



# INVESTOR PRESENTATION

Issuer Free-writing Prospectus  
Filed Pursuant to Rule 433  
Registration Number: 333-256150  
Filed June 1, 2021

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This presentation contains “forward-looking statements” within the meaning of the federal securities laws that involve risks and uncertainties, many of which are beyond our control. Our actual results could differ materially and adversely from those anticipated in such forward-looking statements as a result of certain factors, including those set forth on Form S-11, as amended (the “Registration Statement”), filed with the U.S. Securities and Exchange Commission (the “SEC”) and June 1, 2021. Forward-looking statements relate to matters such as our industry, business strategy, goals and expectations concerning our market position, future operations, margins, profitability, capital expenditures, financial condition, liquidity, capital resources, cash flows, dividends, results of operations and other financial and operating information. When used in this presentation, the words “will,” “may,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “should,” “project,” “plan,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

The forward-looking statements contained in this presentation are based on historical performance and management’s current plans, estimates and expectations in light of information currently available to us and are subject to uncertainty and changes in circumstances. There can be no assurance that future developments affecting us will be those that we have anticipated. Actual results may differ materially from these expectations due to the factors, risks and uncertainties described in the Registration Statement, changes in global, regional or local political, economic, business, competitive, market, regulatory and other factors described in the “Risk Factors” section of the Registration Statement, many of which are beyond our control. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove to be incorrect, our actual results may vary in material respects from what we may have expressed or implied by these forward-looking statements. We caution that you should not place undue reliance on any of our forward-looking statements. Any forward-looking statement made by us in this presentation speaks only as of the date on which we make it. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable securities laws.



Issuer Free-writing Prospectus  
Filed Pursuant to Rule 433  
Registration Number: 333-256150  
Filed May 28, 2021

# REGISTRATION STATEMENT



The issuer has filed a registration statement, File No: 333-256150, (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC's web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any managing underwriter will arrange to send you the prospectus if you request it by emailing [prospectus@benchmarkcompany.com](mailto:prospectus@benchmarkcompany.com).

# SUMMARY OF EXPECTED OFFERING TERMS



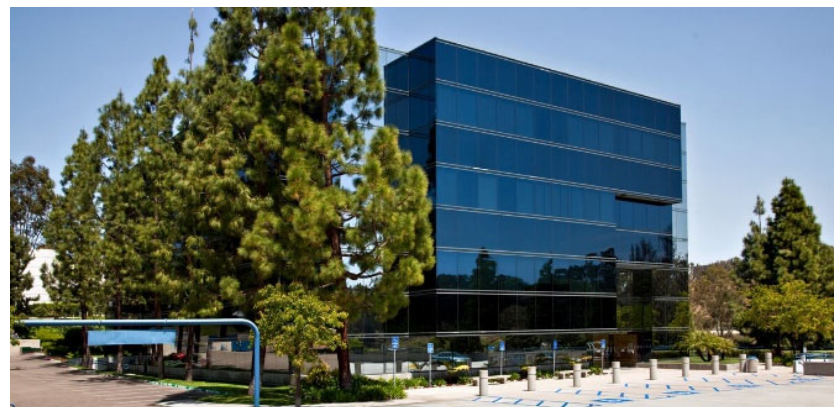
<b>Security:</b>	<b>9.375% Series D Cumulative Redeemable Perpetual Preferred Stock</b>
<b>Anticipated NASDAQ Symbol:</b>	<b>SQFTP</b>
<b>Dividend Payment Dates:</b>	<b>Fifteenth day of each calendar month</b>
<b>Monthly Dividend Amount:</b>	<b>\$0.1953</b>
<b>Liquidation Preference:</b>	<b>\$25.00</b>
<b>Maturity/Mandatory Redemption:</b>	<b>None</b>
<b>Optional Redemption:</b>	<b>At the Company's option any time on or after June __, 2026</b>
<b>Use of Proceeds:</b>	<b>General corporate purposes, including potential acquisitions of additional properties</b>
<b>Sole Book Running Manager:</b>	<b>The Benchmark Company, LLC</b>
<b>Co-Managers:</b>	<b>Colliers Securities LLC Chapin Davis Investments Spartan Capital Securities LLC</b>

# PRESIDIO PROPERTY OVERVIEW



## DESCRIPTION

- Presidio Property Trust, Inc. (“Presidio” or the “Company”) was founded in 1999 as NetREIT
- Presidio is an internally-managed real estate company focused on commercial real estate opportunities in often-overlooked and regionally dominant markets
- The Company acquires and manages office, industrial real, and other commercial real estate assets in markets with strong demographic and economic drivers with attractive going-in cap rates
- As of March 31, 2021, Presidio’s commercial portfolio included 13 commercial properties with a book value of approximately \$145.3 million
- In addition to its commercial real estate holdings, Presidio generates fees and rental income from affiliated entities, which manage and/or own a portfolio of model homes <sup>(1)</sup>



