JONES
FOSTER

Rachel L. Hersey

Associate

Contact

rhersey@jonesfoster.com
561 650 0411

Location

505 South Flagler Drive
Suite 1100
West Palm Beach
Florida 33401

Education

J.D., Nova Southeastern University Shepard Broad College of Law, *cum laude*

B.A., University of Florida

Admissions

The Florida Bar



Rachel Hersey (formerly Rachel Sears) is a member of Jones Foster's **Corporate & Tax** and **Private Wealth, Wills, Trusts & Estates** practice groups. She advises businesses and individuals in the areas of corporate law, estate planning, and trust and estate administration.

Rachel focuses her practice on mergers and acquisitions, where she advises clients through each stage of a transaction. She guides businesses through the legal due diligence process and leads the negotiation of purchase agreements and related documents, ensuring deals are structured to achieve business objectives while reducing risk. She also routinely advises companies and owners on business buyouts and equity redemptions, helping navigate ownership transitions while minimizing disruption to operations.

In addition to her M&A work, Rachel serves as trusted corporate counsel to companies across diverse industries. She regularly assists with third-party and affiliate agreements, reviews and negotiates refinancing and credit agreements, and prepares internal governance documents that promote effective operations. With a practical, business-oriented approach, Rachel provides clear, strategic guidance that supports both immediate priorities and long-term growth.

Rachel also works with clients on estate planning matters, including wills, trusts, powers of attorney, and advance healthcare directives. In addition, she provides counsel to personal representatives, trustees, and beneficiaries in probate and trust administration, guiding them through the legal and personal challenges that can be involved in administering an estate.

An active member of both industry and community organizations, Rachel is currently treasurer of the East Coast Estate Planning Council and co-chair of its Young Professionals Committee. She is also a member of the Palm Beach Tax Institute and is involved in several bar organizations, including The Florida Bar's Real Property, Probate and Trust Law Section and the American Bar Association's Real Property, Trust and Estate Law Section. Beyond her professional affiliations, Rachel serves on the board of directors for Boys Town South Florida, where she helps provide corporate governance and strategic guidance to ensure that each department and program advances the organization's mission and expands its impact. In addition,

Rachel has earned recognition as a *Florida Super Lawyers* Rising Star, on *The Best Lawyers in America* Ones to Watch list, and *Palm Beach Illustrated's* "Top Lawyers" list for her work in Business/Corporate and Corporate Law.

Rachel earned her Juris Doctor degree from Nova Southeastern University Shepard Broad College of Law, where she graduated *cum laude*. While at Nova Southeastern University, she was the Executive Editor for the *Nova Law Review*; a pupil of the Craig S. Barnard American Inn of Court; the Director of Operations for the Real Property, Probate and Trust Law Society; and an active member of the Phi Alpha Delta Law Fraternity. Rachel gained valuable experience as a judicial intern for both U.S. Circuit Judges David A. Haimes and Keathan B. Frink at the Seventeenth Judicial Circuit of Florida, as a Research Assistant for a law professor, and as a Summer Associate and Law Clerk at Jones Foster.

Experience Highlights

$60 Million Stock Sale of Marine Consulting Company to Global Environmental Firm

Represented a privately held, Florida-based environmental services and marine consulting company in its $60 million stock sale to a global environmental consulting firm operating in the United Kingdom, Europe, and North America. Representation included separating business lines from affiliated companies, transferring key contracts and intellectual property, resolving intercompany agreements and balances, and negotiating real estate documents, employment agreements, and rollover equity arrangements. The transaction required coordination with counsel in Brazil, Trinidad, Suriname, Australia, and Israel while preserving essential business relationships following the separation and sale.

$8.5 Million Sale and Pre-Closing Reorganization of Property Management Company

Represented the seller of a property management company in an $8.5 million sale to a large private equity group. The transaction involved a master purchase agreement covering a holding company and five operating subsidiaries, each with distinct ownership interests. Representation also included a pre-closing F reorganization that allowed the buyer to acquire the operating business through a newly formed entity while legacy liabilities remained with the seller. Facilitated cross-practice collaboration for the negotiation of real estate contracts, employment agreements, and consulting services agreements for certain owners.

