

THE GOLDEN EXIT STRATEGY GUIDE

*How to Exit Your Business
& Reduce or Eliminate
Capital Gains Taxes*



UPDATED FOR 2027



Golden Exit Strategy Guide

A field guide for owners planning a sale, and for owners who already closed and are now racing a 180-day window — built around the six decisions that determine what you actually keep.



For founders, family businesses, and long-term owners preparing for a consequential exit.

You already know how to build something valuable. This guide is about not giving pieces of it away by accident — whether that risk is still ahead of you or already ticking.

Most owners spend years perfecting the business and weeks deciding what happens to the money. If you're still planning your exit, the deal — not you — starts setting the terms for taxes and timing the moment an LOI lands. If you've already sold, the clock on your options is already running, whether or not anyone's told you that yet.

Either way, the Golden Exit process puts the decision back in your hands.

Is This You?

YOUR SALE PRICE IS NOT YOUR OUTCOME.

The real number is what's left after taxes, debt, fees, reinvestment risk — and whatever you do next. Owners who plan that number early get to choose. Owners who don't, inherit whatever's left.



This Guide is Built for You If:

- You expect to sell (or have already gotten interest) in the next 12–36 months
- You already sold — recently or within the last several months — and haven't finished your tax planning
- Your business owns or occupies real estate
- You have \$2M+ in proceeds (expected or already received) and haven't locked in a tax strategy
- No one on your team — CPA, attorney, broker, wealth advisor — has mapped how the whole deal fits together
- You'd rather find out your options now than discover they're gone

If two or more of those are true, keep reading.

Which Track Are You On?

PLANNING A SALE

You have time to shape the deal itself: structure, entity, timing, what's sold vs. retained. Start with the next page, then build the full roadmap on page 6

ALREADY SOLD

The deal terms are set, but your reinvestment window likely isn't closed yet. The federal window to place eligible gain into a Qualified Opportunity Fund is generally 180 days from the sale (or from a pass-through entity's gain recognition) — so the planning is compressed, not gone. Head straight to step 5.



The five ways owners lose ground without noticing

1. Assuming the window is already closed. Even after closing, the federal reinvestment window is 180 days — tight, but real. The mistake isn't selling first; it's not checking before assuming there's nothing left to do.
2. Treating every dollar the same. A business sale can throw off capital gain, Section 1231 gain, depreciation recapture, and ordinary income — all taxed differently. Only eligible gain qualifies for the strategies in this guide, whether you're planning the sale or have already closed.
3. Chasing the tax benefit before the investment. A tax advantage can't rescue a weak asset, a bad operator, high fees, or an investment that doesn't fit your life — especially under time pressure post-closing.
4. Forgetting the building. Many owners are selling two assets — the company and the real estate it sits on. Each needs its own valuation, timing, and exit plan.
5. Assuming someone's already coordinating your team. Your CPA, M&A attorney, wealth advisor, broker, and tax specialists may each see only their slice — unless someone builds the one map that connects them, before or after the sale.

START NOW, WHEREVER YOU ARE IN THE PROCESS

Still planning a sale, or already closed and inside your reinvestment window? Bring your expected (or actual) sale price, estimated basis, entity type, and any owned real estate. We'll map the questions your tax, legal, and transaction team need answered — before terms harden, or before the window closes.

Book a confidential Golden Exit Review.



THE TWO-ASSET TEST:

If your company owns or occupies real estate, don't let the building become an after thought.

OPERATING CO.

Stock sale or asset sale? How much consideration is ordinary income vs. eligible gain? What happens to earnouts, rollover equity, and installment payments?

COMMERCIAL REAL ESTATE

Keep and lease? Sell with the company? Sale-leaseback? 1031 exchange for qualifying property, or an OZ path for eligible gain?

