

Parity Access Primer

Unlocking Diaspora Capital for Climate-Resilient Infrastructure

I. The Diaspora Dilemma

Across the globe, the African diaspora holds trillions in wealth. From Chicago to Accra, Atlanta to Lagos, this community is rich in culture, talent, and capital. Yet when it comes to investing in Africa's future—its roads, ports, energy, and digital infrastructure—this capital remains largely untapped.

The reasons are familiar: outdated platforms, opaque regulations, and investment opportunities locked behind institutional gates. The result? Diaspora investors are often spectators to the continent's transformation, not participants.

But what if that changed?

What if the African diaspora could invest in the same infrastructure that powers the continent's growth—securely, transparently, and digitally? What if the tools of Wall Street met the energy of GoFundMe? What if accredited investors could co-own climate-resilient ports, renewable energy grids, and digital infrastructure—all through a digital global wallet?

Parity Access was built to answer those questions.

It's not just a platform. It's a bridge. A conduit. A digital infrastructure for financial inclusion. And it starts with a simple idea: the diaspora should not only witness Africa's transformation—they should co-own it.

II. Capital Without Conduits

Africa's infrastructure pipeline exceeds \$2.3 trillion, with more than half unfunded. At the same time, the African diaspora—spread across the U.S., Europe, and beyond—holds trillions in investable wealth.

So why hasn't this capital found its way into Africa's infrastructure?

Because the conduits are missing.

Diaspora investors face barriers:

- Regulatory opacity: inconsistent and unclear rules.
- Limited access: institutional opportunities locked behind closed doors.

- Trust gaps: weak governance in legacy platforms.
- Technological friction: costly, outdated systems.

The result: capital ready to move, projects ready to grow, but no bridge between them. Meanwhile, climate change accelerates the urgency of building resilient infrastructure.

Parity Access was designed to clear the pipes and open the flow.

III. Parity Access Platform

If the problem is access, the solution must be infrastructure—not just physical, but financial and digital.

Parity Access combines the regulatory power of Reg D 506(c) with the technological reach of Web 3.0 to deliver institutional-grade opportunities to accredited U.S. investors.

How It Works:

- 1) Onboarding – Accreditation verified, KYC/AML completed, wallet issued or connected.
- 2) Subscription & Tokenization – Investors subscribe in increments (e.g., \$25,000) and receive Parity Access Tokens (PATs), representing ownership in a Special Purpose Vehicle (SPV).
- 3) SPV Governance – Co-owned and controlled by AFC, ensuring institutional-grade governance and risk management.
- 4) Capital Deployment – SPV invests into vetted projects such as AFC’s Infrastructure Climate Resilient Fund (ICRF).
- 5) Returns & Distributions – Profits flow back to the SPV and are distributed to investors via automated smart contracts.
- 6) Exit & Liquidity – Secondary token markets (where available) or project-level liquidity events.

This is not just a new way to invest. It’s a new way to belong.

Policy Tailwind US Policy Roadmap: EO 14178 Digital Assets Report

In July 2025, the White House released the Digital Assets Report mandated by Executive Order 14178, “Strengthening American Leadership in Digital Financial Technology.”

This policy creates a unified federal roadmap for digital assets—clarifying rules on custody, stablecoins, market structure, and AML—while explicitly prohibiting a U.S. CBDC and affirming support for private-sector blockchain innovation.

When the **Digital Assets Report (EO 14178, July 2025)** says it is “**explicitly prohibiting a U.S. CBDC**”, it means:

- **CBDC = Central Bank Digital Currency**
A CBDC is a digital form of a nation's currency issued directly by the central bank (in the U.S., that would be the Federal Reserve). Think of it as "digital dollars" that people could hold directly with the Fed instead of through commercial banks.
- **EO 14178's Position**
Unlike earlier policy directions (like EO 14067 under the Biden administration, which directed study of a U.S. CBDC), EO 14178 under the current administration **rules out creating or issuing a digital dollar**. It states the U.S. will **not pursue a CBDC**.

Why it matters

- ▽ **Private-sector role affirmed:** The government is signaling that innovation in digital assets should come from private markets rather than a state-run digital dollar.
- ▽ **Market clarity:** Investors and platforms don't have to worry that a U.S. CBDC will arrive and outcompete or over-regulate their offerings.
- ▽ **Political framing:** There are concerns among parts of the public that a CBDC could give the government too much power over surveillance or control of individual transactions. By prohibiting it, the administration aligns with those concerns and promotes a more decentralized, private innovation path.

