

Amy Cosnoski

From: Brian J. Shemesh <Bshemesh@ghclaw.com>
Sent: Tuesday, July 29, 2025 4:30 PM
To: Jerry Dasti; Jeff Mendelson; Joseph Mackolin
Cc: Chiara R. Corliss; mayor; Matthew Bianchini; CD Director; Tom McNaughton; Felix Bruselovsky
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)
Attachments: Pemberton - Resolution Approving 50% Transfer(11594757.1).docx

Jerry – Please find attached a draft resolution. After you’ve had a chance to review the other responses I provided to the questions raised with the Township representatives, please let me know if the Borough needs anything further in order to consider this request. Thank you as always.

-Brian

Brian J. Shemesh, Esq.

Shareholder | **Giordano, Halleran & Ciesla, PC**
125 Half Mile Road, Suite 300 | Red Bank, NJ 07701
P: (732) 219-5488 | F: (732) 224-6599
E: bshemesh@ghclaw.com
[website](#) | [bio](#)

From: Jerry Dasti <JDasti@dmmlawfirm.com>
Sent: Tuesday, July 29, 2025 3:16 PM
To: Brian J. Shemesh <Bshemesh@ghclaw.com>; Jeff Mendelson <jeff@newhorizonnj.com>; Joseph Mackolin <jmackolin@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Tom McNaughton <tmcnaughton@pemberton-twp.com>; Felix Bruselovsky <felix@newhorizonnj.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Brian

Pls send over a draft resolution for my review. I’ll pass it along to the Mayor and Council. Thanks

Jerry. J. Dasti, Esquire

jdasti@dmmlawfirm.com
609-971-1010 Ext. 101



DASTI, McGUICKIN, McNICHOLS, CONNORS, ANTHONY & BUCKLEY

620 West Lacey Road
Forked River, NJ 08731
(609) 971-1010 | (609) 971-7093 (Fax)
(609) 639-4100
Toms River
(732) 349-2446 | (732) 349-1590 (Fax)
(732) 295-3000

2150 Highway 35
Sea Girt, NJ 08750
(732) 359-0248

 @dmmlawfirm
www.dmmlawfirm.com
forkedriver@dmmlawfirm.com

From: Brian J. Shemesh <Bshemesh@ghclaw.com>
Sent: Tuesday, July 29, 2025 3:13 PM
To: Jerry Dasti <JDasti@dmmlawfirm.com>; Jeff Mendelson <jeff@newhorizonnj.com>; Joseph Mackolin <jmackolin@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Tom McNaughton <tmcnaughton@pemberton-twp.com>; Felix Bruselovsky <felix@newhorizonnj.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Good afternoon team:

I was just speaking with Jeff, while we understand there is some work to be done before we can finalize the Fifth Amendment (in particular as it relates to the streetscape issue), we were hoping the Township would agree to pass a resolution at its next meeting authorizing the Redeveloper to admit a 50% owner as an investor in the Project. As discussed during our meeting, full control is being maintained by New Horizons (Felix) along with the other 50% of ownership, this is simply an equity investment that contributes to our capital stack to construct this project. Moving this piece forward will in turn allow us to continue making progress with our lender, and all of that is aimed at ensuring no delays to the Closing. Of course, if a separate resolution is passed authorizing the admission of that member, we can remove the language we've included in the 5th Amendment related to same.

If the Township is amenable to this approach, we are happy to prepare a draft resolution wherein the Township provides its consent to the investment and sale of equity. Of course, if any further information is required to provide a response please let us know and we'll respond as quickly as possible.

Thank you as always for your consideration.

-Brian

Brian J. Shemesh, Esq.

Shareholder | **Giordano, Halleran & Ciesla, PC**
125 Half Mile Road, Suite 300 | Red Bank, NJ 07701
P: (732) 219-5488 | F: (732) 224-6599
E: bshemesh@ghclaw.com
[website](#) | [bio](#)

From: Jerry Dasti <JDasti@dmmlawfirm.com>
Sent: Wednesday, July 23, 2025 2:15 PM
To: Jeff Mendelson <jeff@newhorizonnj.com>; Brian J. Shemesh <Bshemesh@ghclaw.com>; Joseph Mackolin <jmackolin@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Tom McNaughton <tmcnaughton@pemberton-twp.com>

twp.com>; Felix Bruselovsky <felix@newhorizonnj.com>

Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Perhaps without prejudice we can put this out to bid and get a good idea as to the hard costs. But Alaimo needs to advise as to the soft costs also. However we would need formal approval from Council to do this. Matt, should this bid approval be on the agenda for 8/6? Can't hurt. No obligation.