One Way Sellers Trade a Tax Bill into Flexibility - OZ 2.0

For qualifying investments made after December 31, 2026, federal law creates a renewed, permanent Opportunity Zone framework. Here's what that actually does for a seller:

- 1. DEFER** — Invest eligible gain in a Qualified Opportunity Fund within the applicable 180-day window. Federal recognition of that gain is generally deferred until the earlier of an inclusion event or five years later.
- 2. REDUCE** — Hold the qualifying investment five years and the deferred gain may receive a 10% basis increase (30% for a qualifying rural opportunity fund).
- 3. REPOSITION** — Hold the QOF investment at least 10 years, and qualifying appreciation may be excluded from federal income tax entirely, when statutory requirements are met.

Why sellers notice the difference:

More liquidity control: You generally choose how much eligible gain to reinvest — not all sale proceeds.

Broader than real estate: Eligible gain can come from stock, a business interest, real estate, securities, or other assets — transaction character still controls.

Two Paths In: A sponsored QOF offers outside management. A captive QOF offers more control, but takes expertise, time, capital, and disciplined compliance.

California note: California currently does not conform to the federal QOF deferral and exclusion rules. State tax has to be modeled separately — this is not a "set it and forget it" strategy.

SEE YOUR NUMBERS Request a Gain and Reinvestment Map. Centennial Advisers will frame a side-by-side scenario: pay tax vs. reinvest part of the eligible gain, captive vs. sponsored QOFs, and how any separately owned real estate fits in..

Request Your Map

6 Decisions. One Plan.



Planning a sale? Start at step 1. Already sold? Jump to step 5 — but do it now.

1. 12–24 months out. Value the business and its real estate. Clean up financials. Define liquidity, income, legacy, and control goals.
2. Before the LOI. Compare stock- vs. asset-sale outcomes. Identify basis, likely allocations, earnouts, rollover equity, and installment terms.
3. Structure the property. With Centennial, compare hold-and-lease, sale-leaseback, sale with the company, 1031 exchange, and an OZ path for eligible real estate gain.
4. Map eligible gain. With tax counsel and your CPA, separate capital/Section 1231 gain from recapture and ordinary income. Confirm federal and state treatment.
5. Select and diligence. *(Already-sold sellers start here.)* With Centennial Advisers, compare paying tax against sponsored and captive QOF paths. Evaluate the sponsor, economics, project, fees, liquidity, and compliance — inside whatever's left of your 180-day window.
6. Execute and monitor. Fund within the applicable period, document elections, complete annual reporting, and plan for the five-year inclusion and 10-year exit.

Who Does What

Centennial Advisers

QOF strategy, captive-vs-sponsored framing, opportunity sourcing, specialist coordination. Commercial real estate valuation, hold/sell analysis, disposition, sale-leaseback and 1031 execution support.

Your CPA & Tax Counsel

Tax character, eligibility, allocations, elections, compliance, state treatment, written advice.

Your M&A Team

Buyer process, deal terms, diligence, legal documents, financing, closing.



BUILD THE TEAM - Schedule your Golden Exit Strategy Session.

Still planning? Don't wait for a signed purchase agreement to discover which options disappeared. Already closed? Don't wait on the calendar — the 180-day clock doesn't pause for anyone. Either way, start with a confidential review of your company, real estate, actual or estimated gain, timing, and goals.

[Schedule your session]

IMPORTANT DISCLOSURE Educational material only. Centennial Advisers do not provide tax, legal, accounting, or investment advice. Opportunity Zone rules are technical, facts matter, and guidance may change. QOF investments may be illiquid and involve substantial risk, including loss of principal. There is no assurance of tax benefits or investment performance. Consult independent tax, legal, and investment professionals before acting.

PRIMARY SOURCES IRC Sections 1400Z-1 and 1400Z-2, as amended by Public Law 119-21, Section 70421; IRS Notice 2026-40; IRS Opportunity Zones Frequently Asked Questions; U.S. Treasury, "Treasury Opens the New Designation Cycle for Opportunity Zones" (July 1, 2026); California FTB, 2025 Schedule D (540) Instructions. Prepared September 2026.

