



### **What is a Community Round?**

A Community Round is an investment fundraising event where we open up the opportunity for our local community to invest in the Oakland Roots and Soul Sports Club. This allows you to become a part-owner of the team and directly participate in our success.

### **Why should I consider investing in Oakland Roots and Soul?**

We believe that sports teams can, and should, play an important role in building happy, healthy and more equitable communities for all. In 2018 we set out to build the first, purpose-driven pro sports team in the United States and since that day we have sold out stadiums, generated millions of dollars in investment and opportunity for local employees, businesses and artists, created pathways for the next generation of athletes, gained global recognition for our pioneering work in anti-racism and social impact and built one of the most passionate and diverse fanbases in our league. We want to reimagine the relationship between a sports team and its community and become a model for others to follow.

Investing in the Oakland Roots and Soul through the Community Round is more than a financial investment. It's a chance to support the future of mens and womens pro soccer in Oakland, foster community engagement and be a part of the team's growth and success. As an investor, you will have a stake in the team and its future.

And this is not limited to Oakland. If you feel the same way about sports teams and what they mean to their community, please consider joining the Community Round.

### **I invested in the last Community Round so why should I invest again?**

Thank you for investing in the first Community Investment Round! As you may have seen we are planning on big things in 2025 including the Roots playing in the Coliseum. We made tremendous progress in the past twelve months with your investment from the first CIR (built the fanbase, increased the talent level and staff payroll, added more community programs). The growth of the club and the launch of the USL Super League contributed to the increase in our valuation to \$93M, up from \$78M last year.

We are pleased to have a bigger home back in Oakland next season and need to convert the baseball field into a soccer pitch. That work is a significant expense. We



also have a much higher operating cost per game at the Coliseum so we need to do more marketing to bring in more fans to generate additional revenue to cover that cost. Finally, the league is getting more competitive so we need to attract and retain great coaches and players.

### **What will my investment be used for?**

Funds raised through the Community Round will be used to support the team's operations and growth objectives. This may include things like: gameday operations; league and travel expenses; future facility planning; sustainability initiatives; player health and education programs, talent acquisition; staff, player, and coach compensation; youth development programs and community outreach initiatives.

### **Who can participate in the Community Round?**

Anyone aged 18 or older can participate in the Community Round, whether you live in Oakland, somewhere else in the United States and most countries. For information on how to invest if you live outside the United States, follow [this link](#).

### **What does it actually mean to be an 'owner' of Oakland Roots and Soul?**

When you invest in our Community Round, you receive a number of units in a Special Purpose Vehicle ("SPV") created by Wefunder. The more you invest, the more units of the SPV you receive. That SPV is using the proceeds from the Community Round to buy Class C units in Oakland Pro Soccer LLC ("OPS"). OPS is the legal entity that operates the Oakland Roots SC and the Oakland Soul SC. The SPV's value is connected to the underlying value of OPS so you are exposed to its future value (whether it goes up or goes down). The SPV, as an owner of Class C shares, also has the right to vote on certain decisions. The Lead Investor represents the SPV on any matters requiring a vote by Class C unitholders.

This is also about building an even closer relationship with our community. Anyone who has bought a ticket to a game, bought one of our beautiful jerseys or hoodies, or even bought a halftime hotdog, has contributed to our growth. The Community Round is another way fans can do that - in return for the chance to participate in the future success of the club.

### **How much do I need to invest to become an owner?**

Minimum investments start at just \$100.

### **What is the maximum I can invest?**

Everyone can invest up to \$25,000. You can invest more depending on your income



and net worth (details [here](#)). Accredited investors, meaning investing \$10,000 or more, can invest as much as they want.

### **Do I have to be an accredited investor to invest?**

No. Once you sign up and create an account Wefunder allows you to invest without being an [accredited investor](#). If you invest \$10,000 or more you must be an accredited investor.

### **What is an accredited investor?**

An accredited investor is someone who makes \$200k or more in annual income (\$300k with spouse) as outlined in two previous years of tax documentation or have >\$1M in assets (not including your home). Click [here](#) to learn more.

