

## Rosa Ertze

PARTNER | NEW YORK

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SECRETARY DENISE GALANTE

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### Rosa is a partner in the corporate team.

Rosa has a broad ranging practice in corporate, M&A and lending transactions. She is a trusted advisor to many US domestic, multinational and foreign clients on matters with a cross-border element, often spanning the US, Mexico, Spain and other Latin American countries. Her clients, which include privately held multinational corporations and Fortune 500 companies, engage with her assistance in joint ventures, mergers and acquisitions, direct private investments, private equity acquisitions and financings, restructurings, commercial lending, and general corporate matters.

Rosa has extensive experience in advising U.S., Latin-American and European companies doing inbound and outbound investments in the U.S., Spain, Mexico and other Latin American countries. She also has advised and guided several U.S. manufacturing companies in setting up, regulating and closing manufacturing operations in Mexico.

Rosa currently serves as the president of the Northeast Chapter of the U.S.-Mexico Chamber of Commerce and serves on the board of a number of non-profits serving the Hispanic communities in the U.S.

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### Track record

## \$20 million acquisition

Represented Voxx International Corporation in its \$20 million acquisition, through Newco, a Delaware LLC, of 54 percent of the assets of EyeLock, Inc., a Puerto Rico corporation, and EyeLock Corporation, a Delaware corporation, and a wholly-owned subsidiary of EyeLock, Inc.

## \$1.7 billion private equity-backed equity investment

Represented affiliates of American Energy Partners, LP in a private equity-backed equity investment of approximately \$1.7 billion, including a subordinated debt investment of \$450 million. The investment proceeds will be used to acquire and develop energy assets.

## \$165 million debt refinancing transaction

Represented Hill International Inc., a global leader in managing construction risk, in a \$165 million debt refinancing transaction.

## \$20 million private equity investment

Assisted a major U.S. bank in a private equity investment of approximately \$20 million in a Mexican company.

## Acquisition of all of the issued and outstanding stock

Represented Brace Industrial Group L.P., a Houston based industrial services roll-up, in its acquisition of all of the issued and outstanding stock of Peterson Industrial Scaffolding, Inc. from Peterson Enterprises, Inc.

## Acquisition of assets

Represented Antique and Vintage Woods, LLC in its acquisition of assets from Antique and Vintage Woods of America, LLC.

## Acquisition of assets in the United States

Represented the largest Mexican paint manufacturing company in the acquisition of certain assets in the United States from one of the predominant paint manufacturing companies in Texas and the West Coast.

## Acquisition of East Manufacturing

Represented Fultra, a Mexico-based provider of motor transportation equipment and parts in North America and parent company of Fruehauf, in its acquisition of East Manufacturing, an aluminium trailer maker.

## Acquisition of the outstanding capital stock of Fortune Financial, Inc.

Represented Clarion Capital Partners and its portfolio company, HR Outsourcing Holdings, Inc., a professional employer organization based in Atlanta, Georgia, in the acquisition of the outstanding capital stock of Fortune Financial, Inc., another professional employer organization based in Tampa, Florida, as well as the related financing transaction.

## Advised on raising \$75 million in gross proceeds

Represented Hill International in raising \$75 million in gross proceeds (\$71.5 million net) in a four-year, second lien term loan pursuant to a credit agreement entered into with funds managed by Tennenbaum Capital Partners, LLC. The company also amended its \$100 million senior credit facility with a consortium of banks led by Bank of America, N.A.

## Assisted a major U.S. bank in a private equity investment and a Subordinated Loan Agreement

Assisted a major U.S. bank in a (i) private equity investment of \$12.5 million in a Jamaican company with subsidiaries in Anguilla, Antigua, Barbados, Grenada, St. Lucia, Jamaica, Guatemala, Panama, El Salvador, Costa Rica, Trinidad, Dominican Republic, Nicaragua and other countries in the Central America and the Caribbean, and (ii) a Subordinated Loan Agreement to provide such Jamaican company and its subsidiaries with a term loan facility of up to \$49 million.

## Corporate restructuring

Assisted a major U.S. manufacturing company in its corporate restructuring of its subsidiaries in Mexico.

## Equity and debt financings.

Represented Precyse Technologies, Inc., a developer of wireless asset networks, as issuer of \$9.5 million in Series B convertible preferred stock and warrants to institutional and accredited investors, as well as previous equity and debt financings.

## Financing and acquisition

Assisted an international company in the financing and acquisition of 1,072 telecommunication towers in Brazil and 200 towers in Guatemala.

## Advised on documented the transfer of an industrial complex to subsidiaries

Represented an American petroleum and petrochemical manufacturer in documenting the transfer of an industrial complex to subsidiaries for \$60 million.

