



## Claire Rosston

Associate

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**Claire Rosston provides strategic counsel to companies in a wide range of commercial transactions, from complex deals involving asset and equity sales and purchases, real estate, and secured financing to data privacy and security counseling and contract negotiation and drafting.**

She also assists clients with corporate governance and forming business entities. Her data privacy and security practice involves counseling clients on compliance with U.S. federal and state laws, including HIPAA, and GDPR as well as assisting with data breach incidents. Claire also assists clients with their privacy policies, online and mobile terms of use, and agreements with data privacy and security provisions.

Claire previously practiced law in Anchorage, Alaska, primarily representing Alaska Native corporations and companies in the natural resources industry, and she served as a law clerk to retired Chief Justice Dana Fabe of the Alaska Supreme Court.

### PRACTICES

Corporate  
Mergers and Acquisitions  
Cybersecurity and Data Breach Defense  
Cybersecurity and Privacy

### EDUCATION

University of Texas School of Law, J.D.,  
2008

With High Honors  
Order of the Coif  
Editor-in-Chief, *Texas Law Review*

Dartmouth College, B.A., 2004  
*magna cum laude*  
Phi Beta Kappa

### BAR ADMISSIONS

Idaho

### EXPERIENCE

#### Data Privacy and Security

- Incident response
- Data breach notifications
- Website and mobile application terms and conditions and privacy policies
- Data privacy and security counseling, including GDPR, HIPAA, and other U.S. federal laws, state laws, and best practices
- Contract drafting and negotiation
- Payment card industry issues, including PCI-DSS and PA-DSS

#### Mergers, acquisitions, and corporate reorganizations

- Stock, asset, and membership interest transfers
- Financings
- Legal opinions
- Real estate
- Aircraft

#### Commercial contract drafting and negotiation

- Master services agreements

- Product sales agreements
- Distribution and sales representative agreements
- Professional services and employment agreements
- Nondisclosure agreements

### **Corporate governance and business formation**

- Fiduciary breach investigations
- Governance policies and procedures
- Formation of corporations, LLCs, PLLCs, and LLPs
- Formation of nonprofit corporations and preparation of federal tax exemption applications
- Ownership interest transfer restrictions

## **CLIENT RESULTS**

### **Mergers, Acquisitions, and Reorganizations**

Represented shareholders of target company in a \$90 million stock sale with a Section 338(h)(10) election from the beginning stages of negotiating nondisclosure agreements with potential buyers in two rounds of bidding, through the antitrust clearance process, to closing the deal nearly a year later.

Led team of attorneys representing more than 20 shareholders of target company in a \$55 million stock sale with complex earn-out and indemnification terms.

Implemented the reorganization of seven affiliated businesses in coordination with an investment transaction and wealth transfer plan that involved more than 70 steps over a three-week period and buyouts of third parties.

Led team comprised of a number of client's executives and consultants to close a complex aircraft delivery and registration transaction, which involved formation of a trust and a limited liability company, preparation of an aircraft lease and operating agreement, and resolution of tax issues in multiple states.

Represented international company in reorganization of U.S. subsidiaries and transfers of royalty and security interested that involved several legal opinions and a multinational financing transaction.

### **Cybersecurity**

Represented clients in incident response for cybersecurity breaches involving multi-state breach notifications.

Drafted and negotiated cybersecurity provisions of contracts with customers and service providers, including cybersecurity firms.

Advised clients of legal requirements under applicable data security and privacy laws and of best practices to comply with these laws and manage

cybersecurity risk.

Drafted online website and privacy policies for clients in a wide range of industries and some of which have end-users who are children or located outside of the U.S.

### **Corporate Governance and Business Formation**

Investigated the circumstances involving the procurement of services from a vendor affiliated with a member of the client's board of directors and provided comprehensive recommendations regarding improving the client's corporate governance and its policies concerning conflict of interest and procurement.

Advised on issues related to breaches of fiduciary duties and other corporate governance matters implicated in investigation of billing discrepancies by a company's vendor owned by a family member of the company's president.

Advised clients on corporate governance matters, including best practices with respect to record keeping, meeting minutes, and written resolutions, indemnification of officers and directors, confidentiality agreements and policies, and policy and procedure manuals for governing bodies.

Formed, drafted, and advised on governing documents for corporations, limited liability companies, professional limited liability companies, limited liability partnerships, and nonprofit corporations, and assisted nonprofit corporation with its federal tax exemption application.

