Eric S. Lambert

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SUMMARY

Creative, technologically proficient attorney with strong business acumen and judgment and people management experience. Generalist with multiple areas of domain expertise. Proactive problem-solver and trusted business partner. Experienced in applying technology and legal expertise to improve business and legal results and achieve goals. Skilled at strategizing with leaders and employees at all levels to craft creative and practical legal solutions which achieve business objectives while rationally managing risk. Able to effect strategic and operational change. Experienced working both independently and with cross-functional teams in fast-paced environments. Certified Information Privacy Professional (CIPP/US). Admitted to practice in MN and NY.

Areas of experience include:

- Cloud, SaaS, apps, software, and e-commerce
- Employment
- Privacy
- Contract drafting, review, and negotiation
- Litigation management and dispute resolution
- Compliance and risk management
- Supply chain and export
- Intellectual property
- Digital and physical marketing

Transactional work experience includes:

- Software, technology, & cloud hosting agreements
- Sales, license, subscription, and SaaS agreements
- Purchasing and vendor agreements
- Channel, partnership, and sponsorship agreements
- Letters of intent, deal term sheets, and MOUs
- Nondisclosure agreements
- Real estate agreements
- Employee agreements
- Corporate terms and policies

EXPERIENCE

Trimble Inc., Minnetonka, MN

VP Legal and Employment Counsel (2023 to present)
Division Counsel (2019 to 2023)
Commercial Counsel (2018 to 2019)

- Manage legal affairs for the Mobility and Enterprise divisions of Trimble Transportation North America
- Responsible for managing legal-related employment matters for all Trimble US and Canadian divisions
- Member of Legal Leadership Team and Data Governance Steering Committee
- Draft, review and negotiate software license, subscription, and SaaS agreements, hardware purchase agreements, non-disclosure agreements, reseller, referral and other channel agreements, data access agreements, API and beta test agreements, procurement and purchasing agreements, leases, independent contractor agreements, services agreements, letters of intent/memoranda of understanding, and other agreements
- Provide business guidance and develop strategy for privacy matters; developed data use guidelines to provide actionable guidance on use of customer data in Trimble's business; led CCPA compliance efforts
- Manage complex negotiations; coordinate efforts between multiple internal stakeholders, including Legal, Sales, Finance, Sales Operations, and other groups; develop and maintain internal negotiation tools
- Develop contract templates for new business offerings, new markets and new processes; update and refresh existing templates to reduce length of and friction during negotiation cycle
- Partner with business groups and leaders to develop and launch new products and business offerings, including defining legal requirements, developing business models and business processes, and developing new templates
- Manage and develop strategies for resolution of business disputes and legal proceedings; manage outside counsel on a cost-effective, results-oriented basis; draft and negotiate confidential settlement agreements
- Create and revise offer letters, separation agreements, employee disputes, investigations and terminations, reductions-in-force, and employee forms and templates
- Create and revise company policies; led rewrite and redesign of Trimble's Code of Business Conduct and Ethics
- Assist with M&A due diligence and post-acquisition integration
- Monitor developments in laws and regulations; advise on risk-balanced compliance strategies and approaches
- Review marketing collateral, including press releases; advise on compliance disclosures

Jamf, Minneapolis, MN **General Counsel** (2017)

- Responsible for day-to-day legal affairs of the company
- Departed voluntarily due to unexpected changes in the responsibilities of the position

CommerceHub, Lakeville, MN **Assistant General Counsel & Privacy Officer** (2016 to 2017)

- Drafted, reviewed and negotiated a wide variety of agreements; developed and maintained templates
- Served as Privacy Officer and member of the Company's Information Security and Compliance Committee; provided US and international privacy and compliance guidance to employees at all levels
- Partnered with business groups to develop and launch new products and business offerings
- Advised on, and developed strategies for resolution of, commercial, intellectual property and other disputes
- Assisted with employment matters, M&A activities (including due diligence), marketing collateral and other matters, dispute and litigation management, compliance, risk management, and other generalist duties
- Redrafted Privacy Policy and assisted with successful EU-US Privacy Shield certification effort
- Drafted and assisted with implementation of Incident Response and Communications Plan
- Assisted with the successful public spin-off from privately held to a NASDAQ-traded public company, including negotiation and implementation of board book provider, compliance hotline, and transfer agent relationships
- Managed renewal process for insurance portfolio
- Developed corporate policies and training; implemented master company compliance calendar

Jostens, Inc., Bloomington, MN **Associate General Counsel** (2014 to 2016)

- Drafted, reviewed and negotiated a variety of commercial agreements; developed and maintained templates
- Managed legal privacy compliance for US and international business units; rewrote company privacy policy
- Provided legal advice and guidance on digital, technology, e-commerce, marketing, and other matters
- Drafted and implemented corporate policies and guidelines for employees and independent contractors on a variety of topics, including social media, information handling and security breach, domain names, commercial electronic marketing, text messaging, outbound telemarketing, cell phone usage, and litigation hold
- Managed selection and implementation of a digital signature solution to streamline and automate the contract execution process; designed and implemented a click-through acceptance process optimized for enforceability and user experience
- Monitored and developed approaches to manage impact of new and changing laws, rules, and regulations
- Partnered with business leaders to develop and launch new products and services
- Managed and developed strategy for employee and contractor disputes, client/vendor disputes, customer complaints, subpoenas, and other inquiries and complaints
- Managed outside counsel and litigation/arbitration matters on a cost-effective, results-oriented basis

