

**Shesky
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IN REFERENCE TO:
001144-01

August 31, 2012

Via Federal Express

Attorney Ed Pikula
City Solicitor
City of Springfield Law Department
36 Court Street
Springfield, MA 01103

Re: Ethics Disclosure Form

Attorney Pikula:

As discussed, please find an originally executed copy of the "Disclosure of Appearance of Conflict of Interest" form as required by M.G.L. c. 268A, Section 23(b)(3).

Very truly yours,

SHEFSKY & FROELICH LTD.



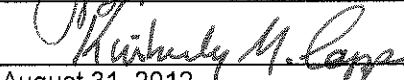


Kimberly M. Copp

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CITY OF SPRINGFIELD
Law Department

**DISCLOSURE OF APPEARANCE OF CONFLICT OF INTEREST
AS REQUIRED BY G. L. c. 268A, § 23(b)(3)**

PUBLIC EMPLOYEE INFORMATION	
Name of public employee:	Mr. Cezar M. Froelich, Mr. Michael J. Schaller and Ms. Kimberly M. Copp, each of the law firm, Shefsky & Froelich Ltd. (the " Firm ")
Title or Position:	Contract Attorney (a "special municipal employee" pursuant to the City of Springfield, MA ordinance adopted on July 20, 1987)
Agency/Department:	City of Springfield, MA Office of Planning and Economic Development, Law Department, and Springfield Redevelopment Authority
Agency address:	70 Tapley Street Springfield, MA 01104
Office Phone:	(312) 527-4000
Office E-mail:	cfroelich@shefskylaw.com ; mschaller@shefskylaw.com ; and kcopp@shefskylaw.com .
	<p>In my capacity as a state, county or municipal employee, I am expected to take certain actions in the performance of my official duties. Under the circumstances, a reasonable person could conclude that a person or organization could unduly enjoy my favor or improperly influence me when I perform my official duties, or that I am likely to act or fail to act as a result of kinship, rank, position or undue influence of a party or person.</p> <p>I am filing this disclosure to disclose the facts about this relationship or affiliation and to dispel the appearance of a conflict of interest.</p>
APPEARANCE OF FAVORITISM OR INFLUENCE	
Describe the issue that is coming before you for action or decision.	We are engaged to provide legal advice and counsel to the City of Springfield Office of Planning and Economic Development, Law Department and the Springfield Redevelopment Authority related to the development of a gaming facility within Western Massachusetts where the City of Springfield (the " City ") will be either a host community or a surrounding community as defined in Massachusetts General Laws Chapter 23K, and as described in the Requests for Qualifications (Bid No. 12-369) issued by the City. In connection with providing this advice, we will assist the City's Administration in soliciting and evaluating casino developers with whom the City may enter into a host community or surrounding community agreement.
What responsibility do you have for taking action or making a decision?	To date, there have been four casino development companies that have expressed an interest in locating a casino within the City's boundaries – Ameristar, Hard Rock International, MGM Resorts International (" MGM ") and Penn National Gaming (" Penn ") – and there may be others. We have been engaged to assist the City's Administration in soliciting and evaluating the interested casino developers.
Explain your relationship or affiliation to the person or organization.	<p>The Firm currently represents MGM and Penn in connection with routine regulatory matters in the State of Illinois before the Illinois Gaming Board relating to their respective ownership interests in casinos located in the State of Illinois. No member of the Firm currently represents, or has ever represented, MGM or Penn in connection with any Massachusetts-based casino development.</p> <p>One of the Firm's attorneys, Mr. Paul Jenson, has been primarily responsible for representing MGM and Penn in Illinois. Mr. Jenson has not, and is not, in any way involved in providing legal advice to the City, the City's Office of Planning and Economic Development, Law Department or the Springfield Redevelopment Authority, and Mr. Jenson has been explicitly "walled off" from any engagement with the City. None of Mr. Froelich, Mr. Schaller or Ms. Copp has represented MGM or Penn for several years.</p>

<p>How do your official actions or decision matter to the person or organization?</p>	<p>The casino developer(s) with whom the City selects to enter into a host community agreement will be eligible to apply to Massachusetts Gaming Commission for a "category 1" gaming license, assuming that the voters of the City (or its applicable ward), vote in favor of locating the casino in the City or ward, as applicable, and as provided in Massachusetts General Laws Chapter 23K.</p>
<p>Optional: Additional facts – e.g., why there is a low risk of undue favoritism or improper influence.</p>	<p>As described above, Mr. Paul Jenson is primarily responsible for performing legal services for MGM and Penn in the State of Illinois as their gaming counsel for routine regulatory matters before the Illinois Gaming Board. Mr. Jenson is <u>not</u> a member of the project team for the City of Springfield and actions have been taken within the Firm to ensure that he does not participate in, or become aware of, any matters relating to the City of Springfield, MA project.</p> <p>Furthermore, neither MGM nor Penn are "large" clients of the Firm. For example, in connection with such Illinois regulatory matters, in 2011, each represented less than ½ of one percent of the Firm's revenues. Having reviewed the applicable standards and codes of conduct of Illinois and Massachusetts, we have concluded that no conflict of interest exists.</p>
<p>If you cannot confirm this statement, you should recuse yourself.</p>	<p>WRITE AN X TO CONFIRM THE STATEMENT BELOW:</p> <p><input checked="" type="checkbox"/> Taking into account the facts that I have disclosed above, I feel that I can perform my official duties objectively and fairly.</p>
<p>Employee signature of Cezar Froelich:</p>	
<p>Employee signature of Michael Schaller:</p>	
<p>Employee signature of Kimberly Copp:</p>	
<p>Date:</p>	<p>August 31, 2012</p>

Attach additional pages if necessary.

Not elected to your public position – file with your appointing authority.

Elected state or county employees – file with the State Ethics Commission.

Members of the General Court – file with the House or Senate clerk or the State Ethics Commission.

Elected municipal employee – file with the City Clerk or Town Clerk.

Elected regional school committee member – file with the clerk or secretary of the committee.