federal, state and local environmental laws, ordinances and regulations, and (v) various laws relating to housing, including rent control and stabilization laws, the Fair Housing Amendment Act of 1988 and Americans with Disabilities Act of 1990, among others.

Compliance with the federal, state and local laws is not expected to have a material adverse effect on our business, assets or results of operations, and we do not expect to incur material expenditures to comply with the laws and regulations to which we are subject.

Competition

We face competition from various entities for investment opportunities, including other qualified opportunity funds, REITs, Delaware statutory trusts, pension funds, insurance companies, private equity and other alternative investment funds and companies, partnerships and developers. In addition to third-party competitors, we may compete for investment opportunities with other programs sponsored by our Sponsor and its affiliates, especially those with investment strategies similar to our own.

Most of our current and potential competitors have significantly more financial, technical, marketing and other resources than we do. Larger competitors may also enjoy significant advantages that result from, among other things, a lower cost of capital and enhanced operating efficiencies. In addition, the number of entities and the amount of funds competing for investment opportunities may increase over time. Any such increase would result in a greater demand for investment opportunities and could result in our acquiring assets and investments at higher prices or using less than ideal capital structures.

In the face of such competition, we expect to greatly benefit from our Manager's access to our Sponsor's investment and operating platforms, including without limitation, our Sponsor's highly experienced management team with significant real estate and asset management expertise, extensive market knowledge and network of industry relationships, which we believe provides us with our own competitive advantage and helps us source, evaluate and compete for investment opportunities.

Human Capital

We are externally managed and currently have no employees or intention of having any employees. We rely on our Manager to manage our day-to-day operations, implement our investment objectives and investment strategy and perform certain services for us pursuant to the Management Agreement. These services are provided by individuals who are employees of our Sponsor or one or more of its affiliates. Our executive officers also serve as officers of our Sponsor and certain of its affiliates.

We, our Manager and our Sponsor are a party to an employee and cost sharing agreement (the "Employee and Cost Sharing Agreement") pursuant to which our Sponsor provides our Manager with access to portfolio management, asset valuation, risk management and asset management services, as well as administration services addressing legal, compliance, investor relations and information technologies necessary for the performance by our Manager of its duties under the Management Agreement. Pursuant to the Management Agreement, our Manager or one or more of its affiliates is entitled to receive expense reimbursements and a quarterly management fee. Pursuant to the Employee and Cost Sharing Agreement, our Sponsor or one or more of its affiliates is entitled to receive expense reimbursements and our Manager's allocable share of employment costs incurred by the Sponsor.

Available Information

Holders of our Class A units may obtain copies of our filings with the SEC, free of charge, from the SEC's website, *www.sec.gov*, or from our website, *www.belpointeoz.com*.

The contents of our website are solely for informational purposes and the information on our website is not part of or incorporated by reference into this Form 10-K.

From time to time we may use our website as a distribution channel for material company information, accordingly investors should monitor our website in addition to following our press releases and SEC filings.

Item 1A. Risk Factors.

You should carefully consider the following material risks in addition to the other information contained in this Form 10-K. The occurrence of any of the following risks might have a material adverse effect on our business and financial condition. The risks and uncertainties discussed below are not the only ones we face but do represent those risks and uncertainties that we believe are most significant to our business, operating results, prospects, and financial condition. Some statements in this Form

10-K, including statements in the following risk factors, constitute forward-looking statements. Please refer to the section entitled "Forward-Looking Statements." As used herein, the term "you" refers to our current unitholders or potential investors in our Class A units, as applicable.

Risks Related to our Organizational Structure

We have a limited operating history, and the prior performance of our Sponsor or other real estate investment opportunities sponsored by our Sponsor may not predict our future results.

We have a limited operating history, and we may not be able to achieve our investment objectives. As of the year ended December 31, 2024, we had 17 qualified opportunity zone investments in three states and are primarily reliant on the proceeds derived from our public offerings and any financing that might be provided by our Sponsor or its affiliates to fund our operations. We cannot assure you that the past experiences of our Sponsor or its affiliates will be sufficient to allow us to successfully achieve our investment objectives.

In addition, there can be no assurance that we will be able to successfully identify, make and realize any additional investments or generate returns for our investors. Furthermore, there can be no assurance that our investors will receive any distributions. These factors increase the risk that your investment may not generate returns comparable to other real estate investment alternatives.

We have only held our investments for a limited period of time, and you will not have the opportunity to evaluate our future investments before we make them, which makes your investment more speculative.

We have only held our investments for a limited period of time and are not able to provide you with any information to assist you in evaluating the merits of any specific properties or real estate-related investments that we may acquire, except for investments that may be described in one or more filings that we make with the U.S. Securities and Exchange Commission ("SEC"). We will continue to seek to invest substantially all of the net offering proceeds from our Public Offerings, and any other offerings that we may conduct, after the payment of fees and expenses, in the acquisition of or investment in real estate and real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate companies, as well as select private equity investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses. However, because you will be unable to evaluate the economic merit of our investments before we make them, you will have to rely entirely on the ability of our Manager to select suitable and successful investment opportunities. There can be no assurance that our Manager will be successful in obtaining suitable investments or that, if such investments are made, our investment objectives will be achieved. Furthermore, our Manager has broad discretion in selecting investments, and you will not have the opportunity to evaluate potential investments. These factors increase the risk that your investment may not generate returns comparable to other investment alternatives.

Our Class A units are listed on the NYSE American, however, an active, liquid and orderly market for our Class A units may not develop or be sustained.

Our Class A units are listed on the NYSE American under the symbol "OZ," however, an active, liquid and orderly market for our Class A units may not be sustained. Further, because we are a qualified opportunity fund eligible investors may defer recognition of capital gains (short-term or long-term) resulting from the sale or exchange of capital assets (or business assets the gain on sale of which is treated as a capital gain) with an unrelated person by reinvesting those gains into our Class A units within a period of 180 days generally beginning on the date of the sale or exchange (the "Deferred Capital Gains"). Deferred Capital Gains are recognized on the earlier of December 31, 2026, or the date on which an inclusion event occurs, such as the date on which an investor sells their Class A units. Eligible investors may also elect to increase the tax basis of Class A units held by them to their fair market value on the date of sale or exchange if they hold our Class A units for a period of ten years or more, up to December 31, 2047. This benefit is not available with respect to sales or exchanges after December 31, 2047. Consequently, fewer Class A units may be actively traded in the public markets which would reduce the liquidity of the market for our Class A units. If an active market for our Class A units is not sustained, you may be unable to sell your Class A units at the time you desire to sell them, at a price at or above the price you paid for them, or without experiencing volatility in the price of our Class A units. An inactive market may also impair our ability to raise capital by selling Class A units and may impair our ability to make opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses using our Class A units as consideration.

If we are unable to raise sufficient proceeds in our ongoing Public Offerings, and any other offerings that we may conduct, we may not be able to fund all of our existing projects or find additional suitable investments, and, as a result, we may not be able to achieve our investment objectives or pay distributions.

Our ability to achieve our investment objectives and to pay distributions depends, in part, on our ability to fund our existing projects and on the ability of our Manager to find additional suitable and successful investment opportunities for us. If we fail to raise sufficient proceeds from the sale of Class A units in our Public Offerings, and any other offerings that we may conduct, we may be unable to fund all of our existing projects or to make additional suitable investments. At the same time, the more money we raise in our Public Offerings, and any other offerings that we may conduct, the greater our challenge will be to invest all of the net offering proceeds in investments that meet our investment criteria. Our investments consist of and are expected to continue to consist of properties located in qualified opportunity zones for the development or redevelopment of multifamily, student housing, senior living, healthcare, industrial, self-storage, hospitality, office, mixed-use, data centers and solar projects (collectively, "the qualified opportunity zone investments") located throughout the United States and its territories. We also anticipate identifying, acquiring, developing or redeveloping and managing a wide range of commercial real estate properties located throughout the United States and its territories, including, but not limited to, real estate-related assets, such as commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as making private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, with the goal of increasing distributions and capital appreciation. We cannot assure you that our Manager will be successful in locating and obtaining additional suitable qualified opportunity zone investments or that, if our Manager makes additional qualified opportunity zone investments on our behalf, our objectives will be achieved. What's more, increased competition from other opportunity zone funds as well as any prospective legislative or regulatory changes related to qualified opportunity zone investments, may make it more difficult for our Manager to make suitable qualified opportunity zone investments. If we, through our Manager, are unable to find suitable investments promptly, we may invest in short-term, investment-grade obligations or accounts in a manner that is consistent with our qualification as a publicly traded partnership and qualified opportunity fund. If we would continue to be unsuccessful in locating suitable investments, we may ultimately decide to liquidate. In the event we are unable to timely locate suitable investments, we may be unable or limited in our ability to pay distributions and we may not be able to meet our investment objectives.

Our ability to deploy the capital we raise in our Public Offerings may be constrained.

We may have difficulty identifying and purchasing suitable properties on attractive terms. In addition, increased competition from other opportunity zone funds, a lack of suitable qualified opportunity zone investment opportunities or other market-related constraints, may also make it more difficult for our Manager to deploy the capital we raise in our Public Offerings. Therefore, there could be a delay between the time we receive net proceeds from the sale of our Class A units in our Public Offerings and the time we invest the net proceeds. This could cause a substantial delay in the time it takes for your investment to realize its full potential return and could adversely affect our ability to pay regular distributions of cash flow from operations to you. If we fail to timely invest the net proceeds of our Public Offerings, our results of operations and financial condition may be adversely affected.

Our NAV per Class A unit may change materially from our current NAV.

Each quarter, we calculate our net asset value ("NAV") and NAV per Class A unit as of the last day of the quarter (the "Determination Date"). Our NAV per Class A unit is equal to our NAV as of the Determination Date, divided by the number of Class A units outstanding on the Determination Date. We disclose our determination of NAV and NAV per Class A unit within approximately 60 days of the Determination Date. Any adjustments to our NAV and the per Class A unit purchase price take effect as of the first business day following its public announcement.

Valuations and appraisals of our real estate and real estate assets are estimates of fair value and may not necessarily correspond to realizable value, in addition it may be difficult to reflect, fully and accurately, material events that impact our NAV.

Our NAV is calculated using a process that may reflect some or all of the following components: (i) estimated values of each of our assets and investments, including related liabilities (but may, in our discretion, exclude deal-level carried interest allocations), based on: (a) market capitalization rates, comparable transaction information, interest rates, adjusted net operating income; (b) with respect to debt, default rates, discount rates and loss severity rates; (c) for commercial real estate properties that have development or value add plans, progress along such development or value add plans; and (d) in certain instances, reports of the underlying assets and investments by an independent valuation expert; (ii) the price of liquid assets for which third party market quotes are available; (iii) accruals of our periodic distributions; and (iv) estimated accruals of our operating revenues and expenses (excluding property management oversight fees).

We may engage a third party to prepare or assist with preparing the NAV of our Class A units. In addition, where we determine that an independent appraisal is necessary, including, without limitation, where our Manager is unsure of its ability to accurately determine the estimated values of our assets and investments, or where third party market values for comparable assets and investments are either nonexistent or extremely inconsistent, we will engage an appraiser that has expertise in appraising the types of assets and investments that we hold to act as our independent valuation expert. The independent valuation expert is not be responsible for, and will not prepare or assist with preparing our NAV per Class A unit.

As with any asset valuation protocol, the conclusions reached by our Manager or any third-party firm that we engage to prepare or assist with preparing the NAV of our Class A units involves significant judgments, assumptions, and opinions in the application of both observable and unobservable attributes that may or may not prove to be correct. The use of different judgments or assumptions would likely result in different estimates of the value of our assets and investments and, consequently, our NAV. Moreover, although we calculate and provide our NAV on a quarterly basis, our NAV may fluctuate daily, accordingly the NAV in effect for any given fiscal quarter may not accurately reflect the amount that might otherwise be paid for your Class A units in a market transaction. Further, for any given fiscal quarter, our published NAV may not fully reflect certain material events to the extent that they are unknown or their financial impact on our assets or investments is not immediately quantifiable.

Our goal is to provide a reasonable estimate of the market value of our Class A units within approximately 60 days of the last day of each quarter.

NAV calculations are not set by governmental or independent securities, financial or accounting rules or standards.

It is important to note that the determination of our NAV is not based on, nor is it intended to comply with, fair value standards under U.S. GAAP, and our NAV may not be indicative of the price that we would receive for our assets at current market conditions. In addition, we do not represent, warrant or guarantee that: (i) you will be able to realize the NAV per Class A unit for your Class A units if you attempt to sell them; (ii) you will ultimately realize distributions per Class A unit equal to the NAV per Class A units you own upon liquidation of our assets and investments and settlement of our liabilities or a sale of our company; (iii) our Class A units will trade at their NAV per Class A unit on the NYSE; or (iv) a third party would offer the NAV per Class A unit in an arm’s-length transaction to purchase all or substantially all of our Class A units. Furthermore, any distributions that we make will directly impact our NAV, by reducing the amount of our assets.

Our Sponsor does not hold a significant amount of our equity, and therefore may not be as strongly incentivized to avoid losses as a sponsor who holds a significant equity investment, and as a result you may be more likely to sustain a loss on your investment.

Our Sponsor, Belpointe, LLC, and an affiliate of our Sponsor have acquired 100 of our Class A units in connection with our formation for net proceeds to us of $10,000. Accordingly, our Sponsor will have very little exposure to a loss in the value of our Class A units. Without this exposure, you may be at a greater risk of loss because our Sponsor does not have as much to lose from a decrease in the value of our Class A units as a sponsor who makes a more significant equity investment would.

Our Sponsor currently sponsors and will in the future sponsor other investment programs some of which may compete with us.

Our Sponsor has previously sponsored two real estate funds and a qualified opportunity fund with investment criteria similar to ours. Our Sponsor and its affiliates will in the future sponsor other investment programs, some of which may compete with us or have similar investment criteria to our own, and there are no limits or restrictions on the right of our Sponsor, or any of its affiliates, including our Manager, to engage in any other business or sponsor any other investment programs of any kind.

Our Manager and its affiliates have little or no experience managing a portfolio of assets in the manner necessary to maintain our qualification as a publicly traded partnership and qualified opportunity fund or our exclusion or exemption from registration under the Investment Company Act.

In order to maintain our intended qualification as a publicly traded partnership and qualified opportunity fund and our exclusion or exemption from registration under the Investment Company Act of 1940, as amended (the “Investment Company Act”), our assets and investments may be subject to certain restrictions that could limit our operations meaningfully. The publicly traded partnership rules and regulations, Opportunity Zone Regulations (as hereinafter defined) and exclusions and exemptions from registration under the Investment Company Act are highly technical and complex, and our failure to comply with the requirements and limitations imposed by these rules and regulations could prevent us from qualifying as a publicly traded partnership or qualified opportunity fund or could force us to pay unexpected taxes and penalties. Our Manager and its affiliates have little or no experience managing assets and investments in the manner necessary to maintain our intended qualification as a publicly traded partnership and qualified opportunity fund or our exclusion or exemption from registration under the Investment Company Act. This inexperience may hinder our ability to achieve our objectives, result in our failing to achieve or losing of our qualification as a publicly traded partnership or qualified opportunity fund or our exclusion or exemption from registration under the Investment Company Act. As a result, we cannot assure you that we will be able to successfully operate as a publicly traded partnership and qualified opportunity fund, comply with regulatory requirements applicable to publicly traded partnerships and qualified opportunity funds, maintain our exclusion or an exemption from registration under the Investment Company Act, or execute our business strategies.

Any adverse changes in our Sponsor's financial health, or our Sponsor's or our relationship with our Manager or its affiliates could hinder our operating performance.

We, our Operating Companies, and our Manager have entered into a Management Agreement pursuant to which our Manager manages our day-to-day operations, implements our investment objectives and strategy and performs certain services for us, subject to oversight by our Board.

We, our Operating Companies, our Sponsor and our Manager have also entered into an Employee and Cost Sharing Agreement pursuant to which our Manager is provided with access to, among other things, our Sponsor's and its affiliates' portfolio management, asset valuation, risk management and asset management professionals and services as well as administration professionals and services addressing legal, compliance, investor relations and information technologies necessary for the performance by our Manager of its duties under the Management Agreement.

This team of investment, asset management and other professionals, acting through our Manager, makes all decisions regarding the origination, selection, evaluation, structuring, acquisition, financing and development of our commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, subject to the limitations in our Operating Agreement. Our Manager also provides portfolio management, marketing, investor relations, financial, accounting, and other administrative services on our behalf with the goal of maximizing our operating cash flow and preserving our invested capital. As such, our ability to achieve our investment objectives and to pay distributions to the holders of our Class A units is dependent in part on our Sponsor's financial condition and our Sponsor's and our relationship with our Manager. Any adverse changes in our Sponsor's financial condition or our Sponsor's or our relationship with our Manager could hinder our ability to successfully manage our operations and our portfolio of assets and investments. In addition, our Manager and our Sponsor only have limited assets and our recourse against our Manager or our Sponsor if our Manager does not fulfill its obligations under the Management Agreement, is limited to termination of the Management Agreement.

If our Sponsor fails to retain its key personnel, we may not be able to achieve our anticipated level of growth and our business could suffer.

Our future depends, in part, on our Sponsor's ability to attract and retain key personnel. Our future also depends on the continued contributions of the executive officers and other key personnel of our Sponsor acting through our Manager, each of whom would be difficult to replace. In particular, each of Brandon Lacoff and Martin Lacoff is critical to the management of our business and operations and the development of our strategic direction. The loss of the services of Brandon Lacoff, Martin Lacoff or other executive officers or key personnel of our Sponsor and the process to replace any of our Sponsor's key personnel would involve substantial time and expense and may significantly delay or prevent the achievement of our business objectives.

The Management Agreement with our Manager was not negotiated with an unaffiliated third party on an arm's length basis and may not be as favorable to us as if it had been negotiated with an unaffiliated third party.

Our Management Agreement with our Manager was negotiated between related parties and its terms, including fees payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third party. Our Manager's entitlement to a management fee, which is not based upon performance metrics or goals, might reduce its incentive to devote its time and effort to seeking investments that provide attractive risk-adjusted returns for our portfolio. This in turn could hurt both our ability to pay distributions to holders of our Class A units and the market price of our Class A units.

We do not have an exclusive management arrangement with our Manager.

We do not have an exclusive management arrangement with our Manager. Accordingly, our Manager and its affiliates, including our Sponsor, can and will engage in other activities, including, without limitation, managing other investment programs sponsored or organized by our Sponsor and its affiliates. Further, nothing in our Management Agreement limits or restricts the right of any manager, director, officer, employee or equity holder of our Manager, or any of its affiliates, including our Sponsor, to engage in any other business or to render services of any kind to any other person or entity.

Terminating the Management Agreement for unsatisfactory performance by our Manager or electing not to renew the Management Agreement may be difficult, and, even if we elect not to renew or terminate the Management Agreement, our Manager will continue to hold our Class B units.

Terminating the Management Agreement for unsatisfactory performance by our Manager is difficult and potentially costly. The initial term of the Management Agreement commenced on October 28, 2020 and will continue through December 31, 2025. We may only terminate the Management Agreement (i) for "cause," (ii) upon the bankruptcy of our Manager, or (iii) upon a material breach of the Management Agreement by our Manager. "Cause" is defined in the Management Agreement to mean fraud or willful malfeasance, gross negligence, the commission of a felony or a material violation of applicable law, in each case that has or could reasonably be expected to have a material adverse effect on us. Following the initial term, the Management Agreement will automatically renew for an unlimited number of three-year terms unless we elect not to renew or terminate it by providing our Manager with 180 days' prior notice. We will review and evaluate our Manager's performance under the Management Agreement at least 180 days prior to each renewal term.

Upon any termination or non-renewal of the Management Agreement by us or any termination of the Management Agreement by our Manager for our breach of the Management Agreement, our Manager will be entitled to receive its prorated management fee through the expiration or termination date and will be paid a termination fee equal to six times the annual management fee earned by our Manager during the 12-month period ended as of the last day of the quarter immediately preceding the termination date (the "Termination Fee"); however, if less than 12 months have elapsed as of the termination date, the Termination Fee will be calculated by annualizing the management fee earned during the most recently completed quarter prior to the termination date.

In addition, upon any termination or non-renewal of the Management Agreement, our Manager will continue to hold 100% of our Class B units, which entitle our Manager to 5% of any gain recognized by or distributed to the Company or recognized by or distributed from the Operating Companies or any subsidiary. As a result, any time we recognize operating gain (excluding depreciation) or receive a distribution, whether from continuing operations, net sale proceeds, refinancing transactions or otherwise, our Manager is entitled to receive 5% of the aggregate amount of such gain or distribution, regardless of whether the holders of our Class A units have received a return of their capital. The allocation and distribution rights that our Manager is entitled to with respect to its Class B units may not be amended, altered or repealed, and the number of authorized Class B units may not be increased or decreased, without the consent of our Manager. Accordingly, for so long as our Manager continues to hold our Class B units, it will be entitled to receive 5% of the aggregate amount of any operating gain (excluding depreciation) that we recognize or distribution that we receive.

If we pay distributions from sources other than our cash flow from operations, we will have less funds available for investments and your overall return may be reduced. Likewise, funding distributions from the sale of additional securities will dilute your interest in us on a percentage basis and may impact the value of our Class A units.

While our goal is to pay distributions from cash flow from operations, we may, at the discretion of our Manager, subject to Board oversight, use other sources to fund distributions, including, without limitation, the sale of assets, borrowings in anticipation of future operating cash flow, net proceeds of our Public Offerings, and any other offerings that we may conduct, cash advances by our Manager, cash resulting from a waiver of fees or reimbursements due to our Manager or the issuance of additional securities. We will only fund distributions by a return of capital following the sale of assets, unless otherwise determined by our Manager in its discretion. Funding distributions from the sales of assets, borrowings, return of capital or proceeds of this offering will result in us having less funds available to make investments. As a result, the return you realize on your investment may be reduced. Doing so may also negatively impact our ability to generate cash flows. Likewise, funding distributions from the sale of additional securities will dilute your interest in us on a percentage basis and may impact the value of our Class A units. We can provide no assurances that future cash flow will support payment of distributions or maintaining distributions at any level, if at all.

Your interest in us will be diluted if we issue additional units.

Under our Operating Agreement, we have authority to issue an unlimited number of additional units and options, rights, warrants and appreciation rights relating to such units. In particular, our Board is authorized to provide for the issuance of an unlimited amount of one or more classes or series of units and to fix the number of units, the relative powers, preferences and rights, and the qualifications, limitations or restrictions applicable to each class or series thereof by resolution authorizing the issuance of such class or series, without member approval. We may elect to issue and sell additional units in future private or public offerings or issue units to our Manager or its affiliates, including our Sponsor, in payment of outstanding fees and expenses. We also intend to seek opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses using our equity as transaction consideration. Holders of our Class A units will not have preemptive rights to any units we issue in the future. To the extent we issue additional equity interests your percentage ownership interest in us would be diluted.

Our investment guidelines delegate broad discretion to our Manager and our Board does not approve each investment and financing decision made by our Manager.

Our investment guidelines delegate to our Manager discretion and authority to execute acquisitions and dispositions of investments (including the reinvestment of capital basis and gains) in commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, provided such investments are consistent with our investment objectives and strategy and our investment guidelines. Our Manager's investment committee will periodically review our portfolio of assets and investments, our investment objectives and strategy and our investment guidelines to determine whether they remain in the best interests of our members and may recommend changes to our Board as it deems appropriate. Our Board does not, and is not be required to, review all of our proposed investments. Our Manager may use complex strategies or enter into costly transactions that are difficult or impossible to unwind by the time they are reviewed by our Board, which could result in investment returns that are below expectations or that result in losses, and which would materially and adversely affect our business operations and results.

We may change our investment strategy and guidelines without member consent.

Our investment guidelines delegate to our Manager discretion and authority to execute acquisitions and dispositions of investments (including the reinvestment of capital basis and gains) in commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, provided such investments are consistent with our investment objectives and strategy and our investment guidelines. Our Manager's investment committee will also periodically review our portfolio of commercial real estate assets, our investment objectives and strategy and our investment guidelines to determine whether they remain in the best interests of our members and may recommend changes to our Board as it deems appropriate. We may, at any time and without member approval, change our investment strategy and guidelines or cease to be a qualified opportunity fund and acquire assets that do not qualify as qualified opportunity zone investments, which could result in our voluntary or involuntary decertification as a qualified opportunity fund, further resulting in an inclusion event and the recognition of any tax deferred on account of your investment.

Our Operating Agreement contains provisions that substantially limit remedies available to holders of our units for actions that might otherwise result in liability for our officers, directors, or Manager.

While our Operating Agreement provides that our officers and directors have fiduciary duties equivalent to those applicable to officers and directors of a Delaware corporation under the Delaware General Corporation Law, our Operating Agreement also provides that our officers and directors are liable to us or holders of our units for an act or omission only if such act or omission constitutes a breach of the duties owed to us or the holders of our units, as applicable, by any such officer or director and such breach is the result of (i) willful malfeasance, gross negligence, the commission of a felony or a material violation of law, in each case that has or could reasonably be expected to have a material adverse effect on us or (ii) fraud. Furthermore, our Operating Agreement provides that our Sponsor will not have any liability to us or any holder of our units for any act or omission and is indemnified in connection therewith.

Under our Operating Agreement, we, our Board and our Manager are each entitled to take actions or make decisions in our “sole discretion” or “discretion” or that we each deem “necessary or appropriate” or “necessary or advisable.” In those circumstances, we, our Board and our Manager are entitled to consider only such interests and factors as we each desire, including our own interests, and we have no duty or obligation (fiduciary or otherwise) to give any consideration to any interest of or factors affecting any others of us or any holder of the Company’s units, and neither we, our Board nor our Manager will be subject to any different standards imposed by our Operating Agreement, the Delaware Limited Liability Company Act or under any other law, rule or regulation or in equity, except that we each must act in good faith at all times. These modifications of fiduciary duties are expressly permitted by Delaware law. These modifications restrict the remedies available to the holders of our units for actions that, without such modifications, may constitute breaches of duty (including fiduciary duty).

Certain claims that may be brought against the Company or our Sponsor, Manager, directors, officers, or other agents must be resolved by final and binding arbitration, which follows a different set of procedures and may be more restrictive than litigation.

Our Operating Agreement provides that all claims, controversies, or disputes brought by or on behalf of one or more of our members, record holders or beneficial owners of our units against the Company or our Sponsor, Manager or any of our directors, officers or other agents must be resolved by final and binding arbitration. As a result, we and our members, record holders and beneficial owners of our units will not be able to pursue litigation in federal or state court against the Company or our Sponsor, Manager or any of our directors, officers, or other agents, and instead will be required to pursue such claims through a final and binding arbitration proceeding.

Our Operating Agreement provides that such arbitration proceedings would generally be conducted in accordance with the rules and policies of the American Arbitration Association. These rules and policies may provide significantly more limited rights than litigation in a federal or state court. In addition, our Operating Agreement provides that all arbitration proceedings will be closed to the public and confidential, that discovery will be limited to matters directly relevant to issues in the proceeding, and that the parties waive the right to a jury. Our Operating Agreement also generally provides that each party to an arbitration proceeding is required to bear its own expenses, including attorneys’ fees, that the arbitrator may not render an award that includes shifting of costs or expenses or, in a derivative case, award any portion of the Company’s award to any other party or other party’s attorneys and that all arbitrations must take place on an individual basis. The mandatory arbitration provisions of our Operating Agreement may discourage our members, record holders or beneficial owners of our units from bringing, and attorneys from agreeing to represent such parties in, claims against the Company or our Sponsor, Manager or any of our directors, officers, or other agents. Any person or entity purchasing or otherwise acquiring or holding any interest in our units shall be deemed to have notice of and to have consented to our mandatory arbitration provisions.

The mandatory arbitration provisions of our Operating Agreement do not relieve us of our duties to comply with, and our members, record holders and beneficial owners of our units cannot waive our compliance with, the federal securities laws and the rules and regulations thereunder. We believe that the mandatory arbitration provisions in our Operating Agreement are enforceable under both federal and state law, including with respect to federal securities law claims, however, there is uncertainty as to their enforceability and it is possible that they may ultimately be determined to be unenforceable.

Our Operating Agreement designates the United States District Court for the Southern District of New York or, if that court does not have jurisdiction, the state courts of New York located in the borough of Manhattan, City of New York, as the sole and exclusive forum for certain claims precluded from resolution pursuant to the mandatory arbitration provision of our Operating Agreement.

Our Operating Agreement provides that all claims, controversies or disputes brought by or on behalf of one or more of our members, record holders or beneficial owners of our units against the Company or our Sponsor, Manager or any of our directors, officers or other agents that are precluded from resolution by mandatory arbitration, must be brought before the United States District Court for the Southern District of New York or, if that court does not have jurisdiction, the state courts of New York located in the borough of Manhattan, City of New York, as the sole and exclusive forum for such preclude claim.

The portion of our exclusive forum selection provision designating the state courts of New York located in the borough of Manhattan, City of New York, as the exclusive forum for certain claims precluded from arbitration would not apply to claims brought to enforce a duty or liability created by the Exchange Act, as such claims fall under the exclusive jurisdiction of the federal courts, however the portion of our forum selection provision designating the United States District Court for the Southern District of New York would apply to any such claims. Our exclusive forum selection provision would apply to claims brought to enforce a duty or liability created by the Securities Act. The exclusive forum selection provision in our Operating Agreement may discourage our members, record holders or beneficial owners of our units from bringing, and attorneys from agreeing to represent such parties in, claims against the Company or our Sponsor, Manager or any of our directors, officers, or other agents. Any person or entity purchasing or otherwise acquiring or holding any interest in our units shall be deemed to have notice of and to have consented to our exclusive forum selection provision.

The exclusive forum selection provision of our Operating Agreement does not relieve us of our duties to comply with, and our members, record holders and beneficial owners of our units cannot waive our compliance with, the federal securities laws and the rules and regulations thereunder. We believe that the exclusive forum selection provision in our Operating Agreement is enforceable under both federal and state law, including with respect to federal securities law claims, however, there is uncertainty as to its enforceability and it is possible that it may ultimately be determined to be unenforceable.

Holders of our Class A units have limited voting rights and may be bound by a majority or supermajority vote or by a vote of the holder of our Class M unit, as applicable.

We are owned by the holders of our Class A units, Class B units and Class M unit. Each Class A unit and each Class B unit entitles the holder thereof to one vote per unit. The Class M unit entitles the holder thereof to that number of votes equal to the product obtained by multiplying (i) the sum of aggregate number of outstanding Class A units plus Class B units, by (ii) 10, on matters on which the holder of our Class M unit has a vote.