***San Diego, CA Headquarters -  
Genesis Plaza***

(1) The Company holds partial ownership interests in several entities which own model home properties

# PRESIDIO PROPERTY OVERVIEW (CONT'D)

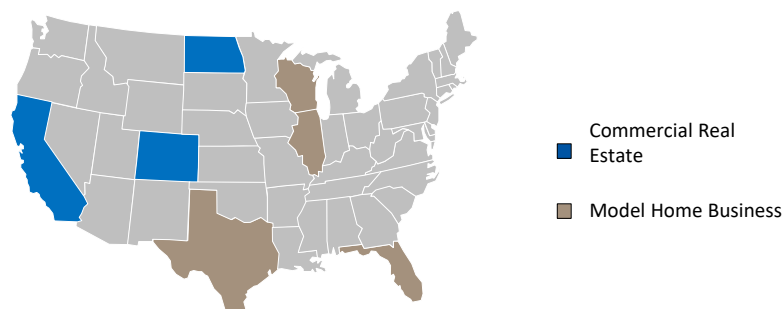


## Corporate Information

Headquarters	San Diego, CA
Founded	1999
Key Geographies	CA, CO, ND, TX & FL
Employees	20

## Portfolio Value & Debt

Book Value	\$145.3 million <sup>(2)</sup>
Existing Secured Debt	\$109.6 million



## Portfolio Summary (Number / Square Footage)

Office	9 properties / 717,714 sq. ft.
Retail	3 properties / 110,552 sq. ft.
Industrial	1 property / 150,030 sq. ft.
Model Homes <sup>(1)</sup>	106 homes / 311,102 sq. ft.

## Stock Information

Ticker / Exchange	SQFT / Nasdaq
52-week High / Low	\$2.63 – \$10.24
Number of shares outstanding	~9.9 million
Market cap	~\$33 million

(1) The Company holds partial ownership interests in several entities which own model home properties (2) includes book value of model homes



# COMPANY STRATEGY



- Presidio acquires high-quality commercial properties in often overlooked and/or underserved markets
- Our target markets are regionally dominant, non-core cities with attractive growth dynamics driven by key economic factors
- Focus on \$10 – \$30 million property acquisitions that are not typically pursued by the larger REITs
- Well located, amenitized properties with stable in-place tenancy and growing employment drivers
- Both central business district and key suburban locations
- Spreads between acquisition yields and debt terms in our target markets are more attractive, relative to gateway markets

## Key Economic Factors We Consider

- Strong relative employment growth
- Net in-migration of a highly educated workforce
- Proximity to large student population
- Stability of healthcare systems, government or large institutional employer presence
- Low rates of unemployment
- Lower cost of living versus gateway markets



# HIGH QUALITY COMMERCIAL PORTFOLIO



Our commercial real estate portfolio as of March 31, 2021, consisted of the following properties:

Fargo, ND

Property	Approximate Square Feet ('000's)	Percent Occupied	Percent Ownership
Executive Office Park, Colorado Springs, CO (1)	50	97.7	100
Genesis Plaza, San Diego, CA (3)	58	74.7	76.4
Dakota Center, Fargo, ND	119	86.0	100
Grand Pacific Center, Bismarck, ND	93	74.2	100
Arapahoe Center, Centennial, CO	79	100	100
West Fargo Industrial, West Fargo, ND	150	82	100
300 N.P., Fargo, ND	35	72.8	100

Property	Approximate Square Feet ('000's)	Percent Occupied	Percent Ownership
Highland Court, Centennial, CO (2)	94	64.5	84.5
One Park Centre, Westminster, CO	69	84.8	100
Shea Center II, Highlands Ranch, CO	121	91.2	100
World Plaza, San Bernardino, CA	56	100	100
Union Town Center, Colorado Springs, CO	44	100	100
Research Parkway, Colorado Springs, CO	11	100	100



Highlands Ranch, CO



(1) (As of September 3, 2020, one of the four buildings that comprise this property is in escrow in connection with a purchase and sale agreement and sold December 2020. The remaining three buildings were sold in May 2021.

(2) This property is classified as held for sale as of December 31, 2020, and was sold in May 2021. This property is owned by two tenants-in-common, each of which own 60% and 40%, respectively, and we beneficially owned an aggregate of 84.5%.

