



## Claire Rosston

Partner

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**Claire counsels businesses on their strategic growth initiatives and develops efficient systems for managing the businesses' full spectrum of legal needs.**

Claire represents growing businesses in their acquisitions and development of new facilities and counsels them on matters ranging from governance and compliance to vendor management and commercial contracting. She effectively builds teams to support the full spectrum of her clients' legal needs, including in real estate and financing, federal and state tax, labor and employment, employee benefits, and intellectual property.

Additionally, Claire has significant experience in the animal health industry and is a co-leader of the firm's Pet Care Industry Group. Her experience includes serving as outside corporate counsel to consolidators of veterinary and pet care centers and supporting clients in the pet care industry in all aspects of their business operations.

### PRACTICES

Corporate  
Mergers and Acquisitions

### INDUSTRIES

Pet Care  
Construction and Development  
Mining

### EDUCATION

University of Texas School of Law, J.D.,  
2008  
Editor-in-Chief, *Texas Law Review*  
Dartmouth College, B.A., 2004

### BAR ADMISSIONS

Idaho

### EXPERIENCE

#### Pet Care

- Site and facility acquisition and development
- Corporate governance and compliance
- Vendor management
- Commercial contracting

#### Mergers, Acquisitions, and Corporate Reorganizations

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

#### 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 The Masonry Center, Inc. in the acquisition of the historic Table Rock sandstone quarry and its related fabrication operations through the Masonry Center's affiliate Table Rock Sandstone, LLC.

Represented aggregates and construction businesses in transactions on both sides of the Mississippi River.

Represented Destination Pet in its \$45 million acquisition of the assets of Veterinary Care, Inc (d/b/a VitalPet) administered under Section 363 of the Bankruptcy Code.

Represented Destination Pet in its \$70 million stock sale to L1 Health.

Led team representing Destination Pet in acquiring dozens of veterinary hospitals and pet care facilities nationwide.

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.

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 included 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.

## **Corporate Governance and Business Formation**

Advised on compliance and regulatory matters related to management of veterinary professional organizations

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.

## **Cybersecurity and Data Privacy**

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.

## **PUBLICATIONS**

"Paws on Noncompete Agreements...Maybe," *Pet Care Legal Update*, August 1, 2024

"Fluffy's Love Can't be Quantified: "Pet Parents" and Noneconomic Damages," *Holland & Hart Legal Update*, December 4, 2023

"Look Before You Leap: 7 Tips For Using Recruiters," *Holland & Hart Legal Update*, September 29, 2023

"Charging Fees for Online Pet Prescriptions: Is it Illegal? Is it Bad Business?," *Holland & Hart Client Alert*, March 28, 2023

"Business Risk or Insurance Risk? Understanding Pet Insurance Laws," *Holland & Hart Client Alert*, February 28, 2023

"Navigating Noncompetes: Don't Retreat to the Doghouse," *Holland & Hart News Update*, January 24, 2023

"7 Things to Know Before You Hire a Pet Products Sales Agency," *Holland & Hart News Update*, July 26, 2022

"Drafting Checklist for a Nondisclosure Agreement," *Holland & Hart News Update*, 04/27/2022

"7 Ways CA Assembly Bill 1535 Impacts Veterinary Medicine," *Holland & Hart News Update*, January 21, 2022

"Idaho Privacy Profile," *Bloomberg Law*, 11/27/2019

"Labor Day Executive Order Requires Federal Contractors To Provide Paid Sick Leave," *GovCon Insider*, 09/11/2015

## **SPEAKING ENGAGEMENTS**

"Judges' Panel on Litigation in Idaho During the Pandemic," *Panel: Judge Ron Bush, Judge Lynn Norton, and Jeff Severson*, 12/18/2020

"The Legal 411: Operating a Company - Cybersecurity and Data Privacy," *Zions Bank Business Resource Center Workshop*, 08/12/2020

"Business Succession and Growth Planning," *Vistage Executive Summit*, Co-Presenter, Boise, March 12, 2020

"Cybersecurity Laws 101 & Role of the Board," *Co-presenter, CLE presentation to Idaho in-house counsel*, Boise, ID, 04/07/2017

"Post-Breach Response: Incident Handling and Data Breach Communications," *Association of Corporate Counsel, In-House Review*, Boise, ID, 03/01/2017

"Drafting: Remedies," (*Part Two of Three Part Drafting Series*), Co-presenter, *Idaho State Bar Business & Corporate Section CLE*, Boise, ID, 02/01/2017

## RECOGNITION

- *Chambers USA*, Corporate/Commercial, 2023, 2024; Up and Coming, 2021, 2022; Associates to Watch, 2020
- Mountain States Super Lawyers®, Mergers & Acquisitions, 2023, 2024
- *Idaho Business Review*, Leaders in Law, 2017

## PROFESSIONAL AND CIVIC AFFILIATIONS

- Governing Council of the Business and Corporate Law Section, Idaho State Bar, Vice Chair 2014, Chair 2015, Immediate Past Chair 2016
- Idaho State Bar, Member
- American Bar Association, Member
- American Veterinary Medical Law Association, Member
- Idaho Botanical Gardens, Board Member