The holders of our Class A units and Class B units have voting rights only with respect to certain matters, primarily relating to amendments to our Operating Agreement that would adversely change the rights of the Class A units or Class B units, as applicable, election of our directors (other than the Class M Director (as hereinafter defined)), removal of our directors for “cause” (other than the Class M Director), and our dissolution. Generally, matters to be voted on by the holders of our Class A units must be approved by a majority of the votes cast by all Class A units and Class B units, voting together as a single class, that are present in person or represented by proxy, although the vote to remove a director for “cause” requires a super-majority, four-fifths vote. If any vote occurs, you will be bound by the majority or supermajority vote, as applicable, even if you did not vote with the majority or supermajority.

Our Manager will hold our Class M unit for so long as it remains our manager. Accordingly, our Manager is able to determine the outcome of all matters on which our Class M unit has a vote. Such matters include certain mergers and acquisitions, certain amendments to our Operating Agreement and the election of one Class III director (the “Class M Director”). The Class M unit does not represent an economic interest in the Company.

If we internalize our management functions, your interest in us could be diluted, and we could incur other significant costs associated with being self-managed.

We are externally managed by our Manager, who is an affiliate of our Sponsor. We may in the future decide to internalize our management function and, should we elect do so, we may acquire our Manager’s or its affiliates’, including our Sponsor’s, assets and personnel. We, our Operating Companies, and our Manager have entered into a Management Agreement. The terms of the Management Agreement restrict us from hiring or soliciting any employee of our Manager or its affiliates, including our Sponsor, for a period of two years from termination of the Management Agreement. In addition, upon any termination or non-renewal of the Management Agreement by us our Manager will be entitled to receive its prorated management fee through the expiration or termination date and will be paid a Termination Fee equal to six times the annual management fee earned by our Manager during the 12-month period ended as of the last day of the quarter immediately preceding the termination date; however, if less than 12 months have elapsed as of the termination date, the Termination Fee will be calculated by annualizing the management fee earned during the most recently completed quarter prior to the termination date. These provisions could make it costly or difficult for us to internalize management without incurring Termination Fees or acquiring assets and personnel from our Manager and its affiliates, including our Sponsor, for consideration that would be negotiated at the time of any such acquisition. Any Termination Fees we incur would be paid in cash and any consideration we pay for acquiring assets and personnel could take many forms, including issuance of units or cash payments, which could directly impact our NAV, by reducing the amount of our assets, or result in the dilution of your interest in us. If we internalize management, we will no longer pay management fees to our Manager, however, our direct expenses, such as the compensation and benefits costs and expenses associated with having officers and other employees and consultants, would increase. In addition, we may issue equity awards to officers, employees and consultants, which awards would decrease our net income and funds from operations and may further dilute your investment.

We will incur additional costs and expenses associated with maintaining our status as a publicly traded partnership and operating as an Exchange Act reporting company.

We will incur additional costs and expenses associated with, maintaining our status as a publicly traded partnership and operating as an Exchange Act reporting company. Costs and expenses that we will incur, include, without limitation, those associated with the preparation and filing of annual and quarterly reports, federal and state tax returns, Schedule K-1 preparation and distribution, investor relations, registrar and transfer agent fees, director compensation, accounting and audit fees and incremental insurance costs, including director and officer liability insurance. It is possible that actual costs and expenses associated with maintain our status as a publicly traded partnership and operating as an Exchange Act reporting company will be higher than we currently estimate and we may require additional capital or future earnings to cover these costs and expenses, which could materially and adversely affect our business, results of operations, financial condition, and cash flows.

We are not required to comply with certain reporting and disclosure requirements that are applicable to other public companies.

We are an "emerging growth company," as defined in the Jump Start Our Business Startups Act of 2012 ("JOBS Act"). As an emerging growth company, we have elected to take advantage of certain exemptions from various reporting and disclosure requirements that are applicable to public companies that are not emerging growth companies. For so long as we remain an emerging growth company, we will not be required to:

- have an auditor attestation report on our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act");
- submit certain executive compensation matters to member advisory votes pursuant to the "say on frequency" and "say on pay" provisions (requiring a non-binding member vote to approve compensation of certain executive officers) and the "say on golden parachute" provisions (requiring a non-binding member vote to approve golden parachute arrangements for certain executive officers in connection with mergers and certain other business combinations) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010; or
- disclose certain executive compensation related items, such as the correlation between executive compensation and performance and comparisons of the chief executive officer's compensation to median employee compensation.

In addition, the JOBS Act provides that an emerging growth company may take advantage of an extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies. This means that an emerging growth company can delay adopting certain accounting standards until such standards are otherwise applicable to private companies. We have elected to take advantage of the extended transition period. Since we will not be required to comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for other public companies, our financial statements may not be comparable to the financial statements of companies that comply with public company effective dates. If we were to subsequently elect to comply with these public company effective dates, such election would be irrevocable pursuant to Section 107 of the JOBS Act.

We will remain an emerging growth company for up to five years, or until the earliest of (i) the last date of the fiscal year during which we had total annual gross revenues of $1.07 billion or more, (ii) the date on which we have, during the previous three-year period, issued more than $1.07 billion in non-convertible debt, or (iii) the date on which we are deemed to be a "large accelerated filer" as defined under Rule 12b-2 under the Exchange Act.

Also, even once we are no longer an emerging growth company, we still may not be subject to auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act unless we meet the definition of a large accelerated filer or an accelerated filer under Section 12b-2 of the Exchange Act. In addition, so long as we are externally managed by our Manager and we do not directly compensate our executive officers, or reimburse our Manager or its affiliates for the compensation paid to persons who serve as our executive officers, we do not expect to include disclosures relating to executive compensation in our periodic reports or proxy statements and, as a result, do not expect to be required to seek member approval of executive compensation and golden parachute compensation arrangements pursuant to Sections 14A(a) and (b) of the Exchange Act.

If we fail to maintain effective disclosure controls and procedures or internal controls over financial reporting, we may not be able to accurately and timely make our required disclosures or report our financial results.

Effective disclosure controls and procedures and internal controls over financial reporting are necessary for us to provide reliable disclosures and financial reports, adequately detect and prevent misstatements and fraud, and operate successfully. If we cannot provide reliable disclosures and financial reports or detect and prevent misstatements and fraud, our reputation and operating results may be harmed.

We are continuing to develop and refine our disclosure controls and procedures and improve our internal controls over financial reporting. We have expended, and anticipate that we will continue to expend, significant resources in order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting. However, any disclosure controls and procedures or internal controls over financial reporting that we put into place, no matter how well designed and operated, can only provide reasonable assurance of achieving their objectives.

As a result of the inherent limitations in the design of any system of controls, our disclosure controls and procedures and internal controls over financial reporting may not detect or prevent all misstatements and fraud, and we cannot assure you that there will not be significant deficiencies or material weaknesses in our disclosure controls and procedures and internal control over financial reporting in future periods. Moreover, for so long as we are an emerging growth company, we will not be required to have an auditor attestation report on our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act and we cannot assure you that the systems and processes that we have put into place to evaluate and test our disclosure controls and procedures and internal controls over financial reporting so as to allow management to report on their effectiveness will be consistently adequate. If our disclosure controls and procedures and internal control over financial reporting prove to be ineffective and if we are not able to adequately remediate any deficiencies, investors may lose confidence in our disclosures and reported financial information, which could materially and adversely affect our business.

Your investment returns may be reduced if we are required to register as an investment company under the Investment Company Act.

We are engaged primarily in the business of investing in real estate and to conduct our operations such that neither we nor any of our subsidiaries are required to register as an "investment company" under the Investment Company Act.

Maintaining our exclusion from registration under the Investment Company Act limits our ability to make certain investments. In addition, although we intend to continuously monitor our holdings, there can be no assurance that we, our Operating Companies or any of the subsidiaries of our Operating Companies will be able to maintain our exclusion from registration. A change in the value of any of our assets could negatively affect our ability to maintain our exclusion from registration and we may be unable to sell assets we would otherwise want to sell and may need to sell assets we would otherwise want to retain. In addition, we may have to acquire additional assets that we might not otherwise have acquired or may have to forego opportunities to acquire assets that we would otherwise want to acquire and would be important to our investment strategy.

If we are required to register as an investment company under the Investment Company Act, we would become subject to substantial regulation with respect to our capital structure (including our ability to use borrowings), management, operations, transactions with affiliated persons (as defined in the Investment Company Act), and portfolio composition, including disclosure requirements and restrictions with respect to diversification and industry concentration, and other matters. Compliance with the Investment Company Act would, accordingly, limit our ability to make certain investments and require us to significantly restructure our business plan. If we were required to register as an investment company but failed to do so, we could be prohibited from engaging in our business, and criminal and civil actions could be brought against us.

We enter into joint ventures, partnerships, co-tenancies and other co-ownership arrangements or participations with affiliates of our Sponsor and Manager, including Belpointe SP, LLC.

All of our assets are and will continue to be held by, and all of our operations are and will continue to be conducted through our Operating Companies, either directly or indirectly through subsidiaries. To expand our investment portfolio, we will continue to enter into joint ventures, partnerships, co-tenancies and other co-ownership arrangements or participations with affiliates of our Sponsor and Manager, such as Belpointe SP, LLC ("Belpointe SP"), or its affiliates (together with Belpointe SP, the "Belpointe SP Group"), as well as independent developers and owners.

We have and will continue to acquire interests in properties where a member of the Belpointe SP Group will act as general partner or co-general partner, manager or co-manager, developer or co-developer, or any of the foregoing, all of which will be structured in one of the following formats:

- A member of the Belpointe SP Group will act as the general partner, manager or managing member of joint ventures in which our Operating Companies, directly or indirectly through subsidiaries, will participate as limited partners or non-managing members, to acquire stabilized cash flow generating real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate companies, select private equity investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses.
- A member of the Belpointe SP Group will act as the general partner, manager or managing member of joint ventures in which our Operating Companies, directly or indirectly through subsidiaries, will participate as limited partners or non-managing members and a member of the Belpointe SP Group will act as the developer of the projects owned by the joint ventures.
- A member of the Belpointe SP Group retain the services of a local developer to create a Belpointe satellite office, which will act as the developer for multiple joint venture projects within specific regions of the United States and its territories. These satellite offices will enable us to increase our presence and expertise in multiple regions.
- Our Manager or a member of Belpointe SP Group will set up exclusive programmatic joint ventures with experienced regional developers to co-invest and co-develop in one or more projects within specific regions of the United States and its territories. A member of the Belpointe SP Group will act as the general partner, manager or managing member of the programmatic joint ventures with subsidiaries of our Operating Companies, directly or indirectly through subsidiaries, participating as limited partners or non-managing members. These programmatic joint ventures will enable us to increase our presence and expertise in multiple regions.
- Our Manager or a member of the Belpointe SP Group will enter into joint ventures with experienced local developers to co-invest and co-develop projects on a deal-by-deal basis. A member of the Belpointe SP Group will act as the general partner, manager or managing member of the joint ventures with our Operating Companies, directly or indirectly through subsidiaries, participating as limited partners or non-managing members. A member of the Belpointe SP Group may act as the co-developer of projects with the joint venture partners and developers.
- Our Manager or a member of the Belpointe SP Group will enter into joint ventures with independent third-party experienced local developers to co-invest and co-develop on our behalf. The joint venture partners and developers will typically act as the general partner or managing member for the joint ventures with our Operating Companies, directly or indirectly through subsidiaries,participating as the limited partners or non-managing members.

Any membership interests that members of the Belpointe SP Group hold in our joint venture investments in their capacity as a general partner, manager or managing member will be exempt from paying any promotes.

Under these joint venture arrangements, members of the Belpointe SP Group, their development affiliates and co-development partners will be entitled to receive project level fees, reimbursement by the joint ventures for fees and expenses, their promoted interest on a deal-by-deal basis and other fees. If a joint venture includes third party limited partners or non-managing members, in addition to a directly or indirectly owned subsidiary of one of our Operating Companies, the general partner, manager or managing member of that joint venture, including members of the Belpointe SP Group, will receive a promoted interest on capital invested by all limited partners or non-managing members, however the promoted interest on third-party limited partners' or non-managing members' capital may be different from the promoted interest on our capital.

We may make a substantial amount of joint venture investments, including with affiliates of our Manager and Sponsor, such as members of the Belpointe SP Group. Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on the financial condition of our joint venture partners and disputes between us and our joint venture partners.

We may co-invest in joint ventures with affiliates of our Manager and Sponsor, including members of the Belpointe SP Group, or third parties in partnerships or other entities that own real estate properties. We may acquire non-controlling interests in joint ventures. Even if we have some control in a joint venture, we would not be in a position to exercise sole decision-making authority regarding the joint venture. Investments in joint ventures may, under certain circumstances, involve risks not present were another party not involved, including the possibility that joint venture partners might become bankrupt, fail to fund their required capital contributions or commit fraud or other bad acts. Joint venture partners may have economic or other business interests or goals that are inconsistent with our business interests or goals and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the joint venture partner would have full control over the joint venture. Disputes between us and joint venture partners may result in litigation or arbitration that would increase our expenses and prevent our officers and directors from focusing their time and effort on our business. Consequently, actions by or disputes with joint venture partners might result in subjecting properties owned by the joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our joint venture partners.

If we have a right of first refusal to buy out a joint venture partner, we may be unable to finance such a buy-out if it becomes exercisable or we are required to purchase such interest at a time when it would not otherwise be in our best interest to do so. If our interest is subject to a buy/sell right, we may not have sufficient cash, available borrowing capacity or other capital resources to allow us to elect to purchase an interest of a joint venture partner subject to the buy/sell right, in which case we may be forced to sell our interest as the result of the exercise of such right when we would otherwise prefer to keep our interest. In some joint ventures we may be obligated to buy all or a portion of our joint venture partner's interest in connection with a crystallization event, and we may be unable to finance such a buy-out when such crystallization event occurs, which may result in interest or other penalties accruing on the purchase price. If we buy our joint venture partner's interest, we will have increased exposure in the underlying investment. The price we use to buy our joint venture partner's interest or sell our interest is typically determined by negotiations between us and our joint venture partner and there is no assurance that such price will be representative of the value of the underlying property or equal to our then-current valuation of our interest in the joint venture that is used to calculate our NAV. Finally, we may not be able to sell our interest in a joint venture if we desire to exit the venture for any reason or if our interest is likewise subject to a right of first refusal of our joint venture partner, our ability to sell such interest may be adversely impacted by such right. Joint ownership arrangements with affiliates of our Manager and Sponsor, including members of the Belpointe SP Group, may also entail further conflicts of interest. Some additional risks and conflicts related to our joint venture investments (including joint venture investments with our Manager, Sponsor and members of the Belpointe SP Group) include:

- the joint venture partner may have economic or other interests that are inconsistent with our interests, including interests relating to the financing, management, operation, leasing or sale of the assets purchased by such joint venture;
- tax, Investment Company Act and other regulatory requirements applicable to the joint venture partner may cause it to want to take actions contrary to our interests;
- the joint venture partner may have joint control of the joint venture even in cases where its economic stake in the joint venture is significantly less than ours;
- under the joint venture arrangement, neither we nor the joint venture partner will be in a position to unilaterally control the joint venture, and deadlocks may occur. Such deadlocks could adversely impact the operations and profitability of the joint venture, including as a result of the inability of the joint venture to act quickly in connection with a potential acquisition or disposition. In addition, depending on the governance structure of such joint venture partner, decisions of such vehicle may be subject to approval by individuals who are independent of us;
- under the joint venture arrangement, we and the joint venture partner may have a buy/sell right and, as a result of an impasse that triggers the exercise of such right, we may be forced to sell our investment in the joint venture, or buy the joint venture partner's share of the joint venture at a time when it would not otherwise be in our best interest to do so; and
- our participation in investments in which a joint venture partner participates will be less than what our participation would have been had such other vehicle not participated, and because there may be no limit on the amount of capital that such joint venture partner can raise, the degree of our participation in such investments may decrease over time.

Furthermore, we may have conflicting fiduciary obligations if we acquire properties with our affiliates or other related entities; as a result, in any such transaction we may not have the benefit of arm's-length negotiations of the type normally conducted between unrelated parties.

Operational risks may disrupt our business, result in losses or limit our growth.

We rely heavily on our Sponsor's financial, accounting, communications and other data processing systems. Such systems may fail to operate properly or become disabled as a result of tampering or a breach of the network security systems or otherwise. In addition, such systems are from time to time subject to cyberattacks. Breaches of our Sponsor's network security systems could involve attacks that are intended to obtain unauthorized access to our proprietary information or personal identifying information of holders of our Class A units, destroy data or disable, degrade or sabotage our systems, often through the introduction of computer viruses, cyberattacks and other means and could originate from a wide variety of sources, including unknown third parties outside of our Sponsor. Although our Sponsor takes various measures to ensure the integrity of such systems, there can be no assurance that these measures will provide protection. If such systems are compromised, do not operate properly or are disabled, we could suffer financial loss, a disruption of our businesses, liability to investors, regulatory intervention or reputational damage.

In addition, we rely on third-party service providers for certain aspects of our business, including for certain information systems, technology and administration. Any interruption or deterioration in the performance of these third parties or failures of their information systems and technology could impair the quality of our operations and could affect our reputation and hence adversely affect our business.

If our techniques for managing risk are ineffective, we may be exposed to unanticipated losses.

In order to manage the significant risks inherent in our business, we must maintain effective policies, procedures and systems that enable us to identify, monitor and control our exposure to market, operational, legal and reputational risks. Our risk management methods may prove to be ineffective due to their design or implementation or as a result of the lack of adequate, accurate or timely information. If our risk management efforts are ineffective, we could suffer losses or face litigation and sanctions or fines from regulators.

Our techniques for managing risks may not fully mitigate the risk exposure in all economic or market environments, or against all types of risk, including risks that we might fail to identify or anticipate. Any failures in our risk management techniques and strategies to accurately quantify such risk exposure could limit our ability to manage risks or to seek positive, risk-adjusted returns. In addition, any risk management failures could cause fund losses to be significantly greater than historical measures predict.

Risks Related to our Assets and Investments

Our success is dependent on general market and economic conditions as well as numerous other factors outside of our control.

Our activities and investments may be adversely affected by changes in market, economic, political or regulatory conditions, such as fluctuations in real estate market prices, rising interest rates, availability of credit, credit defaults, rising inflation rates, supply chain disruptions, labor shortages, economic uncertainty, instability in the banking system, changes in laws (including laws relating to taxation of us or of our investments), and national and international political, environmental and socioeconomic circumstances (including disease outbreaks, wars, cyberattacks, terrorist acts or security operations), such as the conflict between Russia and Ukraine, the Israel-Hamas war or changes in U.S. policy that may lead to significant increases in tariffs for imported goods, which may strain international trade relations and increase the risk of retaliatory tariffs imposed by foreign governments on goods imported from the U.S., as well as by numerous other factors outside of our control. In addition, our financial condition may be adversely affected by an economic downturn, related to market, economic or political instability, or otherwise. A recession, slowdown or sustained downturn in the U.S. or global economy (or any particular segment thereof), inflationary pressures or the weakening of credit markets could adversely affect the value of our investments and our profitability, impede our ability to perform under or refinance our existing obligations, and impair our ability to effectively deploy our capital or effectively exit or realize upon investments on favorable terms. It is not possible for us to predict whether or to what extent these factors may negatively impact economies around the world, including the U.S., and if any of the foregoing market, economic or political issues are not managed appropriately, they could impair our profitability or result in substantial or total losses to us in respect of certain investments, which losses may be exacerbated by our use of leverage.

Recent uncertainty surrounding legislation, regulation and governmental policy at the U.S. federal level could lead to disruptions in or have the effect of negatively impacting our business, financial condition, results of operations and cash flows.

There is significant uncertainty surrounding legislation, regulation and government policy at the U.S. federal level, as well as uncertainty at certain state and local government levels. Recent events have lead to a climate of heightened ambiguity and introduced new and difficult-to-quantify macroeconomic and political risks with potentially far-reaching implications. The current U.S. federal government's ongoing changes to U.S. policy may impact the U.S. and global economies, international trade and relations, unemployment rates, energy prices, tariffs, immigration, taxes, inflation and the general U.S. regulatory environment, among other things. Although we cannot predict the impact, if any, of these changes on our business activities and investments, they could negatively affect our business, financial condition, results of operations and cash flows.

Our cash, cash equivalents and other investments may be adversely effected if the financial institutions in which we hold our cash, cash equivalents and other investments were to fail.

We regularly maintain cash balances in third-party financial institutions in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit. If our financial institutions were to enter into receivership or become insolvent in the future as a result of economic or financial conditions affecting the banking system and financial markets, our ability to access our existing cash, cash equivalents and other investments may be threatened, which could have a material adverse effect on our business, financial condition and results of operations.

The market in which we participate is competitive and, if we do not compete effectively, our operating results could be harmed.

We face competition from various entities for investment opportunities, including other qualified opportunity funds, REITs, Delaware statutory trusts, pension funds, insurance companies, private equity and other alternative investment funds and companies, partnerships and developers. In addition to third-party competitors, other programs sponsored by our Sponsor and its affiliates, especially those with investment strategies that are similar to our own, may compete with us for investment opportunities.

Most of our current or potential competitors have significantly more financial, technical, marketing and other resources than we do. Larger competitors may also enjoy significant advantages that result from, among other things, a lower cost of capital and enhanced operating efficiencies. In addition, the number of entities and the amount of funds competing for suitable investments may increase over time. Any such increase would result in greater demand for investment opportunities and could result in our acquiring assets and investments at higher prices or using less-than-ideal capital structures. If we pay higher prices for our assets and investments, our returns could be lower and the value of our assets and investments may not appreciate or may decrease significantly below the prices paid, and you may experience a lower than anticipated return on your investment.

We are subject to fraud risk, which could adversely affect our business, financial condition and results of operations.

Bad actors are using increasingly sophisticated schemes to engage in illegal activities such as mortgage and loan fraud, and we may be required to devote significant financial resources to discovering and discouraging fraudulent activities. Furthermore, fraudulent activities could result in increased costs and expenses, including litigation expenses, diversion of management time, and other disruptions to our operations, which could adversely affect our business, financial condition and results of operations.

On December 5, 2024, the Galinn Fund LLC, a New York limited liability company ("Galinn"), filed a complaint in Connecticut State Superior Court naming CMC Storrs SPV, LLC ("CMC"), the holding company for our investment property located at 497-501 Middle Turnpike, Storrs, Connecticut ("497-501 Middle"), as a defendant, alongside Chen Ji, an individual ("Chen"), and two additional entities (the "Guarantors"). In the complaint Galinn alleges, among other things, that on May 24, 2024, Chen, on behalf of CMC, executed a mortgage note (the "Note") in the principal amount of $3.0 million (the "Loan"), which was secured in part by a mortgage against 497-501 Middle (the "Mortgage"). Galinn further alleges that CMC is in default under both the Note and Mortgage for failure to make payments when due. Galinn is seeking to foreclose on the Mortgage and damages against CMC and the Guarantors. In March 2020, when we first acquired an equity interest in CMC, Chen was an affiliate of the entity, however, he thereafter exited the investment and is no longer in any way affiliated with or authorized to act on behalf of CMC. We maintain that the Loan was obtained as a result of Chen's fraud and Galinn's negligence, and had Galinn done adequate due diligence, or reviewed the publicly available filings on the State of Connecticut's Business Records website, or even a basic Google search, Chen's lack of authority would have been readily apparent prior to Galinn having made the Loan.

We dispute any liability in this litigation, believe we have substantial defenses to Galinn's claims, and are vigorously defending the matter.

Our performance is subject to risks associated with the real estate industry.

The real estate industry is cyclical in nature, and a deterioration of real estate fundamentals generally, and in the areas where our properties are located in particular, will have an adverse effect on the performance of our investments. The value of real estate assets and real estate-related investments can fluctuate for various reasons. The following factors, among others, may adversely affect the real estate industry, including our properties, and could therefore adversely impact our financial condition and results of operations:

- interest rate fluctuations and lack of availability of financing;
- changes in national, regional or local economic, demographic or capital market conditions;
- persistent inflation;
- a lack of appropriate real estate investment opportunities, including appropriate qualified opportunity zone investment opportunities;
- disease outbreaks;
- acts of war, cyberattacks or terrorism;
- bank liquidity;
- increases in borrowing rates;
- changes in environmental and zoning laws;
- fluctuations in energy costs;
- overbuilding and increased competition for properties targeted by our investment strategy;
- future adverse national real estate trends, including increasing vacancy rates, declining rental rates and general deterioration of market conditions;
- changes in supply and demand fundamentals;
- limitations, reductions or eliminations of tax benefits;
- casualty or condemnation losses;
- bankruptcy, financial difficulty or lease default of a major tenant;
- regulatory limitations on rent;
- increased mortgage defaults and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable;
- changes in laws, regulations and fiscal policies, including increases in property taxes and limitations on rental rates;
- natural disasters, severe weather patterns and similar events;
- declines in consumer confidence and spending; and
- public perception that any of the above events may occur.

All of these factors are beyond our control. Moreover, certain significant expenditures associated with real estate (such as real estate taxes, maintenance costs and, where applicable, mortgage payments) have no relationship with, and thus do not diminish in proportion to, a reduction in income from the property. Any negative changes in these factors could impair our ability to meet our obligations and make distributions to holders of our Class A units and could adversely impact our ability to effectively achieve our investment objectives and reduce the overall returns on our investments.

Real estate investments are subject to general industry downturns as well as downturns in specific geographic regions. We cannot predict occupancy levels for a particular property or whether any tenant or mortgage or other real estate related loan borrower will remain solvent. We also cannot predict the future value of our investments. Accordingly, we cannot guarantee that you will receive cash distributions.

Real estate investments are subject to general downturns in the industry as well as downturns in specific geographic regions. For example, as of the date of this Form 10-K, a majority of our investments are located in Florida. Historically Florida has been at greater risk of acts of nature such as hurricanes and tropical storms and has been subject to more pronounced real estate downturns than other regions. Accordingly, our business, financial condition and results of operations may be particularly susceptible to downturns or changes in the local Florida economies where we operate. Moreover, we cannot predict occupancy levels for a particular property or whether any tenant or mortgage or other real estate related loan borrower will remain solvent. We also cannot predict the future value of our investments. Accordingly, we cannot guarantee that you will receive cash distributions.

There are significant risks associated with the development or redevelopment of our real estate investments that may prevent their completion on budget and on schedule and which may adversely affect our financial condition and results of operations.

We may engage in extensive development or redevelopment activities with respect to our real estate investments, including, without limitation, grading and installing roads, sidewalks, gutters, utility improvements (such as storm drains, water, gas, sewer, power and communications), landscaping and shared amenities (such as community buildings, neighborhood parks, trails and open spaces). Such development and redevelopment activities entail risks that could adversely impact our financial condition and results of operations, including:

- construction costs, which may exceed our original estimates due to increases in materials, labor or other costs, which could make the project less profitable;
- permitting or construction delays, which may result in increased debt service expense and increased project costs, as well as deferred revenue;
- supply chain issues or other unavailability of raw materials when needed, which may result in project delays, stoppages or interruptions, which could make the project less profitable;
- federal, state and local grants to complete certain highways, interchange, bridge projects or other public improvements may not be available, which could increase costs and make the project less profitable;
- availability and timely receipt of zoning and other regulatory approvals to develop or redevelop our properties for a particular use or with respect to a particular improvement;
- claims for warranty, product liability and construction defects after a property has been built;
- claims for injuries that occur in the course of construction activities;
- poor performance or nonperformance by, or disputes with, any of our contractors, subcontractors or other third parties on whom we will rely;
- health and safety incidents and site accidents;
- unforeseen engineering, environmental or geological problems, which may result in delays or increased costs;
- labor shortages, slowdowns or interruptions;
- compliance with environmental planning and protection regulations and related legal proceedings;
- liabilities, expenses or project delays, stoppages or interruptions as a result of challenges by third parties in legal proceedings;
- delay or inability to acquire property, rights of way or easements that may result in delays or increased costs;
- acts of war, cyberattacks or terrorism; and
- weather-related and geological interference, including landslides, earthquakes, floods, drought, wildfires and other events, which may result in delays or increased costs.

We cannot assure you that projects will be completed on schedule or that construction costs will not exceed budgeted amounts. Failure to complete development or redevelopment activities on budget or on schedule may adversely affect our financial condition and results of operations.

Our Manager's due diligence may not reveal all factors or risks affecting an investment.

There can be no assurance that our Manager's due diligence processes will uncover all relevant facts that would be material to an investment decision. Before making an investment, our Manager will assess the strength of the underlying asset and any other factors that it believes are material to the performance of the investment. In making the assessment and otherwise conducting customary due diligence, our Manager will rely on the resources available to it and, in some cases, investigations by third parties.

Actual rents we receive may be less than estimated, operating expenses may be higher than anticipated and we may experience a decline in rental rates from time to time, any of which could adversely affect our financial condition, results of operations and cash flow.

As a result of potential factors, including competitive pricing pressure in our markets, a general economic downturn and the desirability of our properties compared to other properties in our markets, we may be unable to realize our estimated market rents across the properties in our portfolio or operating expenses at properties in our portfolio may be higher than anticipated. In addition, depending on market rental rates at any given time as compared to expiring leases on properties in our portfolio, from time-to-time rental rates for expiring leases may be higher than starting rental rates for new leases. If we are unable to obtain sufficient rental rates across our portfolio, or operating expenses are higher than anticipated, our ability to generate cash flow growth will be negatively impacted.

Properties that have significant vacancies could be difficult to sell, which could diminish the return on these properties.

A property may incur vacancies either by the expiration of tenant leases or the continued default of tenants under their leases. If vacancies continue for a long period of time, we may suffer reduced revenues resulting in less cash available for distributions. In addition, the resale value of the property could be diminished because the market value of our properties will depend principally upon the value of the cash flow generated by the leases associated with that property. Such a reduction in the resale value of a property could also reduce the value of your investment.

Further, a decline in general economic conditions in the markets in which our investments are located or in the U.S. generally could lead to an increase in tenant defaults, lower rental rates, and less demand for commercial real estate space in those markets. As a result of these trends, we may be more inclined to provide leasing incentives to our tenants in order to compete in a more competitive leasing environment. Such trends may result in reduced revenue and lower resale value of properties.

We may enter into long-term leases with tenants in certain properties, which may not result in fair market rental rates over time.