Digital River, Inc., Minnetonka, MN **Associate General Counsel** (2012 to 2014)
Senior Corporate Counsel (2006 to 2012)
DR Contract Administration Group, LLC (captive law firm) **Legal Counsel** (2005 to 2006)

- Drafted, reviewed and negotiated a wide variety of corporate, e-commerce, e-marketing, and other agreements and corporate policies; maintained and updated contract templates via regular meetings with business owners
- Developed and implemented operational privacy practices, policies and procedures and privacy training
- Monitored and evaluated impact of compliance-related domestic and foreign laws, rules, and regulations; developed and implemented compliance strategies, processes and best practices via cross-functional groups
- Worked with business leaders to implement company risk management policies and guidelines
- Drafted privacy policies and terms of use/terms and conditions of sale for use on company properties; drafted records retention policy and outside counsel guidelines

- Coordinated responses to and strategy for client disputes, vendor disputes, customer inquiries and complaints, subpoenas, BBB inquiries, attorney general inquiries, Digital Millennium Copyright Act notices, and other government inquiries and complaints; drafted demand letters and responses
- Assisted General Counsel with preparation of securities filings, including 10-Ks, 10-Qs, and 8-Ks
- Provided guidance and advice on a variety of legal and business issues to decision-makers at all levels
- Conducted training sessions for company personnel on proactive steps to mitigate legal risk and for the Sales team on negotiation points and strategies
- Implemented post-acquisition integration of new businesses into standard legal department processes and company risk management models
- Co-led cross-functional team to address export compliance issues, resulting in robust and defensible internal export compliance processes with no fines or penalties imposed or paid by the company
- Partnered with business teams to develop and implement new business offerings and services, including defining legal requirements and obstacles, developing business processes, and creating new contract templates
- Developed negotiation tools, such as a scalable "red-yellow-green" matrix for commonly negotiated provisions and Sales Contract Playbook, to ensure consistent work product across the transactional Legal team
- Led successful effort to implement compliance requirements for "negative option" state and federal laws directly impacting the company; partnered with and educated employees and management
- Managed and achieved favorable results in complex litigation matters, including overseeing outside counsel, formulating strategy, document production, settlement negotiations and trial preparation

Larkin Hoffman Daly & Lindgren, Ltd., Bloomington, MN — **Senior Associate** (2004 to 2005)

- Advised clients on a variety of intellectual property, technology, e-commerce, and Internet matters; drafted, negotiated and reviewed a variety of transactional agreements; reviewed, analyzed and provided recommendations on trademark searches; developed and implemented strategies for resolving client disputes

IntraLinks, Inc., New York, NY — **Associate General Counsel** (2000 to 2004)

Prodigy Communications L.P., White Plains, NY — **Senior Associate Counsel** (2000 to 2000); **Associate Counsel** (1999 to 2000)

Emanuel Publishing Corporation, Larchmont, NY — **Associate Counsel** (1995 to 1998)

EDUCATION

Cornell Law School, Ithaca, NY — **J.D., 1995**

University of Rochester, Rochester, NY — **B.A. Economics *summa cum laude*, 1992**

ARTICLES

"The Future of Phishing is Deepfakes. Here's How You Can Combat 'Deep Phishing.'" (http://bit.ly/2PaRKNg)
"Defend, Indemnify and Hold Harmless: What They Mean and How to Use Them" (http://bit.ly/2Xkl0Eq)
"Everything You Wanted to Know About NDAs but Were Afraid to Disclose" (https://bit.ly/3w1BKTJ)
"The What, Why and How of SLAs, aka Service Level Agreements" (https://bit.ly/3QHN1SL)
"Managing Risks in Vendor, Supplier, and other Relationships" (https://bit.ly/3ILiTE1)
"Representations, Warranties and Covenants: Why They're Different and Why It Matters" (https://bit.ly/3tIxBXi)
"Litigation Management for the In-House Generalist" (https://bit.ly/1NZKOZ9)
Other LinkedIn articles: https://bit.ly/3HfDejL

CLEs & WEBINARS

Co-Presenter, "IT Bootcamp for In-House Personnel (Privacy and Data Security session)," MinnCLE, 9/11/17
Co-Presenter, "Narrowing the Knowledge Gap in Compliance," Thomson Reuters webinar, 12/8/15
Guest, ComplyEthic podcast "Build Compliance by Design through Relationships," 11/26/15
Co-Presenter, "Technology Contracting," 2015 Computer & Technology Law Institute, 10/29/15

MEMBERSHIPS Association of Corporate Counsel; International Association of Privacy Professionals

INTERESTS Internet & technology; voice-over artist; singing; reading; skiing