



Inland
Private Capital Corporation



main entry

VA Coastal Logistics DST

CONFIDENTIAL

DST Interests are speculative, illiquid and involve a high degree of risk. This material is neither an offer to sell, nor the solicitation of an offer to buy any security, which can be made only by a Private Placement Memorandum, dated October 7, 2021 (as supplemented, the Memorandum), and sold only by broker dealers and registered investment advisors authorized to do so. All potential investors must read the Memorandum, and no person may invest without acknowledging the receipt and complete review of the Memorandum. Investments are suitable for accredited investors only. Please see the following page of this brochure for important disclosures.

This communication is being provided to investors solely for informational purposes at the request of their financial professionals. In making any decision to invest, an investor will be required to acknowledge that Inland (as defined herein) is not making any investment recommendations and that the investor is relying solely on advice provided by his, her, or its financial professional (including but not limited to his, her, or its broker dealer, registered representative, or registered investment advisor).

Summary Risk Factors

An investment in the Interests of VA Coastal Logistics DST (the Trust) involves significant risk and is suitable only for investors who have adequate financial means, desire a relatively long-term investment and who will not need immediate liquidity for their investment and can afford to lose their entire investment. Investors must read and carefully consider the discussion set forth in the section of the Memorandum captioned “*Risk Factors*.” The risks involved with an investment in the Trust include, but are not limited to:

- The Interests may be sold only to accredited investors, which, for natural persons, are investors who meet certain minimum annual income or net worth thresholds.
- The Interests are being offered in reliance on an exemption from the registration requirements of the Securities Act of 1933, as amended, and are not required to comply with specific disclosure requirements that apply to registration under the Securities Act of 1933, as amended.
- The Securities and Exchange Commission has not passed upon the merits of or given its approval to the Interests, the terms of the offering, or the accuracy or completeness of any offering materials.
- The Interests are subject to legal restrictions on transfer and resale and investors should not assume they will be able to resell their Interests.
- Investing in Interests involves risk, and investors should be able to bear the loss of their investment.
- An Investment in the Interests will not be diversified as to the type of asset, the tenant or the location.
- Investors will have limited control over the Trust and the operation of the Property.
- The Trustees have limited duties to investors and limited authority.
- There are inherent risks with real estate investments.
- The long-term impact of the COVID-19 pandemic and the resulting global financial, economic and social distress remains uncertain.
- Any default by the Tenant under the Lease will adversely affect the Trust's operations.
- The Property has been designed for use by the Tenant, which could result in substantial re-leasing costs or a lower sale price.
- The Trust may suffer adverse consequences due to the financial difficulties, bankruptcy or insolvency of the Tenant.
- The Trust may incur costs in the event the Developer fails to satisfy its Obligations under the Development Agreement.
- During the term of the Lease, the Tenant has an ongoing right of first offer and right of first refusal to purchase the Property, which may cause delays in the sale of the Property or make the Property more difficult to sell to a third party
- The costs of complying with environmental laws and other governmental laws and regulations may adversely affect the Trust.
- There is a potential for property value loss. All real estate investments have the potential to lose value during the life of the investment.
- There is no public market for the Interests.
- The Interests are not registered with the Securities and Exchange Commission (the “SEC”) or any state securities commissions.
- Investors may not realize a return on their investment for years, if at all.
- The Trust is not providing any prospective investor with separate legal, accounting or business advice or representation.
- Various tax risks, including the risk that an acquisition of an Interest may not qualify as a Section 1031 Exchange.

IMPORTANT NOTES

The Inland name and logo are registered trademarks being used under license. “Inland” refers to some or all of the entities that are part of The Inland Real Estate Group of Companies, Inc. one of the nation’s largest commercial real estate and finance groups, which is comprised of independent legal entities, some of which may be affiliates, share some common ownership or have been sponsored and managed by such entities or subsidiaries thereof. Inland has been creating, developing and supporting real estate-related companies more than 50 years.

THIS OFFERING MAY CONTAIN REGISTERED TRADEMARKS THAT ARE THE EXCLUSIVE PROPERTY OF AMAZON.COM, INC. (AMAZON) AND ITS AFFILIATES. NONE OF AMAZON OR ITS AFFILIATES IS AN ISSUER OR UNDERWRITER OF THE INTERESTS BEING OFFERED IN THIS OFFERING, SERVES ANY ROLE IN THE OFFER OR SALE OF THE INTERESTS, OR HAS ANY RESPONSIBILITY FOR THE CREATION OR CONTENTS OF THIS OFFERING, AND AMAZON HAS NOT ENDORSED OR RATIFIED THIS MEMORANDUM OR THIS OFFERING.