We may enter into long-term leases with tenants of certain of our properties or include renewal options that specify a maximum rate increase. These leases often provide for rent to increase over time; however, if we do not accurately judge the potential for increases in market rental rates, we may set the terms of these long-term leases at levels such that, even after contractual rent increases, the rent under our long-term leases is less than then-current market rates. Further, we may have no ability to terminate those leases or to adjust the rent to then-prevailing market rates. As a result, our cash available for distributions could be lower than if we did not enter into long-term leases.

Certain properties that we acquire may not have efficient alternative uses and we may have difficulty leasing them to new tenants or have to make significant capital expenditures to get them to do so.

Certain properties that we acquire may be difficult to lease to new tenants, should the current tenant terminate or choose not to renew its lease. These properties will generally have received significant tenant-specific improvements and only very specific tenants may be able to use such improvements, making the properties very difficult to re-lease in their current condition. Additionally, an interested tenant may demand that, as a condition of executing a lease for the property, we finance and construct significant improvements so that the tenant could use the property. This expense may decrease cash available for distribution, as we likely would have to (i) pay for the improvements up-front or (ii) finance the improvements at potentially unattractive terms.

We depend on tenants for our revenue, and lease defaults or terminations could reduce our net income and limit our ability to pay distributions.

The success of our investments materially depends on the financial stability of our tenants. A default or termination by a tenant on its lease payments to us would cause us to lose the revenue associated with such lease and require us to find an alternative source of revenue to meet mortgage payments and prevent a foreclosure if the property is subject to a mortgage. In the event of a tenant default or bankruptcy, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-leasing our property. If a tenant defaults on or terminates a lease, we may be unable to lease the property for the rent previously received or sell the property without incurring a loss. These events could cause us to reduce the amount of distributions we pay.

If any of our significant tenants were adversely affected by a material business downturn or were to become bankrupt or insolvent, our results of operations could be adversely affected.

General and regional economic conditions may adversely affect our major tenants and potential tenants in our markets. Our major tenants may experience a material business downturn, which could potentially result in a failure to make timely rental payments or a default under their leases. In many cases, through tenant improvement allowances and other concessions, we will have made substantial up-front investments in the applicable leases that we may not be able to recover. In the event of a tenant default, we may experience delays in enforcing our rights and may also incur substantial costs to protect our investments.

The bankruptcy or insolvency of a major tenant or lease guarantor may adversely affect the income produced by our properties and may delay our efforts to collect past due balances under the relevant leases and could ultimately preclude collection of these sums altogether. If a lease is rejected by a tenant in bankruptcy, we would have only a general unsecured claim for damages that is limited in amount and which may only be paid to the extent that funds are available and in the same percentage as is paid to all other holders of unsecured claims.

If any of our significant tenants were to become bankrupt or insolvent, suffer a downturn in their business, default under their leases, fail to renew their leases or renew on terms less favorable to us than their current terms, our results of operations and cash flow could be adversely affected.

We expect to acquire primarily qualified opportunity zone investments, with a focus on markets with favorable risk-return characteristics. If our investments in these geographic areas experience adverse economic conditions, our investments may lose value and we may experience losses.

Our initial investments consist of and are expected to continue to consist of properties located in qualified opportunity zones for the development or redevelopment of multifamily, student housing, senior living, healthcare, industrial, self-storage, hospitality, office, mixed-use, data centers and solar projects located throughout the United States and its territories. These qualified opportunity zone investments will carry the risks associated with certain markets where we acquire properties. Consequently, we may experience losses as a result of being overly concentrated in certain geographic areas. A worsening of economic conditions in U.S. markets and, in particular, the markets where we end up acquiring properties, could have an adverse effect on our business and could impair the value of our collateral.

Actions of any joint venture partners that we may have in the future could reduce the returns on joint venture investments and decrease your overall investment return.

We enter into joint ventures to acquire properties and other assets and investments. We may also purchase and develop properties in joint ventures or in partnerships, co-tenancies or other co-ownership arrangements. Such investments may involve risks not otherwise present with other methods of investment, including, for example, the risks:

- that our co-venturer, co-tenant or partner in an investment could become insolvent or bankrupt;
- that our co-venturer, co-tenant or partner in an investment could engage in certain bad acts, such as fraud or intentional misrepresentation, intentional waste, willful misconduct, criminal acts, misappropriation of funds, that would increase our expenses or result in other liabilities to us;
- that such co-venturer, co-tenant or partner may at any time have economic or business interests or goals that are or that become inconsistent with our business interests or goals;
- that such co-venturer, co-tenant or partner may be delegated certain “day-to-day” property operating procedures;
- that such co-venturer, co-tenant or partner may be in a position to act contrary to our instructions or requests or contrary to our policies or objectives; or
- that disputes between us and our co-venturer, co-tenant or partner may result in litigation or arbitration that would increase our expenses and prevent our officers and directors from focusing their time and effort on our operations.

Any of the above might subject an investment to liabilities in excess of those contemplated and thus reduce our returns on that investment and the value of your investment.

We intend to seek opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses.

We intend to seek opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses using our equity as transaction consideration. These acquisitions will involve significant challenges and risks, including, without limitation, regulatory complexities associated with integrating other qualified opportunity funds and qualified opportunity zone businesses into our organizational structure in a manner that is consistent with our intended qualification as a publicly traded partnership and qualified opportunity fund, new regulatory requirements and compliance risks that we may become subject to as a result of acquisitions, unforeseen or hidden liabilities or costs that may adversely affect our NAV following such acquisitions, and the risk that any of our proposed acquisitions do not close. Any of these challenges could disrupt our ongoing operations, increase our expenses and adversely affect our results of operations and financial condition.

Costs imposed pursuant to governmental laws and regulations may reduce our net income and the cash available for distributions.

Real property and the operations conducted on real property are subject to federal, state and local laws and regulations relating to protection of the environment and human health. We could be subject to liability in the form of fines, penalties or damages for noncompliance with these laws and regulations. These laws and regulations generally govern wastewater discharges, air emissions, the operation and removal of underground and above-ground storage tanks, the use, storage, treatment, transportation and disposal of solid and hazardous materials, the remediation of contamination associated with the release or disposal of solid and hazardous materials, the presence of toxic building materials and other health and safety-related concerns.

Some of these laws and regulations may impose joint and several liability on the tenants, owners or operators of real property for the costs to investigate or remediate contaminated properties, regardless of fault, whether the contamination occurred prior to purchase, or whether the acts causing the contamination were legal. Activities of our tenants, the condition of properties at the time we buy them, operations in the vicinity of our properties, such as the presence of underground storage tanks, or activities of unrelated third parties may affect our properties.

The presence of hazardous substances, or the failure to properly manage, insure, bond over, or remediate these substances, may hinder our ability to sell, rent or pledge such property as collateral for future borrowings. Any material expenditures, fines, penalties or damages we must pay will reduce our ability to make distributions and may reduce the value of your investment.

The costs of defending against claims of environmental liability, of complying with environmental regulatory requirements, of remediating any contaminated property or of paying personal injury or other damage claims could reduce the amounts available for distributions.

Under various federal, state and local environmental laws, ordinances and regulations, a current or previous real property owner or operator may be liable for the cost of removing or remediating hazardous or toxic substances on, under or in such property. These costs could be substantial. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Environmental laws also may impose liens on property or restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require substantial expenditures or prevent us from entering into leases with prospective tenants that may be impacted by such laws. Environmental laws provide for sanctions for noncompliance and may be enforced by governmental agencies or, in certain circumstances, by private parties. Certain environmental laws and common law principles could be used to impose liability for the release of and exposure to hazardous substances, including asbestos-containing materials and lead-based paint. Third parties may seek recovery from real property owners or operators for personal injury or property damage associated with exposure to released hazardous substances and governments may seek recovery for natural resource damage. The costs of defending against claims of environmental liability, of complying with environmental regulatory requirements, of remediating any contaminated property, or of paying personal injury, property damage or natural resource damage claims could reduce the amounts available for distribution to you.

We expect that all of our properties will be subject to Phase I environmental assessments at the time they are acquired; however, such assessments may not provide complete environmental histories due, for example, to limited available information about prior operations at the properties or other gaps in information at the time we acquire the property. A Phase I environmental assessment is an initial environmental investigation to identify potential environmental liabilities associated with the current and past uses of a given property. If any of our properties were found to contain hazardous or toxic substances after our acquisition, the value of our investment could decrease below the amount paid for such investment.

Costs associated with complying with the Americans with Disabilities Act may decrease cash available for distributions.

Our properties may be subject to the Americans with Disabilities Act of 1990, as amended (the “ADA”). Under the ADA, all places of public accommodation are required to comply with federal requirements related to access and use by disabled persons. The ADA has separate compliance requirements for “public accommodations” and “commercial facilities” that generally require that buildings and services be made accessible and available to people with disabilities. The ADA’s requirements could require removal of access barriers and could result in the imposition of injunctive relief, monetary penalties or, in some cases, an award of damages. Any funds used for ADA compliance will reduce our net income and the amount of cash available for distributions to you.

Uninsured losses relating to real property or excessively expensive premiums for insurance coverage could reduce our cash flows and the amounts available for distributions.

There are types of losses, generally catastrophic in nature, such as losses due to wars, acts of terrorism, earthquakes, floods, hurricanes, pollution or environmental matters, that are uninsurable or not economically insurable, or may be insured subject to limitations, such as large deductibles or co-payments. Insurance risks associated with potential acts of terrorism could sharply increase the premiums we pay for coverage against property and casualty claims. Additionally, mortgage lenders in some cases insist that commercial property owners purchase coverage against terrorism as a condition for providing mortgage loans. Such insurance policies may not be available at reasonable costs, if at all, which could inhibit our ability to finance or refinance our properties. In such instances, we may be required to provide other financial support, either through financial assurances or self-insurance, to cover potential losses. We may not have adequate coverage for such losses. If any of our properties incurs a casualty loss that is not fully insured, the value of our assets will be reduced by any such uninsured or under insured loss, which may reduce the value of your investment. In addition, other than any working capital reserve or other reserves we may establish, we have no source of funding to repair or reconstruct any uninsured or under insured property. Also, to the extent we must pay unexpectedly large amounts for insurance, we could suffer reduced earnings that would result in lower distributions to you.

Many of our investments are illiquid and we may not be able to vary our portfolio in response to changes in economic and other conditions.

Many factors that are beyond our control affect the market for commercial real estate, real estate-related assets and private equity investments and could affect our ability to sell assets and investments for the price, on the terms or within the time frame that we desire. These factors include general economic conditions, the availability of financing, interest rates and other factors, including supply and demand. Because commercial real estate, real estate-related assets and private equity investments are relatively illiquid, we have a limited ability to vary our portfolio in response to changes in economic or other conditions. Further, before we can sell an investment on the terms we want, it may be necessary to expend funds to improve our investments. However, we can give no assurance that we will have the funds available make such improvements. As a result, we expect many of our investments will be illiquid, and if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments and our ability to vary our portfolio in response to changes in economic and other conditions may be relatively limited, which could adversely affect our results of operations and financial condition.

Declines in the market values of our investments may adversely affect results of operations and credit availability, which may reduce earnings and, in turn, cash available for distributions.

A decline in the market value of our assets may adversely affect us particularly in instances where we have borrowed money based on the market value of those assets. If the market value of those assets decline, the lender may require us to post additional collateral to support the loan. If we were unable to post the additional collateral, we may have to sell assets at a time when we might not otherwise choose to do so. A reduction in credit available may reduce our earnings and, in turn, cash available for distributions.

Further, credit facility providers may require us to maintain a certain amount of cash reserves or to set aside unlevered assets sufficient to maintain a specified liquidity position, which would allow us to satisfy our collateral obligations. As a result, we may not be able to leverage our assets as fully as we would choose, which could reduce our return on equity. In the event that we are unable to meet these contractual obligations, our financial condition could deteriorate rapidly.

Market values of our investments may decline for a number of reasons, such as changes in prevailing market capitalization rates, increases in market vacancy, or decreases in market rents.

If we sell a property by providing financing to the purchaser, we will bear the risk of default by the purchaser, which could delay or reduce the cash available for distributions.

If we decide to sell any of our properties, we intend to use our best efforts to sell them for cash; however, in some instances, we may sell our properties by providing financing to purchasers. When we provide financing to a purchaser, we will bear the risk that the purchaser may default, which could reduce our cash available for distributions. Even in the absence of a purchaser default, the distribution of the proceeds of the sale to holders of our Class A units, or the reinvestment of the proceeds in other assets, will be delayed until the promissory note or other property we may accept upon a sale are actually paid, sold, refinanced or otherwise disposed.

Risks Related to Conflicts of Interest

There are conflicts of interest between us, our Manager, and its affiliates.

Our executive officers, Brandon Lacoff and Martin Lacoff, are executive officers of our Manager and its affiliates, including our Sponsor. Prevailing market rates are determined by our Manager based on industry standards and expectations of what our Manager would be able to negotiate with a third party on an arm's length basis. All of the agreements and arrangements between us and our Manager or its affiliates, including those relating to compensation, are not the result of arm's length negotiations with an unaffiliated third party. Some of the conflicts inherent in our transactions with our Manager and its affiliates, and the limitations on our Manager and its affiliates adopted to address these conflicts, are described below. We, our Manager, and its affiliates will try to balance our interests with their own. However, to the extent that our Manager and its affiliates take actions that are more favorable to other entities than us, these actions could have a negative impact on our financial performance and, consequently, on distributions to the holders of our Class A units and the NAV of our Class A units.

The interests of our Manager, and its affiliates may conflict with your interests.

The Management Agreement provides our Manager with broad powers and authority which may result in one or more conflicts of interest between your interests and those of our Manager and its affiliates. This risk is increased by our Sponsor and our Manager being controlled by Brandon Lacoff and Martin Lacoff, who currently participate, and are expected to sponsor and participate, directly or indirectly, in other offerings by our Sponsor and its affiliates. Potential conflicts of interest include, but are not limited to, the following:

- our Sponsor, Manager, and their affiliates may continue to offer other real estate, real estate-related and private equity investment opportunities, including additional offerings similar to this offering, and may make investments in assets for their own respective accounts, whether or not competitive with our business;
- our Sponsor, Manager, and their affiliates will not be required to disgorge any profits, fees or other compensation they may receive from any other business they own or operate separately from us, and you will not be entitled to receive or share in any of the profits, returns, fees or other compensation from any other business owned or operated by our Sponsor, Manager or their affiliates;
- we may engage our Sponsor, Manager or their affiliates to perform services at prevailing market rates. Prevailing market rates are determined by our Manager based on industry standards and expectations of what our Sponsor and our Manager would be able to negotiate with a third party on an arm's length basis; and
- our Sponsor, Manager and their affiliates are not required to devote all of their time and efforts to our business and affairs.

Holders of our Class A units have no right to enforce the obligations of our Sponsor, Manager, or any of their or our affiliates under the terms of any agreements with the Company.

Our agreements between the Company, on one hand, and our Sponsor, Manager, or any of their or our affiliates, on the other, do not grant to the holders of our Class A units, separate and apart from the Company, the right to enforce the terms of such agreements or any obligations of our Sponsor, Manager or their or our affiliates in favor of the Company.

The management fee our Manager is entitled to receive is based on our NAV and our Manager is ultimately responsible for calculating our NAV.

We are obligated to pay our Manager a quarterly management fee at an annualized rate of 0.75%. The management fee is based on our NAV, as calculated and adjusted by our Manager at the end of each quarter. We will announce our NAV within approximately 60 days of the last day of each quarter. Our NAV is calculated using a process designed to produce a fair and accurate estimate of the price that would be received for our assets and investments in an arm's-length transaction between a willing buyer and a willing seller in possession of all material information about our assets and investments. As with any asset valuation protocol, the conclusions reached by our Manager or any third-party firm that we engage to prepare or assist with preparing the NAV of our Class A units involve significant judgments, assumptions, and opinions in the application of both observable and unobservable attributes that may or may not prove to be correct. It is important to note that the determination of our NAV is not based on, nor is it intended to comply with, fair value standards under U.S. GAAP, and our NAV may not be indicative of the price that we would receive for our assets at current market conditions. There can be no assurance that the judgments, assumptions, and opinions used by our Manager to calculate our NAV, or the resulting NAV, are the same as those judgments, assumptions and opinions that would be used, or the NAV that would be calculated, by an independent third-party firm. In addition, our Manager may benefit from our retaining ownership of our assets and investments in order to avoid a reduction in our NAV at times when the holders of our Class A units may be better served by the sale or disposition of our assets or investments. If our NAV is calculated in a way that is not reflective of our actual NAV, then the purchase price of shares of our Class A units may not accurately reflect the value of our assets and investments, and your Class A units may be worth less than the purchase price paid.

Risks Related to Sources of Financing and Hedging

We may incur significant debt, which may subject us to increased risk of loss and may reduce cash available for distributions.

Subject to market conditions and availability, we may incur significant debt through bank credit facilities (including term loans and revolving facilities), repurchase agreements, warehouse facilities and structured financing arrangements, public and private debt issuances, and derivative instruments, in addition to transaction or asset specific funding arrangements. The percentage of leverage we employ will vary depending on our available capital, our ability to obtain and access financing arrangements with lenders, debt restrictions contained in those financing arrangements and the lenders' and rating agencies' estimate of the stability of our investment portfolio's cash flow. Our targeted aggregate property-level leverage, excluding any debt at the corporate level or on assets under development or renovation, after we have acquired a substantial portfolio of stabilized properties, is between 50-70% of the greater of cost (before deducting depreciation or other non-cash reserves) or fair market value of our assets. Our targeted aggregate property-level leverage, excluding any debt at the Company level or on assets under development or redevelopment, after we have acquired a substantial portfolio of stabilized commercial real estate, is between 50-70% of the greater of the cost (before deducting depreciation or other non-cash reserves) or fair market value of our assets. During the period when we are acquiring, developing, and redeveloping our investments, we may employ greater leverage on individual assets. Our Manager may from time to time modify our leverage policy in its discretion. Incurring substantial debt could subject us to many risks that, if realized, would materially and adversely affect us, including the risk that:

- our cash flow from operations may be insufficient to make required payments of principal of and interest on the debt or we may fail to comply with all of the other covenants contained in the debt, which is likely to result in (i) acceleration of such debt (and any other debt containing a cross-default or cross-acceleration provision) that we may be unable to repay from internal funds or to refinance on favorable terms, or at all, (ii) our inability to borrow unused amounts under our financing arrangements, even if we are current in payments on borrowings under those arrangements or pay distributions of excess cash flow held in reserve by such financing sources, or (iii) the loss of some or all of our assets to foreclosure or sale;
- our debt may increase our vulnerability to adverse economic and industry conditions with no assurance that investment yields will increase with higher financing costs;
- we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing funds available for operations, future business opportunities, distributions to holders of our Class A units or other purposes; and
- we are not able to refinance debt that matures prior to the investment it was used to finance on favorable terms, or at all.

There can be no assurance that a leveraging strategy will be successful.

Any lending facilities will likely impose restrictive covenants.

Any lending facilities which we enter into would be expected to contain customary negative covenants and other financial and operating covenants that, among other things, may affect our ability to incur additional debt, make certain investments or acquisitions, reduce liquidity below certain levels, pay distributions, redeem debt or equity securities and impact our flexibility to determine our operating policies and investment strategies. For example, such loan documents may contain negative covenants that limit, among other things, our ability to distribute more than a certain amount of our net income or funds from operations to holders of our Class A units, employ leverage beyond certain amounts, sell assets, engage in mergers or consolidations, grant liens, and enter into transactions with affiliates (including amending the Management Agreement with our Manager in a material respect). If we fail to meet or satisfy any such covenants, we would likely be in default under these agreements, and the lenders could elect to declare outstanding amounts due and payable, terminate their commitments, require the posting of additional collateral, and enforce their interests against existing collateral. We could also become subject to cross-default and acceleration rights and, with respect to collateralized debt, the posting of additional collateral and foreclosure rights upon default.

Interest rate fluctuations could increase our financing costs and reduce our ability to generate income on our investments, each of which could lead to a significant decrease in our results of operations, cash flows and the market value of our investments.

Our primary interest rate exposures will relate to the yield on our investments and the financing cost of our debt, as well as any interest rate derivatives that we utilize for hedging purposes. Changes in interest rates will affect our net interest income, which is the difference between the income we earn on our investments and the interest expense we incur in financing these investments. Interest rate fluctuations resulting in our interest expense exceeding income would result in operating losses for us. Changes in the level of interest rates also may affect our ability to invest in investments, the value of our investments and our ability to realize gains from the disposition of assets and investments.

To the extent that our financing costs will be determined by reference to floating rates, such as the Secured Overnight Financing Rate (SOFR) or a Treasury index, plus a margin, the amount of such costs will depend on a variety of factors, including, without limitation, (i) for collateralized debt, the value and liquidity of the collateral, and for non-collateralized debt, our credit, (ii) the level and movement of interest rates, and (iii) general market conditions and liquidity. In a period of rising interest rates, our interest expense on floating rate debt would increase, while any income we earn may not compensate for such increase in interest expense.

Our operating results will depend, in part, on differences between the income earned on our investments, net of credit losses, and our financing costs. For any period during which our investments are not match-funded, the income earned on such investments may respond more slowly to interest rate fluctuations than the cost of our borrowings. Consequently, changes in interest rates, particularly short-term interest rates, may immediately and significantly decrease our results of operations and cash flows and the market value of our investments.

Hedging against interest rate exposure may adversely affect our earnings, limit our gains or result in losses, which could adversely affect cash available for distributions.

We may enter into interest rate swap agreements or pursue other interest rate hedging strategies. Our hedging activity will vary in scope based on the level of interest rates, the type and expected duration of portfolio investments held, and other changing market conditions. Interest rate hedging may fail to protect or could adversely affect us because, among other things:

- interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates;
- available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;
- the duration of the hedge may not match the duration of the related liability or asset;
- the credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction;
- the party owing money in the hedging transaction may default on its obligation to pay; and
- we may purchase a hedge that turns out not to be necessary (*i.e.*, a hedge that is out of the money).

Any hedging activity we engage in may adversely affect our earnings, which could adversely affect cash available for distributions. Therefore, while we may enter into such transactions to seek to reduce interest rate risks, unanticipated changes in interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged or liabilities being hedged may vary materially. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss.

Hedging instruments are often not traded on regulated exchanges or guaranteed by an exchange or its clearing house and involve risks and costs that could result in material losses.

The cost of using hedging instruments increases as the period covered by the instrument increases and during periods of rising and volatile interest rates, we may increase our hedging activity and thus increase our hedging costs during periods when interest rates are volatile or rising and hedging costs have increased. In addition, hedging instruments involve risk since they are often not traded on regulated exchanges or guaranteed by an exchange or its clearing house. Consequently, there are no requirements with respect to record keeping, financial responsibility or segregation of customer funds and positions. Furthermore, the enforceability of agreements underlying hedging transactions may depend on compliance with applicable statutory and commodity and other regulatory requirements and, depending on the identity of the counterparty, applicable international requirements. The business failure of a hedging counterparty with whom we enter into a hedging transaction will most likely result in its default. Default by a party with whom we enter into a hedging transaction may result in the loss of unrealized profits and force us to cover our commitments, if any, at the then current market price.

Although generally we will seek to reserve the right to terminate our hedging positions, it may not always be possible to dispose of or close out a hedging position without the consent of the hedging counterparty and we may not be able to enter into an offsetting contract in order to cover our risk. We cannot assure you that a liquid secondary market will exist for hedging instruments purchased or sold, and we may be required to maintain a position until exercise or expiration, which could result in significant losses.

Any bank credit facilities and repurchase agreements that we may use in the future to finance our assets may require us to provide additional collateral or pay down debt.

We may utilize bank credit facilities, repurchase agreements (including term loans and revolving facilities) or guarantee arrangements to finance our assets if they become available on acceptable terms. Such financing arrangements, including any guarantees, would involve the risk that the market value of any investments pledged by us to the provider of the bank credit facility or repurchase agreement counterparty may decline in value, in which case the lender may require us to provide additional collateral or to repay all or a portion of the funds advanced. We may not have the funds available to repay our debt at that time, which would likely result in defaults unless we are able to raise the funds from alternative sources, which we may not be able to achieve on favorable terms or at all. Posting additional collateral would reduce our liquidity and limit our ability to leverage our assets. If we cannot meet these requirements, the lender could accelerate our indebtedness or enforce our guarantee, increase the interest rate on advanced funds and terminate our ability to borrow funds from it, which could materially and adversely affect our financial condition and ability to implement our investment strategy. In addition, if the lender files for bankruptcy or becomes insolvent, our loans and guarantees may become subject to bankruptcy or insolvency proceedings, thus depriving us, at least temporarily, of the benefit of these assets. Such an event could restrict our access to bank credit facilities and increase our cost of capital. The providers of bank credit facilities and repurchase agreement financing may also require us to maintain a certain amount of cash or set aside assets sufficient to maintain a specified liquidity position that would allow us to satisfy our collateral obligations. As a result, we may not be able to leverage our assets as fully as we would choose, which could reduce our return on assets. If we are unable to meet these collateral obligations, our financial condition and prospects could deteriorate rapidly.

We may give full or partial guarantees to lenders of mortgage debt to the entities that own our properties.

When we give a guaranty on behalf of an entity that owns one of our properties, we will be responsible to the lender for satisfaction of the debt if it is not paid by such entity. If any mortgages contain cross-collateralization or cross-default provisions, there is a risk that more than one real property may be affected by a default. If any of our properties are foreclosed upon due to a default, our ability to make distributions will be adversely affected. Accordingly, our approach to investing in properties utilizing leverage in order to accomplish our investment objectives may present more risks to investors than comparable real estate programs that do not utilize borrowing to the same degree.

If we enter into financing arrangements involving balloon payment obligations, it may adversely affect our ability to make distributions.

Some of our financing arrangements may require us to make a lump-sum or "balloon" payment at maturity. Our ability to make a balloon payment is uncertain and may depend upon our ability to obtain replacement financing or our ability to sell particular properties. At the time the balloon payment is due, we may or may not be able to refinance the balloon payment on terms as favorable as the original loan or sell the particular property at a price sufficient to make the balloon payment. Such a refinancing would be dependent upon interest rates and lenders' policies at the time of refinancing, economic conditions in general and the value of the underlying properties in particular. The effect of a refinancing or sale could affect the rate of return to the holders of our Class A units and the projected time of disposition of our assets.

Our access to sources of financing may be limited and thus our ability to grow our business and to maximize our returns may be adversely affected.

Subject to market conditions and availability, we may incur significant debt through bank credit facilities (including term loans and revolving facilities), repurchase agreements, warehouse facilities and structured financing arrangements, public and private debt issuances and derivative instruments, in addition to transaction or asset specific funding arrangements. We may also issue additional debt or equity securities to fund our growth.

Our access to sources of financing will depend upon a number of factors, over which we have little or no control, including:

- general economic or market conditions;
- the market's view of the quality of our assets;
- the market's perception of our growth potential; and
- our current and potential future earnings and cash distributions.

We will need to periodically access the capital and credit markets to raise cash to fund new investments. Unfavorable economic or market conditions may increase our funding costs, limit our access to the capital or credit markets or could result in a decision by potential lenders not to extend credit. An inability to successfully access the capital or credit markets could limit our ability to grow our business and fully execute our investment strategy and could decrease our earnings, if any. In addition, uncertainty in the capital and credit markets could adversely affect one or more private lenders and could cause one or more of our private lenders to be unwilling or unable to provide us with financing or to increase the costs of that financing. In addition, if regulatory capital requirements imposed on our private lenders change, they may be required to limit, or increase the cost of, financing they provide to us. In general, this could potentially increase our financing costs and reduce our liquidity or require us to sell assets at an inopportune time or price. No assurance can be given that we will be able to obtain any such financing on favorable terms or at all.

Risks Relating to U.S. Federal Taxation

There will be no assurance that we will continue to meet the requirements for treatment as a partnership. If we fail to maintain our classification as a partnership for U.S. federal income tax purposes and no relief provisions apply, we would be subject to entity level U.S. federal income tax and, as a result, our cash available for distributions and the value of our Class A units could materially decrease.

We have been treated as a partnership for U.S. federal income tax purposes since our tax year ended December 31, 2020. We intend to manage our affairs so that we continue to meet the requirement for classification as a partnership. The anticipated after-tax economic benefit of an investment in our Class A units depends in large part on our continued treatment as a partnership for federal income tax purposes.

Despite the fact that we are organized as a limited liability company under Delaware law, if we fail to meet any of the applicable requirements for classification as a partnership, we would be treated as a corporation pursuant to section 7704 of the Code.

If we were treated as a corporation for federal income tax purposes, holders of our Class A units would lose the tax benefits associated with investing in a partnership. We would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 21%, and would likely pay state and local income tax at varying rates. Our distributions would generally be taxed again as corporate distributions (to the extent of our current and accumulated earnings and profits), and no income, gains, losses, deductions or credits would flow through to holders of our units. Because a tax would be imposed on us as a corporation, our cash available for distributions would be substantially reduced. Therefore, our treatment as a corporation would result in a material reduction in cash flow and after-tax return to holders of our Class A units, likely causing a substantial reduction in the value of our Class A units.

There can be no assurance that we will continue to meet the requirements for classification as a qualified opportunity fund.

We qualified as a "qualified opportunity fund" beginning with our taxable year ended December 31, 2020. We intend to manage our affairs so that we continue to meet the requirements for classification as a "qualified opportunity fund," pursuant to Section 1400Z-2 of the Code and the related regulations issued by the U.S. Department of the Treasury and U.S. Internal Revenue Service (the "IRS") on December 19, 2019, together with the correcting amendments issued on April 6, 2020, additional relief issued on January 13, 2021 and further correcting amendments issued on August 5, 2021 (collectively the "Opportunity Zone Regulations"). However, qualified opportunity funds and the Opportunity Zone Regulations are relatively new and as yet untested, and our ability to be treated as a qualified opportunity fund and to operate in conformity with the requirements to continue to be treated as a qualified opportunity fund is subject to uncertainty. If we fail to continue to meet the requirements for classification as a qualified opportunity fund, holders of our Class A units would lose the tax benefits associated with investing in a qualified opportunity fund and the value of our Class A units would likely be adversely affected.

Investors must make appropriate timely investments and elections in order to take advantage of the benefits of investing in a qualified opportunity fund.

