



EAGLE OZ

OPPORTUNITY FUND



EAGLE OZ FUND II LP

Qualified Opportunity Fund

WHAT IS EAGLE OZ FUND II LP?

Eagle OZ Fund II LP (the Fund) is an award-winning Qualified Opportunity Fund that provides investors with the chance to invest in a Qualified Opportunity Zone focused on the construction of 444 multifamily apartment rentals in Chicago's Bronzeville region.

Located in the heart of the nation's third-largest city, Bronzeville is currently experiencing massive revitalization efforts, with more than \$10B in economic development and 55,000 new jobs taking form in 2022. With the recent rise of an affluent middle class, and a five-year streak of record breaking home sale price growth, Eagle OZ believes the Bronzeville region represents a promising opportunity for continued catalytic market growth, along with steady and substantial appreciation.¹

OUR MISSION

Eagle OZ aims to direct private capital toward the revitalization of Chicago's historically significant Bronzeville region, generating regular profits for our investors and providing social upside for the area and its residents.

1. Crains Chicago Business, Inside Bronzeville's Comback, January 24, 2022.



WHAT IS AN OPPORTUNITY ZONE?

Created under the Tax Cuts and Jobs Act of 2017, Opportunity Zones (OZs) aim to create a tax incentive for individuals who invest in distressed, low-income geographic areas, with the ultimate goal of stimulating job creation and economic growth in these areas. Investors may reinvest capital gains into an investment vehicle known as a Qualified Opportunity Fund (QOF), which is organized for the purpose of investing in Qualified Opportunity Zones (QOZs).

POTENTIAL INVESTOR TAX BENEFITS:

01

Tax deferral through 2026

02

100% step up in basis in 10 years, eliminating all capital gains tax.

03

Zero Recapture

OPPORTUNITY ZONES ARE AN OPPORTUNITY FOR INVESTORS TO DO WELL FINANCIALLY, WHILE DOING GOOD FOR THE COMMUNITY.

The Fund expects to positively impact and support the revitalization of Chicago's historic Bronzeville region in several ways:



150 net new jobs



10%+ subcontracted work to minority-based businesses



20% affordability projection



Green building standards



Buffett's Impact Rate of Return® measurement and evaluation of social impact

OPPORTUNITY ZONES VS TRADITIONAL REAL ESTATE

Opportunity Zones offer several potential tax benefits over traditional real estate investments.

Hypothetical Example:

	Tax Rate		Reinvest Your Gains	
			Ordinary Real Estate	Opportunity Zone
Your Capital Gains		\$100,000		
TODAY				
Tax owed today	23.8%		-\$23,800	\$0
2027				
Tax owed today, now deferred to 2027	23.8%			-\$23,800
Profit from reinvesting your tax bill ²				\$8,991
10 YEARS FROM NOW				
Gross Profit ³		\$300,000		
Less: Capital gains invested today		-\$100,000		
Capital Gains		\$200,000		
Tax owning	23.8%		-\$47,600	
Recapture Tax Owning ⁴	28.8%		-\$28,276	
TOTAL TAX OWING			-\$99,676	-\$14,809
New Capital Gain			\$200,000	\$200,000
PROFIT			\$100,324	\$185,191

85% TAX SAVINGS AND PROFIT INCREASE BY INVESTING IN AN OPPORTUNITY ZONE.

2. Since you don't need to pay your current tax bill until 2027, you can reinvest that tax bill money elsewhere until 2027 and earn a profit; this amount represents those profits assuming you will make 6% annual profit | 3. The Opportunity Zone property is sold after a 10-year mandatory hold period with expected profits assumed to be 3x the original investment made in the Opportunity Zone. | 4. When real estate projects are sold, tax is paid on the depreciation, known as "recapture" tax; this tax is eliminated with Opportunity Zone Investments

ABOUT THE OFFERING

Eagle OZ Fund II is a single asset, boutique OZ fund focused on the submarket of Chicago's Historic Bronzeville. The Fund seeks to raise \$50M of equity for the new construction of 444 multifamily rental units in declared Quality Opportunity Zone tracts located across Chicago's significant Bronzeville region. Eagle OZ believes that the market is well-positioned for continued economic growth and aims to provide opportunities for investors, while also improving the quality of life for the subject communities at large.

The Fund's Overall Objectives Are:



To deliver new construction OZ rental property



Capture rent and property appreciation over the 10-year OZ investment horizon



Generate profits for investors

INVESTMENT STRATEGY⁵

The Fund seeks to generate stable cash distributions for a 10-year hold with market appreciation, followed by sale and distribution of profits, while obtaining the full OZ incentive, including deferral of current capital gains tax and the 100% step-up in basis and effectively eliminating capital gains taxation and depreciation recapture on sale.