For Parity Access, this is important because it confirms:

- ▽ U.S. policy is to **support private tokenization platforms**, not replace them with a government digital dollar.
- ▽ The **Reg D + tokenized SPV model** fits squarely into what's permissible and encouraged.

Parity Access is within this direction: a compliance-first, tokenized SPV model with transparent ownership, accredited onboarding, and smart-contract distributions.

IV. Case Study: AFC's Infrastructure Climate Resilient Fund (ICRF)

"Africa's infrastructure needs are urgent. Climate change is accelerating. The time to act is now." — Samaila Zubairu, President & CEO, Africa Finance Corporation

AFC's Infrastructure Climate Resilient Fund (ICRF) — A De-risked Investment Structure

To demonstrate the power of the Parity Access model, our flagship offering proposes to

provide access to ICRF, a landmark \$750M blended finance fund managed by AFC Capital Partners. Through Parity Access, the tokenized SPV becomes a pari-passu co-investor alongside ACF, as a partner, in African infrastructure investment, giving diaspora investors a direct stake in a portfolio of transformative projects while benefiting from multiple layers of institutional-grade risk protection.

How AFC's Structure Protects Investor Capital

The ICRF is not a standard private capital fund; it is a sophisticated structure designed to de-risk private investment in African infrastructure. The key protections, which directly benefit the Parity Access SPV and its token-holders, include:

- ▽ First-Loss Capital Shield: The AFC's structure blends \$510M in commercial equity (Tier 2) with \$240M in concessional capital (Tier 1), anchored by the Green Climate Fund (GCF). This concessional tranche acts as junior equity, meaning it is designed to absorb initial losses. This provides a significant "first loss protection" shield for commercial investors like the Parity Access SPV.
- ▽ Prioritized Returns (The Waterfall): Cash flows from the fund's investments are distributed according to a strict waterfall structure. Commercial LPs (Tier 2 investors, including Parity Access SPV) are prioritized to receive 100% of their capital back plus a 10% preferred return before the concessional (Tier 1) investors are repaid their principal.
- ▽ AFC's Preferred Creditor Status: As a multilateral financial institution, the Africa Finance Corporation (AFC) holds preferred creditor status in its member countries. This unique status, which includes privileges and immunities, systemically de-risks the fund's investments in a way that conventional funds cannot replicate.
- ▽ Alignment and Co-Investment: AFC is not just the parent of the fund manager; it is also investing \$60M of its own capital into the same commercial equity tranche as other LPs. This demonstrates strong alignment and confidence in the fund's performance.

Fund Highlights and Impact

By participating in the ICRF through the Parity Access SPV, investors are funding a portfolio with clear objectives and measurable impact:

- ▽ Target IRR: 15–20%.
- ▽ Sectors: Renewable energy, transport & logistics, telecoms, and climate-resilient industrial parks. The fund will not invest in fossil fuel-based energy solutions.
- ▽ Geography: 44 African member countries.
- ▽ Impact: The fund is projected to benefit more than 50 million people, create more than 90,000 jobs, and avoid over 20 million tons of CO₂ emissions.

Through Parity Access, accredited investors can participate in ICRF via a tokenized SPV. This structure secures not just transparency and compliance, but a direct stake in a de-

risked, institutional-grade fund with first-loss protection, making it a uniquely secure entry point for diaspora capital.

“We are building infrastructure that doesn’t just survive climate change—it helps communities thrive through it.” — Ayaan Adam, CEO, AFC Capital Partners

As a conduit, through Parity Access, accredited investors can participate in ICRF via a tokenized SPV co-owned with AFC, securing transparency, automation, and compliance.

“We are not just investing in infrastructure—we are investing in resilience, inclusion, and transformation.” — Sameh Shenouda, CIO, Africa Finance Corporation

V. Targeted Market Opportunity – The Diaspora Investor Base

The convergence of digital assets and the global African diaspora create a 10+ billion-dollar opportunity for a Regulation D offering.