In order to receive the benefits of investing in a qualified opportunity fund, taxpayers must make deferral elections on Form 8949, *Sales and Other Dispositions of Capital Assets*, which will need to be attached to their U.S. federal income tax returns for the taxable year in which gain treated as capital gain (short-term or long-term) that results from the sale or exchange of capital assets to an unrelated person would have been recognized had it not been deferred. In addition, Form 8997, *Initial and Annual Statement of Qualified Opportunity Fund (QOF) Investments,* requires eligible taxpayers holding a qualified opportunity fund investment at any point during the tax year to report: (i) qualified opportunity fund investments holdings at the beginning and end of the tax year; (ii) current tax year capital gains deferred by investing in a qualified opportunity fund; and (iii) qualified opportunity fund investments disposed of during the tax year. Taxpayers may receive a Letter 6502, *Reporting Qualified Opportunity Fund (QOF) Investments*, or a Letter 6503, *Annual Reporting of Qualified Opportunity Fund (QOF) Investments*, if they have not properly followed the instructions for Form 8997, *Initial and Annual Statement of Qualified Opportunity Fund (QOF) Investments*, and the IRS is missing information, the taxpayer entered invalid information, or the requirements to maintain a qualifying investment have not been followed. Taxpayers who receive a Letter 6502, *Reporting Qualified Opportunity Fund (QOF) Investments*, or a Letter 6503, *Annual Reporting of Qualified Opportunity Fund (QOF) Investments*, may need to file an amended return or an administrative adjustment request with a properly completed Form 8997, *Initial and Annual Statement of Qualified Opportunity Fund (QOF) Investments*. The procedures that you will need to follow to defer your capital gains and the requirements related to maintaining a qualifying investment are highly technical and complex, accordingly, we recommend that you consult with your own tax advisor.

The tax treatment of an investment in our Class A units could be subject to potential legislative, judicial, or administrative changes or differing interpretations, possibly applied on a retroactive basis.

The present U.S. federal income tax treatment of an investment in our Class A units may be modified by administrative, legislative, or judicial interpretation at any time. From time to time, members of Congress propose and consider substantive changes to the existing U.S. federal income tax laws that would affect us, including a prior legislative proposal that would have eliminated the "qualifying income" exception upon which we intend to rely for our treatment as a partnership for U.S. federal income tax purposes. There can be no assurance that there will not be changes to U.S. federal income tax laws or the Department of Treasury's or IRS's interpretation of the qualifying income and qualified opportunity fund rules in a manner that could impact our ability to continue to qualify as a partnership or qualified opportunity fund in the future, which could negatively impact the value of an investment in our Class A units. Any changes to the U.S. federal tax laws and interpretations thereof may be applied prospectively or retroactively and could make it more difficult or impossible for us to meet the qualifying income exception or qualified opportunity fund requirements and accordingly adversely affect the tax consequences associated with an investment in our Class A units.

If the IRS contests the U.S. federal income tax positions we take, the value our Class A units may be adversely impacted, and the cost of any IRS contest will reduce cash available for distributions.

The IRS may adopt positions that differ from the positions we have taken or may take on tax matters. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take. A court may not agree with some or all of the positions we take. Any contest with the IRS may materially and adversely impact the value of our Class A units. In addition, the costs of any contest with the IRS will be borne indirectly by the holders of our Class A units because the costs will reduce our cash available for distribution.

If the IRS makes audit adjustments to our income tax returns, the IRS (and some states) may assess and collect any taxes (including any applicable penalties and interest) resulting from such audit adjustments directly from us, in which case our cash available for distribution holders of our Class A units might be substantially reduced, and current and former holders of our Class A units may be required to indemnify us for any taxes (including applicable penalties and interest) resulting from audit adjustments paid on their behalf.

Even if you do not receive any cash distributions from us, you will be required to pay taxes on your share of our taxable income.

You will be required to pay U.S. federal income taxes and, in some cases, state and local income taxes, on your share of our taxable income, whether or not you receive cash distributions from us. For example, if we sell assets and reinvest the proceeds or use proceeds to repay existing debt, you may be allocated taxable income and gain resulting from the sale and our cash available for distribution would not increase. You may not receive cash distributions from us equal to your share of our taxable income or even equal to the actual tax due from you with respect to that income.

You will likely be subject to state and local taxes and return filing requirements as a result of investing in our Class A units.

In addition to federal income taxes, holders of our Class A units likely will be subject to other taxes, such as state and local income taxes, unincorporated business taxes and estate, inheritance, or intangible taxes that are imposed by the various jurisdictions in which we do business or own property now or in the future. Holders of our Class A units will likely be required to file state and local income tax returns and pay state and local income taxes in some or all of these various jurisdictions, even if they do not live in these jurisdictions. Further, holders of our Class A units may be subject to penalties for failure to comply with those requirements. It is the responsibility of the holders of our Class A units to file all federal, state, local and foreign tax returns.

You will receive a Schedule K-1 to IRS Form 1065, which could increase the complexity of your tax circumstances.

We will prepare and deliver a Schedule K-1 to IRS Form 1065 for each holder of our Class A units. Your Schedule K-1 will contain information regarding your allocable share of our items of income, gain, loss, deduction, credit and adjustments to the carrying value of our assets and investments. Schedule K-1s are usually complex, and you may find that preparing your own tax returns requires additional time. You may also find it necessary or advisable to engage the services of an accountant or other tax adviser, at your own cost and expense, to assist with the preparation of your tax returns.

In addition, it is possible that your income tax liability with respect your allocable share of our income for a particular taxable year, as reflected on your Schedule K-1, could exceed the amount of cash distributions, if any, that we make to you for that taxable year, thus giving rise to an out-of-pocket tax liability. Accordingly, you should consult with your own accountant or other tax advisers concerning the tax consequences of your specific tax circumstances prior to acquiring, holding or disposing of any of our Class A units.

We do not expect to be able to furnish definitive Schedule K-1s to IRS Form 1065 to each holder of our Class A units prior to the deadline for filing U.S. income tax returns, which means that holders of our Class A units who are U.S. taxpayers should anticipate the need to file annually a request for an extension of the due date of their income tax returns. In addition, it is possible that holders of our Class A units may be required to file amended income tax returns.

As a partnership, we will report our operating results, including income, gains, losses, deductions, credits and adjustments to the carrying value of our assets and investments to IRS annually on Form 1065 provide a Schedule K-1 to each holder of our Class A units. Although we currently intend to distribute Schedule K-1s on or around 90 days after the end of our fiscal year, it may require a substantial period of time after the end of our fiscal year to obtain the requisite information from all lower-tier entities to enable us to prepare and deliver Schedule K-1s. For this reason, holders of Class A units should anticipate that they will need to file annually with the IRS (and certain states) a request for an extension past the due date of their income tax return.

In addition, it is possible that a holder of our Class A units will be required to file amended income tax returns or report additional income on later-year tax returns as a result of adjustments to items on income tax returns of the Company or our Operating Companies. Any obligation of a holder of our Class A units to file amended income tax returns for the foregoing or any other reason, including any costs incurred in the preparation or filing of such returns, is the responsibility of each holder of our Class A units.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Risk Management and Strategy

We are externally managed by our Manager, and as such rely on our Manager to manage our day-to-day operations pursuant to our Management Agreement. Services provided under the Management Agreement are performed by individuals who are employees of our Sponsor or one or more of its affiliates. We, our Manager and our Sponsor are also party to an Employee and Cost Sharing Agreement. Pursuant the Employee and Cost Sharing Agreement our Sponsor provides our Manager with access to, among other things, the information technology ("IT") systems necessary for the performance by our Manager of its duties under the Management Agreement. These IT systems include data hosting facilities and other hardware and software platforms, some of which are hosted by third-party service providers. Our Sponsor's IT systems, like those of most other companies, may be vulnerable to cybersecurity threats, including data breaches, cyberattacks, malware and computer viruses and interruption of services.

Our Sponsor takes a risk-based approach to cybersecurity and has implemented cybersecurity and IT risk management policies and procedures designed to address cybersecurity threats and incidents, including regularly assessing risks from cyber threats, monitoring IT systems for potential vulnerabilities, and testing IT systems according to its policies and practices. Our Sponsor also uses a number of security tools and external service providers to monitor, test or otherwise assist with various aspects of its cybersecurity controls.

As of the date of this Form 10-K, cybersecurity threats, including as a result of any previous cybersecurity incidents, have not materially affected us, our business strategy, results of operations, or financial condition.

Governance

Our Board is responsible for the oversight of our Manager, who, pursuant to the Management Agreement, is responsible for overseeing our risk management processes, including cybersecurity risks. Our Board recognizes the critical importance of maintaining effective cybersecurity measures and our Manager's role in assessing and managing our material risks from cybersecurity threats. Our Manager provides our Board with timely updates both on a periodic basis and as new cybersecurity risks arise.

Item 2. Properties.

Our principal executive offices are located in a space owned by an affiliate of our Sponsor at 255 Glenville Road, Greenwich, Connecticut 06831. We consider these facilities to be suitable for the management of our business.

For an overview of our investments in multifamily and mixed-use rental properties, refer to Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations — Investments in Multifamily and Mixed-Use Rental Properties."

Item 3. Legal Proceedings.

From time to time we may be involved in various claims and legal matters arising in the ordinary course of business.

We record loss contingencies for legal matters when it is both probable that liability will be incurred, and the amount of loss can be reasonably estimated. Where the reasonable estimate of a probable loss is a range, we record the most likely estimate of loss within that range.

For the litigation described below, we do not believe liability is probable and therefore have not accrued loss contingencies for the matter. However, litigation and other disputes are inherently unpredictable and subject to substantial uncertainties. We will reassess our accruals on an ongoing basis taking into account the procedural stage and developments in the litigation.

The Galinn Fund LLC

On December 5, 2024, the Galinn Fund LLC, a New York limited liability company (“Galinn”), filed a complaint in Connecticut State Superior Court naming CMC Storrs SPV, LLC (“CMC”), the holding company for our investment property located at 497-501 Middle Turnpike, Storrs, Connecticut (“497-501 Middle”), as a defendant, alongside Chen Ji, an individual (“Chen”), and two additional entities (the “Guarantors”).

In the complaint Galinn alleges, among other things, that on May 24, 2024, Chen, on behalf of CMC, executed a mortgage note (the “Note”) in the principal amount of $3.0 million (the “Loan”), which was secured in part by a mortgage against 497-501 Middle (the “Mortgage”). Galinn further alleges that CMC is in default under both the Note and Mortgage for failure to make payments when due. Galinn is seeking to foreclose on the Mortgage and damages against CMC and the Guarantors.

In March 2020, when we first acquired an equity interest in CMC, Chen was an affiliate of the entity, however, he thereafter exited the investment and is no longer in any way affiliated with or authorized to act on behalf of CMC. We maintain that the Loan was obtained as a result of Chen’s fraud and Galinn’s negligence, and had Galinn done adequate due diligence, or reviewed the publicly available filings on the State of Connecticut’s Business Records website, or even a basic Google search, Chen’s lack of authority would have been readily apparent prior to Galinn having made the Loan.

We dispute any liability in this litigation, believe we have substantial defenses to Galinn’s claims, and are vigorously defending the matter.

As of December 31, 2024, neither we nor any of our subsidiaries were subject to any other material legal proceedings.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our Class A units are traded on the NYSE American under the symbol "OZ" and began trading on NYSE American on October 18, 2021. Neither our Class B units nor our Class M unit are listed or traded on any established public trading market.

Holders

As of March 28, 2025, there were 46 holders of record of our Class A units, and one holder of record of each of our Class B units and Class M unit, respectively.

Distribution Policy

We do not expect to pay any distributions until our investments are generating operating cash flow. Once we begin to pay distributions, we expect to pay them quarterly, in arrears, but may pay them less frequently as determined by us following consultation with our Manager. While we have the discretion to modify our distribution policy at any time, we currently anticipate working up to a target annual distribution rate of 6-8%. Any distributions that we do pay will be at the discretion of our Manager, subject to Board oversight, and based on, among other factors, our present and projected future earnings, cash flow, capital needs and general financial condition, as well as any requirements of applicable law. In order to participate in any distribution that we do pay, you must be a holder of record of our Class A units as of the record date for such distribution, and as of the ex-date, if applicable. We have not established a minimum distribution level, and our Operating Agreement does not require that we pay distributions to the holders of our Class A units.

Use of Proceeds from Registered Sales of Securities

We are the successor in interest to Belpointe REIT, Inc., a Maryland corporation ("Belpointe REIT"), incorporated on June 19, 2018. During the year ended December 31, 2021, we acquired all of the outstanding shares of common stock of Belpointe REIT in an exchange offer and related conversion and merger transaction.

On September 30, 2021, the U.S. Securities and Exchange Commission (the "SEC") declared effective our initial registration statement on Form S-11, as amended (File No. 333-255424) (the "Primary Registration Statement"), registering a continuous primary offering of up to $750,000,000 in our Class A units (our "Primary Offering"). From the period of October 7, 2021, the date of the first closing held in connection with our Primary Offering, through December 31, 2022, we issued 2,273,339 Class A units in our Primary Offering, raising net offering proceeds of $226.0 million.

On May 9, 2023, the SEC declared effective our follow-on registration statement on Form S-11, as amended (File No. 333-271262) (the "Follow-on Registration Statement"), registering the offer and sale of up to an additional $750,000,000 of our Class A units on a continuous "best efforts" basis by any method deemed to be an "at the market" offering pursuant to Rule 415(a)(4) under the Securities Act of 1933, as amended (the "Securities Act"), including by offers and sales made directly to investors or through one or more agents (our "Follow-on Offering" and, together with our Primary Offering, our "Public Offerings").

In connection with the Follow-on Registration Statement, we entered into a non-exclusive dealer manager agreement with Emerson Equity LLC (the "Dealer Manager"), a registered broker-dealer, for the sale of our Class A units through the Dealer Manager. The Dealer Manager will enter into participating dealer agreements and wholesale agreements with other broker-dealers, referred to as "selling group members," to authorize those broker-dealers to solicit offers to purchase our Class A units. We will pay our Dealer Manager commissions of up to 0.25%, and the selling group members commissions ranging from 0.25% to 4.50%, of the principal amount of Class A unit sold in the Follow-on Offering. In addition, our Follow-on Registration Statement constitutes a post-effective amendment to our Primary Registration Statement, conforming our Primary Offering to our Follow-on Offering.

The purchase price for Class A units in our Public Offerings is the lesser of (i) the current NAV of our Class A units, and (ii) the average of the high and low sale prices of our Class A units on the NYSE American during regular trading hours on the last trading day immediately preceding the investment date on which the NYSE American was open for trading and trading in our Class A units occurred.

Each quarter, our Manager calculates our NAV and NAV per Class A unit as of the last day of the quarter (the "Determination Date"). Our NAV per Class A unit is equal to our NAV as of the Determination Date, divided by the number of Class A units outstanding on the Determination Date. We disclose our determination of NAV and NAV per Class A unit within approximately 60 days of the Determination Date. Any adjustments to our NAV and the per Class A unit purchase price take effect as of the first business day following its public announcement. As of December 31, 2024, our NAV per Class A units was $119.94.

We file a prospectus supplement with the SEC disclosing quarterly determinations of our NAV per Class A unit. Additionally, if a material event occurs in between quarterly updates of NAV that would cause our NAV to change by 10% or more from the most recently disclosed NAV, we will disclose the updated price and the reason for the change in prospectus supplement as promptly as reasonably practicable.

From the period of October 7, 2021, the date of the first closing held in connection with our Primary Offering, through December 31, 2023, we issued 2,372,289 Class A units in our Primary Offering, raising net offering proceeds of $233.5 million. For the year ended December 31, 2024, we issued 41,774 Class A units in connection with our Public Offerings, raising net offering proceeds of $3.0 million. Together with the gross proceeds raised in Belpointe REIT, Inc.'s prior offerings, as of December 31, 2024, we have raised aggregate gross offering cash proceeds of $357.3 million.

The following tables summarize certain information about the Public Offering proceeds and our use of proceeds, including direct or indirect payments to our directors, officers, affiliates or to any person owning 10% or more of any class of our equity securities as of December 31, 2024:

Offering proceeds		
Class A units sold		2,414,063
Gross offering proceeds	$	238,326,670
Selling commissions		5,000
Offering costs (1) (2) (3)		1,741,256
Net offering proceeds	$	236,580,414

(1) Includes $0.3 million of reimbursements to an affiliate for costs incurred on our behalf.

(2) Direct or indirect payments of $1.4 million have been made to others, including payments for legal, accounting, transfer agent, FINRA, and filing fees, as of December 31, 2024.

(3) Includes all offering costs incurred by the Company in connection with any offer and sale of securities by the Company.

Uses of net offering proceeds (in thousands)		
Funding of loans receivable (1)	$	34,955
Purchases and development of real estate (2)		180,594
Working capital (3) (4)		21,031
	$	236,580

(1) Includes direct payment of $30.0 million to Norpointe, an affiliate of our Chief Executive Officer. See "Part III, Item 13—Certain Relationships and Related Transactions, and Director Independence—Our Affiliate Transactions—Our Transaction with Norpointe, LLC" for additional details regarding our transactions with Norpointe.

(2) Includes direct or indirect payments of $10.0 million to directors, officers and affiliates as of December 31, 2024 predominantly for insurance premiums and employee reimbursement expenditures (pursuant primarily to our development management agreements). See "Part III, Item 13—Certain Relationships and Related Transactions, and Director Independence—Our Affiliate Transactions" for additional information regarding fees incurred on our behalf by, and expenses reimbursable to, our Manager and its affiliates.

(3) Includes direct or indirect payments of $9.4 million to directors, officers and affiliates as of December 31, 2024 for management fees, insurance premiums and employee cost sharing expenses (pursuant to our Management Agreement and Employee and Cost Sharing Agreement). See "Part III, Item 13—Certain Relationships and Related Transactions, and Director Independence—Our Affiliate Transactions" for additional information regarding fees incurred on our behalf by, and expenses reimbursable to, our Manager and its affiliates.

(4) Includes direct or indirect payments of $3.8 million to others, including payments for legal, accounting, marketing, transfer agent and filing fees, as of December 31, 2024.

Unregistered Sales of Equity Securities

As of December 31, 2024, we have not sold any equity securities within the past three years that were not registered under the Securities Act.

Item 6. [Reserved].

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K (this "Form 10-K"). This discussion contains forward-looking statements that are subject to risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business prospects, growth strategy and liquidity. The factors listed under "Risk Factors" and "Forward-Looking Statements" in this Form 10-K provide examples of risks, uncertainties and events that may cause our actual results to differ materially from the expectations described in any forward-looking statements.

Overview

We are the only publicly traded qualified opportunity fund listed on a national securities exchange. We are a Delaware limited liability company formed to invest in and manage a portfolio consisting primarily of commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, and private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses. We currently intend to operate in a manner that will allow us to qualify as a partnership for U.S. federal income tax purposes.

We are focused on identifying, acquiring, developing or redeveloping and managing commercial real estate located within qualified opportunity zones. At least 90% of our assets consist of qualified opportunity zone property. We qualified as a qualified opportunity fund beginning with our taxable year ended December 31, 2020. Because we are a qualified opportunity fund certain of our investors are eligible for favorable capital gains tax treatment on their investments.

All of our assets are and will continue to be held by, and all of our operations are and will continue to be conducted through, one or more of our Operating Companies, either directly or indirectly through subsidiaries. We are externally managed by Belpointe PREP Manager, LLC (our "Manager"), which is an affiliate of our sponsor, Belpointe, LLC (our "Sponsor").

History and Development of the Company

We are the successor in interest to Belpointe REIT, Inc., a Maryland corporation ("Belpointe REIT"), incorporated on June 19, 2018. During the year ended December 31, 2021, we acquired all of the outstanding shares of common stock of Belpointe REIT in an exchange offer and related conversion and merger transaction.

On May 9, 2023, the SEC declared effective our follow-on registration statement on Form S-11, as amended (File No. 333-271262) (the "Follow-on Registration Statement"), registering the offer and sale of up to $750,000,000 of our Class A units on a continuous "best efforts" basis by any method deemed to be an "at the market" offering pursuant to Rule 415(a)(4) under the Securities Act of 1933, as amended (the "Securities Act"), including by offers and sales made directly to investors or through one or more agents.

In connection with the Follow-on Registration Statement, we entered into a non-exclusive dealer manager agreement with Emerson Equity LLC (the "Dealer Manager"), a registered broker-dealer, for the sale of our Class A units through the Dealer Manager. The Dealer Manager will enter into participating dealer agreements and wholesale agreements with other broker-dealers, referred to as "selling group members," to authorize those broker-dealers to solicit offers to purchase our Class A units. We will pay our Dealer Manager commissions of up to 0.25%, and the selling group members commissions ranging from 0.25% to 4.50%, of the principal amount of Class A unit sold in the Follow-on Offering.

In addition, our Follow-on Registration Statement constitutes a post-effective amendment to the registration statement on Form S-11, as amended (File No. 333-255424), registering the offer and sale of our ongoing initial public offering of up to $750,000,000 of our Class A units, declared effective by the SEC on September 30, 2021 (our "Primary Offering" and, together with our Follow-on Offering, our "Public Offerings") conforming our Primary Offering to our Follow-on Offering.

For the year ended December 31, 2024, we issued 41,774 Class A units in connection with our Public Offerings. Together with the gross proceeds raised by Belpointe REIT in its prior offerings, as of December 31, 2024, we have raised aggregate gross offering cash proceeds of $357.3 million.

The purchase price for Class A units in our Public Offerings is the lesser of (i) the NAV of our Class A units, and (ii) the average of the high and low sale prices of our Class A units on the NYSE American during regular trading hours on the last trading day immediately preceding the investment date on which the NYSE American was open for trading and trading in our Class A units occurred.

Each quarter, our Manager calculates our NAV and NAV per Class A unit as of the last day of the quarter (the "Determination Date"). Our NAV per Class A unit is equal to our NAV as of the Determination Date, divided by the number of Class A units outstanding on the Determination Date. We disclose our determination of NAV and NAV per Class A unit within approximately 60 days of the Determination Date. Any adjustments to our NAV and the per Class A unit purchase price take effect as of the first business day following its public announcement. As of December 31, 2024, our NAV per Class A units was $119.94.

Our Business Outlook

Despite expectations of the U.S. falling into recession, market conditions for multifamily and mixed-use rental properties in the geographic regions in which we operate have remained strong over the past several quarters. Future economic conditions and the demand for multifamily and mixed-use rental properties are, and the real estate industry in general is, subject to uncertainty as a result of a number of factors, including, among others, the rate of rent growth, rate of new construction, rate of absorption, the rate of unemployment, increasing interest rates, higher rates of inflation, instability in the banking system, the availability of credit, financial market volatility, general economic uncertainty, increasing energy costs, supply chain disruptions and labor shortages. The potential effect of these and other factors and the projected impact of these and other events on our business, results of operations and financial performance, presents material uncertainty and risk with respect to our future performance and financial results, including the potential to negatively impact our costs of operations, our financing arrangements, the value of our investments, and the laws, regulations and governmental and regulatory policies applicable to us. As a result, our past performance may not be indicative of future results.

Given the evolving nature of certain of these factors, the extent to which they may impact our future performance and financial results will depend on future developments which remain highly uncertain and, as a result, at this time we are unable to estimate the impact that these factors may have on our future financial results. Our Manager continuously reviews our investment and financing strategies for optimization and to reduce our risk in the face of the fluidity of these and other factors.

Results of Operations

As a result of the placement of Aster & Links in service and the commencement of operations during the year ended December 31, 2024 (see Part I, Item 1—Our Investments), we have revised our reportable segments to include two distinct segments: Commercial and Mixed-use properties. We believe that segment net operating income (loss) ("Segment NOI") provides a useful measure of our performance of our business, as it reflects the core rental operations of our operating real estate. Segment NOI is calculated as total revenues, less property expenses, excluding corporate level items, such as management fees incurred to our Manager, depreciation and amortization, general and administrative expenses, interest expense, and other non-operating items.

The following table details the results of Segment NOI, a supplemental financial measure, reconciled to our consolidated statement of operations for the years ended December 31, 2024, and 2023 (amounts in thousands):

	Years Ended December 31,					
	2024			2023		
	Commercial Segment	Mixed-use Segment	Total	Commercial Segment	Mixed-use Segment	Total
Segment NOI:						
Rental revenue	$ 1,099	$ 1,576	$ 2,675	$ 1,769	$ 485	$ 2,254
Property expenses	(1,145)	(2,989)	(4,134)	(730)	(756)	(1,486)
Total Segment NOI	$ (46)	$ (1,413)	$ (1,459)	$ 1,039	$ (271)	$ 768
Non-segment items:						
Management fees, included in Property expenses			(2,705)			(2,693)
General and administrative			(5,111)			(6,335)
Interest expense			(10,006)			—
Depreciation and amortization			(4,215)			(2,067)
Impairment of real estate			(777)			(4,060)
Interest income			646			113
Other expense			(228)			(87)
Loss before income taxes			(23,855)			(14,361)
Provision for income taxes			(1)			(1)
Net loss			(23,856)			(14,362)
Net loss attributable to noncontrolling interests			—			11
Net loss attributable to Belpointe PREP, LLC			$(23,856)			$(14,351)

Comparison of the Year Ended December 31, 2024 to the Year Ended December 31, 2023

Segment NOI

Commercial Segment

For the year ended December 31, 2024, as compared to the same period in 2023, Segment NOI decreased by $1.1 million. This decrease is primarily due to lower below-market rent intangible amortization impacting rental revenue, as certain intangible liabilities were fully amortized in 2023, as well as higher real estate taxes and insurance expenses.

Mixed-use Segment

For the year ended December 31, 2024, as compared to the same period in 2023, Segment NOI decreased by $1.1 million. This decrease is primarily due to the recent placement of Aster & Links in service during the current year. As the property is still in its initial lease-up phase, rental revenue has not yet fully stabilized to offset property expenses.

General and Administrative

General and administrative expenses primarily consists of employee cost sharing expenses (pursuant to our Management Agreement and Employee and Cost Sharing Agreement), marketing expenses, legal, audit, tax and accounting fees. See “Certain Relationships and Related Transactions, and Director Independence—Our Management Agreement” for additional details regarding our Management Agreement and “Certain Relationships and Related Transactions, and Director Independence—Our Employee and Cost Sharing Agreement” for additional details regarding our employee and cost sharing agreement.

For the year ended December 31, 2024, as compared to the same period in 2023, general and administrative expenses decreased by $1.2 million. This decrease is primarily due to lower marketing expenses, a decrease in dead deal costs, and a decrease in allocation of costs incurred by our Manager and its affiliates.

Interest Expense

During the years ended December 31, 2024 and 2023, interest expense totaled $10.0 million and zero, respectively, due to gross interest expense of $12.1 million and $0.5 million, respectively, and the impact of non-cash amortization of debt discount and debt issuance costs of $2.3 million and $0.6 million, respectively, partially offset by capitalized interest and fees of $4.4 million and $1.1 million, respectively.

Depreciation and Amortization

For the year ended December 31, 2024, as compared to the same period in 2023, depreciation and amortization increased by $2.1 million. This increase is primarily due to the placement of fixed assets in service at Aster & Links during 2024, partially offset by lower in-place lease intangible amortization as certain intangible assets were fully amortized in 2023.

Impairment of Real Estate

During the years ended December 31, 2024, and 2023, we recorded impairment charges of $0.8 million and $4.1 million, respectively, in relation to one of our real estate assets located in Nashville, Tennessee, based on our conclusion that the estimated fair market value of the real estate asset was lower than the carrying value, and as a result, we reduced the carrying value to the fair market value.

Interest Income

Interest income for the periods presented were comprised of interest earned from cash balances held in interest bearing bank accounts. The increase in the current year periods as compared to the prior year periods were attributable to higher cash balances in interest bearing accounts.

Other expense

Other expense for the periods presented were primarily comprised of gains and losses in connection with our interest rate caps. Please see "Note 9 – Derivative Instruments" in our consolidated financial statements in this Form 10-K for additional information.

Liquidity and Capital Resources

Overview

Our primary needs for liquidity and capital resources are to fund our investments, including construction and development costs, pay our Public Offering and operating fees and expenses, pay any distributions that we may make to the holders of our units and pay interest on our outstanding indebtedness.

Our Public Offering and operating fees and expenses include, among other things, legal, audit and valuation fees and expenses, federal and state filing fees, SEC, FINRA and NYSE filing fees, printing expenses, administrative fees, transfer agent fees, marketing and distribution fees, the management fee that we pay to our Manager, and fees and expenses related to acquiring, financing, appraising, and managing our commercial real estate properties. We do not have office or personnel expenses as we do not have any employees.

Liquidity

Our future needs for liquidity will depend on a variety of factors, including, without limitation, our ability to generate cash flows from operations, the timing and availability of net proceeds from our Public Offerings and any future offerings that we may conduct, the timing and extent of our real estate acquisition and disposition activities, and the timing and extent of our construction and development costs.

Economic uncertainty, uncertainty surrounding legislation, regulation and government policy at the U.S. federal level, fluctuating interest rates, unemployment rates, energy prices, tariffs, immigration, taxes, inflation, volatility in the real estate markets, slowdowns in transaction volume, delays in financings from banks and other lenders and other negative trends may, in the future, adversely impact our ability to timely access potential sources of liquidity. If we are unable to raise additional capital when desired, or on terms that are acceptable to us, our business, financial condition and results of operations could be adversely affected.

We believe that our cash on-hand, the anticipated net proceeds from our Public Offerings, the projected cash flows from our real estate assets and our current and anticipated financing activities will be sufficient to meet our liquidity and capital resource requirements for the next 12 months from the date of issuance of this Form 10-K.

Capital Requirements and Resources

Where our Manager and its affiliates, including our Sponsor, have funded, and in the future if they continue to fund, our capital requirements by advancing us offering and operating fees and expenses, we reimburse our Manager and its affiliates, including our Sponsor, pursuant to the terms of our management agreement and employee and cost sharing agreement. Fees payable and expenses reimbursable to our Manager and its affiliates, including our Sponsor, may be paid, at the election of the recipient, in cash, by issuance of our Class A Units at the then-current NAV, or through some combination of the foregoing. There were no Public Offering costs incurred by our Manager and its affiliates during the years ended December 31, 2024 and 2023. During the years ended December 31, 2024 and 2023, our Manager and its affiliates, including our Sponsor, incurred operating expenses of $2.6 million and $2.9 million, respectively, on our behalf.