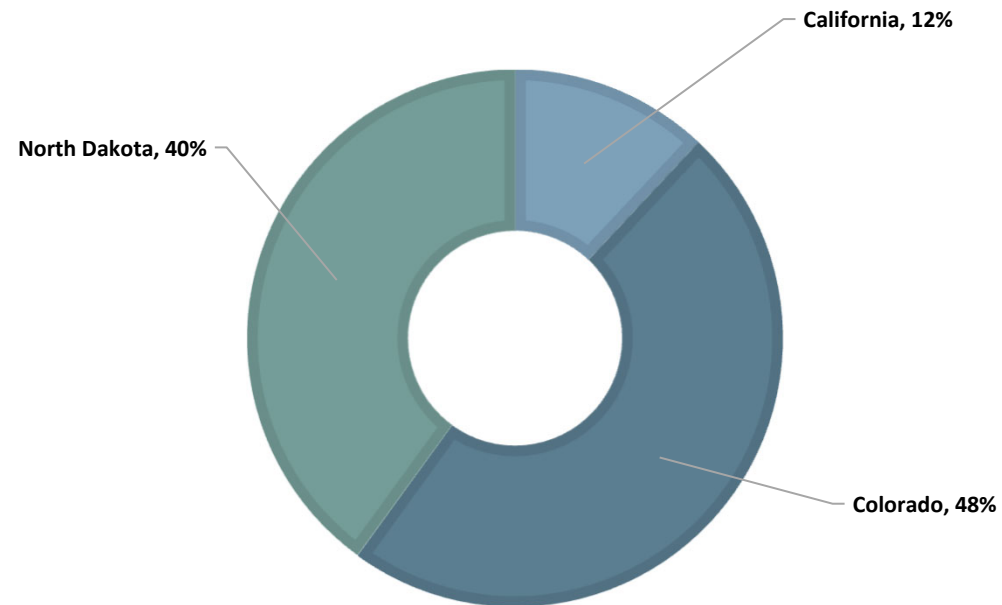
(3) Genesis Plaza is owned by two tenants-in-common, each of which 57% and 43%, respectively, and we beneficially own an aggregate of 76.4%.



# PORTFOLIO MAKEUP AND PERFORMANCE



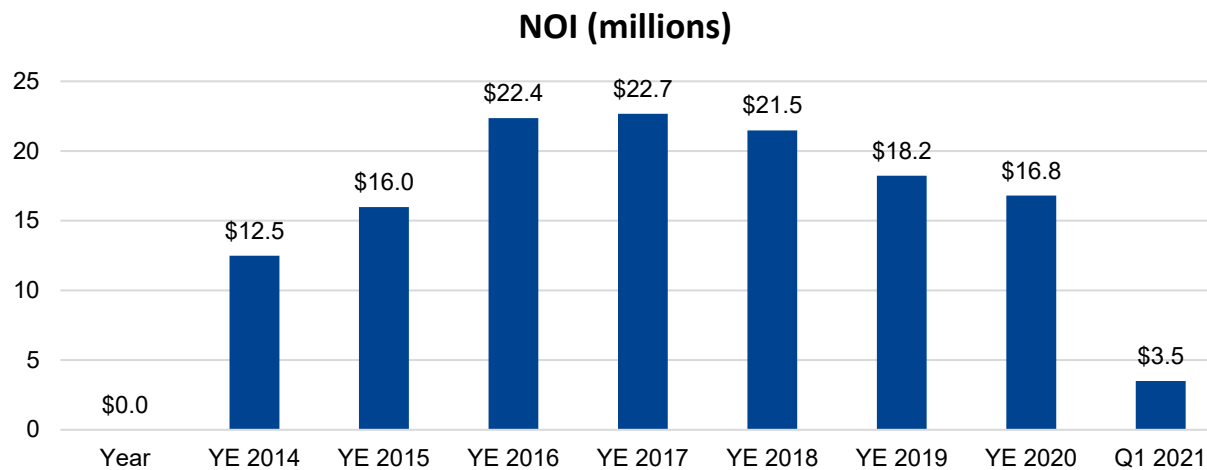
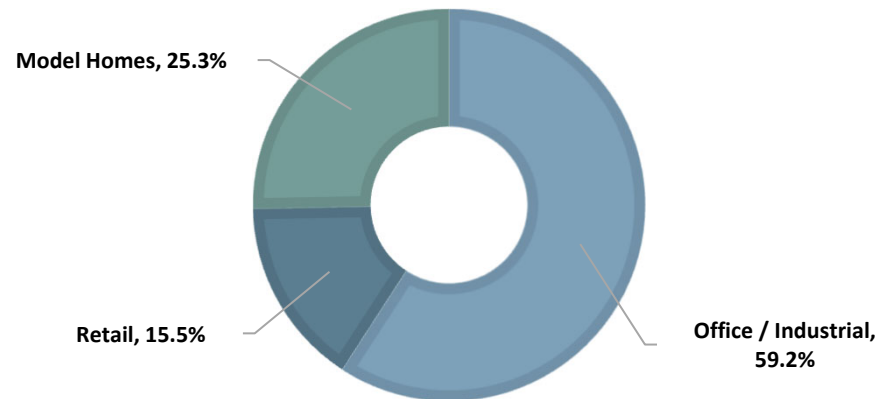
## COMMERCIAL SQUARE FOOTAGE BY REGION