- **Global Diaspora Size:** Over 170 million people of African descent worldwide, with collective spending power in the hundreds of billions annually.
- **North American Diaspora:** Approximately 39 million people of African descent reside in North America, particularly the U.S., with significant wealth accumulation and an appetite for alternative investments.
- **Accredited Investor Focus:** Under SEC rules (net worth over \$1M excluding residence or annual income over \$200k/\$300k joint), tens of thousands of U.S. African diaspora investors qualify. This is the initial, high-value target for Parity Access.
- **Digital Asset Familiarity:** Studies show higher cryptocurrency adoption rates among Black consumers in the U.S. than among white counterparts—driven by demand for accessible, equitable finance.
- **Diaspora Direct Investment:** Beyond remittances, diaspora investors increasingly seek direct stakes in projects across Africa. Digital assets—through fractional ownership, liquidity, and transparency—enable this shift.
- **Macro Backdrop:** With global crypto capitalization in the trillions, investor appetite for digitized assets is already established. Reg D offerings provide a compliant, streamlined path to connect this demand with vetted infrastructure opportunities.

In short: this initial U.S. accredited diaspora investor base represents a conservative multi-billion-dollar market, with trillion dollars of global expansion potential as regulatory clarity and investor appetite converge.

VI. Mechanics of the Offering: From Wallet to Impact

“Infrastructure investing used to be reserved for institutions with deep pockets and complex legal teams. Parity Access changes that—by simplifying the journey for accredited investors

and digitizing the entire process.” — Lerry Knox, CEO, Unplugged Capital

Onboarding → Subscription → Tokenization → SPV → Deployment → Returns → Exit

This secure, transparent, and scalable flow combines institutional credibility with digital efficiency, opening access to diaspora investors globally.

VII. Policy Alignment: Built for This Moment

Parity Access is not only innovative—it is strategically aligned with current U.S. federal priorities:

1. EO 14178: Digital Assets Report (2025) – Provides a unified framework for digital assets, bans CBDC issuance, clarifies custody and market structure, and supports private-sector blockchain innovation.
→ Parity Access is designed as a compliance-first model aligned with this roadmap.
2. U.S. Investment Accelerator – Streamlines large-scale investments and reduces permitting friction.
→ Parity Access makes such opportunities accessible to diaspora investors.
3. Democratizing Access to Alternative Assets – Expands 401(k) and retirement plan exposure to private markets and digital assets.
→ Opens future channels for diaspora retirement savings to flow into infrastructure.
4. Fair Banking for All Americans – Prohibits discriminatory debanking and ensures access to services.
→ Reinforces Parity Access’s mission of inclusive finance.
5. White House HBCU Initiative – Strengthens innovation, public-private partnerships, and workforce development.
→ Natural partner for Parity Access in investor education and pipeline-building.

*“We are aligning capital with policy, technology with inclusion, and investment with impact.”
— Ayaan Adam, CEO, AFC Capital Partners*

VIII. Viral Strategy: GoFundMe Meets Institutional Finance

Parity Access borrows the emotional mechanics of crowdfunding while maintaining institutional rigor.

- Social Media Amplification: Campaigns designed for viral reach.
- Community Engagement: Accredited investors co-own and co-promote offerings.
- Wallet Onboarding: Tokens that can be shared, tracked, and celebrated.
- Narrative-Driven Offerings: Infrastructure presented as a cause, not just a category.

“We’re not just raising capital. We’re raising awareness, ownership, and pride.” — Ayaan Adam, CEO, AFC Capital Partners

IX. From Passive to Participatory

The diaspora has watched. Now it can participate on a level playing field.

- Investors: Subscribe to offerings like ICRF and own a piece of Africa’s future.
- Leaders & Influencers: Amplify the movement.
- Institutions & Policymakers: Partner to expand access and scale impact.
- HBCUs & Educators: Build investor education and pipelines of talent.

Parity Access is not just about returns. It’s about possibility.

X. Closing

“We are not just building infrastructure. We are building belonging.” — Lerry Knox, CEO Unplugged Capital

Parity Access is a promise—that diaspora capital will no longer be sidelined, that digital innovation will serve community goals, and that the future is ours to participate in not observe.

The tools exist. The policies align. The projects are ready. The community is waiting.

The future isn’t something to watch. It’s something to fund.

XI. Procedural and Compliance Steps

This section outlines the procedural steps, compliance requirements, and operational workflow for conducting a Regulation D Rule 506(c) private securities offering to accredited investors in connection with a tokenized asset issuance on the Parity Access platform.