During the year ended December 31, 2022, our indirect majority-owned subsidiary entered into a construction management agreement for the development of 1991 Main. For additional details regarding 1991 Main, see "Part I, Item 1—Our Investments—1991 Main Street – Sarasota, Florida ("Aster & Links")." The construction management agreement contains terms and conditions that are customary for a project of this type and will be subject to guaranteed maximum price. As of December 31, 2024, we had an unfunded capital commitment totaling $9.7 million under the terms of this agreement. As of the date of this Form 10-K, we currently anticipate that the remaining funding for construction and soft costs associated with the development of Aster & Links will be a minimum of $25.5 million (inclusive of the aforementioned unfunded capital commitment).

During the year ended December 31, 2023, our indirect majority-owned subsidiary entered into a variable-rate construction loan agreement for up to $130.0 million in principal amount to fund the development of Aster & Links. Advances under the 1991 Main Construction Loan bear interest at a per annum rate equal to the one-month term SOFR plus 3.45%, subject to a minimum all-in per annum rate of 8.51%. The 1991 Main Construction Loan has an initial maturity date of May 12, 2027 and contains a one-year extension option, subject to certain restrictions. As of December 31, 2024, we have drawn down $97.5 million on the 1991 Main Construction Loan.

On January 31, 2024, our indirect majority-owned subsidiary entered into a mezzanine loan agreement for up to $56.4 million in principal amount. The 1991 Main Mezzanine Loan bears interest at a rate of 13.0% per annum, and is secured by Aster & Links. In connection with the 1991 Main Mezzanine Loan, we are required to maintain an interest reserve and carry reserve for purposes of paying accrued but unpaid interest on the 1991 Main Mezzanine Loan and interest, principal and other obligations under the 1991 Main Construction Loan. As of December 31, 2024, the 1991 Main Mezzanine Loan balance was $46.2 million. Proceeds under the 1991 Main Mezzanine Loan may be used to reimburse the Company for certain costs and expenses incurred in relation to, and to fund the continued development of, Aster & Links. The 1991 Main Mezzanine Loan has an initial maturity date of May 12, 2027 and contains a one-year extension option, subject to certain restrictions. For additional details regarding the 1991 Main Mezzanine Loan, see "Part I, Item 1—Our Investments—1991 Main Street – Sarasota, Florida (also known as "Aster & Links")."

In April 2023, our indirect majority-owned subsidiary entered into a construction management agreement for the development of Viv. For additional details regarding Viv, see "Part I, Item 1—Our Investments—1000 First Avenue North and 900 First Avenue North – St. Petersburg, Florida ("Viv")." The construction management agreement contains terms and conditions that are customary for a project of this type and will be subject to guaranteed maximum price. As of December 31, 2024, we had an unfunded capital commitment totaling $50.3 million under the terms of this agreement. We currently anticipate that the remaining funding for construction and soft costs associated with the development of 1000 First will be a minimum of approximately $62.5 million (inclusive of the aforementioned unfunded capital commitment).

On June 28, 2024, our indirect majority-owned subsidiary entered into a variable-rate construction loan agreement for up to $104.0 million in principal amount. The 1000 First Construction Loan bears interest at a per annum rate equal to the one-month term SOFR plus 3.80%, subject to a minimum all-in per annum rate of 7.55%, and is secured by Viv. Advances under the 1000 First Construction Loan may be used to fund the development of Viv. The 1000 First Construction Loan has an initial maturity date of June 28, 2027 and contains two one-year extension options, subject to certain restrictions. For additional details regarding the 1000 First Construction Loan, see "—Our Investments—1000 First Avenue North and 900 First Avenue North – St. Petersburg, Florida ("Viv")". As of December 31, 2024, we have drawn down $29.5 million on the 1000 First Construction Loan.

On June 26, 2024, our indirect majority-owned subsidiary entered into a fixed-rate loan for $10.0 million in principal amount with KHRE SMA Funding, LLC, which is secured by 900 8th Avenue South. The 900 8th Land Loan bears interest at a rate of 9.50% per annum, and is due to mature on June 26, 2025, with two six-month extension options, subject to certain restrictions. For additional details regarding the 900 8th Land Loan, see "—Our Investments—900 8th Avenue South – Nashville, Tennessee."

We expect to continue to obtain the capital resources that we need over the short and long-term from cash on-hand, from the proceeds of our Public Offerings and any future offerings that we may conduct, from the advancement of reimbursable fees and expenses by our Manager and its affiliates, including our Sponsor, from the proceeds of secured or unsecured financing from banks and other lenders, from projected operating funds from our real estate assets and from any other undistributed cash flow generated from operations. For additional details regarding our Public Offerings, see "Part II, Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities—Use of Proceeds from Registered Sales of Securities."

Leverage

We employ leverage in order to provide more funds available for investment. We believe that careful use of conservatively structured leverage will help us to achieve our diversification goals and potentially enhance the returns on our investments.

Our targeted aggregate property-level leverage, excluding any debt at the Company level or on assets under development or redevelopment, after we have acquired a substantial portfolio of stabilized commercial real estate, is between 50-70% of the greater of the cost (before deducting depreciation or other non-cash reserves) or fair market value of our assets. During the period when we are acquiring, developing and redeveloping our investments, we may employ greater leverage on individual assets. An example of property-level leverage is a mortgage loan secured by an individual property or portfolio of properties incurred or assumed in connection with our acquisition of such property or portfolio of properties. An example of debt at the Company level is a line of credit obtained by us or our Operating Companies.

Our Manager may from time to time modify our leverage policy in its discretion in light of then-current economic conditions, relative costs of debt and equity capital, market values of our assets, general conditions in the market for debt and equity securities, growth and acquisition opportunities or other factors. There is no limit on the amount we may borrow with respect to any individual property or portfolio.

Cash Flows

The following table provides a breakdown of the net change in our cash and cash equivalents and restricted cash (amounts in thousands):

	Years Ended December 31,	
	2024	2023
Cash flows used in operating activities	$ (13,689)	$ (6,945)
Cash flows used in investing activities	(138,089)	(145,123)
Cash flows provided by financing activities	157,024	30,686
Net increase (decrease) in cash and cash equivalents and restricted cash	$ 5,246	$ (121,382)

As of December 31, 2024 and 2023, cash and cash equivalents and restricted cash totaled approximately $28.8 million and $23.6 million, respectively.

Net cash flows used in operating activities for the year ended December 31, 2024 primarily relates to interest expense incurred on our indebtedness, the payment of employee cost sharing expenses as well as payments for property management, legal, and accounting fees. Net cash flows used in operating activities for the year ended December 31, 2023 primarily relates to the payment of management fees and employee cost sharing expenses as well as payments for marketing, legal, tax and accounting fees.

Net cash flows used in investing activities for the year ended December 31, 2024 primarily relates to the funding of development properties. For additional details regarding our development properties, see "Part I, Item 1—Our Investments." Net cash flows used in investing activities for the year ended December 31, 2023 primarily relates to the funding of development properties.

Net cash flows provided by financing activities for the year ended December 31, 2024 primarily relates to net proceeds from financings, including the 1991 Main Mezzanine Loan, the 1991 Main Construction Loan, the 1000 First Construction Loan, and the 900 8th Land Loan. For additional details regarding our outstanding indebtedness, see "—Liquidity and Capital Resources." Net cash flows provided by financing activities for the year ended December 31, 2023 primarily relates to the net proceeds from 1991 Main Construction Loan, proceeds from our Public Offerings, and proceeds from our loan from an affiliate.

Critical Accounting Policies

Our audited consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

Our significant accounting policies are described in "Note 2 — Summary of Significant Accounting Policies." Many of these accounting policies require judgment and the use of estimates and assumptions when applying these policies in the preparation of our consolidated financial statements. On a quarterly basis, we evaluate these estimates and judgments based on historical experience as well as other factors that we believe to be reasonable under the circumstances. These estimates are subject to change in the future if underlying assumptions or factors change. Certain accounting policies, while significant, may not require the use of estimates. The recent accounting changes that may potentially impact our business are described under "Recent Accounting Pronouncements" in "Note 2 — Summary of Significant Accounting Policies."

Off-Balance Sheet Arrangements

We currently have no off-balance sheet arrangements that are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

We are a smaller reporting company, as defined in Item 10(f)(1) of Regulation S-K, as as a result are not required to provide the information required by this Item.

Item 8. Financial Statements and Supplementary Data.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Members of Belpointe PREP, LLC

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Belpointe PREP, LLC (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of operations, changes in members' capital and cash flows for each of the years in the two-year period ended December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Citrin Cooperman & Company, LLP

We have served as the Company's auditor since 2020.

New York, New York
March 31, 2025

Belpointe PREP, LLC
Consolidated Balance Sheets
(in thousands, except unit and per unit data)

	December 31, 2024	December 31, 2023
Assets		
Real estate		
Land	$ 51,038	$ 38,741
Building and improvements	238,684	17,939
Furniture, fixtures and equipment	2,633	—
Intangible assets	8,530	9,172
Real estate under construction	191,308	291,130
Total real estate	492,193	356,982
Accumulated depreciation and amortization	(6,917)	(3,441)
Real estate, net	485,276	353,541
Cash and cash equivalents	24,737	20,125
Other assets	7,578	8,451
Total assets	$ 517,591	$ 382,117
Liabilities		
Debt, net	$ 177,017	$ 19,678
Loan from affiliate	2,600	4,000
Due to affiliates	9,103	10,370
Lease liabilities	1,225	1,324
Accounts payable	13,322	12,584
Accrued expenses and other liabilities	10,267	9,097
Total liabilities	213,534	57,053
Commitments and contingencies	—	—
Members' Capital		
Class A units, unlimited units authorized, 3,664,173 and 3,622,399 units issued and outstanding at December 31, 2024 and 2023, respectively	301,776	322,626
Class B units, 100,000 units authorized, 100,000 units issued and outstanding at December 31, 2024 and 2023, respectively	—	—
Class M unit, one unit authorized, one unit issued and outstanding at December 31, 2024 and 2023, respectively	—	—
Total members' capital excluding noncontrolling interests	301,776	322,626
Noncontrolling interests	2,281	2,438
Total members' capital	304,057	325,064
Total liabilities and members' capital	$ 517,591	$ 382,117

See accompanying notes to consolidated financial statements.

Belpointe PREP, LLC
Consolidated Statements of Operations
(in thousands, except unit and per unit data)

	Years Ended December 31, 2024	Years Ended December 31, 2023
Revenue		
Rental revenue	$ 2,675	$ 2,254
Total revenue	2,675	2,254
Expenses		
Property expenses	6,839	4,179
General and administrative	5,111	6,335
Interest expense	10,006	—
Depreciation and amortization	4,215	2,067
Impairment of real estate	777	4,060
Total expenses	26,948	16,641
Other income		
Interest income	646	113
Other expense	(228)	(87)
Total other income	418	26
Loss before income taxes	(23,855)	(14,361)
Provision for income taxes	(1)	(1)
Net loss	(23,856)	(14,362)
Net loss attributable to noncontrolling interests	—	11
Net loss attributable to Belpointe PREP, LLC	$ (23,856)	$ (14,351)
Loss per Class A unit (basic and diluted)		
Net loss per unit	$ (6.56)	$ (4.04)
Weighted-average units outstanding	3,638,258	3,553,319

See accompanying notes to consolidated financial statements.

Belpointe PREP, LLC
Consolidated Statements of Changes in Members' Capital
(in thousands, except unit and per unit data)

	Class A units		Class B units		Class M unit		Total Members' Capital Excluding Noncontrolling Interests	Non controlling Interests	Total Members' Capital
	Units	Amount	Units	Amount	Units	Amount			
Balance at December 31, 2022	3,523,449	$329,482	100,000	$ —	1	$ —	$ 329,482	$ 3,170	$ 332,652
Issuance of units	98,950	7,932	—	—	—	—	7,932	—	7,932
Contribution from noncontrolling interests	—	—	—	—	—	—	—	266	266
Distribution to noncontrolling interests	—	—	—	—	—	—	—	(24)	(24)
Acquisition of noncontrolling interests (Note 5)	—	—	—	—	—	—	—	(963)	(963)
Offering costs	—	(437)	—	—	—	—	(437)	—	(437)
Net loss	—	(14,351)	—	—	—	—	(14,351)	(11)	(14,362)
Balance at December 31, 2023	3,622,399	322,626	100,000	—	1	—	322,626	2,438	325,064
Issuance of units	41,774	3,061	—	—	—	—	3,061	—	3,061
Contribution from noncontrolling interests	—	—	—	—	—	—	—	51	51
Distribution to noncontrolling interests	—	—	—	—	—	—	—	(47)	(47)
Acquisition of noncontrolling interests	—	(39)	—	—	—	—	(39)	(161)	(200)
Offering costs	—	(16)	—	—	—	—	(16)	—	(16)
Net loss	—	(23,856)	—	—	—	—	(23,856)	—	(23,856)
Balance at December 31, 2024	3,664,173	$301,776	100,000	$ —	1	$ —	$ 301,776	$ 2,281	$ 304,057

See accompanying notes to consolidated financial statements.

Belpointe PREP, LLC
Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31, 2024	Year Ended December 31, 2023
Cash flows from operating activities		
Net loss	$ (23,856)	$ (14,362)
Adjustments to net loss:		
Amortization of rent-related intangibles and straight-line rent adjustments	(2)	(820)
Depreciation and amortization including intangible assets and deferred financing costs	5,514	2,067
Impairment of real estate	777	4,060
Unrealized loss on interest rate derivatives, net	225	66
Changes in operating assets and liabilities:		
Increase in due to affiliates	2,513	1,896
Increase in other assets	(223)	(228)
(Decrease) increase in accounts payable	(248)	479
Increase (decrease) in accrued expenses and other liabilities	1,611	(103)
Net cash used in operating activities	(13,689)	(6,945)
Cash flows from investing activities		
Development of real estate	(137,845)	(139,733)
Other investing activity	(244)	(200)
Acquisition of real estate	—	(5,190)
Net cash used in investing activities	(138,089)	(145,123)
Cash flows from financing activities		
Proceeds from construction loans	102,767	21,874
Proceeds from term loans	55,755	—
Repayment of loan from affiliate	(4,000)	(1,500)
Payment of debt issuance costs	(3,143)	(2,618)
Proceeds from units issued	3,061	7,932
Proceeds from loan from affiliate	2,600	5,500
Distribution to noncontrolling interests	(247)	(24)
Other financing activities, net	226	(96)
Contributions from noncontrolling interests	52	216
Payment of offering costs	(47)	(373)
Payment of financing deposits	—	(225)
Net cash provided by financing activities	157,024	30,686
Net increase (decrease) in cash cash equivalents and restricted cash	5,246	(121,382)
Cash and cash equivalents and restricted cash, beginning of year	23,585	144,967
Cash and cash equivalents and restricted cash, end of year	$ 28,831	$ 23,585

See accompanying notes to consolidated financial statements.

Note 1 – Organization, Business Purpose and Capitalization

Organization and Business Purpose

Belpointe PREP, LLC (together with its subsidiaries, the "Company," "we," "us," or "our") is focused on identifying, acquiring, developing or redeveloping and managing commercial real estate located within "qualified opportunity zones." We were formed on January 24, 2020 as a Delaware limited liability company and qualify as a partnership and qualified opportunity fund for U.S. federal income tax purposes.

At least 90% of our assets consist of qualified opportunity zone property, and all of our assets are held by, and all of our operations are conducted through, one or more operating companies (each an "Operating Company" and collectively, our "Operating Companies"), either directly or indirectly through their subsidiaries. We are externally managed by Belpointe PREP Manager, LLC (our "Manager"), an affiliate of our sponsor, Belpointe, LLC (our "Sponsor"). Subject to the oversight of our board of directors (our "Board"), our Manager is responsible for managing our affairs on a day-to-day basis and for identifying and making acquisitions and investments on our behalf.

Capitalization

We are the successor in interest to Belpointe REIT, Inc., a Maryland corporation ("Belpointe REIT"), incorporated on June 19, 2018. During the year ended December 31, 2021, we acquired all of the outstanding shares of common stock of Belpointe REIT in an exchange offer and related conversion and merger transaction.

On May 9, 2023, the U.S. Securities and Exchange Commission (the "SEC") declared effective our registration statement on Form S-11, as amended (File No. 333-271262) (the "Follow-on Registration Statement"), registering the offer and sale of up to $750,000,000 of our Class A units on a continuous "best efforts" basis by any method deemed to be an "at the market" offering pursuant to Rule 415(a)(4) under the Securities Act of 1933, as amended (the "Securities Act"), including by offers and sales made directly to investors or through one or more agents (our "Follow-on Offering").

In connection with the Follow-on Registration Statement, we entered into a non-exclusive dealer manager agreement with Emerson Equity LLC (the "Dealer Manager"), a registered broker-dealer, for the sale of our Class A units through the Dealer Manager. The Dealer Manager may enter into participating dealer agreements and wholesale agreements with other broker-dealers, referred to as "selling group members," to authorize those broker-dealers to solicit offers to purchase our Class A units. We pay our Dealer Manager commissions of up to 0.25%, and the selling group members commissions ranging from 0.25% to 4.50%, of the principal amount of Class A units sold in the Follow-on Offering.

In addition, the Follow-on Registration Statement constituted a post-effective amendment to our initial registration statement on Form S-11, as amended (File No. 333-255424), registering our continuous primary offering of up to $750,000,000 of Class A units, declared effective by the SEC on September 30, 2021 (our "Primary Offering" and, together with our Follow-on Offering, our "Public Offerings"). For the year ended December 31, 2024, we have sold aggregate gross proceeds of $3.1 million, of Class A units in connection with our Public Offerings. Together with the gross proceeds raised in Belpointe REIT, Inc.'s prior offerings, as of December 31, 2024, we have raised aggregate gross offering proceeds of $357.3 million in our Public Offerings.

The purchase price for Class A units in our Public Offerings is the lesser of (i) the current net asset value (the "NAV") of our Class A units, and (ii) the average of the high and low sale prices of our Class A units on the NYSE American (the "NYSE") during regular trading hours on the last trading day immediately preceding the investment date on which the NYSE was open for trading and trading in our Class A units occurred. Our Manager calculates our NAV within approximately 60 days of the last day of each quarter, and any adjustments take effect as of the first business day following its public announcement. On March 10, 2025, we announced that our NAV as of December 31, 2024 was equal to $119.94 per Class A unit.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting and conform to accounting principles generally accepted in the United States of America ("U.S. GAAP") and Article 8 of Regulation S-X of the rules and regulations of the U.S. Securities and Exchange Commission ("SEC").

In the opinion of management, all adjustments considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows have been included and are of a normal and recurring nature.

Basis of Consolidation

The accompanying consolidated financial statements reflect all of our accounts, including those of our controlled subsidiaries. The portion of members' capital (deficit) in controlled subsidiaries that are not attributable, directly or indirectly, to us are presented in noncontrolling interests. All significant intercompany accounts and transactions have been eliminated.

We have evaluated our economic interests in entities to determine if they are deemed to be variable interest entities ("VIEs") and whether the entities should be consolidated. An entity is a VIE if it has any one of the following characteristics: (i) the entity does not have enough equity at risk to finance its activities without additional subordinated financial support; (ii) the at-risk equity holders, as a group, lack the characteristics of a controlling financial interest; or (iii) the entity is structured with non-substantive voting rights. The distinction between a VIE and other entities is based on the nature and amount of the equity investment and the rights and obligations of the equity investors. Fixed price purchase and renewal options within a lease, as well as certain decision-making rights within a loan or joint-venture agreement, can cause us to consider an entity a VIE. Limited partnerships and other similar entities that operate as a partnership will be considered VIEs unless the limited partners hold substantive kick-out rights or participation rights.

Significant judgment is required to determine whether a VIE should be consolidated. We review all agreements and contractual arrangements to determine whether (i) we or another party have any variable interests in an entity, (ii) the entity is considered a VIE, and (iii) which variable interest holder, if any, is the primary beneficiary of the VIE. Determination of the primary beneficiary is based on whether a party (a) has the power to direct the activities that most significantly impact the economic performance of the VIE, and (b) has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE.

The following table presents the financial data of the consolidated VIEs included in the consolidated balance sheets as of December 31, 2024 and 2023, respectively (amounts in thousands):

	December 31,	
	2024	2023
Assets		
Real estate		
Land	$ 41,223	$ 26,059
Building and improvements	236,165	12,953
Furniture, fixtures and equipment	2,633	—
Intangible assets	6,174	6,816
Real estate under construction	190,750	290,627
Total Real estate	476,945	336,455
Accumulated depreciation and amortization	(5,578)	(2,161)
Real estate, net	471,367	334,294
Cash and cash equivalents	2,566	8,204
Other assets	7,096	7,841
Total assets	$ 481,029	$ 350,339
Liabilities		
Debt, net	$ 177,017	$ 19,678
Due to affiliates	3,413	7,292
Lease liabilities	21	25
Accounts payable	13,137	12,374
Accrued expenses and other liabilities	9,690	8,595
Total liabilities	$ 203,278	$ 47,964

An interest in a VIE requires reconsideration when an event occurs that was not originally contemplated. At each reporting period we will reassess whether there are any events that require us to reconsider our determination of whether an entity is a VIE and whether it should be consolidated.

Emerging Growth Company Status

We are an "emerging growth company," as defined in the Jump Start Our Business Startups Act of 2012 ("JOBS Act"). Under Section 107 of the JOBS Act, emerging growth companies are permitted to use an extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the "Securities Act"), for complying with new or revised accounting standards that have different effective dates for public and private companies. We have elected to use the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that we (i) are no longer an emerging growth company, or (ii) affirmatively and irrevocably opt out of the extended transition period provided in Section 7(a)(2)(B). By electing to extend the transition period for complying with new or revised accounting standards, our consolidated financial statements may not be comparable to the consolidated financial statements of companies that comply with public company effective dates.

We will remain an emerging growth company until the earlier of (i) December 31, 2026 (the last day of the fiscal year following the fifth anniversary of our Primary Offering), (ii) the last day of the first fiscal year in which we have total annual gross revenue of at least $1.07 billion, (iii) the last day of the first fiscal year in which we are deemed to be a "large accelerated filer," as defined in the rules under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (iv) the date on which we have issued more than $1.0 billion in non-convertible debt during the prior three-year period.

To the extent that we continue to qualify as a "smaller reporting company," as defined in Rule 12b-2 under the Exchange Act, after we cease to qualify as an emerging growth company, certain of the exemptions available to us as an emerging growth company may continue to be available to us as a smaller reporting company, including: (i) not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002; and (ii) the requirement to provide only two years of audited financial statements, instead of three years.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and the accompanying notes to the consolidated financial statements. Actual results could materially differ from those estimates.

Liquidity

Our primary need for liquidity is to fund our investments, including construction and development costs, pay our Public Offering and operating fees and expenses, pay any distributions that we may make to the holders of our units and pay interest on our outstanding indebtedness.

As of December 31, 2024, we held cash, cash equivalents and other short-term investments of $24.7 million. We believe that our cash on-hand as of December 31, 2024, together with the anticipated net proceeds from our Public Offerings, the projected cash flows from our real estate assets and our current and anticipated financing activities will be sufficient to fund our operations for at least 12 months from the date of issuance of these consolidated financial statements.

Our future needs for liquidity will depend on a variety of factors, including, without limitation, our ability to generate cash flows from operations, the timing and availability of net proceeds from our Public Offerings and any future offerings that we may conduct, the timing and extent of our real estate acquisition and disposition activities, and the timing and extent of our construction and development costs. Economic uncertainty, uncertainty surrounding legislation, regulation and government policy at the U.S. federal level, fluctuating interest rates, unemployment rates, energy prices, tariffs, immigration, taxes, inflation, volatility in the real estate markets, slowdowns in transaction volume, delays in financings from banks and other lenders and other negative trends may, in the future, adversely impact our ability to timely access potential sources of liquidity. If we are unable to raise additional capital when desired, or on terms that are acceptable to us, our business, financial condition and results of operations could be adversely affected.

Segment Reporting

We are focused on identifying, acquiring, developing or redeveloping and managing real estate assets located within qualified opportunity zones. Our operating segments are based on the way we organize and evaluate our business internally. We currently operate in two reportable segments, commercial and mixed-use, which are further described in Note 12 - Segment Reporting.

Allocation of Purchase Price of Acquired Assets and Liabilities

Upon the acquisition of real estate properties we determine whether a transaction is a business combination, which requires that the assets acquired and liabilities assumed constitute a business. If the assets acquired are not a business, we account for the transaction as an asset acquisition. We capitalize acquisition-related costs and fees associated with our asset acquisitions, and expense acquisition-related costs and fees associated with business combinations.

It is our policy to allocate the purchase price of properties to acquired tangible assets, consisting of land, buildings, fixtures and improvements, and identified intangible lease assets and liabilities, consisting of the value of above-market and below-market leases, as applicable, the other value of in-place leases, certain development rights and the value of tenant relationships, based in each case on their fair values. The fair value of the tangible assets of an acquired property is determined by valuing the property as if it were vacant, which value is then allocated to land, buildings and improvements based on management's determination of the fair values of these assets. We measure the aggregate value of other intangible assets acquired based on the difference between the property valued (i) with existing in-place leases, adjusted to market rental rates, and (ii) as if vacant. Other factors considered include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions and costs to execute similar leases.

We consider information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods. We estimate costs to execute similar leases including leasing commissions and legal and other related expenses to the extent that such costs have not already been incurred in connection with a new lease origination as part of the transaction. In connection with the purchase of real property for development use, development rights are often transferred from one party to another to provide additional density. This transfer of rights allows an entity to permit, construct and develop additional dwelling units. Accordingly, we allocate a portion of the purchase price to these development right intangible assets based on the value attributed to the land of which we do not hold title to but are provided density transfer rights over. These rights are amortized to amortization expense over the useful life based on the respective contract. If the rights are transferred in perpetuity and there are no legal, regulatory, contractual, competitive, economic or other factors that limit its useful life, we consider the intangible asset indefinite-lived and therefore do not amortize.

The total amount of other intangible assets acquired are further allocated to in-place lease values and customer relationship intangible values based on management's evaluation of the specific characteristics of each tenant's lease and our overall relationship with that respective tenant. We consider the nature and extent of our existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals (including those existing under the terms of the lease agreement), among other factors. We amortize the value of in-place leases to depreciation and amortization expense over the remaining term of the respective leases (as well as any applicable below market renewal options). The value of customer relationship intangibles will be amortized to expense over the initial term in the respective leases, but in no event will the amortization periods for the intangible assets exceed the remaining depreciable life of the building. Should a tenant terminate its lease, the unamortized portion of the in-place lease value and customer relationship intangibles would be charged to expense in that period.

The values of acquired above-market and below-market leases are determined based on our experience and the relevant facts and circumstances that existed at the time of the acquisitions and are recorded based on the present values (using discount rates which reflect the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the leases negotiated and in place at the time of acquisition of the properties, and (ii) our estimate of fair market lease rates for the properties or equivalent properties. Such valuations include consideration of the non-cancellable terms of the respective leases (as well as any applicable below market renewal options). The values of above and below-market leases associated with the original non-cancelable lease term are amortized to rental revenue over the terms of the respective non-cancelable lease periods. The portion of the values of the leases associated with below-market renewal options, that are likely to be exercised, are amortized to rental revenue over the respective renewal periods.

When we acquire leveraged properties, the fair value of the related debt instruments is determined using a discounted cash flow model with rates that take into account the credit of the tenants, where applicable, and interest rate risk. Such resulting premium or discount is amortized over the remaining term of the obligation and is included in Other expense in our consolidated statements of operations. We also consider the value of the underlying collateral taking into account the quality of the collateral, the credit quality of the tenant, the time until maturity and the current interest rate.

The determination of the fair value of the assets and liabilities acquired requires the use of significant assumptions with regard to current market rental rates, discount rates and other variables.

Real Estate

Real estate is carried at cost, less accumulated depreciation. Expenditures which improve or extend the useful life of the assets are capitalized, while expenditures for maintenance and repairs, which do not extend lives of the assets, are charged to expense.

Deprecation is calculated using the straight-line method based on the estimated useful lives of the respective assets (not to exceed 40 years).

Project costs directly related to the construction and development of real estate projects (including but not limited to interest and related loan fees, property taxes, insurance and legal costs) are capitalized as a cost of the project. Indirect project costs that relate to projects are capitalized and allocated to the projects to which they relate. Pertaining to assets under development, capitalization begins when both direct and indirect project costs have been made and it is probable that development of the future asset is probable. If we suspend substantially all activities related to the project, we will cease cost capitalization of indirect costs until activities are resumed. We will not suspend cost capitalization for brief interruptions, interruptions that are externally imposed, or delays that are inherent in the development process unless there are other circumstances involved that warrant a judgmental decision to cease capitalization. In addition, capitalization of project costs will cease when the project is considered substantially completed and occupied, or ready for its intended use (but no later than one year from cessation of major construction activity). Upon substantial completion, depreciation of these assets will commence. If discrete portions of a project are substantially completed and occupied and other portions have not yet reached that stage, the substantially completed portions are accounted for separately. We allocate costs incurred between the portions under construction and the portions substantially completed and only capitalize those costs associated with the portions under construction.

Impairment of Long-Lived Assets

We evaluate our tangible and identifiable intangible real estate assets for impairment when events such as delays or changes in development, declines in a property's operating performance, deteriorating market conditions, or environmental or legal concerns bring recoverability of the carrying value of one or more assets into question. When qualitative factors indicate the possibility of impairment, the total undiscounted cash flows of the property, including proceeds from disposition, are compared to the net book value of the property. If the carrying value of the asset exceeds the undiscounted cash flows of the asset, an impairment loss is recorded in earnings to reduce the carrying value of the asset to fair value, calculated as the discounted net cash flows of the property. In circumstances where the highest and best use of a property is the fee simple value of vacant land, we compare book value of the property to the appraised value of the land. If the carrying value of the asset exceeds the appraised value of the land, an impairment loss is recorded to reduce the carrying value to the appraised value.

Abandoned Pursuit Costs

Pre-development and due diligence costs incurred in pursuit of new development and acquisition opportunities, which we deem to be probable, will be capitalized in Other assets in our consolidated balance sheets. If the development or acquisition opportunity is not probable or the status of the project changes such that it is deemed no longer probable, the costs incurred will be expensed.

Initial Direct Costs

Initial direct costs are incremental costs of a lease that would not have been incurred had the lease not been executed. Such costs include lease incentives and leasing commissions. Costs incurred to obtain tenant leases are amortized using the straight-line method over the term of the related lease agreement. If the lease is terminated early, the remaining unamortized deferred leasing cost is written off. Initial direct costs are capitalized in Other assets in our consolidated balance sheets.

