

EXHIBIT A

Resolutions Authorizing Execution of the Agreement



**SAN XAVIER DISTRICT
OF THE
TOHONO O'ODHAM NATION**

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**RESOLUTION OF THE SAN XAVIER DISTRICT COUNCIL
(Limited Waiver of Sovereign Immunity for ASARCO Settlement)**

Resolution No: SXDC 02-08-06

- WHEREAS, the San Xavier District Council, meeting in special session, after due consideration, adopts the following resolution; and,
- WHEREAS, the ASARCO Working Group, which includes representatives of the Tohono O'odham Nation, San Xavier District Council and Administration, the San Xavier Allottees Association, and the United States government, has been negotiating with representatives of Asarco, LLC over Asarco's reclamation responsibilities and the claims filed by the District, SXAA and affected allottees in Asarco's bankruptcy proceeding; and,
- WHEREAS, the Asarco Working Group has reported that Asarco would require the inclusion in the settlement documents of a limited waiver with respect to the covenants of the proposed settlement, and the tribal representatives, including the Nation's Attorney General have agreed on appropriate language of such a limited waiver, subject to the approval of the District Council and the Legislative Council; and,
- WHEREAS, the San Xavier Allottees Association held a meeting of Asarco allottees on Saturday, February 9, 2008, at which time presentations were made by participants in the technical group meetings and the legal group meetings, questions were raised by allottees and answered, and the issue discussed by Asarco allottees present; and,
- WHEREAS, the Asarco allottees voted to ask the District Council to adopt a resolution of support requesting the Legislative Council's approval of a limited waiver of sovereign immunity with respect to the settlement with Asarco to allow that settlement to be considered; and,
- WHEREAS, time is of the essence as events in the bankruptcy case require the settlement agreement be finalized within ten days.

NOW THEREFORE BE IT RESOLVED, that the San Xavier District Council hereby:

1. The San Xavier District Council approves of a provision in the Asarco settlement documents waiving sovereign immunity of the District and Nation limited solely to actions to enforce or interpret the Settlement Agreement in Bankruptcy Court or Federal District Court for the District of Arizona, which waiver shall be limited solely to declaratory and injunctive relief and shall not include money damages, attorney fees, court costs or any other costs, damages, or remedy of any other kind. This waiver shall terminate at the time all performance obligations of the parties under the Settlement Agreement are satisfied; and,
2. This District Council requests the Tohono O'odham Legislative Council to take action promptly to approve such limited waiver of sovereign immunity for the District and the Nation.

CERTIFICATION

The foregoing resolution was passed by the San Xavier District Council at a special meeting held on the 13th of February, 2008, at which time a quorum was present with a vote of 3 FOR; 0 AGAINST; 0 NOT VOTING; 2 ABSENT. Pursuant to the powers vested in the Council by the Tohono O'odham Constitution, Article IX, Section 5, as adopted and approved on 6 March 1986.

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San Xavier District

Austin G. Nunez, Chairman

ATTEST

Erinic Reyes, Secretary
San Xavier District Council

MOTION: Janice Felix
SECOND: Eleanor J. Hunter