OFFERING DETAILS

Offering Size	\$50,000,000
Offering Type	Preferred limited partner interests – Rule 506(c) offering
Suitability ⁶	Accredited investors only
Use of Proceeds	Investment in new construction of 444 multifamily rentals across infill properties in declared Quality Opportunity Zone tracts located in Chicago's Bronzeville region
Preferred Cash Returns ⁷	6% from date of contribution with cash distributions starting 18 months thereafter with catch-up
Share Price	\$10,000 per unit
Minimum Investment	\$50,000
Term	10 Years
Mixed Fund	OZ and Non-OZ units offered with identical rights, except for certain income tax treatment for OZ units
Management Buy-In ⁸	10%

5. There is no guarantee that the Fund will meet the objectives of its investment strategy. | 6. Refer to the private placement memorandum for specifics. | 7. The preferred cash return is not guaranteed and the distribution of income is dependent upon property performance. Catch-up may be paid with capital funds such as refinance proceeds. | 8. General partners and third-party service providers are purchasing 10% of the subscribed amount under the same terms as limited partners.

WHY BRONZEVILLE?

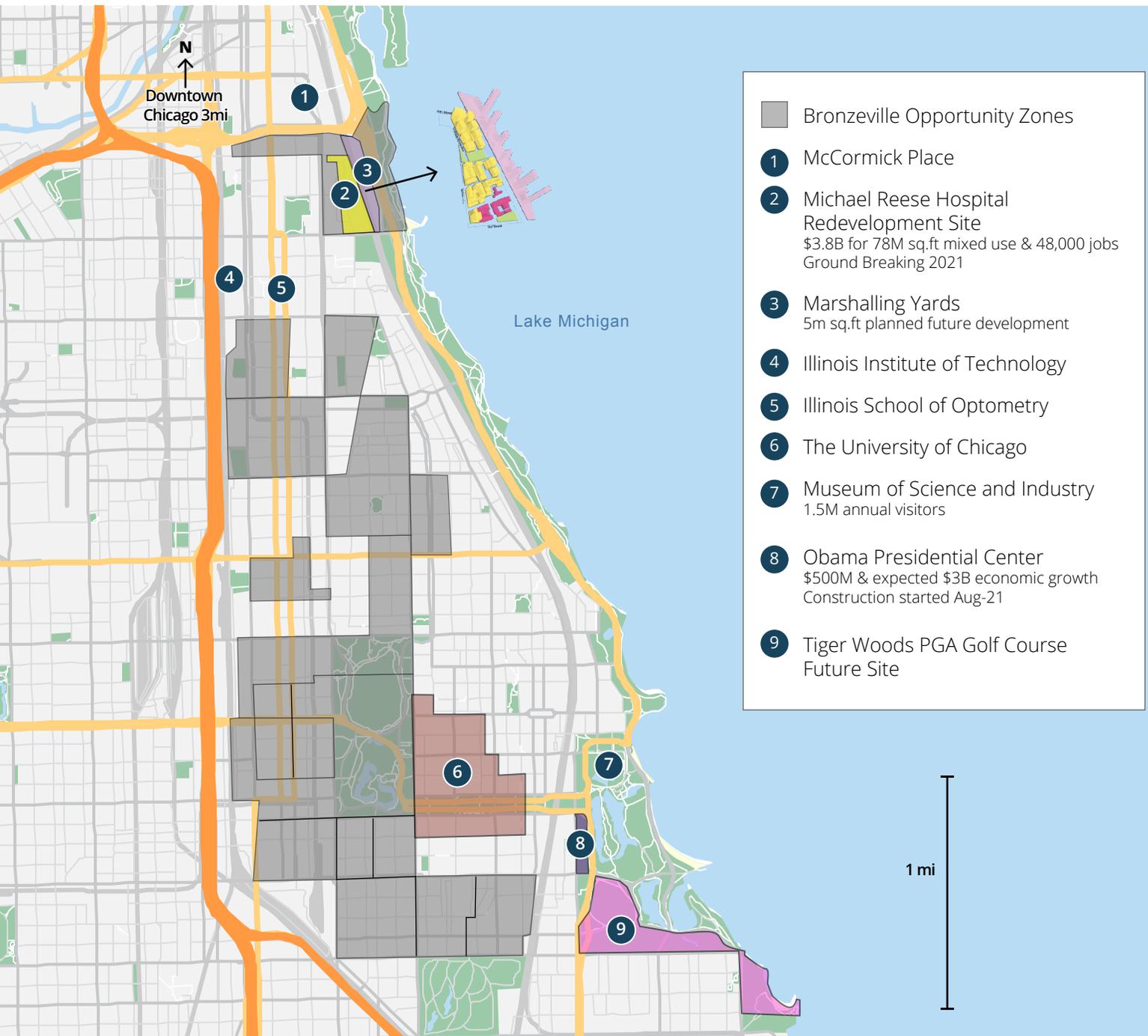
Eagle OZ believes that Chicago's historic Bronzeville region is poised for catalytic growth with more than \$10 billion in economic development expected to break ground over the coming years, creating an estimated 55,000 new jobs. Eagle OZ Fund II seeks to offer investors an opportunity to participate in the potential financial upside, while also providing the added benefit of Opportunity Zone tax incentives.