# PORTFOLIO MAKEUP AND PERFORMANCE (CONT'D)



**APPROXIMATE NOI BY PRODUCT TYPE FOR  
THE THREE MONTHS ENDED MARCH 31, 2021**



# GROWTH STRATEGY & PIPELINE



- We seek to invest in properties in regionally dominant markets that have attractive growth dynamics driven in part by economic factors such as strong office-using employment growth, net in-migration of a highly educated workforce, large student populations, the stability provided by healthcare systems, government or other large institutional employer presence and low rates of unemployment

## PIPELINE CHARACTERISTICS

- Pipeline of ~25 properties under review, between \$5 and \$25 million per property, with the following overall composition:
- 40% triple-net
- 20% medical office
- 15% model home
- 15% necessity-based retail
- 10% industrial

## SOURCING

- Properties frequently acquired off-market or pre-emptively prior to being marketed
- Long history has created substantial broker relationships
- Successful transaction history creating repeat business with sellers
- Often first and last look at opportunities

# ABILITY TO ADD VALUE

Dakota Center, Fargo, North Dakota



## OVERVIEW

### Background

- 78% of the property was leased to a major national bank under a lease expiring in December 2012 – just 18 months following acquisition
- The bank occupied only a small portion and subleased other portions to multiple tenants

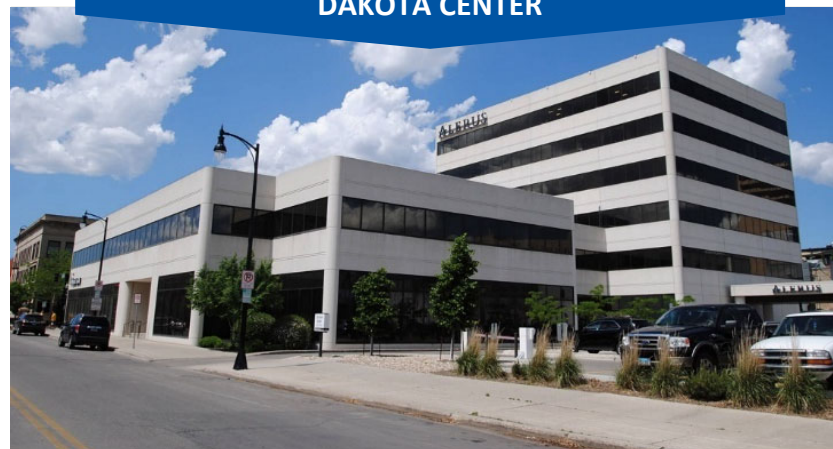
### Value-Add

- Invested \$3.1 million renovating the common areas and parking lot, and constructing tenant improvements
- Executed new lease agreements with 5 former subtenants, including the bank
- The property was refinanced with a new \$11.1 million loan in 2014

### Exit / Current Status

- Now the property includes several credit tenants, and management estimates value at ~\$16.1 million, which represents an increase in value of over 67% over the purchase price.
- Stabilization of rent roll resulted in cap rate compression from 14% to 8%

## DAKOTA CENTER



## KEY STATISTICS

Acquisition Date	May 2011
Asset Type	Office
Gross Leasable Area	119,434 sq. ft.
Location	Fargo, ND
Year Constructed	1982
Transaction Price	\$9.6 million
Acquisition Cap Rate	14%
% Leased at time of purchase	98%

# ABILITY TO ADD VALUE

The Presidio, Colorado Springs, Colorado



## OVERVIEW

### Background

- Able to take advantage of the seller's unique circumstance to purchase the property at an excellent in-place return, with additional value achievable through increasing occupancy and raising rents to market

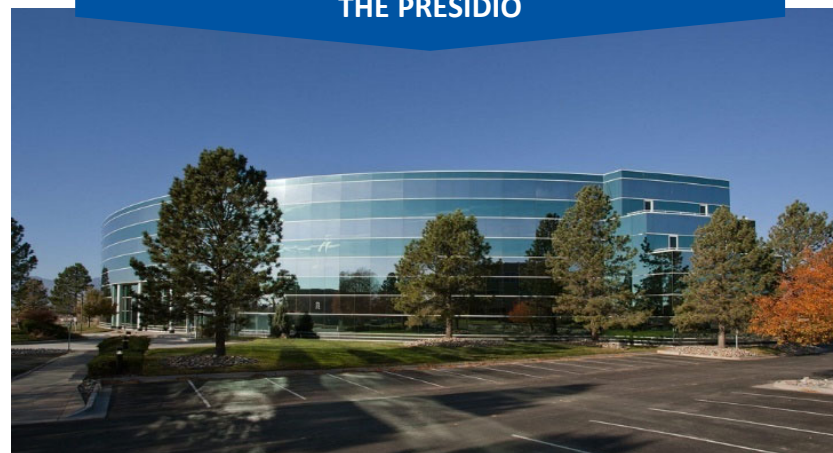
### Value-Add

- To facilitate this business plan, Presidio undertook a complete common area renovation
- In 2014, Presidio refinanced the property with a new \$7.4 million loan, which effectively returned the Company's initial equity

### Exit / Current Status

- In July 2019, the Presidio was sold for \$12.3 million, 68% above the original purchase price of \$7.3 million, recognizing a gain of approximately \$4.5 million.