The Lease prohibits disclosure of the Confidential Amazon Information (as defined in the Memorandum), which includes the Lease, the Amazon Guaranty and the Development Agreement and any other information specifically labeled as “confidential” or that would reasonably be presumed to be confidential, including without limitation all nonpublic information relating to the Tenant’s technology, operations, customers, business plans, promotional and marketing activities, finances and other business affairs; provided, however, the disclosure of the Confidential Amazon Information by the Landlord to third parties in connection with this Offering is permitted provided that each recipient is advised of the confidential nature of the Confidential Amazon Information. Upon receipt of this communication, each recipient is deemed to have agreed to maintain such confidentiality with respect to the Confidential Amazon Information.

Each prospective investor should consult with his, her or its own tax advisor regarding an investment in the Interests and the qualification of his, her or its transaction under Internal Revenue Code Section 1031 for his, her or its specific circumstances.



OFFERING HIGHLIGHTS

Beneficial Interests: **\$178,000,547**

Offering Price: **\$178,000,547**

Offering Reserve: **\$1,250,000**

Minimum Purchase
(1031): **\$100,000**

Minimum Purchase
(cash): **\$25,000**

> VA Coastal Logistics DST

A Newly Built, Class-A Industrial Facility near Norfolk, Virginia

VA Coastal Logistics DST (the Trust) is a newly formed Delaware statutory trust and an affiliate of Inland Private Capital Corporation (IPC). The Trust will acquire and own a 627,685 square foot single-tenant warehouse and inbound cross dock distribution building located in Chesapeake, Virginia, approximately 13 miles outside of downtown Norfolk. The Property is 100 percent leased to Amazon.com Services, LLC (Tenant), a wholly owned subsidiary of Amazon.com, Inc. (NASDAQ: AMZN) (Amazon) pursuant to a lease agreement (the Lease). Amazon has provided a guaranty of the Tenant's payment obligations under the Lease.

The Trust is offering (the Offering) to sell to certain qualified, accredited investors 100 percent of the beneficial interests in the Trust. The Offering is designed for accredited investors seeking to participate in a tax-deferred exchange as well as those seeking a quality, multiple owner real estate investment. For more information, see "*Summary of the Offering*" and "*The Offering*" in the Memorandum.

Investors should read the Memorandum in its entirety before making an investment decision. Capitalized terms used but not defined herein shall have the meanings set forth in the Memorandum.

View VA Coastal Logistics DST Offering Materials Online*

inland-investments.com/va-coastal-logistics-dst

Passcode: VAZ921

*When entering the passcode and accessing the digital kit, you will be asked to represent that: (1) you are an "accredited investor" (2) you have not been directed to this webpage by any general solicitation or general advertising; and (3) you agree to keep the contents of this Digital Investor Kit, including the Private Placement Memorandum, confidential and not to duplicate or furnish copies to any person other than your advisors.

> Investment Highlights

IPC believes an investment in the Trust offers the following benefits:

Global Leading E-Commerce Retailer



- Amazon created more than 500,00 full- and part-time jobs globally and has invested more than \$160 billion in the U.S. since 2011¹
- Operates a network of fulfillment centers and world-class delivery facilities to provide the fast delivery its customers demand
- Amazon has a credit rating of AA from Standard & Poor's, affirmed on June 11, 2021 and A1 from Moody's, last updated on May 10, 2021

Well-Positioned Location



- The Property has easy access to an interstate network, including I-664, I-64, and I-264, which allows for expedient delivery to many surrounding cities
- Close proximity to the Port of Virginia, the third largest port on the East coast, which brings around 36,000 transportation-related jobs to the state of Virginia²

Newly Executed Lease



- The Lease is structured as a net lease with Amazon responsible for real estate taxes, insurance and certain other operating expenses, subject to certain exclusions
- Initial lease term of 15 years, terminating in 2036, with three five-year extension options
- Base rent under the Lease escalates annually, and Amazon provides a guaranty of payment

Unrestricted by Financing



- The Property is not encumbered by permanent financing
- Structure allows the Trust the flexibility to hold or sell the Property without any lender restrictions and sell at a time which maximizes value

¹ Amazon website, About Amazon.