$34 Million Sale and Tax-Free Reorganization of Aerospace Manufacturer

Represented a high-precision aerospace and defense aftermarket manufacturer in its $34 million sale through a membership interest purchase agreement. Representation included negotiating the sale and completing a tax-free F reorganization before closing, with coordinated corporate, tax, and real estate counsel addressing the transaction's principal structuring considerations.

$17 Million Refinancing for Private Club and Hospitality Services Company

Represented a holding company operating in the private club and hospitality services sector in connection with a $17 million refinancing. Representation included negotiating the credit agreement, subordination agreement, and related ancillary documents and issuing a Florida legal opinion in connection with the financing. The work focused on completing the refinancing and documenting the parties' respective lending and priority arrangements.

Equity Contribution Transaction for Private Club and Hospitality Services Company

Represented a private club and hospitality services company as the buyer in an equity contribution transaction structured through a membership interest contribution agreement. The transaction incorporated both rollover equity, through which the seller retained an ownership stake in the combined business, and earn-out equity tied to agreed-upon post-closing performance targets. Representation focused on documenting the equity exchange and aligning the seller's continuing investment and potential additional consideration with the future performance of the business.

$80 Million Acquisition of Minority Interest in Privately Held Company

Represented select members of a South Florida company operating in the natural resources sector in the $80 million sale of a membership interest. Served as lead negotiator for the membership interest purchase agreement governing the sale. The transaction formed part of a broader matter involving separate restructuring and real estate components, while the representation focused specifically on negotiating and documenting the members' sale of their minority ownership interest.

$12.5 Million Sale of Landscaping Company to Private Equity Firm

Represented the owner of a South Florida landscaping company in its $12.5 million sale to a private equity firm based in the northeastern United States. Representation included negotiating the sale documentation and related employment agreements, with a focus on completing the owner's exit and addressing the terms of continuing employment following the transaction.

$9 Million Membership Interest Buyout Resolving 50/50 Owner Deadlock

Represented the president and chief executive officer of a construction company in the negotiated buyout of the company's other 50% member for $9 million. The two equal owners had reached a contentious deadlock, and the company's governing documents did not contain a mechanism for resolving the impasse. Representation included negotiating a settlement agreement and related membership interest transfer terms, avoiding threatened litigation and consolidating ownership of the company in the client.

Negotiated Exit from Distressed Real Estate Investment JV

Represented an investor seeking to exit an underwater real estate joint venture burdened by company debt. Rather than remain invested through a contemplated sale of the company, the client agreed to transfer its ownership interest for nominal consideration, with the acquiring party assuming the associated debt obligations. Representation focused on documenting the transfer and allowing the client to exit the investment without continuing exposure to the venture's financial obligations.

Entity Structuring and General Counsel Services for Recreational Rental Business

Served as outside general counsel to a South Florida recreational rental business offering watercraft, boat, and bicycle rentals. Representation included forming multiple entities, allocating operational assets and business functions among those entities, and preparing employment agreements, rental agreements, liability

waivers, and related operating documents. The entity structure separated certain assets, employment functions, and insurance arrangements, while the contractual work addressed liability considerations associated with rentals to both adults and minors.

Honors & Distinctions

The Best Lawyers in America
Ones to Watch, Trusts and Estates, 2027

Florida Super Lawyers
Rising Star, Business/Corporate, 2026

Palm Beach Illustrated
Top Lawyers, Mergers and Acquisitions Law, 2026
Top Lawyers, Business/Corporate, 2024
Top Lawyers, Corporate Law, 2024

Affiliations

The Florida Bar
Business Law Section, 2024-Present
Real Property Probate & Trust Law (RPPTL) Section, 2022-Present
Young Lawyers Division, 2022-Present

Palm Beach County Bar Association
Young Lawyers Section, 2022-Present

American Bar Association
Young Lawyers Division, 2023-Present
Real Property, Trust and Estate Law Section, 2023-Present

East Coast Estate Planning Council
Treasurer, Board of Directors, 2025-Present
Co-Chair, Young Professionals Committee, 2025-Present
Board of Directors, 2024-Present
Member, 2023-Present

Palm Beach Tax Institute
Member, 2023-Present

Boys Town South Florida
Board of Directors, 2025-Present

Young Friends of the Historical Society Palm Beach County
Member, 2023-Present