



Rosa A. Shirley
Attorney

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Admissions

State Bar of California
State Bar of Texas
US Supreme Court

US District Court for the Eastern, Northern,
and Southern Districts of Texas
US Fifth Circuit Court of Appeals
Bar of Central District of California
US District Court for the Southern District of
California

Affiliations

American Bar Association
American Health Lawyers Association
National Filipino American Lawyers
Association
Philippine American Bar Association (Los
Angeles)

Education

Southern Methodist University, J.D., *magna
cum laude*
University of Santo Tomas in Manila,
Philippines, B.S. Physical Therapy

PROFILE

Rosa Shirley has first-hand provider experience, lending this valuable insight to her dynamic healthcare practice. Prior to her legal career, she was a physical therapist in diverse healthcare settings such as out-patient clinics, acute care hospitals, ambulatory surgery centers, rehabilitation centers, skilled nursing facilities, nursing homes, and home health. A member of Nelson Hardiman's Transactional and Compliance practices, Rosa advises on corporate, transactional, and regulatory matters in the healthcare industry.

Legal Counsel for Healthcare Businesses

Hospitals and hospital systems, physician practices, laboratories, surgery centers, pharmacies, and dispensaries, among others, rely on Rosa's guidance at every stage of their business life cycle. She advises on entity formation, restructuring, dispositions, and mergers and acquisitions. To ensure smooth operations, she counsels clients on corporate governance, licensure and certification, collections, employment, independent contractor, and recruiting agreements and compliance. Addressing the needs of distressed companies, she has extensive experience ranging from general business contract negotiations and debt management through complex corporate domestic (Chapter 11) and non-US (Chapter 15) reorganizations.

Cross-Border Transactions, Insolvencies and Acquisitions

Rosa has a multi-jurisdictional practice and is licensed to practice in Texas as well as California. Prior to joining Nelson Hardiman, Rosa spent almost a decade as a healthcare corporate and as a restructuring attorney for Baker & McKenzie, LLP. She has experience with cross-border transactions and insolvencies. Her recent projects include non-US investors seeking US healthcare acquisitions.

Life Outside the Firm

Rosa's international interests are also reflected in her life outside the firm. When she is not working, she visits other countries and indulges in the local culture and cuisines. She also appreciates being able to spend time with friends and family over home-made epicurean meals.

EXPERIENCE

- **Acquisition** Advised an Asian buyer with respect to healthcare regulatory issues in the multi-million dollar purchase of stock in nine physician clinics and outpatient surgery centers located in California, Nevada and Florida.
- **Corporate Governance** Advised clients on corporate governance matters, and drafted various organizational and operational documents including articles of incorporation or organization, certificates of formation, certificates of conversion, bylaws, company/operating agreements, shareholder agreements, stock restriction agreements, warrants, and related board resolutions and consents.
- **Disposition** Assisted seller, a Plan Administrator for a Delaware corporation, in the sale of stocks and warrants to purchase stocks in a Dutch B.V. company.
- **Disposition** Counseled the sellers in the \$12 million sale of assets of a dermatopathology practice in California to Skin and Beauty Center Management LLC, a Delaware limited liability company.
- **Investigations** Represented healthcare clients in US DHHS OIG inquiries and investigations and state Attorney General civil investigatory demands.
- **Licensure and Certification** Advised on licensure, certification and/or related matters with respect to group homes, social rehabilitation facilities, laboratories, pharmacies, and ambulatory surgery centers.

- **Negotiations** Negotiated terms of, and drafted, various commercial agreements including asset purchase, stock purchase, management services, distribution, licensing, marketing, purchasing, nondisclosure, and settlement agreements, and agreements ancillary thereto; represented hospital systems in disputes involving recruiting agreements and leases with physicians.
- **Operational** Drafted physician services and employment agreements, independent contractor agreements, document retention policies, marketing policies, compliance programs, assignment and novation agreements, informed consent forms, and business associate agreements.
- **Regulatory** Counseled multiple healthcare clients on regulatory matters including compliance with federal and state anti-kickback and physician self-referral laws and regulations, FCPA, HIPAA, Medicare and Medicaid rules, federal and state licensure and certification laws and regulations, and the PhRMA Code and AdvaMed Code.
- **Reverse Merger** Represented private equity funds in management buyout and structural reorganization that led to development of a \$300 million entity that will provide loans to borrowers in the cannabis space
- **Joint Venture** Represented client in acquiring 50 skilled nursing facilities (SNFs) valued at more than \$100 million
- **Expansion Funding** Represented IPA and related businesses in multitier capital raise for geographic and enterprise expansion, utilizing equity (\$8 million), mezzanine borrowing (\$20 million), and primary facility borrowing (\$22 million)