² <https://www.virginiadeliversprosperity.com/>



> Reliable Tenant Affiliated with Amazon — The E-Commerce Leader

Amazon is the largest internet-based retailer and e-commerce company in the world with approximately 1.3 million employees, having added more than 500,000 workers globally due to an influx of online shopping in 2020. Amazon (NASDAQ: AMZN) is headquartered in Seattle, Washington, which is home to more than 80,000 corporate employees, making it the biggest employer of the state.⁴ Amazon is guided by customer obsession rather than competitor focus and has a passion for invention coupled with a commitment to operational excellence.

The company was started in a garage just outside of Seattle in 1995, selling books and movies, and then evolving to a catalog, and now positioned as the titan of e-commerce and logistics along with a myriad of other industries.⁵ Amazon also produces consumer electronics such as Kindle® e-readers, Fire® tablets, Fire TV® and Echo®, and is the world's leader in cloud infrastructure services, including Audible.com, the world's largest producer of downloadable audiobooks, Goodreads, a social website for book lovers, Twitch, a live streaming platform for video, and Zappos, an online shoe and clothing retailer. Amazon acquired Whole Foods Market, Inc. in 2017, making it a major player in the U.S. grocery industry.

Forbes ranked Amazon #2 on its World's Best Employers 2020 list. Amazon's role was vital throughout the global pandemic, as orders surged due to the shift in online shopping. Employees of Amazon continue to play a meaningful role and the company provides industry-leading benefits and pay above-average minimum wages. Additionally, Amazon currently ranks #2 in the Fortune World's Most Admired Companies and was selected by Fast Company as one of the Best Workplaces for Innovators.

Amazon's 2020 Financial Highlights⁶

Total annual revenue
\$386 billion



Net income after taxes
\$21.3 billion



Earnings per share
\$15.12⁷



AA-/A2

Amazon has a credit rating of AA from Standard & Poor's, affirmed on June 11, 2021 and A1 from Moody's, last updated on May 10, 2021



E-Commerce Market Share:
44%⁸



³ <https://www.washingtonpost.com/technology/2020/10/29/amazon-hiring-pandemic-holidays/>

⁴ <https://www.seattletimes.com/business/amazon/amazon-surpasses-boeing-as-washington-states-biggest-employer>

⁵ <http://www.headquartersinfo.com/amazon-headquarters-information/>

⁶ Statista.com; Annual Net Income of Amazon 2004 to 2020.

⁷ <https://tradingeconomics.com/amzn:us:eps>

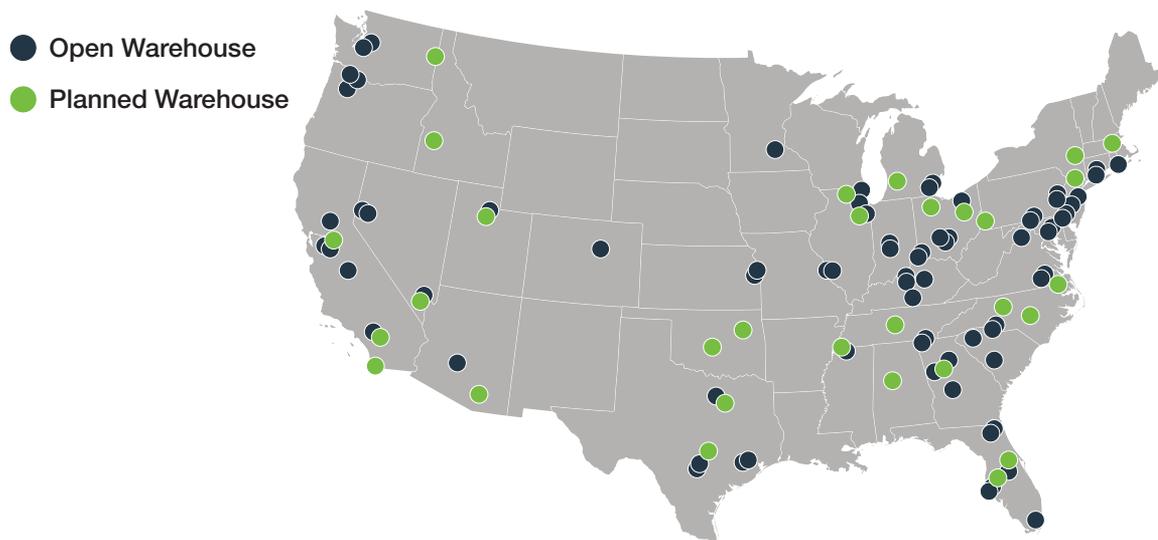
⁸ <https://www.emarketer.com/content/amazon-dominates-us-ecommerce-though-its-market-share-varies-by-category>

