

EXHIBIT D
To Settlement Agreement
(Memorandum of Final Decree)

(follows this page)

MEMORANDUM OF FINAL DECREE

WHEREAS, on April 21, 2014, Sandoval County filed that certain lawsuit entitled The Board of County Commissioners of the County of Sandoval, Plaintiff, v LaFarge North America, Inc., LaFarge West, Inc., LaFarge Southwest, Inc., Mt. Adams Holdings, LLC, and M.T. Investments, in the Thirteenth Judicial District Court for Sandoval County, New Mexico, as Cause Number D-1329-CV-2014-00589 (the "Suit");

WHEREAS, on February 23, 2016, Sandoval County filed its First Amended Verified Complaint in the Suit entitled The Board of County Commissioners of the County of Sandoval, Plaintiff, v LaFarge North America, Inc., LaFarge West, Inc., LaFarge Southwest, Inc., Mt. Adams Holdings, LLC, M.T. Investments, Calmat Co., and Vulcan Materials Company, in the Thirteenth Judicial District Court for Sandoval County, New Mexico, as Cause Number D-1329-CV-2014-00589 (the "Amended Complaint");

WHEREAS, on April 12, 2016, M.T. Investments, Inc., was dismissed from the Suit; and

WHEREAS, the parties have entered into a settlement of the Suit and, in connection with such settlement, a Final Decree has been entered in the Suit that incorporates by reference the terms of the settlement and makes such enforceable by the County including by application to the Court presiding over the Suit should a party breach the terms of the settlement and Final Decree.

NOW, THEREFORE, it is agreed as follows:

1. The Final Decree and the settlement approved by its terms is available for inspection at the Clerk of the Court, