



**DISCLOSURE BY NON-ELECTED STATE EMPLOYEE OF FINANCIAL INTEREST  
AND DETERMINATION BY APPOINTING AUTHORITY RECEIVED  
AS REQUIRED BY G. L. c. 268A, § 6 STATE ETHICS COMMISSION**

	2019 FEB 25 PM 12:15
	<b>STATE EMPLOYEE INFORMATION</b>
Name:	KAREN WELLS
Title or Position:	Director of the Investigations and Enforcement Bureau
State Agency:	Massachusetts Gaming Commission
Agency Address:	101 Federal Street, 12 <sup>th</sup> Floor Boston MA 02110
Office Phone:	617-979-8430
Office E-mail:	Karen.Wells@state.ma.us
	My duties require me to participate in a particular matter, and I may not participate because of a financial interest that I am disclosing here. I request a determination from my appointing authority about how I should proceed.
	<b>PARTICULAR MATTER</b>
Particular matter  E.g., a judicial or other proceeding, application, submission, request for a ruling or other determination, contract, claim, controversy, charge, accusation, arrest, decision, determination, or finding.	Please describe the particular matter.  Advising the 5 member Commission on whether or not to inter into an agreement and dismissal of claims in the matter of Stephen A. Wynn v. Karen Wells, et al in the Eighth Judicial District Court in Clark County, NV. (Please also see attached letter dated February 20, 2019 and statement provided to Edward Bedrosian on February 20, 2019 to read to the Commissioners on the same date.)
Your required participation in the particular matter:  E.g., approval, disapproval, decision, recommendation, rendering advice, investigation, other.	Please describe the task you are required to perform with respect to the particular matter.  Rendering advice
	<b>FINANCIAL INTEREST IN THE PARTICULAR MATTER</b>
Write an X by all that apply.	<input checked="" type="checkbox"/> X I have a financial interest in the matter. <input type="checkbox"/> My immediate family member has a financial interest in the matter. <input type="checkbox"/> My business partner has a financial interest in the matter. <input type="checkbox"/> I am an officer, director, trustee, partner or employee of a business organization, and the

	<p>business organization has a financial interest in the matter.</p> <p><input type="checkbox"/> I am negotiating or have made an arrangement concerning future employment with a person or organization, and the person or organization has a financial interest in the matter.</p>
Financial interest in the matter	<p>Please explain the financial interest and include a dollar amount if you know it.</p> <p>I am being sued in my personal capacity</p>
Employee signature:	
Date:	2/21/19

#### DETERMINATION BY APPOINTING OFFICIAL

	<b>APPOINTING AUTHORITY INFORMATION</b>
Name of Appointing Authority:	Edward R. Bedrosian Jr.
Title or Position:	Executive Director
Agency/Department:	Massachusetts Gaming Commission
Agency Address:	101 Federal St. Boston, MA 02110
Office Phone:	617-979-8406
Office E-mail	edward.bedrosian@state.ma.us
	<b>DETERMINATION</b>
<p>Determination by appointing authority:</p> <p>Write an X by your selection.</p>	<p>As appointing official, as required by G.L. c. 268A, § 6, I have reviewed the particular matter and the financial interest identified above by a state employee.</p> <p><input checked="" type="checkbox"/> I am assigning the particular matter to another employee, or</p> <p><input type="checkbox"/> I am assuming responsibility for the particular matter, or</p> <p><input type="checkbox"/> I have determined that the financial interest is not so substantial as to be deemed likely to affect the integrity of the services which the Commonwealth may expect from the employee.</p>
Appointing Authority signature:	
Date:	2/21/19
Comment:	Assigned to Dep. Chief Enforcement Counsel Lillios and Det. Lt. Connors to present to Commission.

Attach additional pages if necessary.