> Amazon's Fulfillment Center Network

Amazon launched its first two warehouses in 1997 and has since grown into a fleet of more than 185 fulfillment centers worldwide. The U.S. network of 110 facilities employs more than 125,000 full-time warehouse workers. Some fulfillment centers feature cutting-edge technology and sophisticated robotics that enhance fulfillment and delivery of online retail orders.⁹ Amazon has an additional 33 fulfillment centers planned across the U.S.¹⁰, further ensuring faster deliveries at low cost to its consumers. In fact, with the expansion of the warehouses across the nation, Amazon announced last year that it would shorten its Prime's two-day delivery to one day.⁹ Additionally, Amazon is rolling-out same-day delivery services in several cities across the U.S., providing customers even faster delivery – within a few hours of ordering, by utilizing their “mini-fulfillment centers” in Baltimore, Chicago, Detroit, Tampa, Charlotte and Houston.¹¹ Amazon Prime is a membership program that provides quick, free shipping and extra privileges like music and video streaming.

Amazon Fulfillment Centers Across the United States⁹

The company has more than 100 active warehouses and dozens of planned locations



⁹ <https://www.aboutamazon.com/our-company>

¹⁰ <https://www.cnbc.com/2020/01/19/map-of-amazon-warehouses.html>

¹¹ <https://techcrunch.com/2021/08/04/amazon-expands-same-day-prime-delivery-to-6-more-u-s-cities/>



> Inbound Cross Dock Facility Fulfilling Orders Within Amazon Network

Located in Chesapeake, Virginia, just 13 miles west of downtown Norfolk, the Property sits in an area known as the Hampton Roads industrial market. With access to three major interstates, including I-664, I-64 and I-264, the Property's location benefits from easy access to key arterials. The Property is a brand-new Class A, industrial facility situated on more than 73 acres. Conveniently positioned to serve the surrounding area and much of the Mid-Atlantic, the immediate area is heavily populated by industrial developments as well as residential neighborhoods.

This distribution facility is referred to as an Inbound Cross Dock (IXD) center, one of the newer concepts Amazon is exploring, where employees will receive and consolidate products from vendors and then ship these products to other fulfillment centers within the Amazon network. With an IXD center, dock doors are on all sides of the building except the front entrance side. As of 2020, Amazon had more than 10 IXD properties across its U.S. network.¹²

Amazon relies on its own delivery channel, created in 2018, to serve customers and provide better quality control. Amazon provides the speedy delivery its customers have become accustomed to by leveraging electric-powered delivery vans, drones, sidewalk robots or third-party partnerships. Amazon distribution centers are expected to account for eight of the top 10 largest industrial projects underway in the U.S. this year, with a total footprint of 28.3 million square feet – about the size of New York City's Central Park.¹³