Jerry. J. Dasti, Esquire

jdasti@dmmlawfirm.com

609-971-1010 Ext. 101



DASTI, McGUICKIN, McNICHOLS, CONNORS, ANTHONY & BUCKLEY

620 West Lacey Road

Forked River, NJ 08731

(609) 971-1010 | (609) 971-7093 (Fax)

(609) 639-4100

Toms River

(732) 349-2446 | (732) 349-1590 (Fax)

(732) 295-3000

2150 Highway 35

Sea Girt, NJ 08750

(732) 359-0248



@dmmlawfirm

www.dmmlawfirm.com

forkedriver@dmmlawfirm.com

From: Jeff Mendelson <jeff@newhorizonnj.com>

Sent: Wednesday, July 23, 2025 1:56 PM

To: Brian J. Shemesh <Bshemesh@ghclaw.com>; Jerry Dasti <JDasti@dmmlawfirm.com>; Joseph Mackolin <jmackolin@dmmlawfirm.com>

Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Tom McNaughton <tmcnaughton@pemberton-twp.com>; Felix Bruselovsky <felix@newhorizonnj.com>

Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Hi Everyone

Thank you for taking the time to sit down with us today to discuss Amendment 5. As per our meeting please see attached ARH plan. Any questions please do not hesitate to reach out.

Thank you

Jeff Mendelson

NewHorizon Properties

79 Rt. 520; Suite 200
Englishtown, NJ 07726
P: (732) 617-6593
F: (732) 617-9547

-----Original Appointment-----

From: Brian J. Shemesh <Bshemesh@ghclaw.com>

Sent: Tuesday, July 22, 2025 10:32 AM

To: Brian J. Shemesh; Jerry Dasti; Joseph Mackolin

Cc: Chiara R. Corliss; mayor; Matthew Bianchini; cddirector@pemberton-twp.com; Tom McNaughton; Felix Bruselovsky; Jeff Mendelson

Subject: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

When: Wednesday, July 23, 2025 12:00 PM-1:00 PM (UTC-05:00) Eastern Time (US & Canada).

Where: Pemberton Township Municipal Building (500 Pemberton Browns Mills Rd Ste 1, Pemberton, NJ 08068)

From: Jerry Dasti <JDasti@dmmlawfirm.com>

Sent: Tuesday, July 22, 2025 10:06 AM

To: Brian J. Shemesh <Bshemesh@ghclaw.com>; Joseph Mackolin <jmackolin@dmmlawfirm.com>

Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>

Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Yes my team is already confirmed

Jerry. J. Dasti, Esquire

jdasti@dmmlawfirm.com

609-971-1010 Ext. 101



DASTI, McGUCKIN, McNICHOLS, CONNORS, ANTHONY & BUCKLEY

620 West Lacey Road

Forked River, NJ 08731

(609) 971-1010 | (609) 971-7093 (Fax)

(609) 639-4100

Toms River

(732) 349-2446 | (732) 349-1590 (Fax)

(732) 295-3000

2150 Highway 35

Sea Girt, NJ 08750

(732) 359-0248

From: Brian J. Shemesh <Bshemesh@ghclaw.com>
Sent: Tuesday, July 22, 2025 10:05 AM
To: Jerry Dasti <JDasti@dmmlawfirm.com>; Joseph Mackolin <jmackolin@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Great, thank you! I've copied Felix and Jeff's emails below, please confirm you'll send an invite to the group with everyone needed from your team. Thank you!

Jeff Mendelson jeff@newhorizonnj.com
Felix Bruselovsky <felix@newhorizonnj.com>

Brian J. Shemesh, Esq.