Additional Demand Drivers

01 NEIGHBORHOOD IN TRANSFORMATION

02 SCARCITY OF OZ LAND

03 NATIONAL HERITAGE AREA





ABOUT THE SPONSOR

Eagle OZ is led by a seasoned team of real estate professionals with a track record of successful residential property investments in the Chicago area. The principals of Eagle OZ have more than 20 years combined industry experience, including the sourcing of property, construction, stabilization and management. Eagle OZ was the winner of the most impactful project at the Opportunity Zone Expo in 2021.

WINNER
– MOST
IMPACTFUL
PROJECT

OPPORTUNITY ZONE EXPO 2021

In 2021, Eagle OZ founder and president, Jamie Nahon and Scott Allbright presented the Eagle OZ project in a *Shark Tank*-style competition at the 2021 Opportunity Zone Expo in Denver. Selected by a panel of market and government leaders, Eagle OZ was named as one of two winners of the Most Impactful Project – a designation awarded to a project that emphasized the greatest amount of positive social impact.

Contact us for copies of the Private Placement Memorandum and other information pertaining to the Fund.

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CONSIDER THE RISKS

An investment in the Preferred Units is speculative and involves a high degree of risk. In addition to the other information set forth elsewhere in the Private Placement Memorandum, including the annexes hereto, prospective investors should, prior to subscribing for Preferred Units, carefully consider the following factors in evaluating an investment in the Preferred Units. However, the risks and other factors described in the Memorandum are not the only ones the Fund will face. There may be additional risks, uncertainties, and other factors applicable to an investment in the Preferred Units that the Fund does not currently consider material or that are not presently known to the Fund. If any of these risks materialize, the business and financial results of the Fund could be materially and adversely affected.

Risk Factors

- Past performance is not indicative of future results.
- Tax benefits may vary. Consult you CPA or Tax Consultant before investing.
- The Fund has no material direct operations.
- The Fund uses forward-looking statements, which may vary significantly from actual results.
- There are severe restrictions on the transfer of Preferred Units.
- Profitability will depend on the management of the Fund, and Preferred Unit holders have a severely restricted right to remove and replace the General Partner.
- There are significant contractual limitations on General Partner and Limited Partner liability, and the Fund is responsible for the indemnification of the General Partner and Limited Partners.
- There is no independent representation for Limited Partners or prospective investors provided by the Fund.
- The offering price of the Preferred Units may have no correlation with the actual value of the Fund or the Preferred Units.
- The Fund will not be registered under, and thus investors will not have the protections of, the Investment Company Act of 1940.
- An investment in the Fund requires a long-term commitment with no certainty of return.
- Investors may not achieve their desired tax treatment, and ultimate tax consequence may be less desirable than non-qualified opportunity zone investments.
- If the General Partner does not successfully implement an investor exit, then an investor may hold an investment for an indefinite period of time.
- The Fund must hold at least 90% of its assets in qualified opportunity zone property.
- There is no assurance that the Company will be successful and achieve profitability.
- The Company's success is entirely dependent upon the success of the Assets.
- The Company may not be able to obtain sufficient financing.
- The Company will be highly leveraged.
- There is no assurance that the Limited Partners of the Company will receive any cash distributions.
- The Assets are subject to the risks from the global pandemic associated with COVID-19, and the Assets may in the future be subject to risks from other public health crises.
- The Assets are subject to typical risks associated with real estate construction and development.
- Overbuilding and increased competition may adversely affect occupancy, revenues, results of operations, and cash flow.
- Changes in taxation could affect the commercial real estate industry.



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