Holland & Hart



PRACTICES

Corporate
Mergers and Acquisitions

INDUSTRIES

Pet Care
Construction and Development
Mining

EDUCATION

University of Texas School of Law, J.D.
Editor-in-Chief, *Texas Law Review*

Dartmouth College, B.A.

BAR ADMISSIONS

Idaho
Alaska

Claire Rosston

Partner

800 W. Main Street, Suite 1750, Boise, ID 83702

P 208.383.3960

420 L Street, Suite 550, Anchorage, AK 99501

P 907.865.2623

ccrosston@hollandhart.com

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 mergers and acquisition, particularly in the mining, aggregates, and pet care industries. Her experience includes representing buyers and sellers in strategic transactions along with consolidators of small businesses to benefit from shared management, processes, and technology. Claire is a co-leader of the firm's Pet Care Industry Group.

EXPERIENCE

Outside General Counsel

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

Mergers, Acquisitions, and Corporate Reorganizations

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

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

Commercial Contract Drafting and Negotiation

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

CLIENT RESULTS

Mergers, Acquisitions, and Reorganizations

Served as Idaho local counsel to WSP, a publicly-traded Canadian corporation, in its $1.78 billion acquisition of 100% of the outstanding stock of POWER Engineers, Incorporated, an Idaho corporation.

Served as U.S. counsel to SSR Mining Inc. in acquiring the Cripple Creek & Victor Gold Mine in Colorado from Newmont Corporation in an all-cash deal for $100 million in upfront consideration and up to $175 million in additional milestone-based payments.

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 earnout and indemnification terms.

Represented the University of Idaho Foundation, Inc. merging the Advancement division of the University of Idaho into the Foundation, more

than quadrupling the size of the Foundation.

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

Represented large corporation on governance, legal compliance, and liability protection matters related to acquisition of commercial real estate business in connection with collection of judgment awarded to the corporation.

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

"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

SPEAKING ENGAGEMENTS

"The Art of a (Bad) Deal: Successor Liability in Asset Transactions," *Grow Idaho - Business Transition Assoication*, 05/08/2024

"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, 2023-2026; Up and Coming, 2021, 2022; Associates to Watch, 2020
- Mountain States Super Lawyers®, Mergers & Acquisitions, 2023-2026
- *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