Shareholder | **Giordano, Halleran & Ciesla, PC**
125 Half Mile Road, Suite 300 | Red Bank, NJ 07701
P: (732) 219-5488 | F: (732) 224-6599
E: bshemesh@ghclaw.com
[website](#) | [bio](#)

From: Jerry Dasti <JDasti@dmmlawfirm.com>
Sent: Tuesday, July 22, 2025 9:57 AM
To: Brian J. Shemesh <Bshemesh@ghclaw.com>; Joseph Mackolin <jmackolin@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Certainly we can meet at the muni building at noon tomorrow in person NP pls confirm

Jerry. J. Dasti, Esquire

jdasti@dmmlawfirm.com
609-971-1010 Ext. 101



DASTI, McGUICKIN, McNICHOLS, CONNORS, ANTHONY & BUCKLEY

620 West Lacey Road
Forked River, NJ 08731
(609) 971-1010 | (609) 971-7093 (Fax)
(609) 639-4100
Toms River
(732) 349-2446 | (732) 349-1590 (Fax)
(732) 295-3000

2150 Highway 35

Sea Girt, NJ 08750
(732) 359-0248

@dmmlawfirm
www.dmmlawfirm.com
forkedriver@dmmlawfirm.com

From: Brian J. Shemesh <Bshemesh@ghclaw.com>
Sent: Tuesday, July 22, 2025 9:55 AM
To: Jerry Dasti <JDasti@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Hi Jerry, thanks for getting back to us. Jeff Mendelson, Felix Bruselovsky and myself will attend from our side. We're available tomorrow at noon, but would it be possible to hold this meeting in person? Given the confusion around these issues we think it would be most efficient for us to be in the same room. If folks cannot accommodate an in person meeting tomorrow at noon, we're open to other times this week that might work for the Pemberton team and we'll move things around on our side to accommodate your schedules. That all said, if in person won't work we'll proceed with the Zoom as you suggested.

Thanks as always,
Brian

Brian J. Shemesh, Esq.

Shareholder | **Giordano, Halleran & Ciesla, PC**
125 Half Mile Road, Suite 300 | Red Bank, NJ 07701
P: (732) 219-5488 | F: (732) 224-6599
E: bshemesh@ghclaw.com
[website](#) | [bio](#)

From: Jerry Dasti <JDasti@dmmlawfirm.com>
Sent: Tuesday, July 22, 2025 8:37 AM
To: Brian J. Shemesh <Bshemesh@ghclaw.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Brian

Can I set up a zoom for noon tomorrow? If so pls advise who on your end will attend. Thanks

Jerry. J. Dasti, Esquire

jdasti@dmmlawfirm.com
609-971-1010 Ext. 101



DASTI, McGUICKIN, McNICHOLS, CONNORS, ANTHONY & BUCKLEY

620 West Lacey Road
Forked River, NJ 08731
(609) 971-1010 | (609) 971-7093 (Fax)
(609) 639-4100
Toms River
(732) 349-2446 | (732) 349-1590 (Fax)
(732) 295-3000

2150 Highway 35
Sea Girt, NJ 08750
(732) 359-0248



@dmmlawfirm

www.dmmlawfirm.com

forkedriver@dmmlawfirm.com

From: Brian J. Shemesh <Bshemesh@ghclaw.com>
Sent: Monday, July 21, 2025 3:38 PM
To: Jerry Dasti <JDasti@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Jerry – I just spoke with my client, we are confident we can resolve the 5th amendment and outline a path to closing on a quick call with the relevant stakeholders. Please let us know what works on your end and we'll accommodate your schedules. I note that a meeting this week would be best, as Felix is traveling next week and will be unavailable.

We'll look forward to hearing from you with proposed meeting dates, thank you!

-Brian

Brian J. Shemesh, Esq.

Shareholder | **Giordano, Halleran & Ciesla, PC**
125 Half Mile Road, Suite 300 | Red Bank, NJ 07701
P: (732) 219-5488 | F: (732) 224-6599
E: bshemesh@ghclaw.com
[website](#) | [bio](#)

From: Brian J. Shemesh
Sent: Monday, July 21, 2025 10:01 AM
To: Jerry Dasti <JDasti@dmmlawfirm.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

I'll be speaking with my client today about your most recent response, then will revert to schedule a call. Thanks, Jerry.

Brian J. Shemesh, Esq.

