

## Stacy M. Grace Associate

### Attorney Bio



Stacy M. Grace is an associate practicing in the firm's corporate law group. Stacy's practice focuses on a broad range of transactional matters such as public offerings and private placements of securities, venture capital investments, mergers and acquisitions, divestitures, entity formation, corporate governance, federal and state securities law compliance and general commercial transactions. She brings more than 10 years in the financial services industry, handling compliance and investor relations, advising on state and federal securities matters, real estate transactions, and general corporate governance.

Stacy received her J.D. from Southern Methodist University's Dedman School of Law. Prior to law school, she earned her MBA from Norwich University and BS in integrated marketing communications from Abilene Christian University. Prior to joining Munck Wilson, Stacy served as a real estate attorney for Dallas-based real estate enterprise, Heese & Heese, PC.

### Practice Areas

Business Organizations  
Corporate Governance and Counseling  
Mergers and Acquisitions  
Securities and Corporate Finance  
Technology Transactions  
Venture Capital and Private Equity

### CONTACT

Stacy M. Grace  
(972) 628-4547

### Education

Southern Methodist University  
Dedman School of Law  
Dallas, Texas 2013  
Juris Doctorate

Norwich University  
Northfield, Vermont 2006  
M.B.A.

Abilene Christian University  
Abilene, Texas 2002  
B.S. Integrated Marketing  
Communications

### Bar Admissions

Texas, 2013

### Representative Experience

- Represented a large private North Texas real estate development company in connection with the development and launch of a \$500 million Reg D/Reg S equity offering, and its preceding \$200 million Reg D/Reg S equity offering. Lead counsel and drafter of all offering documents as well as its operative documents including the PPM, operating agreement, master credit facility, subscription agreement, collateral agent agreement, construction loan agreements, promissory notes, deeds of trust, as well as managing broker-dealer agreement, soliciting dealer agreements, and RIA placement agreements, and ongoing supplements as needed;
- Represented real estate development company with ongoing operations and management of its lending affiliates, which have provided loans exceeding \$320 million in affiliated lending transactions for the company. Such representation includes ensuring ongoing compliance with the disclosed terms of securities and governing documents, and counseling the executive team on efficient and effective government and oversight functions;
- Assisted managing partner in the representation of a U.S.-territory-based company in its efforts to launch a \$100 million Reg D equity offering in connection with the purchase, development, and lease of real estate designed for the state-licensed medical marijuana growers industry. Representation included research on utilizing hard assets

Virginia, 2017

## Honors and Awards

Best Lawyers: Ones to Watch,  
Woodward White, Inc.  
2021

as collateral in U.S. capital markets;

- Assisted managing partner in representation of an alternative investment sponsor in the launch of a \$12 million Reg D offering, structured as a Delaware statutory trust with a master tenant model, in connection with the purchase of a commercial parking lot in a major metropolitan area. Lead drafter on the offering and subscription documents and operative document for the entity launch and operation;
- Represented, as in-house counsel, Behringer's net lease program, specifically involving five Reg D equity offerings structured in a Delaware statutory trust with single-tenant, net lease assets, ranging in offering sizes between \$5-\$15 million. Assisted with review and drafting of offering documents for several of the offerings and assisted with property-level due diligence. Primarily tasked with investor subscription closings once in offering, including due diligence review of all incoming subscriptions, all document preparations for purchase agreements, and interacting with investors, financial advisors, and qualified intermediaries and other investor representatives to close and fund each investment;
- Represented real estate company on private money lender loans including negotiating extension of three existing loans totaling approximately \$2.1 million;
- Represented real estate company on bank co-financing and/or lines of credit negotiations most specifically as it related to subordination rights and restrictions when affiliate capital market division debit is utilized, most recently related to a \$30 million construction line of credit by a regional bank;
- Represented real estate company on affiliated financing loans from its capital markets division entities including reviews of loan applications, promissory notes, and deeds of trusts to ensure compliance with the master credit facility and loan policies and procedures. Representation included assisting real estate team with audit of over 1,500 loan agreements, drafting more than 700 loan modifications resulting from appraisal modifications, budget adjustments, and senior loan payments by subordinator lender;
- Assisted in representation on the successful close of a commercial asset with a \$9 million cash purchase despite an accelerated close and contentious interactions between the various parties involved, including a competitor bidder. Primary duties involved structuring a newly-formed Texas Series LLC to house the asset, as well as review purchase agreement and deal structure to ensure compliance with the affiliated capital market entity that would fund the purchase;
- Represented real estate company on a select group of intended raw land acquisitions including drafting and negotiating term sheets, purchase agreements, as well as

title review and drafting title objection letters;

- Assisted outside counsel with the restructure of the real estate company's 30+ entities for the purpose of diversifying liability risks as well as for estate planning purposes;
- Represented various clients in the formation and structuring of multiple entities including series LLCs, trust agreements, and limited partnership agreements organized in various states throughout the U.S. Such work has included drafting and filing of certificates of formation and drafting operating agreements and other applicable governing documents;
- Represented various clients in general corporate governance matters including risk management, employee policies, compliance programs, business continuity plans, crisis communications, corporate safety and security policies, document retention policies and protocols, and CAN-SPAM compliance;
- Represented real estate company on multiple dispute resolution cases and one mediation involving claims from residential property purchasers and property owners, generally as it related to disputes on construction or warranty claims after purchase, as well as disputes with subcontractors and third-party vendors, generally as it relates to disputes and mechanic's liens.

## **Additional Education & Achievements**

State Bar of Texas

State Bar of Virginia