



Zachary H. Valentine - Senior Associate

Email: zvalentine@darroweverett.com

Phone: [\(401\) 453-1200](tel:(401)453-1200)

Bio

Zachary H. Valentine is a Senior Associate in DarrowEverett's Corporate and Business Transactions Practice Group. Zach is an accomplished business lawyer with experience representing private equity fund clients in a variety of complex transactions. Zach has successfully assisted clients in structuring and executing loan transactions, including defeasances and refinances, private equity fund structuring and formation, and sophisticated business combination transactions including mergers and acquisitions. In his role as counsel, Zach has provided valuable legal guidance to private equity funds seeking to invest in a diverse range of industries. Zach also assists his clients in the formation and structuring of entities to maximize tax and operational efficiency. He also is versed in all areas of intellectual property law and regularly assists clients in connection with trademark applications and licensing.

Practice Areas

- [Commercial Real Estate](#)
- [Mergers & Acquisitions](#)

- [Intellectual Property & Technology](#)
- [Private Equity, Capital Markets & Securities](#)

Prior Experience

Prior to joining the DarrowEverett team, Zach worked as an associate at a boutique corporate law firm in Providence, Rhode Island. In that role, he served as outside in-house counsel for a global materials manufacturing company and provided legal advice to clients involved in various mergers and acquisitions. Zach also has experience in commercial and civil litigation, representing and advising clients in these matters. In addition, Zach served as a clerk for the Out-County Business Calendar for the Providence Superior Court, where he prepared memoranda and other documents for the court.

Representative Matters

- Recently 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.
- Represented a South Florida real estate developer and a South Florida private equity family office in connection with their joint venture acquisition of a national big box retailer's corporate headquarters for more than \$100 million. This transaction involved the creation of several layers of corporate entities, drafting LLC and LP agreements, creation of tenancy in common agreement, 1031 exchange considerations, and other property-related agreements. We also assisted in the financing part of the transaction, which involved a mortgage loan and two layers of mezzanine loans.
- Represented PEBB Enterprises and BH Group in their \$48.5 million joint venture acquisition of a prime waterfront shopping center in Fort Lauderdale that will be redeveloped to include 361 housing units. We drafted and negotiated the JV and a subsequent JV with The Related Group, a luxury residential real estate developer.

- Represented the McKee Group in obtaining financing in connection with its purchase of a residential luxury apartment complex located in suburban Philadelphia, Pa. This deal involved the establishment of a \$50 million borrowing facility and creating a complex corporate structure to allow for tenants in common to use 1031 exchange funds in connection with the acquisition, and other customized deal items.
- Represented prominent South Florida real estate developer in its eight-figure purchase of a mixed-use development south of Miami featuring retail and office space. We set up a securities offering under Rule 506(b) that helped fund the deal, and we drafted all offering documents, including upstream organizational documents. The transaction also involved the assumption of an existing loan, and the negotiation of both customary and complex real estate documents.
- Represented a prominent South Florida real estate developer in connection with its acquisition of a prime oceanfront hotel in Miami Beach as part of a joint venture agreement with a diversified real estate developer and investment firm. Our work involved drafting organizational documents for various levels of entity ownership, assisting with securing and closing on acquisition and building loans, and assisting on drafting both customary and complex real estate acquisition documents.
- Represented private alternative asset management firm in establishing a private equity fund poised to issue securities pursuant to Rule 506(c). The fund was established to raise up to \$150 million in order to acquire and invest in single family rental properties across multiple U.S. states. We completed research into real estate broker licensing laws and regulations in each of those states.

Insights

- [Survival Periods and Delaware's Statute of Limitations in M&A - via JD Supra, August, 2024](#)
- [New York Times vs. OpenAI: Fair Use Fight with Billions at Stake - via JD Supra, January, 2024](#)
- [Danger, Does Not Compute: SEC Takes Aim at Predictive Data Analytics Per Proposed Rules - via JD Supra, September, 2023](#)
- [How Earnout Provisions Can Supply Great Value for Buyers, Sellers - via JD Supra, March, 2023](#)
- [What's Worse: The Pain or the Hangover? Brand Endorsements in the Fallout of Yeezy - via JD Supra, December, 2022](#)

Bar Admissions

- Rhode Island
- Massachusetts
- Georgia

Education

- Roger Williams University School of Law, J.D.
magna cum laude
- Salve Regina University, B.S., Biology

Accolades

- Super Lawyers – Rising Stars, 2024 (Business & Corporate)