### **Can I invest if I do not live in Oakland, Bay Area, or California?**

Yes! If you live in the US, you are welcome to invest. Last year, while most investors were from California, we had investors from 47 states.

Unfortunately, residents of the Canadian provinces of Alberta, British Columbia, Ontario, and Quebec are currently barred from investing on our platform at their request. Additionally, we cannot accept investments from certain sanctioned countries, including Cuba, Iran, North Korea, Russia, Syria, and Ukraine's Donetsk, Crimea, and Luhansk regions. If you're investing from outside the US, check out our step-by-step guide for international investors by visiting Wefunder's [International Investor Guide](#).

### **Can I invest if I do not live in the United States?**

For the most part, yes! Check [here](#) for a guide on how to invest from outside of the United States. Also Wefunder is not allowed to residents of the Canadian provinces of Alberta, British Columbia, Ontario, and Quebec are currently barred from investing on our platform at their request. Additionally, we cannot accept investments from certain sanctioned countries, including Cuba, Iran, North Korea, Russia, Syria, and Ukraine's Donetsk, Crimea, and Luhansk regions. If you're investing from outside the US, check out our step-by-step guide for international investors by visiting Wefunder's [International Investor Guide](#).

### **Are there any fees I have to pay?**

Yes. Payments made by bank ACH, wires, or checks, Wefunder charges investors a one time transaction fee of 2%, with a minimum of \$8 and a max of \$100. For credit cards, Apple Pay, or Google Pay, Wefunder charges a one time 5% fee, with a minimum



of \$8 and no maximum. If this is your first time investing you can get Wefunders first investment fee for free when you click [here](#) to create your own account.

### **How can I invest in the Community Round?**

You can invest through [Wefunder.com](https://wefunder.com), which will guide you through the process step-by-step. If you need assistance during the process, our support team will be available to help.

### **What are the potential returns on my investment?**

As part of the Oakland Roots and Soul investor group, you will have a financial stake in the club's success. We have big ambitions – growing a global brand in sport, fashion, music, and the arts; building a large and diverse fanbase; becoming an anchor institution in Oakland with facilities to match; making an impact in Oakland and beyond; and winning championships on the field. We believe that meeting those goals will create value in the club.

The most likely ways that increased value would result in an investment return would be through (1) the acquisition of the club, (2) selling your equity, either to existing investors or through a buy-out by new investors. However, these outcomes are not guaranteed and will depend on many factors, including the overall performance of the team and the financial health of the organization.

### **I am a first time investor. What should I know?**

Click [here](#) to read a great summary by Wefunder for first time investors.

### **Can I sell my shares?**

After a one year waiting period post buying shares as mandated by the SEC, interests are transferable with the approval of Wefunder Admin.

In order to get approval, the investor must send an email to the Wefunder team at [spv@wefunder.com](mailto:spv@wefunder.com), including how much the investor wants to transfer, the proposed buyer, and the proposed price.

Wefunder then has 10 business days to decide whether to permit the transfer. During this time staff at Wefunder will reach out to the staff at Oakland Pro Soccer LLC (OPS). If Wefunder and OPS say yes, Wefunder provides a template transfer agreement for the buyer and seller to sign and send back. Wefunder then updates the records to reflect the transfer.



Rules on SPV interest transfers are in Sections 4.2(b) and (c) of the SPV operating agreement.

**What percentage of Oakland Roots and Soul will community round investors own?**

The percentage of the Oakland Roots and Soul Sports Club that community round investors will own depends on the total amount invested. Each investor will own an amount proportional to the amount they invest. If investors invest a total of \$5 million in this community round then at the time the investment closes they will own approximately 5% of the club.

**What dilution does this round of investment create for the first round of community investment?**

The pre-money equity valuation of the club increased 19%, from \$78M to \$93M, since the first community round in 2023 as we sold more units and converted some debt into equity. This community investment round's units, adjusting for the stock split, are being sold at the same price as last year.

If the valuation increased by the amount of capital raised, there would be no dilution to existing investors. If valuation did not change from the \$93M and we raised the maximum allowed \$5M, then all existing owners would be diluted by 5.3% ( $\$5M / \$93M$ ). Since we don't know what the new valuation will be when the campaign is finished, we can't predict what dilution will be.