## THE PRESIDIO



## KEY STATISTICS

Acquisition Date	Nov 2012
Asset Type	Office
Gross Leasable Area	81,222 sq. ft.
Location	Colorado Springs, CO
Year Constructed	1985
Transaction Price (Acquisition)	\$7.3 million
Acquisition Cap Rate	9.4%
% Leased at time of purchase	78%
Gain on sale	\$4.5 million

# ABILITY TO ADD VALUE

Sparky's Self-Storage, Inland Empire, California



## OVERVIEW

### Background

- Presidio acquired 7 individual self-storage properties throughout the Inland Empire region of Southern California between 2007 and 2013. These properties were either distressed and sold by lenders or individual investors

### Value-Add

- Each property was branded under Presidio's brand – Sparky's Self-Storage. Economies of scale were achieved under common management, which resulted in improvements and efficiencies in operations and marketing

### Exit / Current Status

- Recognizing that self-storage was becoming a favored property sector by institutional investors, Presidio sold the Sparky's portfolio in 2015 to a REIT for a net sales price of \$34 million, which represented a 4.6% cap rate and a gain to Presidio of approximately \$4.7 million

## SPARKY'S SELF-STORAGE



## KEY STATISTICS

Acquisition Dates	2007 – 2013
Asset Type	Self-Storage
Rentable Square Feet	652,260
Location	Inland Empire, CA
Transaction Price (acquisition)	\$32.7 million
Gain on sale	\$4.7 million



# MODEL HOME BUSINESS



- Triple-net sale/leaseback transactions with homebuilders, to use as sales offices and model homes
- Operates independently in Houston, Texas, with minimal time commitment by senior management
- Homes are sold to homebuyers following subdivision close-out
- Property yields of ~12% vs. ~9% on commercial properties (in 2020)

## PRESIDIO INCENTIVES

- Broad Market Appeal
- Purchase Property at a Discount (5%-10%)
- Builders Cover All Expenses
- Unlevered Proforma Returns > 8%
- Diversification of Risk

## BUSINESS SUMMARY

- 106 Model Homes
- Properties in 4 States
- Starter and Move-Up Homes (below values affected by tax law)

## BUILDER INCENTIVES

- Allows Builders to Redeploy Capital
- Model Home Proceeds Used to Pay Down Line of Credit
- Accelerates Sales for IRR Calculations
- Improves margins & Inventory Turnover
- Diversification of Risk