## Operations in Mexico

Assisted a major U.S. manufacturing company in setting-up manufacturing operations in Mexico.

## Receipt of a preferred equity investment

Represented Yonder Music Inc. in its receipt of a preferred equity investment of \$10million by Axiata Digital Services Sdn Bhd, one of the largest telecommunications companies in Asia. The transaction provided funding for the launch of a service-tier-bundle of digital music services on smart devices through a commercial licensing agreement with Celcom Mobile Sdn Bhd, one of Axiata's subsidiaries in Malaysia, under which the Yonder digital music application will be made available to more than 13 million Celcom subscribers in Malaysia.

## Represented a specialty chemical company in closing a \$175 million credit facility

Represented a specialty chemical company in closing a \$175 million credit facility, comprised of revolving credit, term loan, swing line and letters of credit sub-facilities. The credit agreement contains an accordion feature affording the client the right to increase the revolving credit facility size by \$50 million.

## Represented an affiliate of Sleepy's LLC in \$11.9 Million acquisition

Represented an affiliate of Sleepy's LLC in its winning bid to acquire 100% of the membership interests in Mattress Discounters Group, LLC, an 80-store mattress chain in Virginia, for \$11.9 million.

## Represented Hill International, Inc.

Represented Hill International, Inc. in the sale and divestiture of its claims business and restructuring of its subsidiaries in 13 different jurisdictions.

## Represented Prescient Medical, Inc.

Represented Prescient Medical, Inc., a medical technology company, as borrower in connection with a bridge offering by Cambridge Holding Ltd. (OTCBB: CDGD) of convertible promissory notes and warrants to accredited investors.

## Sale of assets to a subsidiary

Represented SJR Group LLC, a digital marketing and strategy company, in the sale of substantially all of its assets to a subsidiary of WPP plc, the world's largest communications services group.

## Sale to a private equity fund

Represented a healthcare company in a sale to a private equity fund.

## U.S. company sale and acquisition in Mexico

Advised a large U.S. mining company in the sale and acquisition of mining plots in Mexico.

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## Talks

- "Multi-Jurisdictional Family Offices and Private Investors," The US-Mexico Chamber of Commerce: Wealth Management Roundtable - October 17, 2024, moderator
- "Immigration Issues in Mergers, Acquisitions and Restructurings," International Bar Association (IBA) Conference in Mexico City - September 15, 2024, speaker
- "Corporate Law Update", Hispanic National Bar Association and Barra Mexicana de Abogados, Encuentro Internacional in Mexico City - June 27, 2024, moderator
- "Safeguarding Data Privacy in Mergers and Acquisitions: Navigating the Path to Success", 2023 Global Conference of the International Section of the New York State Bar Association - October 11, 2023, speaker

- "Cross-Border Investments and Trade between Mexico and the U.S." Hispanic National Bar Association and Barra Mexicana de Abogados, Encuentro Internacional in Mexico City - June 15, 2023, speaker
- "Workshop for Founders & Start-Ups: Legal 101," Latinas in Tech Webinar - February 15, 2022, speaker
- "Inauguration 2021: Anticipated Government Policy Updates and Changes Regarding COVID-19 Concerns," Duane Morris COVID-19: Navigating Forward Webinar Series - January 28, 2021, presenter
- "USMCA: Legal Implications for Cross-Border Investments & Business - NY," The United States-Mexico Chamber of Commerce Northeast Region - October 1, 2020, panelist
- "USMCA and the Mexican Labor Market: Regulatory Changes, New Agreement Commitments and Labor Reform Implementation," The United States-Mexico Chamber of Commerce Northeast Chapter - September 2, 2020, moderator
- "Update on Immigration Topics Affecting the U.S. - Mexico Business and Professional Community," The United States-Mexico Chamber of Commerce, Webinar - July 7, 2020, speaker
- "Myths and Realities of the Cannabis Industry in Mexico: A Business & Investment Perspective," Duane Morris LLP, New York - November 19, 2019, moderator
- "Engaged Forum 2018," The United States - Mexico Chamber of Commerce, Northeast Chapter, New York - October 11, 2018, speaker
- "NAFTA: The Business Perspective," Pan American Day and Annual Scholarship Luncheon, Philadelphia - April 11, 2018, panelist
- "Conducting Business in Latin America," First Choice Advisor Experts' Panel, New York City - October 19, 2017, panelist
- "What Could the NAFTA Renegotiations Mean for Your Business?," Duane Morris LLP, New York - August 15, 2017, panelist
- "Essential Legal Information," Connecting Singapore and Latin America: Discovering Cuba, Latin American Chamber of Commerce and Singapore Business Foundation, Singapore (Live) and New York (Video) - March 23, 2016, speaker
- "Emerging Opportunities in Cuba - What Businesses Need to Know Now," Duane Morris & Lupicinio Roundtable, New York - April 27, 2015, moderator
- "Mexico's Legal and Business Form," Bensalem, PA - October 17, 2013, speaker
- "You Have a Problem Where?—Selecting and Managing International Counsel," New York State Bar Association's International Section Annual Meeting, New York City - January 26, 2011, speaker