File copy with:



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JOSEPH R. GANLEY  
PARTNER  
JGANLEY@HUTCHLEGAL.COM

OUR FILE NO.: 8211-001

February 20, 2019

*Via United States Mail and  
Email:edward.bedrosian@state.ma.us*

Edward R. Bedrosian, Jr.  
Executive Director  
Massachusetts Gaming Commission  
101 Federal Street, 12<sup>th</sup> Floor  
Boston, Massachusetts 02110

**Re: Karen Wells' Individual Representation**

Dear Mr. Bedrosian:

This Firm represents IEB Director Karen Wells ("Ms. Wells") in her individual capacity in a lawsuit filed by Stephen A. Wynn ("Wynn") in the Eighth Judicial District Court of Clark County, Nevada, styled as, *Stephen A. Wynn v. Karen Wells, et al.*, Case No. A-18-784184-B (the "Nevada Lawsuit"). Because Wynn sued Ms. Wells in her individual capacity as part of this lawsuit – however specious such individual claims may be – those claims remain extant and, we understand, will be dismissed as part of a proposed global resolution amongst all parties to the Nevada Lawsuit (the "Agreement and Release of Claims"). Such a dismissal would be eminently justified for Ms. Wells in her individual capacity because at no time during Ms. Wells' work as IEB Director did she act in any way that could be tenably construed as work for herself against Wynn (or anyone) and/or construed as work in an individual capacity; indeed, at all times since Ms. Wells assumed her job as IEB Director she has acted in an official capacity, professionally, ethically, and comprehensively, and never acted in an individual capacity. This, of course, makes the Wynn claims against Ms. Wells all the more disconcerting and ripe for summary dismissal.

Ms. Wells was also sued in her official capacity, along with the Massachusetts Gaming Commission (the "Commission"), in the Nevada Lawsuit for which Ms. Wells and the Commission are represented by separate counsel. While the dismissal of Ms. Wells individually from the Nevada Lawsuit does not create an actual conflict of interest for her (nor for the Commission), she hereby defers – to avoid even the appearance of impropriety – the decision for dismissal of the Commission and herself in her *official* capacity from the Nevada Lawsuit via the Agreement and Release of Claims to the Commission. In an abundance of caution, she will

**HUTCHISON & STEFFEN**

A PROFESSIONAL LLC

Edward R. Bedrosian, Jr.

February 20, 2019

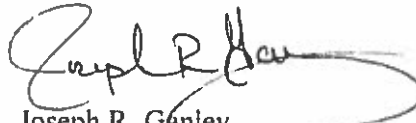
Page 2

make no decision thereon herself. Moreover, in conjunction herewith, Ms. Wells will forego advising the Commission in her official capacity on whether to enter the proposed Agreement and Release of Claims.

Please contact us at any time if you have any questions or concerns. Thank you.

Sincere regards,

HUTCHISON & STEFFEN, PLLC

A handwritten signature in black ink, appearing to read "Joseph R. Ganley", written over a horizontal line.

Joseph R. Ganley  
*For the Firm*

JRG/krc

In the abundance of caution and on the advice of counsel, Karen will forgo advising this Commission on the merits of the proposed Agreement and Dismissal of Claims in Case Number A-18-784184-B, *Stephen A. Wynn v. Karen Wells, et al.*, in the Eighth Judicial District Court in Clark County, Nevada to avoid any appearance of impropriety that might be associated with her inclusion in that lawsuit in both her personal and official capacities. As you all know, she was sued by Mr. Wynn in her personal capacity. While there was absolutely no basis for this plaintiff to include her in his lawsuit in this fashion, because he did, she has retained her own Nevada counsel to advise her personally in the lawsuit. Based on their counsel, should all the other parties agree on a global resolution of the matter which includes a dismissal of claims against her, she intends to execute the Agreement AND separately the Stipulation and Order to Dismiss the Case against all parties. She has been offered no benefit to her personally that is separate and apart from that being offered to the Commission, Co-defendant Wynn Corporation, or her in her official capacity; nor is there any benefit being withheld from the Commission in exchange for her personal dismissal from the lawsuit. That is, the proposed Agreement will contain all the same provisions and language whether she executes the Agreement in her personal capacity or not. Accordingly no conflict of interest exists for her in her official or personal capacities in the Nevada litigation. Nonetheless, she has been advised to allow the Commission to decide with its own counsel whether to join the Nevada Agreement and execute the Stipulation and Order to Dismiss, and will do the same in her official capacity if advised to do so by this Commission. Thank you.