**Why did the price change so much from last year to this year?**

We performed a stock split this summer to reduce the price per unit from \$10,269 to \$100 to make it easier for people to invest in this round and to create unit numbers that were not fractions for future investors. If an investor bought 1 unit at \$10,269 last year, right after the split they would now have 102.69 units each worth \$100.

**Do the shares have voting rights?**

Community round investors hold units in a Special Purpose Vehicle (SPV). The SPV holds Class C units in Oakland Pro Soccer LLC. The Class C units held by the SPV are voted by the Lead Investor, Dr. Akilah Cadet. Decisions made by the Oakland Pro Soccer LLC staff and board take into account multiple stakeholders, e.g., employees, fans, community, investors, as well as the short and long term implications of those decisions. If there is a proposal that would specifically impact the SPV as a holder of Class C units and requires a vote, the Lead Investor would vote on behalf of the SPV. Investors can email the Lead Investor with input and perspectives at any time to express interests, ideas, or concerns that will be shared with the Board of



Managers/Directors. In short, individual investors consolidate their voting rights behind the Lead Investor. If someone invested \$100 and *did* have individual voting rights, they would have a relative insignificant stake. But if all investors pool their voting rights behind a Lead Investor who advocates for them it is more advantageous.

**Can I invest on behalf of someone as a gift?**

Investing in startups on Wefunder is a bit different than the stock market - contracts are not easily transferable and the person who will own the security needs to also be the person who consents to invest.

**I invested twice in this round so it changes my perks, what do I do?**

Thank you for investing more than once in the Community Round! Feel free to send us an email ([invest@rootssc.com](mailto:invest@rootssc.com)) or when the round closes we will send you an update with additional perks.

**My Wefunder account was set up with an Apple ID email. Is that why I am missing my perks confirmation email?**

Yes! Our system does not process Apple ID email so please email [investor@rootssc.com](mailto:investor@rootssc.com) with an alternative email and we will send over your perks.

**When will I receive my perks?**

Perks will be emailed to you within 2-5 business days!

**Why does my certificate of ownership not have my name on it?**

Certificates are not personalized with your name and designed for you to be proud of!

**I invested in the Community Investment Round last year and am missing my K-1?**

Please check your investor dashboard for your K-1 and any updates. Wefunder is still working with their accountant on a social for an official K-1. That said, most investors were able to file their taxes using the substitute K-1s because the numbers were final and the amount of pass-through losses de minimus. If you have any other questions please email [invest@rootssc.com](mailto:invest@rootssc.com).

**What has happened since the 2023 Community Investment Round?**

Oakland Roots SC is now established as a competitive force in the USL Championship. We're on pace to reach 70,000 fans attending Roots games this year, and our world-class Net Promoter Score (NPS) means that each fan is an ambassador for our unique gameday experience that blends elite soccer, culture, music, art and much more. Our wildly passionate fanbase is rapidly growing and attracting national



attention (check out [this special feature on our supporters](#) made by the USL and [this article](#) in the New York Times).

The United Soccer League (USL) was founded in 1986 and is experiencing rapid and deep growth as it builds a comprehensive professional development pathway for soccer. The ecosystem includes two men's professional, one women's professional, and multiple development leagues across 42 states, 200 communities, and more than 20,000 players, reaching a fan population of more than 84 million.

The USL Championship (USLC) is a national Division Two professional soccer league, with 24 teams across East and West conferences and five more teams announced to join. Attendance is growing fast year on year, showing an incredible 42% increase from 2021 to 2023 with the top three clubs averaging over 10,000 fans a game. The cost to acquire a new franchise in the USLC is \$20M, and average club revenue in the league has been growing at a 20% compound annual rate since 2014. In a sign of the growing quality of play, player transfer fees are growing significantly as well. In November 2023, the USL signed a landmark agreement with CBS Sports to air 100 matches annually through 2027, a monumental deal to increase the league's exposure. The USL also renewed its relationship with ESPN, signing a multi-year media rights agreement in February 2024 that will see more than 400 live matches per year. And in June, USL announced that TelevisaUnivision would broadcast select matches to Spanish-speaking fans on TUDN. In addition to these important national linear and streaming partners, clubs have the right to air a significant number of local linear broadcasts, which the Roots do through a partnership with KTVU.