Deferred Financing Costs

Deferred financing costs include fees and other expenditures necessary to obtain debt financing and are amortized on a straight-line basis, which approximates the effective interest method, over the term of the loan. In situations where financing is in place, deferred financing costs are generally presented as a direct deduction from the related debt liability and any unamortized financing costs are generally charged to earnings when debt is retired before the maturity date.

Derivative Instruments

Our derivative instruments are measured at fair value and are recorded as either assets or liabilities in our consolidated balance sheets depending on the pertinent rights or obligations under the applicable derivative contract. The derivative contracts that we may enter into are generally concurrent with obtaining floating rate debt and are intended to manage the economic risk of increases in benchmark interest rates. Our derivative instruments are not designated as hedges for accounting purposes, and therefore we account for changes in the fair value of the derivative instruments as either a gain or loss in the consolidated statements of operations.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash held in major financial institutions, cash on hand and liquid investments with original maturities of three months or less. Cash balances may at times exceed federally insurable limits per institution, however, we deposit our cash and cash equivalents with high credit-quality institutions to minimize credit risk exposure.

Restricted Cash

Restricted cash consists of amounts required to be reserved pursuant to contractual obligations and lender agreements for debt service. The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within our consolidated balance sheets to our consolidated statements of cash flows (amounts in thousands):

	December 31,	
	2024	2023
Cash and cash equivalents	$ 24,737	$ 20,125
Restricted cash [1]	4,094	3,460
Total cash and cash equivalents and restricted cash	$ 28,831	$ 23,585

(1) Restricted cash is included within Other assets in our consolidated balance sheets.

Subscriptions Receivable

Subscriptions receivable consists of units that have been issued with subscriptions that have not yet settled. Subscriptions receivable are carried at cost which approximates fair value. As of December 31, 2024 and 2023, there was no subscriptions that had not yet settled.

Non-controlling Interest

A non-controlling interest in a subsidiary (minority interest) is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements and separate from the parent company's equity. In addition, consolidated net loss is required to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest and the amount of consolidated net loss attributable to the parent and the noncontrolling interests are required to be disclosed on the face of the consolidated statements of operations.

Organization, Public Offerings and Other Operating Costs

Organization costs are expensed as incurred. Offering expenses include, without limitation, legal, accounting, printing, mailing and filing fees and expenses, fees and expenses of our escrow agent and transfer agent. Offering costs, when incurred, will be charged to members' equity against the gross proceeds of an offering. Our Public Offering costs for the years ended December 31, 2024, and 2023, were less than $0.1 million, and $0.4 million, respectively. We became liable to reimburse our Manager and its affiliates, including our Sponsor, when the first closing was held in connection with our Primary Offering, which occurred in October 2021.

Pursuant to a management agreement by and among the Company, our Operating Companies and our Manager (the “Management Agreement”), we reimburse our Manager, Sponsor, and their respective affiliates, for actual expenses incurred on our behalf in connection with the selection, acquisition or origination of an investment, whether or not we ultimately acquire or originate the investment. We also reimburse our Manager, Sponsor, and their respective affiliates, for out-of-pocket expenses paid to third parties in connection with providing services to us. Pursuant to the employee and cost sharing agreement by and among the Company, our Operating Companies, our Manager and our Sponsor (the “Employee and Cost Sharing Agreement”), we reimburse our Sponsor and our Manager for expenses incurred for our allocable share of the salaries, benefits and overhead of personnel providing services to us. The expenses are payable, at the election of the recipient, in cash, by issuance of our Class A units at the then-current NAV, or through some combination of the foregoing.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation.

Risks and Uncertainties

Demand for commercial and mixed-use rental properties is subject to uncertainty as a result of a number of factors, including, among others, increasing interest rates, the availability of credit, higher rates of inflation, the rate of unemployment, and ongoing supply chain disruptions. The potential effect of these and other factors presents material uncertainty and risk with respect to our future performance and financial results, including the potential to negatively impact our costs of operations, our financing arrangements, the value of our investments, and the laws, regulations, and government and regulatory policies applicable to us. We are closely monitoring the potential impact of these and other factors on all aspects of our investments and operations.

Other Assets and Liabilities

Other assets in our consolidated balance sheets include our transaction costs pertaining to our deal pursuits, restricted cash, interest on loan receivables, property deposits, capitalized leasing commissions, corporate fixed assets, utility deposits, prepaid expenses, and accounts receivable. We include accrued expenses, straight-line lease liabilities, accrued interest, prepaid rent, leasing commission payables and security deposits payable in Accrued expenses and other liabilities in our consolidated balance sheets.

Income Taxes

We intend to operate in a manner that will allow us to qualify as a partnership for U.S. federal income tax purposes. Generally, an entity that is treated as a partnership for U.S. federal income tax purposes is not a taxable entity and incurs no U.S. federal income tax liability. Accordingly, no provision for U.S. federal income taxes has been made in our consolidated financial statements. If we fail to qualify as a partnership for U.S. federal income tax purposes in any taxable year, and if we are not entitled to relief under the Code for an inadvertent termination of our partnership status, we will be subject to federal and state income tax on our taxable income at regular corporate income tax rates.

Loss Per Unit

Loss per unit represents both basic and dilutive per-unit amounts for the period presented in our consolidated financial statements. Basic and diluted loss per unit is calculated by dividing Net loss attributable to the Company by the weighted-average number of Class A units outstanding during the year.

Recent Accounting Pronouncements

In March 2024, the SEC adopted final rules under Release No. 33-11275, *The Enhancement and Standardization of Climate-Related Disclosures for Investors* (the “Climate Rules”). The Climate Rules require quantitative and qualitative disclosure of certain climate-related information in registration statements and annual reports filed. These disclosures include financial statement footnote disclosure related to the effects of certain severe weather events and other natural conditions. In April 2024, the SEC issued an order staying the Climate Rules pending completion of a judicial review of certain petitions challenging their validity. If the stay is lifted, the effective dates remain unchanged and we remain a smaller reporting company, emerging growth company or non-accelerated filer, the Climate Rules will be effective for our fiscal year ending December 31, 2027. We are currently evaluating the impact of the Climate Rules on our consolidated financial statements.

Recently Adopted Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"). ASU 2023-07 is effective for public entities for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024. The objective of ASU 2023-07 is to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The Company adopted ASU 2023-07 during the fourth quarter of 2024 and these consolidated financial statements incorporate the required disclosures. See Note 12 - Segment Reporting.

Note 3 – Leases

Lessor Accounting

We own rental properties which are leased to tenants under operating leases that typically have terms of between 12 and 24 months with current expirations ranging from 2025 to 2040, and with options to extend or terminate the leases. Revenues from such leases are reported as Rental revenue in our consolidated statements of operations, and are comprised of (i) lease components, which includes fixed and variable lease payments and (ii) non-lease components which includes reimbursements of property level operating expenses. We do not separate non-lease components from the related lease components as the timing and pattern of transfer are the same and account for the combined component.

Fixed lease revenues represent the base rent that each tenant is required to pay in accordance with the terms of their respective leases reported on a straight-line basis over the non-cancelable term of the lease. Variable lease revenues include payments based on (i) tenant reimbursements, (ii) changes in the index or market-based indices after the inception of the lease, (iii) percentage rents, or (iv) the operating performance of the property. Variable lease revenues are not recognized until the specific events that trigger the variable payments have occurred.

The following table summarizes the components of lease revenues (amounts in thousands):

	Years Ended December 31,	
	2024	**2023**
Fixed lease revenues	$ 2,121	$ 1,019
Variable lease revenues (1)	552	415
Lease revenues (2) (3)	$ 2,673	$ 1,434

(1) Includes reimbursements for property taxes, insurance, and common area maintenance services.
(2) Excludes lease intangible amortization of less than $0.1 million, and $0.8 million, for the years ended December 31, 2024, and 2023, respectively.
(3) Excludes straight-line rent of less than $0.1 million for the years ended December 31, 2024, and 2023, respectively.

In certain of our leases, the tenant is obligated to pay the real estate taxes, insurance, and certain other expenses directly to the vendor. These obligations, which have been assumed by the tenants, are not reflected in our consolidated financial statements. To the extent any such tenant defaults on its lease or if it is deemed probable that the tenant will fail to pay for such obligations, a liability for such obligations would be recorded.

We assess the collectability of substantially all lease payments due, including unbilled rent receivable balances, by reviewing a tenant's payment history and financial condition, and the age of the receivables. Changes to collectability are recognized as a current period adjustment to rental revenue. We have assessed the collectability of all recorded lease revenues as probable as of December 31, 2024.

Minimum Future Lease Payments

The following table summarizes the minimum future contractual rents to be received (exclusive of expenses paid by tenants, and percentage of sales rents) on non-cancellable tenant operating leases as of December 31, 2024 (amounts in thousands):

For the year ended December 31, [1]		
2025	$	5,569
2026		3,287
2027		1,324
2028		1,352
2029		1,348
Thereafter		10,720
Total [2]	$	23,600

(1) A majority of our operating leases have terms of between 12 and 24 months, however expiration dates range from 2025 to 2040.
(2) Excludes $0.1 million of straight-line rent and $1.2 million of lease intangible amortization.

Note 4 – Related Party Arrangements

Our Transactions with Belpointe Development Holding, LLC

On May 16, 2024, we entered into an agreement, which has since been amended, to borrow up to $3.0 million in principal amount from Belpointe Development Holding, LLC, an affiliate of our Chief Executive Officer, pursuant to the terms of a revolving credit facility agreement (the "BDH Facility"). Interest accrues on the BDH Facility at an annual rate of 5.0%, due and payable at maturity. The BDH Facility is due to mature on August 31, 2026. Proceeds under the BDH Facility are to be used for general corporate purposes. As of December 31, 2024, the BDH Facility had an outstanding principal balance of $2.6 million and accrued interest of less than $0.1 million.

On October 30, 2023, we borrowed $1.5 million from Belpointe Development Holding, LLC, an entity in which certain immediate family members of our Chief Executive Officer have a passive indirect minority beneficial ownership interest, pursuant to the terms of an unsecured promissory note (the "BDH Note"). The BDH Note was due and payable on March 31, 2024 and interest accrued on the BDH Note at an annual rate of 4.5%. The proceeds of the loan were used for general corporate purposes. On December 29, 2023, the BDH Note, including accrued interest of less than $0.1 million, was repaid in full.

Our Transaction with Lacoff Holding II, LLC

On December 29, 2023, we borrowed $4.0 million from Lacoff Holding II LLC, an affiliate of our Chief Executive Officer, pursuant to the terms of a promissory note (the "LH II Loan"). The LH II Loan was due and payable on April 1, 2024 and interest accrued on the LH II Note at an annual rate of 5.26%. The proceeds of the loan were used for general corporate purposes. On February 8, 2024, the LH II Loan, including accrued interest of less than $0.1 million, was repaid in full.

Joint Ventures

During the years ended December 31, 2024 and 2023, less than $0.1 million, and less than $0.1 million, respectively, of noncontrolling interest contributions were made by affiliates of our Sponsor representing their 0.1% ownership in various investments. These noncontrolling interests will be allocated profit and loss in accordance with the respective operating agreements.

Our Relationship with Our Manager and Sponsor

Our Manager is an affiliate of our Sponsor and is indirectly owned by our Chief Executive Officer and beneficially owned by certain immediate family members of our Chief Executive Officer. Our Manager and its affiliates, including our Sponsor, receive fees or reimbursements in connection with our Public Offerings and the management of our investments.

The following table summarizes the fees incurred on our behalf by, and expenses reimbursable to, our Manager and its affiliates, including our Sponsor, in accordance with the terms of our relevant agreements with such parties (amounts in thousands):

	Years Ended December 31,	
	2024	2023
Amounts included in the Consolidated Statements of Operations		
Costs incurred by our Manager and its affiliates (1)	$ 3,128	$ 3,050
Management fees (2)	2,705	2,693
Insurance (3)	793	449
Director compensation	80	80
	$ 6,706	$ 6,272
Capitalized costs included in the Consolidated Balance Sheets		
Development fee and reimbursements	$ 5,438	$ 7,324
Insurance (3)	2,479	2,160
	$ 7,917	$ 9,484

(1) Includes wage, overhead and other reimbursements to our Manager and its affiliates, including our Sponsor, which are included in General and administrative in our consolidated statements of operations.
(2) Included in Property expenses in our consolidated statements of operations.
(3) Our insurance premiums are prepaid and are included in Other assets in our consolidated balance sheets and are amortized monthly to either Property expenses in our consolidated statements of operations or Real estate under construction in our consolidated balance sheets.

The following table summarizes amounts included in Due to affiliates in our consolidated balance sheets (amounts in thousands):

	December 31,	
	2024	2023
Amounts Due to affiliates		
Management fees	$ 4,070	$ 1,365
Development fees	2,546	6,129
Employee cost sharing and reimbursements (1)	2,388	2,856
Accrued interest	79	—
Director compensation	20	20
	$ 9,103	$ 10,370

(1) Includes wage, overhead and other reimbursements to our Manager and its affiliates, including our Sponsor.

Public Offering Expenses

Our Manager and its affiliates, including our Sponsor, are reimbursed, for organizational and offering expenses incurred in connection with our Public Offerings. We became liable to reimburse our Manager and its affiliates, including our Sponsor, when the first closing was held in connection with our Primary Offering, which occurred in October 2021.

There were no organizational or Public Offering expenses incurred by our Manager and its affiliates during the years ended December 31, 2024 and 2023.

Other Operating Expenses

Pursuant to the terms of a management agreement between us, our Operating Companies and our Manager (the "Management Agreement"), we reimburse our Manager, Sponsor and their respective affiliates for actual expenses incurred on our behalf in connection with the selection, acquisition or origination of investments, whether or not we ultimately acquire or originate an investment. We also reimburse our Manager, Sponsor and their respective affiliates for out-of-pocket expenses paid to third parties in connection with providing services to us.

Pursuant to the terms of an employee and cost sharing agreement between us, our Operating Companies, our Manager and our Sponsor, we reimburse our Sponsor and our Manager for expenses incurred for our allocable share of the salaries, benefits and overhead of personnel providing services to us. During the years ended December 31, 2024, and 2023, our Manager and its affiliates, including our Sponsor, incurred operating expenses of $2.6 million and $2.9 million, respectively, on our behalf. The expenses are payable, at the election of the recipient, in cash, by issuance of our Class A units at the then-current NAV, or through some combination of the foregoing. As of December 31, 2024, all expenses incurred since inception have been paid in cash.

Management Fee

Subject to the limitations set forth in our Amended and Restated Limited Liability Company Operating Agreement (our "Operating Agreement") and the oversight of our Board, our Manager is responsible for managing our affairs on a day-to-day basis and for the origination, selection, evaluation, structuring, acquisition, financing and development of our commercial real estate properties, real estate-related assets, including but not limited to commercial real estate loans, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses.

Pursuant to the Management Agreement, we pay our Manager a quarterly management fee in arrears of one-fourth of 0.75%. The management fee is based on our NAV at the end of each quarter.

Development Fees and Reimbursements

Affiliates of our Sponsor are entitled to receive (i) development fees on each project in an amount that is usual and customary for comparable services rendered to similar projects in the geographic market of the project, and (ii) reimbursements for their expenses, such as employee compensation and other overhead expenses incurred in connection with the project.

In connection with our acquisition of several parcels, comprising 1.6-acres of land, located in St. Petersburg, Florida, in October 2020, and our acquisition of 900 8th Avenue South (as defined and described in greater detail in "Note 5 – Real Estate, Net"), a development fee of 4.5% of total project costs will be charged throughout the course of each project, of which one half was due at the close of each acquisition.

On March 29, 2022, we commenced construction on one of our properties located in Sarasota, Florida, and in connection therewith, due to an increase in scope of work, we agreed to increase the development fee payable to an affiliate of our Sponsor under the terms of our existing development management agreement from 4.0% to 4.25%. In addition, again due to the increase in scope of work, as well as due to increases in construction costs, we also revised our construction budget. As a result of the increase in development fees and revisions to our construction budget, we incurred an additional upfront development fee of $2.5 million, which is included in Real estate under construction in our consolidated balance sheets. The remaining development fee will be charged throughout the course of the project in accordance with the terms of the development management agreement.

During the years ended December 31, 2024, and 2023, we incurred development fees earned during the construction phase of $4.2 million, and $5.9 million, respectively. As of December 31, 2024 and 2023, $2.5 million and $6.1 million, respectively, remained due and payable to our affiliates for development fees.

During the years ended December 31, 2024, and 2023, we incurred employee reimbursement expenditures to our affiliates acting as development managers of $1.7 million, and $1.6 million, respectively, of which $1.1 million, and $1.2 million, respectively, is included in Real estate under construction in our consolidated balance sheets, and $0.6 million, $0.4 million, respectively, is included in General and administrative expenses in our consolidated statements of operations. As of December 31, 2024 and 2023, $1.2 million and $1.3 million, respectively, remained due and payable to our affiliates for employee reimbursement expenditures.

On April 25, 2023, each of the indirect majority-owned subsidiaries for our Nashville investments entered into development management agreements with certain development entities in which immediate family members of our Chief Executive Officer have a passive indirect minority beneficial ownership interest (collectively, the "Nashville DMAs"). The aggregate development fees payable under the Nashville DMAs are equal to 55% of 4.5% of the development budget or hard costs, as applicable. During the year ended December 31, 2023, we incurred $0.4 million of development fees related to the Nashville DMAs, which were capitalized to Real estate under construction in our consolidated balance sheets, with the remaining development fees payable upon our achieving various milestones throughout the development of our Nashville investments. As of December 31, 2024, $0.4 million in development fees related to the Nashville DMAs remained outstanding and payable.

Acquisition Fees

We will pay our Manager, Sponsor, or an affiliate of our Manager or Sponsor, an acquisition fee equal to 1.5% of the total value of any acquisition transaction, including any acquisition through merger with another entity (but excluding any transactions in which our Sponsor, or an affiliate of our Manager or Sponsor, would otherwise receive a development fee). We did not incur any acquisition fees during the years ended December 31, 2024 and 2023, since all investments acquired during these periods were, or will be, subject to payment of development fees.

Insurance

Certain immediate family members of our Chief Executive Officer have a passive indirect minority beneficial ownership interest in Belpointe Specialty Insurance, LLC ("Belpointe Specialty Insurance"). Belpointe Specialty Insurance has acted as our broker in connection with the placement of insurance coverage for certain of our properties and operations. Belpointe Specialty Insurance earns brokerage commissions related to the brokerage services that it provides to us, which commissions vary, are based on a percentage of the premiums that we pay and are set by the insurer. We have also engaged Belpointe Specialty Insurance to provide us with contract insurance consulting services related to owner-controlled insurance programs, for which we pay an administration fee.

During the years ended December 31, 2024, and 2023, we obtained insurance coverage and paid premiums in the aggregate amount of $2.9 million, and $2.6 million, respectively, from which Belpointe Specialty Insurance earned commissions and administrative fees of $0.2 million, and $0.2 million, respectively. Insurance premiums are prepaid and are included in Other assets in our consolidated balance sheets.

Economic Dependency

Under various agreements we have engaged our Manager and its affiliates, including in certain cases our Sponsor, to provide certain services that are essential to us, including asset management services, asset acquisition and disposition services, supervision of our Public Offerings and any other offerings that we may conduct, as well as other administrative responsibilities for the Company, including, without limitation, accounting services and investor relations services. As a result of these relationships, we are dependent upon our Manager and its affiliates, including our Sponsor. In the event that our Manager and its affiliates are unable to provide us with the services that we have engaged them to provide, we would be required to find alternative service providers.

Note 5 – Real Estate, Net

Acquisitions of Real Estate During 2023

On June 28, 2022, through an indirect majority-owned subsidiary of our Operating Company, we acquired a 70.2% controlling interest (the "CMC Interest") in CMC Storrs SPV, LLC ("CMC"), a holding company for an approximately 60-acre site located in Mansfield, Connecticut. As part of the transaction, two unaffiliated joint venture partners (the "CMC JV Partners") were deemed to have made initial capital contributions to CMC. Following our acquisition of the CMC Interest, we discovered that one of the CMC JV Partners had misappropriated cash from the other's cash account. Accordingly, the CMC JV Partner forfeited $1.0 million, or 29.8%, of their noncontrolling interest in CMC on March 24, 2023 (a non-cash financing activity during the year ended December 31, 2023). As a result of the forfeiture, we indirectly own a 100% controlling interest in CMC.

On August 24, 2023, through an indirect majority-owned subsidiary of our Operating Company, we acquired land located in Sarasota, Florida, that was previously subject to a ground lease for a purchase price of $4.9 million, inclusive of transaction costs of $0.1 million. We accounted for the transaction as an asset acquisition. As the acquired land is being held for development, the total purchase price was allocated to Real estate under construction on the consolidated balance sheets.

Real Estate Under Construction

The following table provides the activity of our Real estate under construction (amounts in thousands):

	December 31, 2024	December 31, 2023
Beginning balance	$ 291,130	$ 133,898
Placed in service	(235,675)	—
Capitalized costs [1] [2]	133,236	155,969
Capitalized interest	3,394	387
Impairment charges [3]	(777)	(4,060)
Land held for development [4]	—	4,936
	$ 191,308	$ 291,130

(1) Includes development fees and employee reimbursement expenditures. See "Note 4 – Related Party Agreements" for additional details regarding our transactions with related parties.

(2) Includes direct and indirect project costs to the construction and development of real estate projects, including but not limited to loan fees, property taxes and insurance, incurred of \$5.4 million and \$3.4 million for the years ended December 31, 2024 and 2023, respectively.

(3) Impairments for the years ended December 31, 2024 and 2023 are in relation to one of our real estate assets located in Nashville, Tennessee, based on our conclusion that the estimated fair market value of the real estate asset was lower than the carrying value, and as a result, we reduced the carrying value to the estimated fair market value.

(4) Includes the acquisition of land located in Sarasota, Florida during the year ended December 31, 2023 as discussed above.

Placed in Service

During the year ended December 31, 2024, our 1991 Main Street, Sarasota, Florida ("Aster & Links") development project reached substantial completion, and as a result, we reclassified \$235.7 million from Real estate under construction to Land (\$12.3 million), Building and improvements (\$220.8 million), and Furniture, fixtures and equipment (\$2.6 million) on our consolidated balance sheets.

Non-cash Disclosures

Real estate under construction includes non-cash investing activity of \$21.0 million for year ended December 31, 2024 (inclusive of unpaid development fees of \$2.2 million and unpaid employee cost sharing and reimbursements of \$0.9 million) and \$27.6 million for the year ended December 31, 2023 (inclusive of unpaid development fees of \$6.1 million and unpaid employee cost sharing and reimbursements of \$1.3 million).

Depreciation Expense

Depreciation expense was \$4.0 million, and \$0.8 million for the years ended December 31, 2024, and 2023, respectively, and is included in Depreciation and amortization in our consolidated statements of operations.

Note 6 – Intangible Assets and Liabilities

The following table summarizes our intangible assets and liabilities (amounts in thousands):

	December 31, 2024			December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Finite-Lived Intangible Assets						
In-place leases	$ 2,871	$ (1,188)	$ 1,683	$ 3,513	$ (1,699)	$ 1,814
Indefinite-Lived Intangible Assets						
Development rights	5,659	—	5,659	5,659	—	5,659
Total intangible assets	$ 8,530	$ (1,188)	$ 7,342	$ 9,172	$ (1,699)	$ 7,473
Finite-Lived Intangible Liabilities						
Below-market leases	$ (1,743)	$ 518	$ (1,225)	$ (2,100)	$ 776	$ (1,324)
Total intangible liabilities	$ (1,743)	$ 518	$ (1,225)	$ (2,100)	$ 776	$ (1,324)

During the years ended December 31, 2024, and 2023, the amortization of in-place lease intangible assets was $0.1 million, and $1.2 million, respectively, and is included in Depreciation and amortization in our consolidated statements of operations.

During the years ended December 31, 2024, and 2023, the amortization of below-market lease liability was $0.1 million and $0.8 million, respectively, and is included in Rental revenue in our consolidated statements of operations.

Based on the intangible assets and liabilities recorded as of December 31, 2024, scheduled annual net amortization of intangibles for the next five calendar years and thereafter is as follows (amounts in thousands):

Years Ending December 31,	Increase in Rental Revenue	Increase to Amortization	Net
2025	$ (80)	$ 114	$ 34
2026	(80)	114	34
2027	(80)	114	34
2028	(80)	114	34
2029	(80)	114	34
Thereafter	(825)	1,113	288
	$ (1,225)	$ 1,683	$ 458

Note 7 – Debt, Net

2024 Debt Transactions

On June 28, 2024, our indirect majority-owned subsidiary entered into a variable-rate construction loan agreement for up to $104.0 million in principal amount (the “1000 First Construction Loan”) with various lenders.

On June 26, 2024, our indirect majority-owned subsidiary entered into a fixed-rate loan agreement for $10.0 million in principal amount (the “900 8th Land Loan”) with KHRE SMA Funding, LLC.

On January 31, 2024, our indirect majority-owned subsidiary entered into a fixed-rate mezzanine loan agreement for up to $56.4 million in principal amount (the “1991 Main Mezzanine Loan”) with Southern Realty Trust Holdings, LLC.

2023 Debt Transactions

On May 12, 2023, our indirect majority-owned subsidiary entered into a variable-rate construction loan agreement for up to $130.0 million in principal amount (the “1991 Main Construction Loan”) with Bank OZK.

The following table details our Debt, net (dollars in thousands):

Indebtedness	Interest Rate	Maturity Date	Maximum Facility	Carrying Value as of December 31, 2024	Carrying Value as of December 31, 2023
Fixed rate loans:					
1991 Main Mezzanine Loan [(1) (3)]	13.00%	May 2027	$ 56,378	$ 46,243	$ —
900 8th Land Loan [(2)]	9.50%	June 2025	N/A	10,000	—
Variable rate loans:					
1991 Main Construction Loan [(1) (4)]	SOFR + 3.45%	May 2027	$ 130,000	97,521	23,076
1000 First Construction Loan [(5)]	SOFR + 3.80%	June 2027	$ 104,000	29,468	—
Total debt				183,232	23,076
Unamortized debt issuance costs				(3,931)	(2,239)
Unamortized debt discount				(2,284)	(1,159)
Debt, net				$ 177,017	$ 19,678

(1) Loan contains a one-year extension option, subject to certain restrictions.

(2) The 900 8th Land Loan contains two six-month extension options, subject to certain restrictions.

(3) We are required to maintain an interest reserve and carry reserve for purposes of paying accrued but unpaid interest on the 1991 Main Mezzanine Loan and interest, principal and other obligations under the 1991 Main Construction Loan. Undrawn amounts were held back at closing and are being maintained by an administrative agent appointed by the lender (the “Reserves”). As interest and other obligations accrue, the Reserves balance will be reduced and be added to the principal outstanding on the 1991 Main Mezzanine Loan. As of December 31, 2024, the Reserves balance was $10.1 million.

(4) Advances under the 1991 Main Construction Loan bear interest at a per annum rate equal to the one-month term Secured Overnight Financing Rate ("SOFR") plus 3.45%, subject to a minimum all-in per annum rate of 8.51%. To mitigate our exposure to increases to the one-month SOFR, we have obtained an interest rate cap (see Note 9 – Derivative Instruments).

(5) The 1000 First Construction Loan contains two one-year extension options, subject to certain restrictions. Advances under the 1000 First Construction Loan bear interest at a per annum rate equal to the one-month term SOFR plus 3.80%, subject to a minimum all-in per annum rate of 7.55%. To mitigate our exposure to increases to the one-month SOFR, we have obtained an interest rate cap (see Note 9 – Derivative Instruments).

The following table summarizes the scheduled future principal payments under our debt arrangements as of December 31, 2024 (amounts in thousands):

Year ended December 31,		
2025	$	10,000
2026		—
2027		173,232
2028		—
2029		—
Thereafter		—
Total	$	183,232

Interest paid, net of capitalized interest for the years ended December 31, 2024 and 2023, was $7.5 million and zero, respectively. During the year ended December 31, 2024 we capitalized unpaid lender fees of less than $0.1 million, which is a non-cash financing activity.

Amortization of deferred financing costs for the years ended December 31, 2024 and 2023, was $2.3 million and $0.6 million, respectively, of which $1.0 million and $0.6 million was capitalized, respectively.

Guarantees and Covenants

Each of our indebtedness agreements are secured by the individual underlying real estate investments serving as collateral. In connection with certain agreements, we provided completion guarantees, which, among other things, guarantee completion of the work at each individual construction project, as well as carveout guarantees pursuant to which we guarantee the borrowers obligations with respect to certain non-recourse carveout events, such as "bad acts," environmental conditions, and violations of certain provisions of the loan documents. We also provided a customary environmental indemnity agreement to the certain lenders pursuant to which we agreed to protect, defend, indemnify, release and hold harmless such lenders from and against certain environmental liabilities related to the real estate investments for which they apply.

We are subject to various financial and operational covenants which includes, but is not limited to, maintaining liquid assets of no less than $20.0 million and a net worth of no less than $130.0 million. As of December 31, 2024 and 2023, we were in compliance with all of our loan covenants.

Note 8 – Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between marketplace participants at the measurement date under current market conditions (*i.e.*, the exit price).

We categorize our financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Financial assets and liabilities recorded on the consolidated balance sheets are categorized based on the inputs to the valuation techniques as follows:

Level 1 – Quoted market prices in active markets for identical assets or liabilities.

Level 2 – Significant other observable inputs (*e.g.*, quoted prices for similar items in active markets, quoted prices for identical or similar items in markets that are not active, inputs other than quoted prices that are observable such as interest rate and yield curves, and market-corroborated inputs).

Level 3 – Valuation generated from model-based techniques that use inputs that are significant and unobservable in the market. These unobservable assumptions reflect estimates of inputs that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow methodologies or similar techniques, which incorporate management's own estimates of assumptions that market participants would use in pricing the instrument or valuations that require significant management judgment or estimation.

We estimated that our other financial assets and liabilities had fair values that approximated their carrying values as of December 31, 2024 and 2023.

Recurring Fair Value Measurements

Assets measured at fair value on a recurring basis is comprised of our interest rate caps (see Note 9 – Derivative Instruments). The valuation of our interest rate caps are prepared by an independent third-party and is classified as Level 2 in the fair value hierarchy, as the valuation is approximated using market values of similar instruments in active markets.

