



## **Michael D. Karsch - Partner**

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### **Bio**

Michael D. Karsch, Partner, is a member of DarrowEverett's Corporate & Business Transactions, Commercial Real Estate, and Private Equity, Capital Markets & Securities Practice Groups. He has significant experience representing companies and investors in corporate and transactional matters, including M&A (buy-side and sell-side), private equity, venture and debt financings, real estate transactions, commercial leasing and development, and general corporate matters. He has participated in hundreds of acquisitions and financing transactions, from startup to multibillion-dollar transactions. Clients have ranged from some of America's leading companies to local entrepreneurs in a broad range of businesses including technology, digital media, Internet-based products, software, consulting services, financial services, manufacturing, pharmaceuticals, and consumer products. He also regularly serves as counsel in commercial real estate transactions involving acquisition, development, and construction financing and represents owners and acquirers of commercial, industrial, and multifamily properties throughout the Southeast.

### **Practice Areas**

- [Corporate & Business Transactions](#)
- [Mergers & Acquisitions](#)
- [Commercial Real Estate](#)
- [Private Equity, Capital Markets & Securities](#)

## Prior Experience

Before joining DarrowEverett, Michael was a partner at a highly regarded South Florida-based boutique law firm, where he led the transactions practice. He began his career in Houston at Vinson & Elkins, one of Texas' oldest and most prestigious law firms and after relocating to New York, worked for Skadden Arps and a prestigious mid-sized firm before relocating to Florida in 1996, where he served as general counsel for two emerging public companies as well as a partner at three law firms.

## Representative Matters

- Represented BH Group Miami, a prominent Miami-based real estate development firm, on the acquisition and financing of a significant \$83 million waterfront property transaction in Miami-Dade County involving real estate, financing, and joint venture components. The deal involved the negotiation and closing on the purchase of two 10-story towers comprising over 330 residential units, and all aspects of the associated due diligence. As part of the acquisition, our finance team assisted BH Group in securing a significant loan from a Miami-based mortgage lender, negotiating favorable financing terms to support and fund a portion of the purchase. Additionally, our corporate and finance teams structured a joint venture with a strategic partner, drafted a comprehensive joint venture agreement, and negotiated and closed on a collateralized loan facility in collaboration with the joint venture partner.
- Served as sponsor's counsel in connection with the formation of various private funds and their Regulation D offerings to support the acquisition of prime real estate in Texas, Florida, and New York City. Prepared all fund and offering documentation—including the private placement memorandum, subscription agreement, and LLC agreement—and guided the sponsor from structuring through execution.
- Served as multistate counsel to two PE-backed real estate funds with significant warehouse and industrial portfolios, advising on \$193 million in credit facilities provided by a leading global alternative asset management firm.

- Represented a Miami-based private real estate investment sponsor in the formation of a \$100 million fund focused on acquiring and repositioning small bay industrial assets across key U.S. markets.
- Represented BH Group Miami and PEBB Enterprises in a landmark 77,699-square-foot lease with national law firm Kanner & Pinaluga at 6600 N. Military Trail, a 28.9-acre mixed-use campus in Boca Raton, Florida.
- Represented a South Florida real estate developer and a South Florida private equity family office in connection with their investment in and development of a \$1 billion transit-oriented development in West Palm Beach, FL. My involvement started many years ago with the original developer and went from the original concept, negotiating a complex purchase agreement with the government property owner, various agreements with other government entities with an interest in the property or the project and structuring outside investment. When the new investors took control, I was retained in part due to my institutional knowledge of the transaction.
- Led a team to acquire a 145-location restaurant chain from a public company. Our work included negotiation of the purchase agreement and debt financing, structuring and preparing documents for the equity component and due diligence for both the buyer and for the issuance of rep and warranty insurance.
- Advised the purchaser of nationally known plumbing franchises in New Jersey and Florida, drafting the purchase agreement, structuring a private equity capital offering, and negotiating a substantial equity commitment from a private equity fund to finance this acquisition and future growth through the newly developed platform.
- Led a team on the sale of one of the world's largest yacht brokers to a public company, including negotiating the purchase agreement and rollover equity terms. The transaction also required a complex pre-closing restructuring of the acquisition target prior to the sale for tax purposes and to facilitate a pre-closing charitable contribution by one of the sellers of the stock.
- Represented a privately-held healthcare provider in the purchase of 2 long-term acute care hospitals in Louisiana in a 363 bankruptcy transaction. The transaction was structured to pre-empt an auction and to allow the purchaser to quickly close before the asset dissipated in bankruptcy.
- Represented the sellers in the sale of a group of urgent care centers to HCA. Our work included the purchase agreement, ongoing agreements between the principals and the buyer, and the leases of the locations that were retained by the principals.
- Represented Tervis Tumbler Company, a leading Florida-based drinkware manufacturer, and its shareholders in its strategic sale to an investor group. Our team negotiated the transaction on behalf of the company and its shareholders — one of whom will join the investor group post-closing — and structured a related lease in which affiliates of the shareholders leased Tervis's former warehouse property to the purchaser.

- Acted as issuer’s counsel for a series of tax-exempt bond financings to fund the construction of charter schools in North Carolina. Our client was both the developer and operator of the schools. Our work included review of the offering memorandum, bond indentures and other operating agreements.

## Insights

- [Florida Ruling Raises Bar for Condo Terminations and Buyouts - via JD Supra, November, 2025](#)
- [Aging Florida Condos Provide Developers With Strategic Opportunities - via JD Supra, June, 2025](#)
- [Less Red Tape, More Capital? SEC Clarifies 506\(c\) Verification Rules - via JD Supra, March, 2025](#)
- [Post-Closing Incentive Structures for Key Management in Private Equity - via JD Supra, January, 2025](#)

## Bar Admissions

- Florida
- New York
- Texas

## Education

- University of Pennsylvania Law School, J.D.
- The Wharton School, University of Pennsylvania, BS, Accounting and Political Science *cum laude*

## Accolades

- Guest Author: *Aging Florida Condos Provide Developers With Strategic Opportunities*, [The Real Deal](#), May 2025
- [Florida Trend](#), Legal Elite 2025, Real Estate
- [The Boca Raton Observer](#), Top Lawyers of 2025