Oakland Soul SC went undefeated in the USL W League 2024 regular season, made the playoffs for the second year in a row, and hosted our first-ever home playoff game. The Oakland Soul double-header sell-out with Roots in June 2024 set our all-time club attendance record and shows the huge potential for women's soccer. The Soul's exciting mix of international stars, experienced collegiate athletes, and up and coming talent on the field, and our trademark blend of culture and purpose off the field, helped us build our reputation as the best home-field atmosphere in the NorCal division and one of the highest attendance numbers in the entire league. The team also found time to promote mental health at the 2024 season finale by supporting [Katie's Save](#). The USL W League is a leader in pre-professional soccer in North America, developing the next generation of women's talent both on and off the field. There were 80 teams competing across ten divisions in the W League in 2024, only two years after launch, all supporting a pipeline to professional soccer by providing more opportunities for women to play, coach, and work in soccer.



USL Super League announced in February 2024 that it would compete at the highest level for professional women's soccer in the United States, following the U.S. Soccer Federation's approval of its Division One sanctioning application. The league signed a multi-year agreement with NBC / Peacock to broadcast so that every regular season and playoff match – 115 matches, combined – would be available to stream on Peacock for fans in the United States. The USL Super League is the newest addition to Peacock's women's sports offering, which includes the Olympics, FIFA Women's World Cup, and more. On August 17, 2024, the Super League kicked off their inaugural matches in Charlotte, Spokane, and Tampa, with all matches sold out. The league plays on the international calendar, from the fall through the spring, synced up with the global schedule and allowing for easier player transfers and international friendlies. This schedule also gives fans soccer year-round when paired with a men's professional team like we have with the Oakland Roots.

Project 510, our local talent development program that provides a pathway to professional soccer, saw some of our most exciting progress over the last year. The team has been in the playoffs in both leagues in which we played in 2023 and 2024, ending up as the Conference Champion in the fall 2023 season. We had seven players on Academy Contracts in 2023 and in 2024 we have 11 players (five from Oakland) on Academy Contracts, and four on professional contracts. There has been a nearly 20X increase in minutes played in the USL Championship season by U20 first year pros or Academy Contract players, from 102 minutes in 2023 to 1,922 minutes so far. And those players are making significant contributions, with goalkeeper Tim Syrel recording one clean sheet and Ilya Alekseev scoring two goals.

With a focus on equity and lowering barriers to entry into the pro soccer pathway, we're scouting, uncovering, and developing the next generation of superstars. 19-year-old Ilya Alekseev, who signed a professional contract with Oakland Roots in August, is an example of players who progress from Project 510 to the first team (check out Ilya featured in the USL's Young Player Spotlight back in March). Ilya was part of the 2024 USL2 Project 510 team who made the team's deepest-ever run in the playoffs, beating last year's national champions Ballard FC along the way, despite having the youngest squad in the entire competition at just over 18 years old. Ilya was born in 2005 and his soccer journey began at the age of eight with Ballistic United Soccer Club, and he graduated from Amador Valley High School in Pleasanton, California.

**For those that cannot invest today, will this opportunity still be available for the rest of the year?**



The Community Investment Round, which will be open for a few weeks or until the maximum of 5 million is raised, is the only time this opportunity is available. With that said, there may be future Community Investment Rounds offered by the Sports Club where you would have the opportunity to invest.

**When does this round close?**

It will be open around three to four weeks but the timeline can change. Please follow the Roots or Soul social media pages as we will announce when the final week will approach!

**Any other questions?**

Head to the “Ask A Question” section of this page and we will get back to you. Or visit [here](#) for Wefunder’s FAQ’s for more information or technical assistance. And if you cannot find what you are looking for send us an email at [invest@rootssc.com](mailto:invest@rootssc.com).