The following table sets forth the carrying value and estimated fair value of our debt arrangements as of December 31, 2024 and 2023 (amounts in thousands):

		December 31,			
		2024		2023	
	Level	Carrying Value [1]	Fair Value [2]	Carrying Value [1]	Fair Value [3]
Total indebtedness	2	$ 177,017	$ 183,088	$ 19,678	$ 19,678

[1] Amounts disclosed are net of unamortized debt issuance costs and debt discounts.
[2] The fair value of our indebtedness as of December 31, 2024 was prepared by an independent third-party using a discounted cash flow analysis, reviewed by management utilizing estimated credit spreads, and observable market interest rates.
[3] The fair value of our debt as of December 31, 2023 approximated its carrying value.

Note 9 – Derivative Instruments

In connection with our variable rate loan agreements (Note 7 – Debt, Net), we are required to obtain and maintain interest rate protection in the form of interest rate caps during the term of the loans to effectively limit the impact of increases in the one-month SOFR. We are subject to credit risk by the counterparty of these derivative instruments in the event of non-performance under the derivative contracts, however we believe the risk to be minimal.

The following table details our derivative financial instrument as of December 31, 2024 (dollars in thousands):

Interest Rate Derivative	Notional Amount	Strike	Maturity Date
Interest rate cap	$ 102,820	5.07%	July 2025
Interest rate cap	$ 104,000	6.25%	July 2025

The following table details the fair value of our derivative financial instruments (amounts in thousands):

	Fair Value as of December 31, [1]	
Interest Rate Derivative	2024	2023
Interest rate caps	$ 3	$ 93

[1] Amounts are included in Other assets in our consolidated balance sheets.

The following table details the effect of our derivative financial instrument on our consolidated statement of operations for the years ended December 31, 2024 and 2023 (in thousands):

		Years Ended December 31,	
Interest Rate Derivative	Location of Gain (Loss)	2024	2023
Interest rate caps	Other expense	$ (225)	$ (66)

Note 10 – Members' Capital

Our Operating Agreement generally authorizes our Board to issue an unlimited number of units and options, rights, warrants and appreciation rights relating to such units for consideration or for no consideration and on the terms and conditions as determined by our Board, in its sole discretion, in most cases without the approval of our members. These additional securities may be used for a variety of purposes, including in future offerings to raise additional capital and acquisitions. Our Operating Agreement currently authorizes the issuance of an unlimited number of Class A units, 100,000 Class B units and one Class M unit.

For the years ended December 31, 2024, and 2023, we issued 41,774, and 98,950, respectively, Class A units. As of December 31, 2024, there were 3,664,173 Class A units, 100,000 Class B units and one Class M unit issued and outstanding. As of December 31, 2023, there were 3,622,399 Class A units, 100,000 Class B units and one Class M unit issued and outstanding.

Class A units

Upon payment in full of any consideration payable with respect to the initial issuance of our Class A units, the holder thereof will not be liable for any additional capital contributions to the Company. Holders of our Class A units are not entitled to preemptive, redemption or conversion rights. Holders of our Class A units are entitled to one vote per unit on all matters submitted to a vote of our members. Matters must generally be approved by a majority (or, in the case of the election of directors, by a plurality) of the votes entitled to be cast.

Holders of our Class A units share ratably in any distributions we make, subject to any statutory or contractual restrictions on distributions and to any restrictions on distributions imposed by the terms of any preferred units we issue.

Upon our dissolution, liquidation or winding up, after payment of all amounts required to be paid to creditors and holders of preferred units, if any, holders of our Class A units are entitled to receive our remaining assets available for distribution.

Class B units

All of our Class B units are currently held by our Manager and were issued on September 14, 2021. Holders of our Class B units are not entitled to preemptive, redemption or conversion rights. Holders of our Class B units are entitled to one vote per unit on all matters submitted to a vote of our members. Matters must generally be approved by a majority (or, in the case of the election of directors, by a plurality) of the votes entitled to be cast.

Holders of our Class B units are entitled to share ratably as a class in 5% of any gains recognized by or distributed to the Company or recognized by or distributed from our Operating Companies or any subsidiary or other entity related to the Company, regardless of whether the holders of our Class A units have received a return of their capital. The allocation and distribution rights that the holders of our Class B units are entitled to may not be amended, altered or repealed, and the number of authorized Class B units may not be increased or decreased, without the consent of the holders of our Class B units. In addition, our Manager, or any other holder of our Class B units, will continue to hold the Class B units even if our Manager is no longer our manager.

Upon our dissolution, liquidation or winding up, after payment of all amounts required to be paid to creditors and holders of preferred units, if any, holders of our Class B units will be entitled to receive any accrual of gains or distributions otherwise distributable pursuant to the terms of the Class B units, regardless of whether the holders of our Class A units have received a return of their capital.

Class M unit

The Class M unit is currently held by our Manager and was issued on September 14, 2021. The holder of our Class M unit is not entitled to preemptive, redemption or conversion rights. The holder of our Class M unit is entitled to that number of votes equal to the product obtained by multiplying (i) the sum of the aggregate number of outstanding Class A units plus Class B units, by (ii) 10, on matters on which the Class M unit has a vote. Our Manager will continue to hold the Class M unit for so long as it remains our manager.

The holder of our Class M unit does not have any right to receive ordinary, special or liquidating distributions.

Preferred units

Under our Operating Agreement, our Board may from time to time establish and cause us to issue one or more classes or series of preferred units and set the designations, preferences, rights, powers and duties of such classes or series.

Basic and Diluted Loss Per Class A Unit

For the years ended December 31, 2024, and 2023, the basic and diluted weighted-average units outstanding were 3,638,258, and 3,553,319, respectively. For the years ended December 31, 2024, and 2023, net loss attributable to our Class A units was $23.9 million, and $14.4 million, respectively, and the loss per basic and diluted unit was $6.56, and $4.04, respectively.

Note 11 – Commitments and Contingencies

From time to time the Company may become involved in certain non-material litigation or other claims arising in the ordinary course of business. See Note — 13 Subsequent Events.

As of December 31, 2024, the Company is not subject to any material litigation nor is the Company aware of any material litigation threatened against it.

In connection with the development of our commercial real estate assets, we have entered into separate construction management agreements for each asset which contain terms and conditions that are customary for the related scope of work. As of December 31, 2024, we have two development projects with an aggregate unfunded commitment of $59.9 million. As of December 31, 2024, $19.6 million, inclusive of retainage of $13.0 million, is outstanding and payable in connection with these developments.

Note 12 – Segment Reporting

We identify our operating segments based on the way we organize and evaluate our business. As a result of the placement of Aster & Links in service and the commencement of operations during the year ended December 31, 2024, we have revised our reportable segments to include two distinct segments as follows:

- *Commercial Segment* — which includes properties such as office, retail centers, and warehouses (the “Commercial Segment”). For reporting purposes, we aggregate these asset types into the Commercial Segment given their similar characteristics in property management and leasing.
- *Mixed-use Segment* — which includes properties that blend both residential and retail components within a single real estate asset (the “Mixed-use Segment”). For reporting purposes, we aggregate these business components into the Mixed-use Segment due to their functional integration and the fact that they are evaluated as a unified asset.

Our Chief Executive Officer is our Chief Operating Decision Maker (“CODM”). Our CODM reviews financial information presented on an operating segment basis for purposes of allocating resources, making decisions and assessing financial performance.

We believe segment net operating income (loss) (“Segment NOI”) provides a useful measure of our performance of our business, as it reflects the core rental operations of our operating real estate. Segment NOI is calculated as total revenues, less property expenses, excluding corporate level items, such as management fees incurred to our Manager (Note 4 – Related Party Arrangements), depreciation and amortization, general and administrative expenses, interest expense, and other non-operating items.

The following table details the results of Segment NOI, reconciled to our consolidated statement of operations for the years ended December 31, 2024, and 2023 (amounts in thousands):

	Year Ended December 31, 2024			Year Ended December 31, 2023		
	Commercial Segment	Mixed-use Segment	Total	Commercial Segment	Mixed-use Segment	Total
Segment NOI:						
Rental revenue	$ 1,099	$ 1,576	$ 2,675	$ 1,769	$ 485	$ 2,254
Property expenses	(1,145)	(2,989)	(4,134)	(730)	(756)	(1,486)
Total Segment NOI	$ (46)	$ (1,413)	$ (1,459)	$ 1,039	$ (271)	$ 768
Non-segment items:						
Management fees, included in Property expenses			(2,705)			(2,693)
General and administrative			(5,111)			(6,335)
Interest expense			(10,006)			—
Depreciation and amortization			(4,215)			(2,067)
Impairment of real estate			(777)			(4,060)
Interest income			646			113
Other expense			(228)			(87)
Loss before income taxes			(23,855)			(14,361)
Provision for income taxes			(1)			(1)
Net loss			(23,856)			(14,362)
Net loss attributable to noncontrolling interests			—			11
Net loss attributable to Belpointe PREP, LLC			$(23,856)			$(14,351)

The following table details the significant expense categories by segment for the years ended December 31, 2024, and 2023 (amounts in thousands):

	Years Ended December 31,					
	2024			2023		
	Commercial Segment	Mixed-use Segment	Total	Commercial Segment	Mixed-use Segment	Total
Property expenses:						
Real estate taxes	$ 628	$ 423	$ 1,051	$ 406	$ 252	$ 658
Management fees	45	812	857	44	65	109
Repairs & maintenance	159	512	671	103	192	295
Insurance	266	399	665	164	154	318
Utilities	47	394	441	12	64	76
Other property expenses	—	449	449	1	29	30
Total property expenses	$ 1,145	$ 2,989	$ 4,134	$ 730	$ 756	$ 1,486

The following table details our total assets by segment as of December 31, 2024, and 2023 (amounts in thousands):

	December 31,	
	2024	2023
Commercial Segment	$ 97,358	$ 98,711
Mixed-use Segment	395,642	265,301
Other non-segment assets [1]	24,591	18,105
Total assets	$ 517,591	$ 382,117

(1) Other non-segment assets primarily consist of cash and cash equivalents not attributable to specific reportable segments.

Note 13 – Subsequent Events

Management's Evaluation

Management has evaluated subsequent events to determine if events or transactions occurring after the balance sheet date through the date the audited consolidated financial statements were issued require potential adjustment to or disclosure in the audited consolidated financial statements and has concluded that, except as set forth below, all such events or transactions that would require recognition or disclosure have been recognized or disclosed.

The Galinn Fund LLC

On December 5, 2024, the Galinn Fund LLC, a New York limited liability company ("Galinn"), filed a complaint in Connecticut State Superior Court naming CMC Storrs SPV, LLC ("CMC"), the holding company for our investment property located at 497-501 Middle Turnpike, Storrs, Connecticut ("497-501 Middle"), as a defendant, alongside Chen Ji, an individual ("Chen"), and two additional entities (the "Guarantors").

In the complaint Galinn alleges, among other things, that on May 24, 2024, Chen, on behalf of CMC, executed a mortgage note (the "Note") in the principal amount of $3.0 million (the "Loan"), which was secured in part by a mortgage against 497-501 Middle (the "Mortgage"). Galinn further alleges that CMC is in default under both the Note and Mortgage for failure to make payments when due. Galinn is seeking to foreclose on the Mortgage and damages against CMC and the Guarantors.

In March 2020, when we first acquired an equity interest in CMC, Chen was an affiliate of the entity, however, he thereafter exited the investment and is no longer in any way affiliated with or authorized to act on behalf of CMC. We maintain that the Loan was obtained as a result of Chen's fraud and Galinn's negligence, and had Galinn done adequate due diligence, or reviewed the publicly available filings on the State of Connecticut's Business Records website, or even a basic Google search, Chen's lack of authority would have been readily apparent prior to Galinn having made the Loan.

We dispute any liability in this litigation, believe we have substantial defenses to Galinn's claims, and are vigorously defending the matter.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosures.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic and current reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective controls system, misstatements due to error or fraud may occur and not be detected.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated, as of the end of the period covered by this Form 10-K, the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on such evaluation, our principal executive officer and principal financial officer have concluded that as of December 31, 2024, our disclosure controls and procedures were effective at the reasonable assurance level.

Managements Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed under the supervision of management, including our Chief Executive Officer and principal financial officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our consolidated financial statements for external reporting purposes in accordance with U.S. GAAP.

Our internal control over financial reporting includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of management and our Board; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial transactions.

Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2024 based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its assessment, management has determined that our internal control over financial reporting as of December 31, 2024 was effective.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the year ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Board of Directors

We operate under the direction of our Board, the members of which are accountable to the Company and our Members as fiduciaries. Our current Board members are Brandon Lacoff, Martin Lacoff, Dean Drulias, Timothy Oberweger, Shawn Orser and Ronald Young, Jr. Our Chief Executive Officer is Brandon Lacoff and our Chief Strategic Officer and Principal Financial Officer is Martin Lacoff.

Our Operating Agreement divides our Board into three classes, designated Class I, Class II and Class III. Shawn Orser and Timothy Oberweger are Class I directors, Martin Lacoff and Ronald Young Jr. are a Class II directors and Brandon Lacoff and Dean Drulias are Class III directors. The initial term of Class I directors will expire at our first annual meeting of Members, the initial term of Class II directors will expire at our second annual meeting of Members and the initial term of Class III directors will expire at our third annual meeting of Members. At each successive annual meeting of Members beginning with the first annual meeting, successors to the class of directors whose term expires at such annual meeting will be elected. The holder of our Class M unit, voting separately as a class, is entitled to elect one Class III director (the "Class M Director") all other directors will be elected by the vote of a plurality of our outstanding Class A units and Class B units, voting together as a single class, to serve for a three-year term and until their successors are duly elected or appointed and qualified. Brandon Lacoff is the Class M Director.

Executive Officers and Directors

The following table sets forth information about our executive officers and directors as of the date of this Form 10-K:

Name	Age	Position
Brandon E. Lacoff	50	Chairman of the Board and Chief Executive Officer
Martin Lacoff	77	Director, Chief Strategic Officer and Principal Financial Officer
Dean Drulias	78	Independent Director
Timothy Oberweger	50	Independent Director
Shawn Orser	50	Independent Director
Ronald Young Jr.	50	Independent Director

Brandon Lacoff, Esq. has been our Chief Executive Officer since our founding in January 2020 and Chairman of our Board since September 2021. He was also the founder of Belpointe REIT, Inc., a qualified opportunity fund and affiliate of our Manager and Sponsor, and was the Chairman of the Board of Directors, Chief Executive Officer and President from its founding in June 2018 through our acquisition of Belpointe REIT, Inc, in October 2021. Mr. Lacoff is the founder of Belpointe, LLC, a private equity investment firm, and has been Belpointe's Chief Executive Officer since its founding in 2011. From 2001 to 2011, Mr. Lacoff was a Managing Director and the co-founder of Belray Capital, a Greenwich, Connecticut based real estate and investment firm, which was acquired by Belpointe in 2011. Belpointe is known for such developments as its luxury residential developments in Greenwich (Beacon Hill of Greenwich) to its Class A apartments in Norwalk, Connecticut (The Waypointe District) and Stamford, Connecticut (Baypointe). Belpointe owns several operating businesses throughout the region, including Belpointe Asset Management LLC, a financial asset management firm that manages over $3 billion in tradable securities. Mr. Lacoff and his executive team bring financial strength, operational expertise and investing discipline to its portfolio of investments. Mr. Lacoff currently serves as the Chairman of the Board of Directors for Belpointe Multifamily Development Fund I, LP, a real estate private equity fund. Prior to Belpointe, Mr. Lacoff began his finance/accounting/tax career at Arthur Andersen, LLP then with Ernst & Young, LLP, in their Mergers and Acquisitions departments. In 2001, he co-founded Belray Capital, and in 2004 left Ernst & Young to focus full-time on Belray Capital. Mr. Lacoff holds a Juris Doctor degree and a Master of Business Administration from Hofstra University and a bachelor's degree in Finance from Syracuse University. Mr. Lacoff has served on the board of multiple non-profit organizations, including Greenwich Wiffle for the Greenwich Police Silver Shield Association, Youth Services for the Town of Greenwich (a joint venture between the Town of Greenwich and United Way of Greenwich), and the Eagle Hill School Alumni Board. Mr. Lacoff currently serves on the board of two non-profit organizations, The Belpointe Foundation and the Eagle Hill School Board of Trustees. Mr. Lacoff is licensed to practice law as an attorney in the State of Connecticut and State of New York. Mr. Lacoff was selected as a director because of his ability to lead our company and his detailed knowledge of our strategic opportunities, challenges, competition, financial position and business.

Martin Lacoff has been our Chief Strategic Officer and Principal Financial Officer since our founding in January 2020 and a member of our Board since September 2021. Mr. Lacoff is an entrepreneur with over 45 years' experience in successfully starting, developing and operating businesses within the securities, real estate, and natural resources industries. He was also Vice Chairman of the Board of Directors and Chief Strategic Officer of Belpointe REIT, Inc., a qualified opportunity fund and affiliate of our Manager and Sponsor, since its founding in June 2018 through our acquisition of Belpointe REIT, Inc, in October 2021. His considerable professional experience includes former Vice-Chairman and Co-Founder of Walker Energy Partners, one of first publicly traded Master Limited Partnership (MLP) that he brought public; and former Chairman, Founder and General Securities Principal of LaClare Securities, Inc., a NASD broker dealer. Mr. Lacoff was also formerly Vice President of institutional equities at Mitchell Hutchins and later Paine Webber. Mr. Lacoff previously served as a Director of Fortune Natural Resources Corporation, a public company that was listed on the American Stock Exchange and is currently on the Board of Directors of the Lion's Foundation of Greenwich, a charitable organization dedicated to helping the blind and visually impaired. Since 2012, Mr. Lacoff has served as a Board of Director for Belpointe Multifamily Development Fund I, LP, where he helps in real estate investment decisions. Mr. Lacoff is an engineer by training, having graduated from Rensselaer Polytechnic Institute and has a Master of Business Administration in Finance from the Simon Business School at University of Rochester. Mr. Lacoff was selected to serve as a director because of his extensive investment and financial experience and detailed knowledge of our acquisition and operational opportunities and challenges.

Dean Drulias, Esq. has been practicing private law in Westlake Village, California, since 2002. He was also a member of the Board of Directors of Belpointe REIT, Inc., a qualified opportunity fund, and affiliate of our Manager and Sponsor. Mr. Drulias formerly served as Director, Corporate Secretary and General Counsel of Fortune Natural Resources Corporation, a public oil and gas exploration and production services company that was listed on the American Stock Exchange. Mr. Drulias was also a stockholder and a practicing attorney at the law firm of Burris, Drulias & Gartenberg, where he specialized in the areas of energy, environmental and real property law. Mr. Drulias received his undergraduate degree from the University of California Berkley and has a Juris Doctor degree from Loyola Law School. Mr. Drulias is a member of the California and Texas State Bars. Mr. Drulias was selected as a director because of his senior executive officer and board service experience.

Timothy Oberweger has been a Senior Vice President at Commonwealth Land Title Insurance Company, a subsidiary of Fidelity National Financial, Inc. (NYSE: FNF), which provides real estate title insurance, escrow and closing services, and title-related services and specialty finance solutions, since June 2022. He has over 15 years of experience in the title insurance industry. Previously, from October 2017 to June 2022, Mr. Oberweger served as Vice President and Senior Business Development Officer at Stewart Title Commercial Services, a title insurance and settlement company providing services to the real estate and mortgage industries since October 2017. From November 2015 to September 2017, Mr. Oberweger served as Managing Director & Counsel of First American Title Insurance Company. From September 2009 to November 2015, Mr. Oberweger served as Vice President & Counsel of Fidelity National Title Insurance Company and, from September 2005 to August 2009, as Counsel of First American Title Insurance Company. Mr. Oberweger served as chair of the Young Mortgage Bankers Association from August 2015 to December 2017, and since May 2010 has served on the Executive Board of Brooklyn Law School's Alumni Association. From May 1995 to May 1996, he served on the Alumni Board of Macalester College. Mr. Oberweger is currently and has been since March 2018 a member of National Multifamily Housing Council and, since January 2020, a member of Urban Land Institute, ULI and National Association for Industrial and Office Parks. Mr. Oberweger has also previously been a member of the Mortgage Bankers Association, MBA of New York, The International Council of Shopping Centers and served as an elected member of the Representative Town Meeting in Greenwich, Connecticut from September 2011 to December 2017. Mr. Oberweger holds a Juris Doctor from Brooklyn Law School and a Bachelor of Arts from Macalester College.

Shawn Orser has been the President of Seaside Financial & Insurance Services, a San Diego, California based investment advisory firm since 2009. He is also a member of the Board of Directors of Belpointe REIT, Inc., a qualified opportunity fund, an affiliate of our Manager and Sponsor. Mr. Orser began his career in finance supporting an Index Arbitrage desk at RBC Dominion Securities, then moved to Merrill Lynch where he worked on the trading desk for the Equity Linked Products Group. Thereafter, he then joined Titan Capital, a New York City based hedge fund where he traded equity derivatives, then worked as a proprietary trader for Remsemberg Capital trading equity and option strategies. Afterwards, he moved to the retail side of the investment management business with Northwestern Mutual, then later joined Seaside Financial & Insurance Services. Mr. Orser earned his bachelor's degree in Finance from Syracuse University. Mr. Orser was selected as a director because of his extensive investment and finance experience.

Ronald Young, Jr. has been the President and Co-founder of Tri-State LED, a subsidiary of Revolution Lighting Technologies (NASDAQ: RVLT), which provides LED solutions to commercial, industrial and municipal organizations since 2010. He is also a member of the Board of Directors of Belpointe REIT, Inc., a qualified opportunity fund, an affiliate of our Manager and Sponsor. Prior to 2010, Mr. Young was a managing director and co-founder of Belray Capital, a Greenwich, Connecticut based real estate and investment firm, which was later acquired by Belpointe. Mr. Young has also held several positions in the investment and financial industry with MAC Pension Inc., Strategies for Wealth Strategies (an agency of The Guardian Life Insurance Company of America), and AG Edwards & Sons Inc. (now Wells Fargo Advisors). Ron earned his undergraduate degree from the University of Connecticut. Mr. Young was selected as a director because of his extensive investment and real estate development experience.

Family Relationships

Brandon Lacoff, Chairman of the Board and our Chief Executive Officer, is the son of Martin Lacoff, a member of the Board and our Chief Strategic Officer and Principal Financial Officer. There are no other family relationships among our executive officers or directors.

Executive Advisory Board

Our Board has established an Executive Advisory Board to provide both it and our Manager with advice regarding, among other things, potential investment opportunities, general market conditions and debt and equity financing opportunities. The Executive Advisory Board consists of Sarah Broderick, Patrick Brogan, Donald Cogsville, Daniel Kowalski, and Stephen Soler. The members of the Executive Advisory Board will not participate in meetings of our Board unless specifically invited to attend. The Executive Advisory Board will meet at such times as requested by our Board or our Manager. The members of the Executive Advisory Board can be appointed and removed and the number of members of the Executive Advisory Board may be increased or decreased by our Manager from time to time for any reason. The appointment and removal of members of the Executive Advisory Board do not require approval of our Members. The members of our Executive Advisory Board are set forth below.

Sarah Broderick is the Founder of The FEAT, formed in November 2018, which delivers products and services aimed at bringing professionals that have left traditional roles in corporate America back into the economy. Ms. Broderick is also currently and has been since November 2020, the executive-in-residence at the UConn Werth Institute for Entrepreneurship and Innovation and also has served on the Werth Institute's Advisory Board since January 2021. Prior to founding The FEAT, Ms. Broderick served as the COO/CFO and member of the Board of Directors of VICE Media from March 2016 to November 2018. Earlier in her career, Ms. Broderick held senior roles across a range of organizations, including oversight of the SEC reporting and the global accounting operations for General Electric from June 2012 to September 2014, and leadership positions at Endeavor from September 2014 to March 2016, NBC Universal from July 2009 to June 2012 and Deloitte from July 2000 to July 2009. Ms. Broderick serves on the Board of Directors of the Girl Scouts of Connecticut, a position which she has held since May2008 and has been involved in fundraising for the UConn Foundation since November 2019. Ms. Broderick holds a Master of Science in Accounting and a Bachelor of Science in Accounting from the University of Connecticut, where she was also a four-year member and captain of the UConn softball team.

Donald P. Cogsville is the Chief Executive Officer of The Cogsville Group, a New York-based private equity real estate investment firm founded in 2007. Since its inception, the firm has invested in $3 billion of commercial and residential real estate, representing over 4,000 assets in 49 states. Mr. Cogsville began his career as an attorney in the Structured Finance Group at Skadden, Arps, Slate, Meagher & Flom LLP. He then joined the Leveraged Finance Group at Merrill Lynch as an investment banker, and left Merrill Lynch to found RCM Saratoga Capital LLC, a boutique investment banking firm focused on generating value in the urban marketplace. Mr. Cogsville is Of Counsel with Akerman LLP, where his practice focuses on real estate development (specifically urban redevelopments, including opportunity zone projects), real estate financing, and real estate asset management. Additionally, Mr. Cogsville serves or has served on the Board of Marchex, Inc., the Board of Visitors of the University of North Carolina, The New York Urban League, Jazz at Lincoln Center, The Amsterdam News Editorial Board and founded the non-partisan voter registration initiative, Citizen Change. Mr. Cogsville holds a B.A. from the University of North Carolina at Chapel Hill and a J.D. from Rutgers University.

Daniel Kowalski is the owner of Wizard of OZ, a bespoke consultancy focused on helping companies utilize Opportunity Zones to grow their businesses while helping the surrounding community to grow and thrive. Previously, from 2017 until January 2021, Mr. Kowalski was Counselor to the Secretary at the U.S. Treasury Department. Mr. Kowalski was the Treasury official responsible for policy development of the regulations, forms and instructions required to implement Opportunity Zones. He worked with Treasury and IRS staff as well as public- and private-sector stakeholders to provide as much flexibility for the use of the Opportunity Zone incentive consistent with the four corners of the statute. Mr. Kowalski has been a featured speaker at over 70 Opportunity Zone events in 30 cities in 20 states and Puerto Rico. He was named a "Top 25 OZ Influencer" in both 2019 and 2020 by Opportunity Zone Magazine. Mr. Kowalski is also a recipient of the Alexander Hamilton Award, the highest Treasury honor for employees whose performance and leadership demonstrate the highest standards of dedication to public service and the Treasury Department. Prior to Treasury, Mr. Kowalski was Deputy Staff Director of the Senate Budget Committee. He also served as the Director of Budget Review for the House Budget Committee. Mr. Kowalski started in Washington with the Congressional Budget Office (CBO) as a Principal Analyst in the unit responsible for preparing CBO's baseline budget projections. In state government, Mr. Kowalski worked as Director of the Legislative Budget Office for the Missouri General Assembly, and as the senior individual income tax analyst with the Finance Committee for the New York State Senate. Mr. Kowalski started his career as a management analyst for the Deputy Commissioner for Audit in the New York City Department of Finance. Mr. Kowalski holds a Master of Public Policy degree from Harvard's Kennedy School and a Bachelor of Arts from St. John's College in Annapolis, Maryland.

Stephen Soler is the Managing Director of Stockbridge Realty Advisors, LLC, where he oversees underwriting, financing, and project management for real estate investments, including assisting Societe Generale with various real estate related matters including developing risk management protocols. Over the past 30 years, Mr. Soler has held senior positions at both real estate investment companies as well as commercial banks focused on commercial real estate financing, where he has overseen more than $15 Billion of commercial real estate transactions covering all asset classes and real estate sectors. Prior to Stockbridge Realty Advisors, LLC, Mr. Soler held the position of Managing Director at Societe Generale and was part of the credit assessment team focused on risk management. Mr. Soler is an Adjunct Professor at the NYU Schack Institute of Real Estate where he has taught for more than fifteen years in the Master of Real Estate Program with a focus on Entrepreneurship and Sustainable Development. Mr. Soler graduated from the University of Massachusetts at Amherst with a degree in economics, and he attended the Harvard Graduate School of Design. He has served as a member of the Economics Department Advisory Board at the University of Massachusetts, the Board of the YMCA of Greenwich, and on several Town of Greenwich Boards and Advisory Committees.

Audit Committee

The purpose of the audit committee is to assist our Board in overseeing and monitoring the quality and integrity of our financial statements, our compliance with legal and regulatory requirements, the performance of our internal audit function and our independent registered public accounting firm's qualifications, independence and performance.

Our audit committee is comprised of Timothy Oberweger, Shawn Orser and Ronald Young Jr. The chair of our audit committee is Shawn Orser. Our Board has determined that each member of our audit committee satisfies the independence standards under Rule 10A-3 promulgated under the Exchange Act and the NYSE American listing standards. The audit committee has a charter that is available on our website, *www.belpointeoz.com*, under the "Investors" section.

Code of Ethics

We have a Code of Business Conduct and Ethics, which applies to our employees, if any, officers and directors and is available on our website, *www.belpointeoz.com*, under the "Investors" section. We intend to disclose any amendments to or waivers of our Code of Business Conduct and Ethics on behalf of our principal executive officer, principal financial officer or principal accounting officer, either on our website or in a Current Report on Form 8-K filing.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors and persons who beneficially own more than ten percent of our Class A units to file initial reports of ownership and reports of changes in ownership with the SEC and furnish us with copies of all Section 16(a) forms they file. To our knowledge, based solely on our review of the copies of such reports furnished to us or written representations from such persons that they were not required to file a Form 5 to report previously unreported ownership or changes in ownership, we believe that, with respect to the year ended December 31, 2024, such persons complied with all such filing requirements.

Member Recommendations for Nominations to the Board of Directors

Our nominating and corporate governance committee will consider recommendations of candidates for election as directors that are submitted by any member holding a sufficient number of voting units both on the date of the submission and the date of the annual meeting such that the member may elect one or more directors to the Board assuming that such member cast all of the votes it is entitled to cast in such election in favor of a single candidate and such candidate receives no other votes from any other member, and so long as such recommendations comply with our Operating Agreement and applicable laws, rules, and regulations, including those promulgated by the SEC and the NYSE American. Our nominating and corporate governance committee will evaluate such recommendations in accordance with its charter, our Operating Agreement, and our policies and procedures for director candidates. This process is designed to ensure that our Board includes members with diverse backgrounds, skills, and experience, including appropriate financial and other expertise relevant to our business. Eligible members wishing to recommend a candidate for nomination should contact our Manager in writing at Belpointe PREP, LLC, 255 Glenville Road, Greenwich, Connecticut 06831. Any such recommendations must include the information about the candidate required by our Operating Agreement, a statement of support by the recommending member, evidence of the recommending member's ownership of our voting units, and a signed letter from the candidate confirming willingness to serve on our Board. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

Members must deliver written notice to our Manager not less than 90 days nor more than 120 days prior to the anniversary of the date of the immediately preceding annual meeting; provided that where no annual meeting was held in the prior year or the annual meeting is set for a date that is more than 30 days before or after the anniversary of the prior year's annual meeting, members must deliver such notice not later than the close of business on the 10th day following the date on which we first publicly disclose the date of the annual meeting.