Shareholder | **Giordano, Halleran & Ciesla, PC**
125 Half Mile Road, Suite 300 | Red Bank, NJ 07701
P: (732) 219-5488 | F: (732) 224-6599
E: bshemesh@ghclaw.com
[website](#) | [bio](#)

From: Jerry Dasti <JDasti@dmmlawfirm.com>
Sent: Monday, July 21, 2025 9:24 AM
To: Brian J. Shemesh <Bshemesh@ghclaw.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Brian

Do you want me to set up a zoom to discuss these matters? Pls give me a couple of good days and times this week

Jerry. J. Dasti, Esquire

jdasti@dmmlawfirm.com
609-971-1010 Ext. 101



DASTI, McGUICKIN, McNICHOLS, CONNORS, ANTHONY & BUCKLEY

620 West Lacey Road
Forked River, NJ 08731
(609) 971-1010 | (609) 971-7093 (Fax)
(609) 639-4100
Toms River
(732) 349-2446 | (732) 349-1590 (Fax)
(732) 295-3000

2150 Highway 35
Sea Girt, NJ 08750
(732) 359-0248



@dmmlawfirm
www.dmmlawfirm.com
forkedriver@dmmlawfirm.com

From: Jerry Dasti <JDasti@dmmlawfirm.com>
Sent: Friday, July 18, 2025 1:12 PM
To: Brian J. Shemesh <Bshemesh@ghclaw.com>
Cc: Chiara R. Corliss <ccorliss@ghclaw.com>; mayor <mayor@pemberton-twp.com>; Matthew Bianchini <mbianchini@pemberton-twp.com>; cddirector@pemberton-twp.com; Joseph Mackolin <jmackolin@dmmlawfirm.com>; Tom McNaughton <tmcnaughton@pemberton-twp.com>
Subject: RE: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Brian

We certainly have a disconnect. The Agreement does not provide for the improvements mentioned in this Amendment. They are not a Tp responsibility and we will not be responsible for them. As to the pollution, it is a condition that we resolve it after the closing and post 5% of the p/p in escrow. But it is not an impediment to closing next month.

We don't want to get into now any possible new tenants. That will be part of a zoning permit/amended site plan application. There is not need to address or modify the existing language re a food store.

If you want me to arrange for a zoom/remote meeting next week to resolve these issues once and for all, please give me a good time and day. Thanks

Jerry. J. Dasti, Esquire

jdasti@dmmlawfirm.com

609-971-1010 Ext. 155



DASTI, MURPHY, McGUCKIN, ULAKY, KOUTSOURIS & CONNORS

620 West Lacey Road

P.O. Box 1057

Forked River, NJ 08731

(609) 971-1010 | (609) 971-7093 (Fax)

(609) 639-4100

Toms River

(732) 349-2446 | (732) 349-1590 (Fax)

(732) 295-3000

2150 Highway 35

Sea Girt, NJ 08750

(732) 359-0248

100 Horizon Center Boulevard

Hamilton, NJ 08691



@dmmlawfirm

www.dmmlawfirm.com

forkedriver@dmmlawfirm.com

From: Brian J. Shemesh <Bshemesh@ghclaw.com>

Sent: Monday, June 23, 2025 1:11 PM

To: Jerry Dasti <JDasti@dmmlawfirm.com>

Cc: Chiara R. Corliss <ccorliss@ghclaw.com>

Subject: Pemberton - Redevelopment Agreement Amendment (Retail Redevelopment)

Hi Jerry – As we’ve discussed and based upon subsequent conversations between Township representatives and my client, please find attached a draft Fifth Amendment to the Redevelopment Agreement, which addresses (1) the environmental matters the Township has agreed to via your email confirmations, (2) updates to the Project Description based upon changes discussed with the Mayor, (3) addressing the Roadway Construction work that the parties have discussed, and (4) an update to the transfer section (which is requested based upon our anticipation of bringing in a partner at the Closing, but in all events Felix remains the manager and will have control and authority, so from the Township’s perspective there will be no change in who they are working with or personalities).

1. PDF Labeled “22019-03-Site (5)” is Exhibit A-1
2. The PDF labeled “22019 – Aerial Site Plan” is Exhibit A-2
3. For convenience, I’ve attached the Roadway Construction Plans. We can attach those as an exhibit if you think appropriate.

Please let us know if you have any questions or comments following your review. Glad to have a call to discuss and iron out any issues.

Thanks,
Brian

Brian J. Shemesh, Esq.

Shareholder | **Giordano, Halleran & Ciesla, PC**

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P: (732) 219-5488 | F: (732) 224-6599

E: bshemesh@ghclaw.com

[website](#) | [bio](#)

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