### **Commercial Contracting**

Developed and standardized templates for third-party vendor contracts, including master services agreement, master software as a service agreement, and master agreements for hosting services, and advised on policies and procedures for vendor contract management.

Negotiated hundreds of nondisclosure agreements in conjunction with financing or acquisition transactions or for clients with valuable intellectual property.

### **PUBLICATIONS**

["3 Tips to Protect Real Estate Agents & Firms from Cybercrime,"](#)  
07/31/2019

["Despite Increased Awareness and Employee Training, Ransomware Is Still the Healthcare Industry's No. 1 Threat,"](#) *Holland & Hart News Update*,  
05/09/2019

["Equifax Removes Arbitration Clause; Confirms No Credit Card Required for Free Credit Monitoring Service,"](#) *Holland & Hart News Update*, Co-Author, 09/15/2017

["ID Theft Protection and Credit Monitoring for Equifax Cyberattack: Get It But Proceed With Caution,"](#) *Holland & Hart News Update*, Co-Author,

09/11/2017

"Idaho County's Ransomware Payment Is a Good Reminder to Check Your Preparedness," *Holland & Hart News Update*, Co-Author, 3/09/2017

"The Rising Cost of Ransomware Attacks: Add Breach Notification Expenses Per HHS Guidance," *Holland & Hart News Update*, Co-Author, 8/15/2016

"Labor Day Executive Order Requires Federal Contractors To Provide Paid Sick Leave," *GovCon Insider*, September 11, 2015

## **SPEAKING ENGAGEMENTS**

"Cybersecurity Breakfast Series: GDPR – Where Are We Now?," 03/06/2019

"Governance of Family Businesses," *Idaho State Bar Business & Corporate Law Section*, moderator, February 13, 2019

"GDPR, HIPAA, PCI. Oh my! Tech for Regulated Industries," *panelist*, *Boise Startup Week*, October 19, 2018

"Cybersecurity Breakfast Series: Employee Data And Benefits," 04/11/2018

"Cybersecurity Breakfast Series: Cyber Insurance," 03/14/2018

"Security Breach Response," *Co-presenter*, *Idaho State Bar Business and Corporate Law Section*, 02/14/2018

"Cybersecurity," *2018 Idaho Healthcare Compliance Bootcamp Part 1*, 02/09/2018

"Third Party Risk Management and SOC 2 Reports," *Holland & Hart Cybersecurity Breakfast Series*, Boise, ID, May 2017

"Cybersecurity Laws 101 & Role of the Board," *Co-presenter*, *CLE presentation to Idaho in-house counsel*, Boise, ID, April 2017

"Drafting: Forum Selection and Attorneys' Fees Provisions (Part Three of Three Part Drafting Series)," (*Part Three of Three Part Drafting Series*) *Moderator*, *Idaho State Bar Business & Corporate Section CLE*, Boise, ID, March 2017

"Post-Breach Response: Incident Handling and Data Breach Communications," *Association of Corporate Counsel, In-House Review*, Boise, ID, Spring 2017

"Drafting: Remedies," (*Part Two of Three Part Drafting Series*), *Co-presenter*, *Idaho State Bar Business & Corporate Section CLE*, Boise, ID, February 2017

"Ransomware: Legal Issues and Practical Response," *Holland & Hart*

*Health Law Webinar, September 2016*

"Managing Third-Party Cybersecurity Risk," *Holland & Hart Cybersecurity Breakfast Series, Salt Lake City, UT, October 2016*

"Social Media and Bring Your Own Devices Policies," *Association of Corporate Counsel Best Practices Club, Boise, ID, September 2016*

"Tips for Starting a Business for Mobile Developers," *Boise State University, Boise, ID, December 2015*

"Learning from Alaska Native Corporations," *Native American Finance Officers Association's Bi-Annual Conference, Uncasville, CT, October 2011*

## **RECOGNITION**

- *Idaho Business Review, Leaders in Law, 2017*

## **PROFESSIONAL AND CIVIC AFFILIATIONS**

- Governing Council of the Business and Corporate Law Section, Idaho State Bar; Immediate Past Chair 2016; Chair 2015; Vice Chair 2014
- Idaho State Bar, 2013–present, Member
- American Bar Association, 2013–present, Member