# CORE FUNDS FLOW FROM OPERATIONS TOWARDS DIVIDENDS

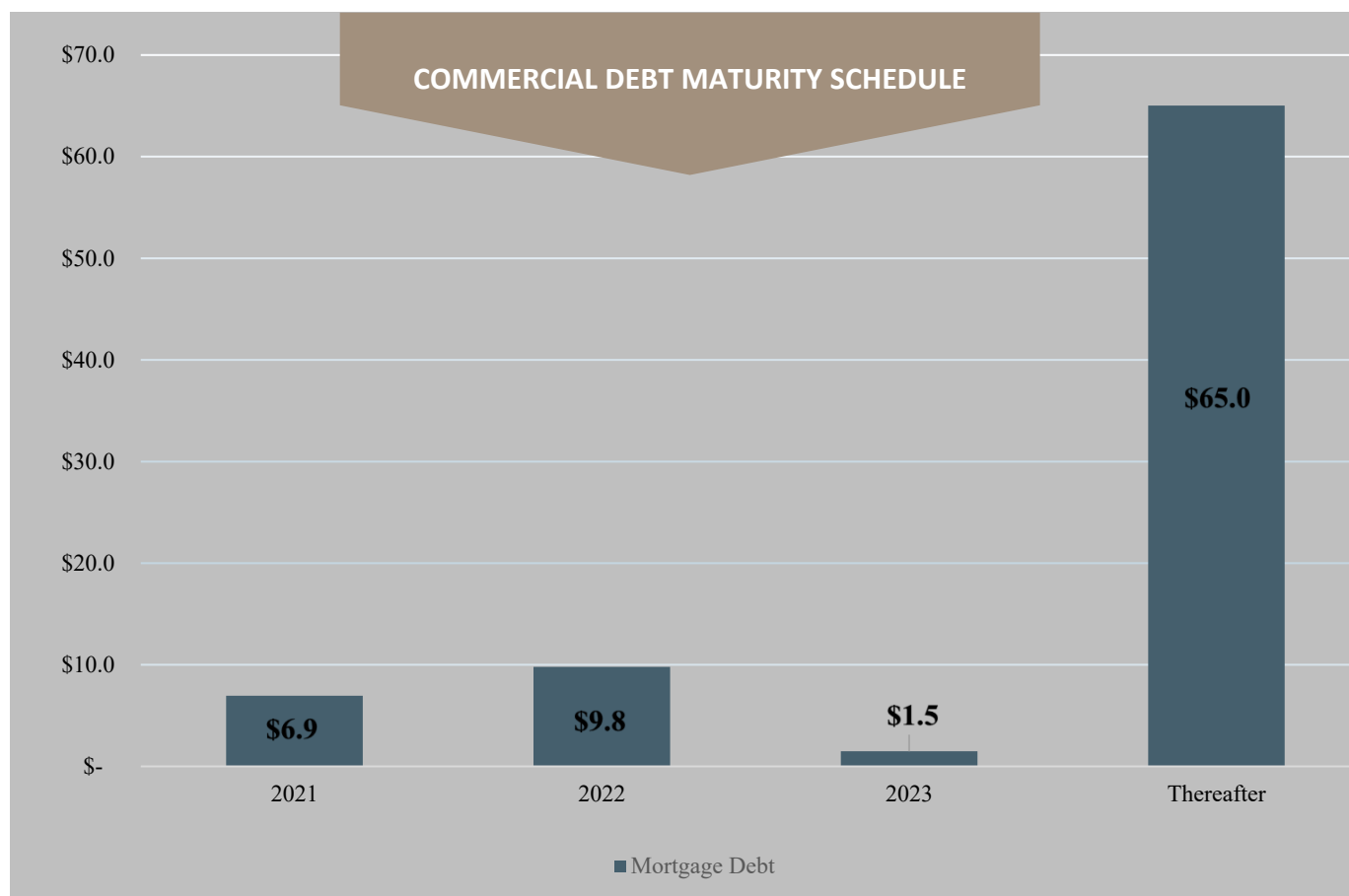


	For the Three Months Ended				For the Year Ended			
	March 31,				December 31,			
	2021		2020		2020			
Net loss attributable to Presidio Property Trust, Inc. common stockholders	\$	(2,661,682 )	\$	(1,107,130 )	\$	(7,673,905 )		
Adjustments:								
Income attributable to noncontrolling interests		406,608		175,011		1,412,507		
Depreciation and amortization		1,428,934		1,574,526		6,274,321		
Amortization of above and below market leases, net		(1,010 )		(29,924 )		(120,204 )		
Impairment of real estate assets		300,000		—		1,730,851		
Loss (gain) on sale of real estate assets, net		1,161,328		9,835		(1,245,460 )		
FFO	\$	634,178	\$	622,318	\$	378,110		
Restricted stock compensation		301,547		157,371		1,105,272		
Core FFO	\$	935,725	\$	779,689	\$	1,483,382		
Core FFO / Wgt Avg Share	\$	0.098	\$	0.088	\$	0.164		

# STAGGERING OF OUR DEBT MATURITIES



Weighted average interest rate on outstanding commercial debt is 4.4% and the weighted average remaining term is 4.4 years<sup>(1)</sup>



(1) Weighted by outstanding mortgage balance, excludes model home debt

# BOARD OF DIRECTORS (EXCLUDING MANAGEMENT)



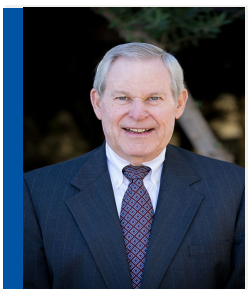
**Jennifer Barnes, Independent Director**

- Served as Director since 2020 and is a member of the Audit Committee
- Currently CEO and Founder of Optima Office, and co-founder of Pro Back Office.
- Named a top 40 under 40 business leader in San Diego in 2016 and a finalist for SD Business Journal's CEO of the Year
- Sits on the Board of the Better Business Bureau, The Business Executives Council, and the San Diego Chapter of Junior Achievement's Executive Board
- Holds a Bachelors Degree in Finance, Accounting, and Marketing from the University of Arizona and MBA from San Diego State University



**James Durfey, Independent Director**

- Served as a director as of December 2019 and is a member of the Compensation Committee and the Nominating and Corporate Governance Committee.
- Retired in 2017 from American Assets Trust, Inc. (NYSE: AAT), a publicly traded REIT, as Vice President, Office Properties, since 2004. From 1996 to 2004, he was Vice President of Trammell Crow Company and General Manager of the Century Plaza Towers and the ABC Entertainment Center. From 1980 to 1996, he held various senior roles at Homart Development Company, a commercial real estate subsidiary of Sears, Roebuck and Company.
- Graduated with a Bachelor of Science degree in Business Management from Indiana University and is a licensed real estate broker in California.



