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SECURITIES COMMISSIONER

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## *Texas State Securities Board*

208 E. 10th Street, 5th Floor  
Austin, Texas 78701-2407  
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MEMBER

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MEMBER

IN THE MATTER OF  
ELLIE SOTO AKA ELLIE PALMA AKA ELLIE RAMOS

§  
§

Order No. ENF-23-CDO-1874

### **Ellie Soto aka Ellie Palma aka Ellie Ramos**

Service by certified mail, return receipt requested, addressed to Micah W. Hatley, counsel, at Walker Keeling LLP, 101 W. Goodwin, Suite 400, Victoria, Texas 77901, and by electronic mail addressed to Mr. Hatley at mhatley@walkerkeeling.com.

### **AGREED ORDER**

Be it remembered that Ellie Soto aka Ellie Palma aka Ellie Ramos ("**Respondent**") appeared before the Securities Commissioner of Texas and consented to the entry of this Agreed Order and the Findings of Fact, Conclusions of Law, and Order contained herein.

### **FINDINGS OF FACT**

1. Respondent waived (a) her right to notice and hearing in this matter, (b) her right to appear and present evidence in this matter, (c) her right to appeal this order and (d) all other procedural rights granted by the Securities Act, Tex. Gov't Code §§ 4001.001 - 4008.105 (the "**Securities Act**"), and the Administrative Procedure Act, Tex. Gov't Code Ann. §§ 2001.001-2001.903 (the "Administrative Procedure Act").
2. On or about May 13<sup>th</sup>, 2018, Respondent organized BRP GP LLC ("BRP"), with the Delaware Secretary of State and a business address at 2245 Texas Drive, Suite 300, Sugar Land, Texas.
3. Respondent formed BRP for purposes of developing a commercial real estate project in connection with an EB-5 Immigrant Investor Visa Program ("EB-5 Program") of the United States Citizenship and Immigration Services (the "USCIS").
4. The project to be developed by Respondent and BRP was a senior living facility in Victoria, Texas to be named The Presidio.
5. On or about May 21<sup>st</sup>, 2019, Respondent offered for sale and sold membership interests described as "units" of BRP to two Texas residents ("Investors") each investing \$50,000 and receiving 20 units each.

6. The Respondent represented to Investors that foreign investment funds would be used for the development of The Presidio project by private placement offerings issued to non-US residents structured as qualifying investments under the EB-5 Program.
7. The Respondent represented to investors her intentions to develop a business plan for The Presidio project to include construction beginning in the year 2020.
8. Respondent represented to Investors that net sale proceeds of The Presidio would be in the millions of dollars.
9. On July 9th, 2013, in a case styled *Naphtha Transportation LLC vs. JJR Transportation Solutions Inc & Ellie Ramos*, Cause No 12-8-73584-D, 377<sup>th</sup> Judicial District, Victoria County, Texas, a default judgment in the amount of \$206,404 was entered against Respondent and JJR Transportation Solutions, Inc., a company Respondent was a director of and the registered agent.
10. On September 12<sup>th</sup>, 2014, in a case styled *Nancy Kay Zapotek v First Solid Energy Group LP, GWK GP LLC, Ellie R Palma*, Cause No 14-07-76678-B, 135<sup>th</sup> Judicial District Ct., Victoria County, Texas, a default judgment was entered against Respondent, First Solid Energy Group LP, and GWK GP LLC, jointly and severally for a total amount of \$155,560.86.
11. On February 21st, 2015, Respondent filed for chapter 7 bankruptcy in a case styled *In Re: Ellie R Palma, Debtor*, Case No 15-60013, Chapter 7, U.S. Bankruptcy Court, Southern Dist. Of Texas, Victoria Division. The case closed in December 2018.
12. The investments in BRP have not been registered by qualification, notification, or coordination at any time material hereto, and no permit has been granted for their sale in Texas.

#### **CONCLUSIONS OF LAW**

13. The membership interests described as "units" in BRP that were offered for sale and sold by Respondent are securities as the term is defined by Section 4001.068 of the Securities Act.
14. Respondent violated Section 4003.001 of the Securities Act by offering securities for sale in Texas at a time when the securities were not registered with the Securities Commissioner or permitted for sale in Texas.
15. Respondent violated Section 4004.101 of the Securities Act by offering securities for sale and selling securities in Texas without being registered pursuant to the provisions of section 4004.101 of the Securities Act.
16. The foregoing Conclusions of Law constitute a basis for entering this Agreed Order pursuant to Section 4007.101 of the Securities Act.

### **UNDERTAKING**

17. Respondent agrees to deliver notification to the Director of Enforcement of the State Securities Board of an intent to rely upon any exemption from the securities registration and/or dealer/agent registration provisions of the Texas Securities Act or safe harbor exemptions of the federal securities laws, in connection with the offer and/or sale of any security in and/or from the State of Texas, at least 30 days prior to the date of the first offer of any security. Notice may be sent via email to [EnforceInfo@ssb.texas.gov](mailto:EnforceInfo@ssb.texas.gov).

### **ORDER**

18. It is therefore ORDERED that Respondent CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
19. It is further ORDERED that Respondent CEASE AND DESIST from acting as a securities dealer or agent of the securities dealer in Texas until Respondent is registered with the Securities Commissioner or is acting pursuant to an exemption from registration under the Securities Act.

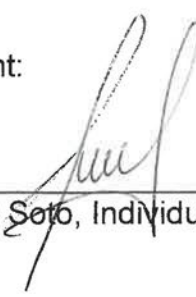
SIGNED AND ENTERED by the Securities Commissioner this 28<sup>th</sup> day of  
June 2023.



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TRAVIS J. ILES  
Securities Commissioner

Respondent:

By:

  
Ellie Soto, Individually

Approved as to form:

By:

Joseph Rotunda  
Director  
Enforcement Division

By:

  
Micah W. Hatley  
Walker Keeling LLP  
101 W. Goodwin, Suite 400  
Victoria, Texas 77901  
Attorney for Respondent

By:

  
Angela Cole  
Assistant Director  
Enforcement Division

Respondent:

By: \_\_\_\_\_  
Ellie Soto, Individually

Approved as to form:

By: **Joe  
Rotunda**  
Joseph Rotunda  
Director  
Enforcement Division

Digitally signed by  
Joe Rotunda  
Date: 2023.06.14  
10:08:54 -05'00'

By: Micah W. Hatley  
Walker Keeling LLP  
101 W. Goodwin, Suite 400  
Victoria, Texas 77901  
Attorney for Respondent

By: Angela Cole  
Assistant Director  
Enforcement Division

## ACKNOWLEDGEMENT

On the 24<sup>th</sup> day of May 2023, Ellie Soto, ("**Respondent**") personally appeared before me, executed the foregoing Order, and acknowledged that:

1. Respondent has read the foregoing Order,
2. Respondent has been fully advised of Respondent's rights under the Texas Securities Act and the Administrative Procedure Act,
3. Respondent knowingly and voluntarily consents to the entry of the foregoing Order, and the Findings of Fact, Undertaking and Conclusions of Law contained therein,
4. Respondent, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived Respondent's rights as set forth therein.



Mellissa Whitfield  
Notary Public in and for the State of Texas

My commission expires on 05-25-2025