The objective is to raise capital exclusively from verified private sector accredited investors while leveraging public marketing and ensuring full compliance and best practices with international and United States federal and state securities laws.

1. Offering Structure & Scope

- 1) Issuer Entity: Unplugged Capital, and/or AFC affiliated/special purpose entity.
- 2) Security Type: Digital Asset [Tokenized Debt / Tokenized Equity / Revenue Share Token / Convertible Tokenized Note].
- 3) Offering Amount: Unlimited under Rule 506(c); internal target to be determined.
- 4) Investor Class: Accredited investors only (per SEC Rule 501).

- 5) Jurisdiction: United States (with potential parallel offering for non-U.S. investors, if applicable).
- 6) Distribution Mechanism: Tokens issued via smart contract on the Parity Access platform, recorded on-chain and in the corporate ledger.

2. Pre-Offering Preparations

- 1) Entity & Governance
 - a) Confirm issuer structure and ownership.
 - b) Amend governing documents to authorize issuance of digital securities.
- 2) Offering Documentation
 - a) Private Placement Memorandum (PPM) detailing terms, risk factors, token mechanics, and compliance framework.
 - b) Subscription Agreement incorporating wallet address requirements.
- 3) Tokenization Mechanics
 - a) Conduct smart contract audit.
 - b) AML/KYC and accreditation
 - c) Establish custody protocol (self-custody, third-party custodian, or platform wallet).

3. US SEC & State Filing Requirements

- 1) Form D Filing:
 - a) Obtain EDGAR access codes for issuer.
 - b) File Form D within 15 calendar days after the first sale.
 - c) Indicate reliance on Rule 506(c) exemption.
- 2) State “Blue Sky” Notice Filings:
 - a) File notice in each investor’s state via NASAA’s EFD system.
 - b) Pay required state filing fees.

4. Investor Verification & Compliance

- 1) Regendent Securities (FINRA member) to handle:
 - a) Accredited investor verification under Rule 506(c).
 - b) AML/KYC screening per U.S. and applicable foreign regulations.
- 2) Verification and compliance clearance before tokens are allocated.
- 3) Maintain all verification records securely in compliance archive.

5. Marketing & General Solicitation

- 1) Permitted Channels: Website, social media, LinkedIn, industry events, digital advertising, webinars, and PR.
- 2) All materials must:
 - a) Display “Accredited Investors Only” disclosure.
 - b) Avoid performance guarantees.
 - c) Reference availability of PPM and risk factors.

- 3) All inbound leads directed to Regident Securities for AML/KYC and accreditation before acceptance.

6. Capital Raise & Token Issuance Workflow

- 1) Investor Journey
 - a) Marketing → Parity Access portal → AML/KYC & Accreditation → Subscription Agreement → Funds to issuer escrow.
- 2) Token Issuance
 - a) Upon settlement, tokens minted on Parity Access platform and delivered to investor wallet or custodian.
 - b) Corporate and blockchain ledgers updated.
- 3) Investor Records
 - a) Maintain synchronized on-chain registry and off-chain SPV corporate ledger.

7. Ongoing Compliance

- 7) Retain offering, marketing, and verification records for a minimum of 5 years.
- 8) File Form D amendments for material changes.
- 9) Restrict token transfers to verified accredited investors via smart contract whitelist.
- 10) Monitor secondary trading for compliance with Rule 144 resale restrictions.

8. Post-Offering Actions

- 11) Formally close offering and cease marketing upon completion.
- 12) Issue closing communications to investors.
- 13) Update Parity Access investor portal with post-closing reports.
- 14) Assess follow-on offerings under Reg S or Reg CF for broader participation.

Key Risk Controls

- 15) Investor accreditation and AML/KYC clearance is mandatory.
- 16) All marketing must be factual, risk-balanced, and compliant.
- 17) Token mechanics must align exactly with offering documents to avoid misrepresentation.

Conclusion

A successful Reg D Rule 506(c) tokenized asset offering via Parity Access will require coordinated execution between Unplugged Capital (SPV issuer) and the Parity Access platform (token issuance, verification and compliance, and investor management). Unplugged Capital will manage the offering framework, and Parity Access handles the technical execution of token distribution.