DarrowEverett LLP



Zachary H. Valentine - Partner

Email: zvalentine@darroweverett.com
Phone: (401) 453-1200

Bio

Zachary H. Valentine is a member of DarrowEverett's Corporate & Business Transactions Practice Group, where his practice focuses on commercial real estate joint ventures, complex financings, ground-up development, and middle-market mergers and acquisitions. He advises sponsors, developers, private equity funds, and family offices on the structuring, negotiation, and execution of transactions across a range of asset classes and industries.

In the real estate space, Zach represents clients in joint venture formations, preferred equity and mezzanine financings, and acquisitions and dispositions of stabilized, value-add, and development-stage assets, including hospitality, residential, and mixed-use projects. He frequently advises on the structuring of ground-up condominium developments, including capital stack alignment, presale threshold structuring, phased development considerations, and exit mechanics for for-sale residential units.

Zach has extensive experience drafting and negotiating operating agreements and joint venture structures that incorporate promote waterfalls, capital contribution mechanics, forced-sale rights, and investor redemption provisions. He also counsels borrowers and sponsors on secured loans,

construction financings, and credit facilities, working to ensure consistency and enforceability across the deal's capital sources.

In his M&A practice, Zach represents buyers and sellers in asset and equity transactions, with a focus on closely held businesses and real estate-intensive operating companies. His work spans the full transaction lifecycle from diligence and structuring to closing and integration.

Known for his clear, execution-focused drafting and pragmatic approach to risk, Zach helps clients close complex transactions with confidence.

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 clerked for a Rhode Island Superior Court Justice.

Representative Matters

- Represented BH Group in connection with a $25 million senior loan co-investment supporting the development of a luxury Ritz-Carlton branded residential project in West Palm Beach, Florida. The transaction involved coordination across multiple capital sources and the structuring of a complex development financing arrangement tied to a high-end branded residential venture. We advised on negotiation of a recognition agreement with the project's construction lender, along with comprehensive loan documentation and multi-layered debt structuring. The firm also supported venture-level coordination among project stakeholders to facilitate alignment across the capital stack and ensure successful execution of the financing structure.
- Represented a Miami-based private real estate investment sponsor in the formation of a $100 million fund focused on the acquisition and repositioning of small bay industrial

assets across key U.S. markets.

- Represented BH Group, 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 real estate client in designing and implementing a multi-layered management and control framework intended to ensure continuity of operational control without altering equity ownership. The engagement included a detailed evaluation of all existing operating agreements, loan documents, and 30+ years of corporate records spanning more than a dozen projects in various stages of development and stabilization; the amendment and restatement of project-level operating agreements; and the creation of a centralized management company which, together with a reconstituted corporate parent under a new board of directors governance structure, established a clear succession and decision-making framework designed to preserve stability, transparency, and institutional governance.
- 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 a prominent real estate developer in a joint venture agreement for the development of a 40B apartment project in New England. The matter involved both registered and unregistered land, title matters, the development of easements and use restrictions, and negotiation of a complex joint venture agreement involving partnership terms, commercial loan documents, and construction contracts.
- 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.
- Served as U.S. special counsel to a private investment firm in connection with the acquisition of a fleet of commercial aircraft. Representation focused on U.S. legal aspects of the financing, including the structuring and documentation of key credit support facilities — specifically liquidity lines and revolving credit arrangements — that formed critical conditions precedent under the transaction’s credit agreement.

Insights

- Many Tiers, Many Exits: Navigating Co-GP Exit Mechanics (Part 1 of 2) - via JD Supra, November, 2026
- Your Business’s Growth Blueprint: Why Solid Legal Documents Matter - via JD Supra, July, 2025
- 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

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

- The Best Lawyers in America© Ones to Watch (2026) (2027)
- Super Lawyers – Rising Stars, 2020-2025 (Business & Corporate)







- **Professional Excellence in Law** award from Rhode Island Monthly