PROPERTY HIGHLIGHTS

Property address:
5045 Portsmouth
Boulevard, Chesapeake,
Virginia 23321

Property type:
Warehouse/distribution

Ground floor area:
627,685 square feet

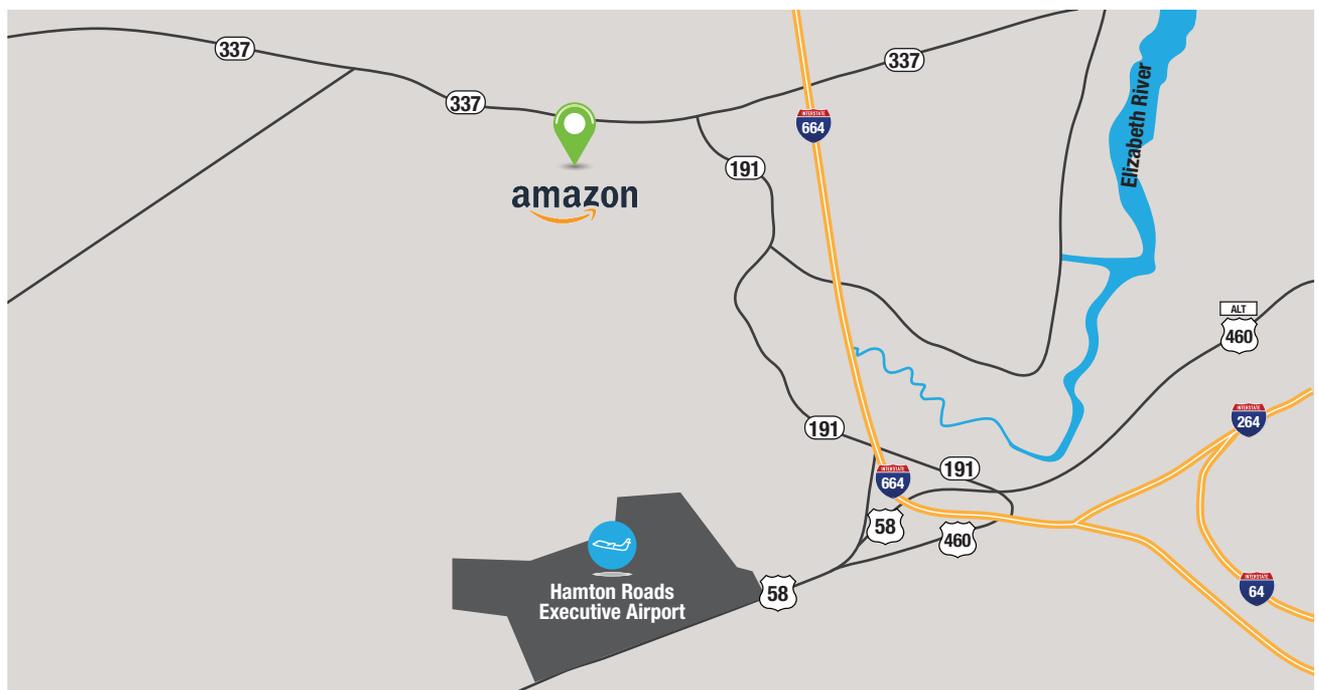
Site area:
73.24 acres

Parking:
936 car spaces

Loading docks:
125

Ceiling height:
40 feet

Year built:
2021



¹² <https://globalcitylogistics.org/home/b-issues-and-challenges-of-city-logistics/procurement-and-fulfillment-facilities/amazon-inbound-cross-dock-facilities-network/>

¹³ GlobeSt.com. Amazon to Occupy 8 Out of 10 Top Industrial Projects This Year. April 13, 2021.



> Strategically Located in a Growing Industrial Market

The Property is located in the Virginia Beach-Norfolk-Newport News, VA-NC Metropolitan Statistical Area (the Virginia Beach MSA), commonly known as the Hampton Roads region, where the James, Nansemond and Elizabeth rivers pour into the mouth of the Chesapeake Bay and meet the Atlantic Ocean to the east. The Virginia Beach MSA is the 33rd largest MSA in the U.S., eighth largest metro in the Southeast United States and the second largest between Washington, D.C. and Atlanta.¹⁴

The Virginia Beach MSA has a population of approximately 1.8 million residents with a steady population growth pattern expected through 2025.¹⁵ The Port of Virginia – the third largest port on the East Coast and the seventh largest in the U.S – is located in Hampton Roads, in close proximity to the Property. Nearly ten percent of the state of Virginia is employed by the Port, with a total of approximately \$23 billion in annual compensation, generating approximately \$2.1 billion in state and local taxes.¹⁶ By 2025, the Port is expected to have invested \$1.5 billion in its infrastructure to ensure shipping channels are at the 55 feet depth needed to service a growing fleet of vessels – the only U.S. port with this capacity.¹⁶

Chesapeake, Virginia is located at the midpoint of the U.S. Atlantic Coast and approximately three and a half hours south of Washington, D.C. Chesapeake is considered to be one of the 100 largest cities in America and one of the best for business investment and quality of life.

¹⁴ <https://www.hrchamber.com/page/hampton-roads/>

¹⁵ CBRE Appraisal Report

¹⁶ <https://www.portofvirginia.com/who-we-are/>



> The Lease

The initial term of the Lease is for 15 years, which commenced July 30, 2021 and terminates on July 31, 2036, unless sooner terminated or extended pursuant to the Lease. The Tenant has three options to extend the term for a period of five years each.

The Tenant is obligated to pay base rent in equal monthly installments. The Lease requires the Tenant to pay monthly rent in a fixed amount, which amount escalates on an annual basis. The Lease is a “net” lease, with the Tenant directly responsible for real estate taxes, insurance and other operating expenses, subject to certain exclusions. Amazon has provided a guaranty of the Tenant’s payment obligations under the Lease pursuant a guaranty.

