

Resolution 2-67 Settlement Agreement Vote
September 26, 2011
MINERAL

RESOLUTION OF
THE OSAGE MINERALS COUNCIL

2-67

WHEREAS,

- 1.** The Osage Tribe Allotment Act of 1906 and the amendments thereto (“1906 Act”) reserved the mineral estate of the Osage Reservation to the Osage Tribe (“Osage Mineral Estate”);
- 2.** Pursuant to the 1906 Act, the revenues from the Osage Mineral Estate are to be placed in the Osage Tribe’s tribal trust account (“Osage Tribal Trust Account”);
- 3.** Pursuant to the 1906 Act, the revenues placed in the Osage Tribal Trust Account are to be distributed to the holders of Headrights;
- 4.** The Osage Minerals Council, established pursuant to Article XV of the Osage Nation Constitution, is an independent agency within the Osage Nation;
- 5.** The Osage Nation Constitution vests the Osage Minerals Council with the power to administer and develop the Osage Mineral Estate in accordance with 1906 Act, previously vested in the Osage Tribal Council;
- 6.** The Osage Minerals Council has the authority to act for, to protect the interests of, and to bind Headright Holders with respect to matters relating to the Osage Mineral Estate, including the initiation, prosecution and settlement of claims relating to the Osage Mineral Estate;
- 7.** The Osage Tribe initiated proceedings in the U.S. Court of Federal Claims (“CFC”) to seek money damages from the United States for alleged breaches and failures on the part of the United States in the collection of revenues due to the Osage Tribal Trust Account, and the United States’ subsequent management and disbursement of such revenues, among other claims (“CFC Action”);
- 8.** The CFC has held that under the 1906 Act, the Osage Tribe is the only proper party with standing to seek money damages for the breaches and failures alleged in the CFC Action;
- 9.** A team of five representatives from the Osage Minerals Council, the Osage Nation Congress, and the Osage Nation Executive Branch have been designated to manage and direct litigation relating to the Osage Mineral Estate and the Osage Tribal Trust Account, including the CFC Action (“Osage Trust Team”);

10. The United States has initiated settlement negotiations with the Osage Trust Team.
11. The United States and the Osage Trust Team have negotiated in good faith and have arrived at a proposed settlement of litigation relating to the Osage Mineral Estate and the Osage Tribal Trust Account, including the CFC Action, for an amount totaling \$380,000,000, and other valuable consideration;
12. The Osage Trust Team has consulted with Osage Headright Holders, by:
 - a. The transmission of written materials explaining the proposed settlement;
 - b. Holding a series of meetings with Osage Headright Holders at which representatives of the Osage Trust Team and its lawyers have explained the proposed settlement; and,
 - c. In cooperation with the Osage Trust Team, the United States has conducted a canvass of Osage Headright Holders for approval of the terms of the settlement;
13. A majority of the voting Osage Headright interests agree that the proposed settlement should be approved; and
14. The Osage Minerals Council has carefully considered the proposed settlement;

THEREFORE, BE IT RESOLVED,

The Osage Minerals Council approves the proposed settlement, authorizes the payment of attorneys' fees in accordance therewith, and authorizes the Trust Team and the members thereof to execute the settlement agreement.

CERTIFICATION

I hereby certify the foregoing Resolution No. 2-67 was considered by the Osage Minerals Council at a duly called meeting in Pawhuska, Oklahoma, at which a quorum was present and the same was adopted by a vote of 7 in favor and 1 opposed on this 26th day of September, 2011.