**David Bruen, Lead Independent Director**

- Served as a Director since 2008, Lead Independent Director and Chair of the Audit Committee since 2020; retired in January 2008 from SD National Bank
- Worked in commercial lending for mid-size businesses in San Diego County for First Interstate Bank, Wells Fargo Bank, Mellon 1st Business Bank, and SD National Bank
- Life Member of the Holiday Bowl Committee; member of the Presidents Association for Palomar College, Financial Executives International, the San Diego MIT Enterprise Forum, and the Association for Corporate Growth
- Graduated from SDSU with a BS in Business and an emphasis in Marketing; received an M.B.A. from the University of Southern California with an emphasis in Finance



**Sumner Rollings, Independent Director**

- Served as a director since April 2001 and is the Chair of the compensation Committee, and a member of the Audit Committee and previously served as a member of the Nominating and Corporate Governance Committee
- Served as Director of the Centurion Counsel Funds from 2001 until 2005
- Owned and operated the Wagon Wheel Restaurant as the Chief Executive Officer of Rolling Wheel Restaurant, Inc., in Escondido, California
- Served as sales executive for Joseph Webb Foods of Vista, California from 1999 to 2001 and for Alliant Food Service Sales from 1985 to 1999
- Bachelor of Science from University of Denver, MBA from Pepperdine
- Served 5 years in the US Marines

# MANAGEMENT TEAM



Key team members have 75+ combined years of real estate and public company experience



**Jack Heilbron**, *Chairman, Chief Executive Officer and President*

- Founding officer, director, and stockholder of the former CI Holding Group, Inc. and of its subsidiary corporations
- Currently serves as Chief Executive Officer and Chairman of Centurion Counsel, Inc., a licensed investment advisor
- Served as a director of the Centurion Counsel Funds from 2001 until 2005
- Served as the Chairman and/or director of Clover Income and Growth REIT from 1994 until its dissolution in 1999
- Graduated with a Bachelor of Science degree in Business Administration from California Polytechnic University, San Luis Obispo, California



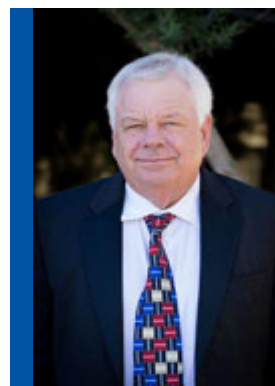
**Gary Katz**, *Senior Vice President, Asset Management*

- Held positions with Legacy Partners, Lincoln Property Company, Kemper Real Estate Management Company, Bedford Properties, and Meyer Investment Properties
- Served in senior acquisition, leasing, asset management, and development roles for Westcore Properties from 2007 to 2009, where he was responsible for real estate transactions throughout the western United States
- Former president and current Treasurer of the San Diego Chapter of NAIOP and former member of the NAIOP Corporate (National) Board. Sits on the San Diego Charitable Real Estate Foundation's Board of Directors
- Graduated with a Bachelor of Arts degree in Economics from University of California San Diego



**Adam Sragovicz**, *Chief Financial Officer*

- Served as Treasurer of Encore Capital Group from 2011 to 2017, where he was responsible for global capital raising, foreign exchange risk management and cash management for the organization
- Previously held capital markets, finance, and treasury management positions with KPMG, Union Bank of California / MUFG and Bank of America Merrill Lynch
- Has served on the Board of Congregation Adat Yeshurun and is Director of the Yale Alumni Schools Committee in San Diego
- Graduated with a Bachelor of Arts degree in Soviet and Eastern European Studies, with a concentration in Economics, from Yale University



**Larry Dubose**, *Chief Executive Officer of NetREIT Advisors, LLC and Dubose Advisors, LLC, Chief Financial Officer of Dubose Model Home REIT, Inc., and Director*