## External Publications

"Recent Amendment to Mexican Law Allows Corporate Meetings and Sessions Through Electronic Means," Duane Morris Alert - November 8, 2023, Co-author

"Deadline Nears for Filing the Mandatory Bureau of Economic Analysis 2022 BE-12 Survey," Duane Morris Alert - June 16, 2023, Co-author

"Seizing Golden Opportunities in Mexico Through Nearshoring," Duane Morris Alert - March 6, 2023, Co-author

"Developments on Potential Outsourcing Reforms in Mexico," Duane Morris Alert - April 2, 2021, Co-author

"Potential Outsourcing Reforms in Mexican Legislation," Duane Morris Alert - December 22, 2020, Co-author

"The United States-Mexico-Canada Agreement: An Overview of Key Tariff Preference Claim Procedures," Duane Morris Alert - October 5, 2020, Co-author

"Mexico's Auto Industry Outlook in the New Era of the USMCA and COVID-19," Duane Morris Alert - August 7, 2020, Co-author

"Uniform Regulations Provide Key Guidance on How to Comply with the New USMCA," Duane Morris Alert - July 8, 2020, Co-author

"COVID-19 Pandemic Causes Compliance Delays for Mexico's Anti-Money Laundering Law," Duane Morris Alert - April 20, 2020, Co-author

Co-author, "Personal Data Protection During the COVID-19 Health Emergency in Mexico," Duane Morris Alert - April 8, 2020, Co-author

"Mexico's Federal Government Declares COVID-19 Health Emergency," Duane Morris Alert, April 1, 2020, Co-author

"Mexican Federal Government Suspends Activities in Wake of COVID-19," Duane Morris Alert - March 27, 2020, Co-author  
"Mexico's Ministry of Health Issues COVID-19 Restrictions," Duane Morris Alert - March 27, 2020, Co-author  
"Mexico's Judicial System Responds to COVID-19 with Partial Shutdown," Duane Morris Alert - March 23, 2020, Co-author  
"On the Move: Rosa Ertze Named President of N.E. Chapter of U.S.-Mexico Chamber of Commerce," New York Law Journal - May 9, 2018, Featured  
"The Path to Gender Parity in M&A and Private Capital," The Deal Room - March 6, 2018, Quoted  
"Issues and Impact of Renegotiations of the North American Free Trade Agreement," Duane Morris LLP - July 10, 2017, Author  
"Congressional Approval of Mexico's Energy Reform Legislation," Duane Morris Alert - August 19, 2014, Co-author  
"Highlights of Mexico's Energy Reform Legislation," Duane Morris Alert - May 23, 2014, Co-author  
"Key Bill of Amendments to the Mexican Federal Labor Law and Its Potential Impacts on Employers in Mexico," Duane Morris Alert, November 8, 2012; republished by Law360 - December 6, 2012, Co-author  
"Privacy Notice to Be Given by Mexican Entities and Individuals Under the Federal Protection Law of Personal Data," Duane Morris Alert - June 28, 2011, Co-author  
"Doing Business in Mexico," New York State Bar Association's International Section Annual Meeting - January 26, 2011, Author  
"Delaware Supreme Court Reverses Ruling on Term-Lengths for Directors Serving on Staggered Boards," Duane Morris Alert - December 15, 2010, Co-author  
"FINRA Issues Regulatory Guidance for Broker-Dealers' Investigations in Private Placements," Duane Morris Alert - April 28, 2010, Co-author  
"Words Matter: Financial Advisors Need to Be Careful Using Form Engagement Letters," Duane Morris Alert - November 6, 2009, Co-author

## Admissions

New York  
Mexico

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## Education

Georgetown University Law Center, LL.M., International Legal Studies, with distinction  
Universidad Iberoamericana, A.C., Licenciada en Derecho (J.D. equivalent)

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## Memberships

U.S.-Mexico Chamber of Commerce  
President, Northeast Chapter, 2018-present  
International Bar Association  
New York State Bar Association  
International Law Section

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## Languages

Spanish  
English

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## Key dates

Year joined: 2024

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