Inland Private Capital Corporation



#1
Market Share¹⁷



266
Sponsored Programs



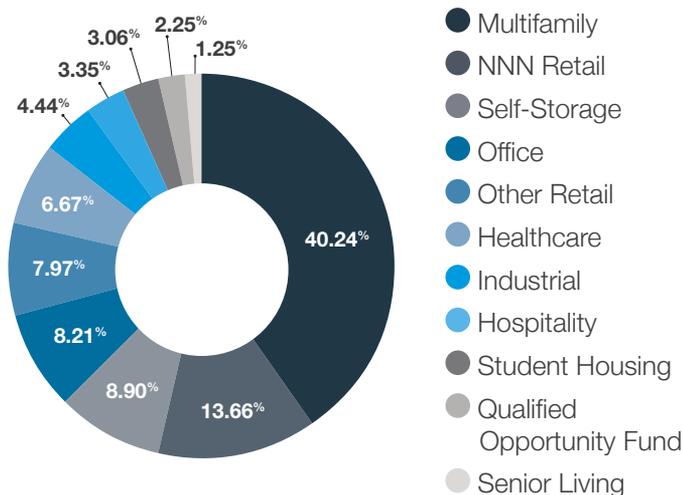
Approximately
\$9.0 Billion
AUM



More than **\$91 Million**
invested from Inland entities,
employees and affiliates*

Inland Private Capital Corporation (IPC) specializes in offering multiple-owner, tax-focused, private placement investments for accredited investors seeking replacement property for an IRS Section 1031 exchange, as well as Qualified Opportunity Zone opportunities. IPC is part of the Inland Real Estate Group of Companies, Inc. (Inland), one of the nation's largest commercial real estate and finance groups with more than 50 years of experience, and a subsidiary of Inland Real Estate Investment Corporation, the sponsor for Inland's real estate investments and income solution programs.

AUM by Sector



6.79%
Weighted Average Annualized
Rate of Return¹⁸
on Full-Cycle Programs¹⁹

Results by Asset Class as of 12/31/2020

	Number of Programs	Cumulative Sales Price	Weighted Avg. ARR
Multifamily	16	\$878,956,108	8.75%
Retail	46	\$654,216,247	6.33%
Office	18	\$456,700,165	3.98%
Student Housing	1	\$81,721,250	10.62%
Industrial	7	\$118,170,04	5.98%
Healthcare	2	\$62,725,000	11.40%

* Since IPC's inception in 2001, Inland entities, Inland employees and spouses, Inland directors, Inland officers and affiliated Inland employees have owned more than \$91 million of equity in IPC-sponsored offerings, reflecting Inland's alignment with its investors.

NOTE: All data as of December 31, 2020. Past performance is not necessarily indicative of future performance.

¹⁷ Source: Mountain Dell Consulting 1031 DST/TIC Market Equity Update 2020 Year-End Report. Statement based on total equity raised.

¹⁸ **Weighted Average Annualized Rate of Return (ARR)** For each full-cycle program, the ARR is calculated as the sum of total cash flows distributed during the term of the investment program, plus any profit or loss on the initial offering price, divided by the investment period for that program. To determine the weighted average for all programs, the ARR for each program is multiplied by the capital invested in that program, divided by the total capital invested in all full-cycle programs since inception (2001). To determine the weighted average in each asset class, the ARR for each program within that asset class is multiplied by the capital invested in that program, divided by the total capital invested in all full-cycle programs within that asset class since inception (2001). For a full list of program dispositions, see "Prior Performance of IPC Affiliates" set forth in the Memorandum.

¹⁹ **Full-Cycle Programs** are those programs that no longer own any assets. However, in certain limited situations in which the subject property(ies) were in foreclosure, IPC has negotiated with the lenders and advanced funds to the investors to allow the investors to exchange their beneficial interest in the original program for a proportionate beneficial interest in a new program, in order to continue their Section 1031 exchanges and avoid potential capital gains and/or forgiveness of debt tax liabilities. Because such exchanges result in an investment continuation, the original programs are not considered full-cycle programs for these purposes.



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Inland Private Capital Corporation was recognized in 2006 and 2016 for distinguished accomplishments that demonstrated commitment to excellence and service to the alternative investment industry.

Inland received the BBB's prestigious award in 2009, 2014 and 2017 honoring businesses that exhibit ethical practices in the marketplace.