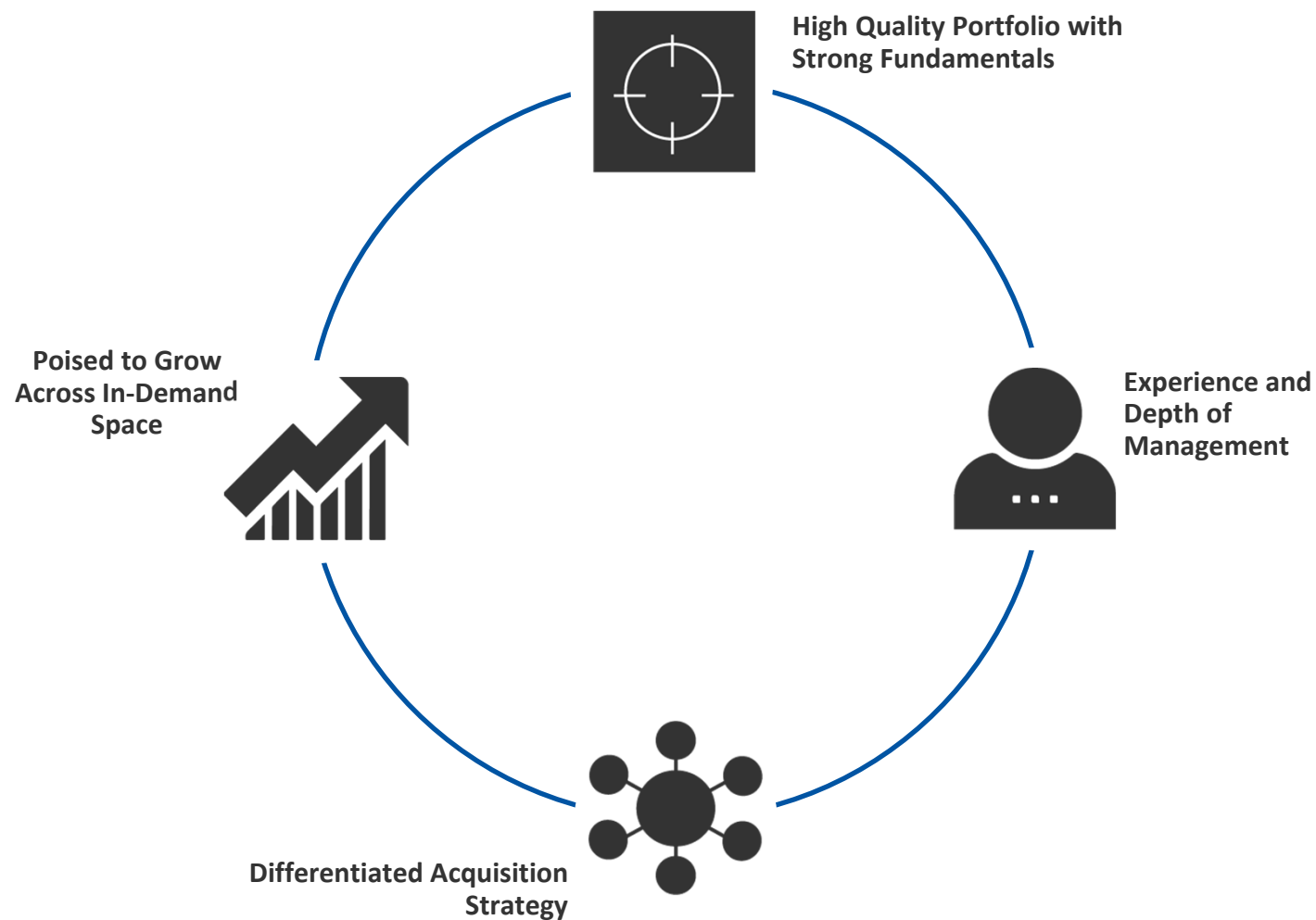
- Larry Dubose - Founder of Dubose Model Homes USA in Houston in 1985 (goodwill and assets acquired by Presidio in 2010)
- Board member of Presidio Property Trust, Inc., President of Dubose Advisors LLC and NetREIT Advisors LLC
- Served as Vice President and Chief Financial Officer of a full-service real estate brokerage company in Houston for six years
- Staff accountant with PricewaterhouseCoopers
- BA degree in Accounting from Lamar University



**Ed Bentzen**, *Chief Accounting Officer*

- Served as CFO/COO at Crystal View Capital Management in 2020.
- Served in various consulting roles for real estate development companies from 2018 to 2020
- Served as the CFO at The Parking REIT, Inc from 2016 to 2018 (formally MVP REIT, Inc and MVP REIT II, Inc, prior to merger in 2017)
- Has held various senior accounting and finance roles at Western Funding, Vestin Group, and as a Sr. Internal Auditor at Ameristar Casinos
- Holds a Bachelor of Science degree in Hotel Administration and a Master of Science in Accountancy from University of Nevada Las Vegas
- Licensed Certified Internal Auditor (inactive), CA

# COMPANY HIGHLIGHTS





# INVESTMENT HIGHLIGHTS



## HIGH QUALITY PORTFOLIO WITH STRONG FUNDAMENTALS

- 13 commercial properties with 978,296 square feet with an average same-store occupancy rate of 82.4%
- Highly diversified commercial property tenant base
- Robust portfolio with strong fundamentals and internal growth

## EXPERIENCE AND DEPTH OF MANAGEMENT

- Chairman and CEO Jack Heilbron's public REIT experience
- Company formed in 1999; SEC reporting since 2008
- Key team members have 75+ combined years of public company experience
- Extensive seller and broker relationships in key markets

## DIFFERENTIATED ACQUISITION STRATEGY

- High quality properties focused in underserved regionally dominant locales
- Target non-gateway markets with attractive growth dynamics and cap rates which exceed our cost of capital
- Focus on \$10 – \$30 million property transactions that are not typically pursued by larger REITs

## POISED TO GROW ACROSS IN-DEMAND SPACE

- Recent activity in various real estate sectors demonstrates strong selective demand for product
- Creating value through planned repositioning and improvements
- Internally managed