Item 11. Executive Compensation.

We are externally managed and currently have no employees or intention of having any employees. Our executive officers also serve as officers of our Manager and our Sponsor or one or more of their affiliates. Our management agreement provides that our Manager will be responsible for managing our day-to-day operations and investment activities, as such our executive officers do not receive compensation from us or any of our subsidiaries for serving as our executive officers but, rather, receive compensation from our Manager. We will not reimburse our Manager for any compensation paid to our executive officers. Our management agreement does not require our executive officers to dedicate a specific amount of time to the conduct of our business and affairs or prohibit our executive officers from engaging in other activities or providing services to other persons, including affiliates of our Manager and Sponsor. Accordingly, our Manager has informed us that it cannot identify the portion of compensation it will award to our executive officers that relates solely to such executives' services to us, as our Manager does not compensate its employees specifically for such services. Furthermore, we do not have employment agreements with our executive officers, we do not provide pension or retirement benefits, perquisites or other personal benefits to our executive officers, our executive officers have not received any nonqualified deferred compensation and we do not have arrangements to make payments to our executive officers upon their termination or in the event of a change in control of us.

Non-Employee Director Compensation

We commenced principal operations on October 28, 2020. For the year ended December 31, 2024, each of our non-employee directors received $20,000 in cash compensation for their service as directors. Going forward, we intend to establish a policy to compensate each of our non-employee directors on an annual basis paid in quarterly installments in arrears, which compensation may, in the sole discretion of our Board, be paid to members in the form of cash or equity, or a combination of both cash and equity. We also intend to adopt a unit ownership policy for our non-employee directors in order to better align our non-employee directors' financial interests with those of our unitholders by requiring non-employee directors to own a minimum level of our Class A units.

We do not pay our directors additional fees for attending board meetings, but we reimburse each of our directors for reasonable out-of-pocket expenses incurred in connection with attending board and committee meetings (including, but not limited to, airfare, hotel and food). For the year ended December 31, 2024, all of our Board and committee meetings have been held virtually and our directors did not incur any expenses in connection with attending board or committee meetings.

Item 12. Security Ownership of Certain Beneficial Owner and Management and Related Stockholder Matters.

The following table sets forth information regarding the number and percentage of Class A units, Class B units and the Class M unit owned by

- each of our directors;
- each of our named executive officers
- all of our directors and executive officers as a group;
- and any person known to us to be the beneficial owner of more than 5% of our outstanding units.

As of March 28, 2025, there were 3,668,388 Class A units issued and outstanding, 100,000 Class B units issued and outstanding and one Class M unit issued and outstanding.

Beneficial ownership is determined in accordance with the rules of the SEC. Under these rules, more than one person may be deemed a beneficial owner of the same securities, and a person may be deemed a beneficial owner of securities as to which he has no economic interest. To our knowledge, except as otherwise set forth in the notes to the following table, each person named in the table has sole voting and investment power with respect to all of the interests shown as beneficially owned by such person. Unless otherwise specified, the address for each of the persons named below is c/o Belpointe PREP, LLC, 255 Glenville Road, Greenwich, Connecticut 06831.

	Class A units Beneficially Owned		Class B units Beneficially Owned		Class M units Beneficially Owned	
Name of Beneficial Owner	**Number**	**Percent**	**Number**	**Percent**	**Number**	**Percent**
Directors and Officers						
Brandon E. Lacoff [(1)(2)]	207	*	100,000	100%	1	100%
Martin Lacoff [(3)]	12	*	—	—%	—	—%
All directors and officers as a group	219	*	100,000	100%	1	100%
5% Unitholders						
Empirical Financial Services, LLC d.b.a. Empirical Wealth Management[(4)]	256,339	7%	—	—%	—	—%
Precision Wealth Strategies, LLC[(5)]	235,796	6%	—	—%	—	—%
Belpointe PREP Manager, LLC [(2)]	—	—%	100,000	100%	—	100%

* Represents less than 1%

(1) Belpointe, LLC, our Sponsor, owns 206 Class A units and Belpointe Capital Management, LLC ("BCM"), an affiliate of our Sponsor, owns one Class A unit. Brandon E. Lacoff, the manager of our Sponsor and BCM, may be deemed to share voting and dispositive power with respect to the Class A units held by our Sponsor and BCM.

(2) Belpointe PREP Manager, LLC, our Manager, owns 100,000 Class B units and one Class M unit, and Brandon E. Lacoff, the manager of our Manager, may be deemed to share voting and dispositive power with respect to the Class B units and Class M unit held by our Manager.

(3) M&C Partners III, owns 12 Class A units and Martin Lacoff and his spouse share voting and dispositive power with respect to the Class A Units.

(4) Based on information contained in a Schedule 13G/A filed with the SEC by Empirical Financial Services, LLC. d.b.a. Empirical Wealth Management ("Empirical") on January 28, 2025. According to the Schedule 13G/A, as of December 31, 2024, Empirical had sole power to vote or direct the vote of 252,876 of our Class A units beneficially owned and sole power to dispose of or direct the disposition of 256,339 of our Class A units beneficially owned. The address of Empirical's principal business office is 1420 5th Avenue, Suite 3150, Seattle, Washington 98101. The Schedule 13G/A provides information only as of December 31, 2024 and, consequently, the beneficial ownership of Empirical may have changed between December 31, 2024 and the filing date of this Form 10-K.

(5) Based on information contained in a Schedule 13G filed with the SEC by Precision Wealth Strategies, LLC on January 23, 2025. According to the Schedule 13G, as of December 31, 2024, Precision Wealth Strategies, LLC had sole power to vote or direct the vote of 235,796 of our Class A units beneficially owned and sole power to dispose of or direct the disposition of 235,796 of our Class A units beneficially owned. The address of Precision Wealth Strategies, LLC principal business office is 4622 Macklind Avenue St. Louis MO 63109. The Schedule 13G provides information only as of December 31, 2024 and, consequently, the beneficial ownership of Empirical may have changed between December 31, 2024 and the filing date of this Form 10-K.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The following describes all transactions during the year ended December 31, 2024 and all currently proposed transactions involving us, our executive officers, directors, Manager, Sponsor and any of their respective affiliates.

Our Transactions with Belpointe REIT

During the year ended December 31, 2021 we entered into a series of transaction with Belpointe REIT, Inc. Belpointe REIT was an affiliate of our Sponsor, and our Sponsor is indirectly owned by our Chief Executive Officer and beneficially owned by certain immediate family members of our Chief Executive Officer.

Pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"), we conducted an offer to exchange (the "Offer") each outstanding share of common stock (the "Common Stock"), of Belpointe REIT, Inc. ("Belpointe REIT") validly tendered in the Offer for 1.05 of our Class A units, with any fractional Class A units rounded up to the nearest whole unit (the "Transaction Consideration"). The Offer was completed on September 14, 2021.

Following the Offer, and in accordance with the terms of the Merger Agreement, Belpointe REIT converted from a corporation into a limited liability company (the "Conversion") named BREIT, LLC ("BREIT"). In the Conversion each outstanding share of Common Stock was converted into a limited liability company interest (an "Interest") in BREIT. The Conversion was completed on October 1, 2021.

Following the Conversion, and in accordance with the terms of the Merger Agreement, BREIT merged with and into BREIT Merger, LLC ("BREIT Merger"), our wholly-owned subsidiary (the "Merger"). In the Merger, each outstanding Interest was converted into the right to receive the Transaction Consideration. The Merger was completed on October 12, 2021.

Prior to and in connection with the Offer and Merger, we entered into a series of loan transactions with Belpointe REIT, whereby Belpointe REIT advanced us an aggregate of $74.0 million evidenced by a series of secured promissory notes (the "Secured Notes") bearing interest at an annual rate of 0.14%, due and payable on December 31, 2021, and secured by all of our assets. Upon consummation of the Merger, BREIT Merger acquired the Secured Notes as successor in interest to Belpointe REIT and, effective October 12, 2021, we entered into a Release and Cancellation of Indebtedness agreement with BREIT Merger pursuant to the terms of which BREIT Merger cancelled the Secured Notes and discharged us from all obligations to repay the principal and any accrued interest on the Secured Notes.

Our Affiliate Transactions

Our Transaction with Belpointe Development Holding, LLC

On May 16, 2024, we entered into an agreement, which has since been amended, to borrow up to $3.0 million in principal amount from Belpointe Development Holding, LLC, an affiliate of our Chief Executive Officer, pursuant to the terms of a revolving credit facility agreement (the "BDH Facility"). Interest accrues on the BDH Facility at an annual rate of 5.0%, due and payable at maturity. The BDH Facility is due to mature on August 31, 2026. Proceeds under the BDH Facility are to be used for general corporate purposes. As of December 31, 2024, the BDH Facility had an outstanding principal balance of $2.6 million and accrued interest of less than $0.1 million.

On October 30, 2023, we borrowed $1.5 million from Belpointe Development Holding, LLC, an entity in which certain immediate family members of our Chief Executive Officer have a passive indirect minority beneficial ownership interest, pursuant to the terms of an unsecured promissory note (the "BDH Note"). The BDH Note was due and payable on March 31, 2024 and interest accrued on the BDH Note at an annual rate of 4.5%. The proceeds of the loan were used for general corporate purposes. On December 29, 2023, the BDH Note, including accrued interest of less than $0.1 million, was repaid in full.

Our Transaction with Lacoff Holding II, LLC

On December 29, 2023, we borrowed $4.0 million from Lacoff Holding II LLC, an affiliate of our Chief Executive Officer, pursuant to the terms of a promissory note secured by a first mortgage lien on certain property owned by subsidiaries of the Company (the "LH II Loan"). The LH II Loan was due and payable on April 1, 2024 and interest accrued on the LH II Note at an annual rate of 5.26%. The proceeds of the loan were used for general corporate purposes. On February 8, 2024, the LH II Loan, including accrued interest of less than $0.1 million, was repaid in full.

The opportunity zone regulations allow us to apply the 90% Asset Test without taking into account any proceeds from our Public Offerings that we receive in the 6-month period preceding the Test Date, provided those proceeds are held in cash, cash equivalents, or a debt instrument with a term of 18-months or less. Accordingly, given our excess cash on hand as of the year ended December 31, 2021, management viewed the Norpointe transaction as an opportunity to earn a strong rate of return on that cash by making a low risk—due to the low loan-to-value ratio and first priority mortgage interest—short-term loan rather than depositing the funds in a lower yielding account pending investment in future developments. For additional details regarding the 90% Asset Test see, Item 1. "Business—Qualified Opportunity Zone Program."

Our Relationship with our Manager and Sponsor

We are externally managed by our Manager, which is responsible for managing our day-to-day operations, implementing our investment objectives and strategy and performing certain services for us, subject to oversight by our Board and the limitations set forth in our Operating Agreement. Our Manager is an affiliate of our Sponsor and is indirectly owned by our Chief Executive Officer and beneficially owned by certain immediate family members of our Chief Executive Officer.

Our Management Agreement

Pursuant to the terms of the Management Agreement, a team of investment and asset management professionals, acting through our Manager, makes all decisions regarding the origination, selection, evaluation, structuring, acquisition, financing and development of our commercial real estate properties, real estate-related assets, including commercial real estate loans and mortgages, and debt and equity securities issued by other real estate-related companies, as well as private equity acquisitions and investments, and opportunistic acquisitions of other qualified opportunity funds and qualified opportunity zone businesses, subject to the limitations in our operating agreement. Our Manager also provides portfolio management, marketing, investor relations, financial, accounting and other administrative services on our behalf with the goal of maximizing our operating cash flow and preserving our invested capital.

Pursuant to the terms of the Management Agreement, our Manager is responsible for, among other things:

- serving as our investment and financial manager with respect to originating, underwriting, acquiring, and managing our investment portfolio;
- structuring the terms and conditions of our acquisitions, sales and joint ventures; and
- retaining, for and on our behalf, services related to, among other things, our Public Offerings, and any other offerings that we may conduct, the development, operation and management of our investments, calculation of our NAV, administrative, accounting, tax, legal and investor relations services, financing services, and services related to property management, leasing, development and construction.

The initial term of the Management Agreement continues through December 31, 2025, and may only be terminated (i) for "cause," (ii) upon the bankruptcy of our Manager, or (iii) upon a material breach of the Management Agreement by our Manager. "Cause" is defined in the Management Agreement to mean fraud or willful malfeasance, gross negligence, the commission of a felony or a material violation of applicable law, in each case that has or could reasonably be expected to have a material adverse effect on us. Following the initial term, the Management Agreement will automatically renew for an unlimited number of three-year terms unless we elect not to renew it by providing our Manager with 180 days' prior notice.

Upon any termination or non-renewal of the Management Agreement by us or any termination of the Management Agreement by our Manager for our breach of the Management Agreement, our Manager will be entitled to receive its prorated management fee through the expiration or termination date and will be paid a termination fee equal to six times the annual management fee earned by our Manager during the 12-month period ended as of the last day of the quarter immediately preceding the termination date.

In addition, upon any termination or non-renewal of the Management Agreement, our Manager will continue to hold our Class B units. Upon termination or non-renewal of the Management Agreement, our Manager will cooperate with us and take all reasonable steps requested by us to assist our Board in making an orderly transition of the management function.

Management Fee, Class B Units and Expense Reimbursement

As compensation for its services under the Management Agreement, we pay our Manager a quarterly management fee at an annualized rate of 0.75%. The management fee is based on our NAV at the end of each fiscal quarter. During the years ended December 31, 2024, and 2023, we incurred management fees due to our Manager of $2.7 million and $2.7 million, respectively.

As additional compensation for its services under the Management Agreement, we issued our Manager 100,000 Class B units, representing all of our issued and outstanding Class B units. The Class B units entitle our Manager to 5% of any gain recognized by or distributed to us or recognized by or distributed from our Operating Companies or any subsidiary. As a result, any time we recognize an operating gain (excluding depreciation) or receive a distribution, whether from continuing operations, net sale proceeds, refinancing transactions or otherwise, our Manager is entitled to receive 5% of the aggregate amount of such gain or distribution, regardless of whether the holders of our Class A units have received a return of their capital. The allocation and distribution rights that our Manager is entitled to with respect to its Class B units may not be amended, altered or repealed, and the number of authorized Class B Units may not be increased or decreased, without the consent of our Manager. During the years ended December 31, 2024 and 2023, we did not make any Class B unit allocations or distributions to our Manager.

Pursuant to the Management Agreement, we reimburse our Manager and its affiliates, including our Sponsor, for actual fees and expenses incurred in connection with our Public Offerings, the Offer and Merger, the selection, origination, acquisition and management of our investments, and for out-of-pocket expenses paid to third parties in connection with providing services to us. Expenses reimbursable are payable at the election of the recipient in cash, by issuance of our Class A units at the then-current NAV, or through some combination of the foregoing. For additional details regarding the Offer and the Merger see, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Our Transactions with Belpointe REIT, Inc."

During the years ended December 31, 2024, and 2023, our Manager and its affiliates, including our Sponsor, incurred $2.6 million, and $2.9 million, respectively, for fees and expenses on our behalf.

Our Employee and Cost Sharing Agreement

Pursuant to the Employee and Cost Sharing Agreement, our Sponsor provides our Manager with access to portfolio management, asset valuation, risk management and asset management services, as well as administration services addressing legal, compliance, investor relations and information technologies necessary for the performance by our Manager of its duties under the Management Agreement, and our Sponsor or one or more of its affiliates is entitled to receive expense reimbursements and our Manager's allocable share of employment costs incurred by the Sponsor. For additional details regarding our Employee and Cost Sharing Agreement, see Item 1. "Business—Human Capital."

During the years ended December 31, 2024, and 2023, our Sponsor and its affiliates incurred $2.1 million and $1.8 million, respectively, for fees, expenses and employment costs on our behalf.

Development Fees

Pursuant to the terms of development agreements that we enter into with affiliates of our Sponsor, such affiliates are entitled to receive (i) development fees on each project in an amount that is usual and customary for comparable services rendered to similar projects in the geographic market of the project, and (ii) reimbursements for their expenses, such as employee compensation and other overhead expenses incurred in connection with the project.

In connection with our acquisitions of 902-1020 First and 900 8th Avenue South, a development fee of 4.5% of total project costs will be charged throughout the course of each project (the "Development Fee"), of which one half was due at the close of each acquisition. In connection with our acquisition of 1991 Main Street, on March 29, 2022, we commenced construction on one of our properties located in Sarasota, Florida, and in connection therewith, due to an increase in scope of work, we agreed to increase the development fee payable to an affiliate of our Sponsor under the terms of our existing development management agreement from 4.0% to 4.25%. In addition, again due to the increase in scope of work, as well as due to increases in construction costs, we revised our construction budget. As a result of the increase in development fees and revisions to our construction budget, we incurred an additional upfront development fee of $2.5 million, which is included in Real estate under construction in our consolidated balance sheets. The remaining development fee will be earned throughout the project in accordance with the terms of the development management agreement.

The development company receiving the Development Fee is indirectly owned by our Chief Executive Officer and beneficially owned by certain immediate family members of our Chief Executive Officer. For additional details regarding our acquisitions of 1991 Main Street, 902-1020 First, and 900 8th Avenue South see, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Our Investments—Investments in Multifamily and Mixed-Use Rental Properties."

During the year ended December 31, 2024, we incurred $4.2 million for development fees, and we incurred $1.7 million for employee reimbursement expenditures relating to projects under development. During the year ended December 31, 2023, we incurred $5.9 million for development fees, and we incurred $1.7 million for employee reimbursement expenditures relating to projects under development.

Director Independence

Our Class A units are listed on the NYSE American under the symbol "OZ." Pursuant to NYSE American's corporate governance requirements, a majority of a listed company's board of directors must be made up of independent directors. Under the NYSE American corporate governance requirements, a director is "independent" if the director is not an executive officer or employee of the company and the company's board of directors affirmatively determines that the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Our Board has determined that Dean Drulias, Timothy Oberweger, Shawn Orser and Ronald Young, Jr. are independent directors under the NYSE American corporate governance requirements.

Item 14. Principal Accountant Fees and Services

The following table sets forth the aggregate fees for professional services provided by our independent registered public accounting firm, Citrin Cooperman & Company, LLP, for the years ended December 31, 2024 and 2023:

	Year Ended December 31,	
	2024	2023
Audit fees [1]	$ 132,000	$ 138,685
Tax fees [2]	—	—
Total	$ 132,000	$ 138,685

(1) Audit fees consist of fees for services related to the annual audit of our fiscal 2024 and 2023 consolidated financial statements, reviews of our interim unaudited consolidated financial statements, and services that are normally provided in connection with statutory and regulatory filings and engagements.

(2) Tax fees consist of fees for professional services rendered during 2024 for 2023 state and federal tax compliance.

Audit Committee Pre-Approval Policies and Procedures

In accordance with our audit committee charter, our audit committee is required to approve, in advance, all audit and non-audit services to be provided by our independent registered public accounting firm. All services reported in the table above were approved by our audit committee. Our audit committee charter is available on our website, *www.belpointeoz.com*, under the "Investor Relations" section.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as part of this Form 10-K:

(1) Consolidated financial statements: See Item 8. Financial Statements and Supplementary Data.

(2) Financial statement schedules: Schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are not applicable and therefore have been omitted.

(3) Exhibits: The following exhibits are filed with this Form 10-K:

		Incorporated by Reference			
Exhibit Number	**Description**	**Form**	**File Number**	**Exhibit**	**Filing Date**
2.1	Agreement and Plan of Merger, dated as of April 21, 2021, by and among Belpointe PREP, LLC, BREIT Merger, LLC and Belpointe REIT, Inc.	S-11	333-255424	2.1	September 30, 2021
3.1	Certificate of Formation.	S-11	333-255424	3.1	September 30, 2021
3.2	Amended and Restated Limited Liability Company Operating Agreement.	S-11	333-255424	3.2	September 30, 2021
4.1	Subscription Agreement (included in Appendix B).	S-11	333-255424	4.1	September 30, 2021
10.1	Management Agreement, effective as of October 28, 2020, by and among Belpointe PREP, LLC, Belpointe PREP OC, LLC, Belpointe PREP TN OC, LLC, Belpointe PREP Manager, LLC and Belpointe LLC.	S-11	333-255424	10.1	September 30, 2021
10.2	Employee and Cost Sharing Agreement, effective as of October 28, 2020, by and among Belpointe PREP, LLC, Belpointe PREP OC, LLC, Belpointe PREP TN OC, LLC and Belpointe PREP Manager, LLC.	S-11	333-255424	10.2	September 30, 2021
10.3	Promissory Note, dated January 3, 2022.	8-K	001-40911	10.12	January 6, 2022
10.4	Mortgage Deed and Security Agreement, dated January 3, 2022.	8-K	001-40911	10.13	January 6, 2022
21*	Subsidiaries of Registrant.				
31.1*	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2*	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
97.1*	Belpointe PREP, LLC Clawback Policy.				
101.INS	Inline XBRL Instance Document.				
101.SCH	Inline XBRL Taxonomy Extension Schema Document.				

Exhibit Number	Description	Incorporated by Reference Form	File Number	Exhibit	Filing Date
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).				

* Filed herewith.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) or the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 31, 2025

Belpointe PREP, LLC

By: */s/ Brandon E. Lacoff*
Brandon E. Lacoff
Chairman of the Board and Chief Executive Officer

By: */s/ Martin Lacoff*
Martin Lacoff
Director, Chief Strategic Officer, Principal Financial Officer and Principal Accounting Officer

Exhibit 21

SUBSIDIARIES OF BELPOINTE PREP, LLC

Subsidiary	State of Incorporation
800 Davidson, LP	Tennessee
900 Eighth, LP	Tennessee
1000 Davidson, LP	Tennessee
1130 Davidson, LP	Tennessee
1400 Davidson, LP	Tennessee
Belpointe Investments, LLC	Connecticut
Belpointe PREP Acquisitions, LLC	Connecticut
Belpointe PREP Financing, LLC	Connecticut
Belpointe PREP OC, LLC	Delaware
Belpointe PREP TN OC, LLC	Delaware
BPOZ 17 Cedar Swamp, LLC	Connecticut
BPOZ 800 Davidson GP, LLC	Delaware
BPOZ 800 Davidson QOZB, LLC	Delaware
BPOZ 900 Eighth Common, LLC	Delaware
BPOZ 900 Eighth GP, LLC	Delaware
BPOZ 900 Eighth Holding, LLC	Delaware
BPOZ 900 Eighth Preferred, LLC	Delaware
BPOZ 900 Eighth QOZB, LLC	Delaware
BPOZ 900 First, LLC	Delaware
BPOZ 901 Central, LLC	Delaware
BPOZ 1000 Davidson GP, LLC	Delaware
BPOZ 1000 Davidson QOZB, LLC	Delaware
BPOZ 1000 First Holding, LLC	Delaware
BPOZ 1000 First Parent, LLC	Delaware
BPOZ 1000 First QOZB, LLC	Delaware
BPOZ 1000 First, LLC	Delaware
BPOZ 1130 Davidson GP, LLC	Delaware
BPOZ 1130 Davidson QOZB, LLC	Delaware
BPOZ 1400 Davidson GP, LLC	Delaware
BPOZ 1400 Davidson QOZB, LLC	Delaware
BPOZ 1700 Main Holding, LLC	Delaware
BPOZ 1700 Main QOZB, LLC	Delaware
BPOZ 1700 Main, LLC	Delaware
BPOZ 1701 Ringling Holding, LLC	Delaware
BPOZ 1701 Ringling QOZB, LLC	Delaware
BPOZ 1701 Ringling, LLC	Delaware
BPOZ 1702 Ringling, LLC	Delaware
BPOZ 1710 Ringling, LLC	Delaware
BPOZ 1718 Main, LLC	Delaware
BPOZ 1750 Storrs Holding, LLC	Connecticut
BPOZ 1750 Storrs QOZB, LLC	Connecticut
BPOZ 1750 Storrs, LLC	Connecticut
BPOZ 1900 Fruitville, LLC	Delaware
BPOZ 1991 Main, LLC	Delaware
BPOZ 1991 Main Holding II, LLC	Connecticut
BPOZ 1991 Main QOZB, LLC	Delaware
BPOZ Davidson Common, LLC	Delaware
BPOZ Davidson Holding, LLC	Delaware
BPOZ Davidson Preferred, LLC	Delaware
BPOZ Storrs Holding, LLC	Connecticut
BPOZ Storrs Road, LLC	Connecticut
BREIT Merger, LLC	Delaware
CMC Storrs SPV, LLC	Connecticut
BP Mezz 1991 Main, LLC	Delaware

Exhibit 31.1

CERTIFICATION

I, Brandon E. Lacoff, certify that:

1. I have reviewed this Annual Report on Form 10-K of Belpointe PREP, LLC;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

BELPOINTE PREP, LLC

Date: March 31, 2025

By: */s/ Brandon E. Lacoff*
Brandon E. Lacoff
Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Martin Lacoff, certify that:

1. I have reviewed this Annual Report on Form 10-K of Belpointe PREP, LLC;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

BELPOINTE PREP, LLC

Date: March 31, 2025

By: */s/ Martin Lacoff*

Martin Lacoff
Chief Strategic Officer, Principal Financial Officer and Director
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Belpointe PREP, LLC (the "Company") for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

BELPOINTE PREP, LLC

Date: March 31, 2025

By: */s/ Brandon E. Lacoff*
Brandon E. Lacoff
Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K of Belpointe PREP, LLC (the "Company") for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

BELPOINTE PREP, LLC

Date: March 31, 2025

By: */s/ Martin Lacoff*
Martin Lacoff
Chief Strategic Officer, Principal Financial Officer and Director
(Principal Financial Officer)

Exhibit 97.1

BELPOINTE PREP, LLC

CLAWBACK POLICY

I. Introduction

The Board of Directors (the "**Board**") of Belpointe PREP, LLC (the "**Company**") believes that it is in the best interests of the Company and its unitholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's pay-for-performance compensation philosophy. The Board has therefore adopted this policy which requires the recoupment of certain executive compensation in accordance with the terms herein (the "**Policy**"). This policy is not intended to limit the Covered Executives' (as defined below) ability to make disclosures to, or initiate or participate in communications with, the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities and Exchange Commission (the "**Commission**") or any other federal, state or local governmental agency or commission.

II. Administration

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation Committee of the Board (the "**Compensation Committee**"), in which case references herein to the Board shall be deemed references to the Compensation Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

III. Defined Terms

This Policy applies to the Company's current and former executive officers (the "**Covered Executives**"). For purposes of this Policy, Covered Executives are the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company's subsidiaries are deemed executive officers of the Company if they perform such policy making functions for the Company. Policy-making function is not intended to include policy-making functions that are not significant.

For purposes of this Policy, "**financial reporting measures**" are measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures. Unit price and total unitholder return are also financial reporting measures. A financial reporting measure need not be presented within the financial statements or included in a filing with the Commission.

For purposes of this Policy, "**Incentive-Based Compensation**" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure.

IV. Recovery of Erroneously Awarded Compensation

In the event that the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period, then the Company will reasonably promptly take appropriate action to recover all erroneously awarded Incentive-Based Compensation received by any Covered Executive:

(i) after beginning service as a Covered Executive;

(ii) who served as a Covered Executive at any time during the performance period for the Incentive-Based Compensation;

(iii) while the Company has a class of securities listed on a national securities exchange or a national securities association;

(iv) during the three completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement as described in this Article IV; and

(v) during any transition period (that results from a change in the Company's fiscal year) within or immediately following the three completed fiscal years referenced in clause (iv) above. For the avoidance of doubt, a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months would be deemed a completed fiscal year.

For purposes of determining the relevant recovery period, the date that the Company is required to prepare an accounting restatement as described in this Article IV is the earlier to occur of:

(i) the date the Board, a committee of the Board, or the Company's officer or officers authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such accounting restatement; or

(ii) the date a court, regulator, or other legally authorized body directs the Company to prepare such accounting restatement.

V. Excess Incentive Based Compensation; Recoupment

Erroneously awarded Incentive-Based Compensation is the amount of Incentive-Based Compensation received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the restated amounts, and shall be computed without regard to any taxes paid. For any Incentive-Based Compensation based on unit price or total unitholder return, where the amount of erroneously awarded Incentive-Based Compensation is not subject to mathematical recalculation directly from the information in an accounting restatement:

(i) the amount shall be based on a reasonable estimate of the effect of the accounting restatement on the unit price or total unitholder return upon which the Incentive-Based Compensation was received; and

(ii) the Company shall maintain documentation of the determination of that reasonable estimate and shall provide such documentation to NYSE American.

Whenever required by this Policy to recover erroneously awarded Incentive-Based Compensation, the Company shall do so except to the extent that one of the conditions set forth below are met, and the Company's Compensation Committee or a majority of the independent directors serving on the Board has made a determination that recovery would be impracticable.

(i) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of erroneously awarded Incentive-Based Compensation based on the expense of enforcement, the Company shall make a reasonable attempt to recover such erroneously awarded Incentive-Based Compensation, document such reasonable attempts to recover, and provide that documentation to NYSE American.

(ii) Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on violation of home country law, the Company shall obtain an opinion of home country counsel, acceptable to NYSE American, that recovery would result in such a violation, and shall provide such opinion to NYSE American.

(iii) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the registrant, to fail to meet the requirements of Section 401(a)(13) or 411(a) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations promulgated thereunder.

The Company shall not indemnify any Covered Executive or former Covered Executive against the loss of erroneously awarded Incentive-Based Compensation.

VI. Method of Recoupment

The Board will determine, in its sole discretion, the method for recouping Incentive-Based Compensation hereunder which may include, without limitation: (i) requiring reimbursement of cash Incentive-Based Compensation previously paid; (ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards; (iii) offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive; (iv) cancelling outstanding vested or unvested equity awards; or (v) taking any other remedial or recovery action permitted by law or in equity, as determined by the Board.

VII. Effective Date

This Policy shall be effective as of October 2, 2023 (the "**Effective Date**").

VIII. Amendment; Termination

The Board may amend or terminate this Policy at any time.

IX. Other Recoupment Rights

The Board may require that any employment agreement, equity award agreement or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement or similar agreement and any other legal remedies available to the Company. Nothing herein shall preclude the Company from pursuing any action permitted by law or in equity against a Covered Executive who engages in fraud, intentional misconduct or gross negligence which does not involve a restatement of financial results.

X. Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Last updated: December 1, 2023.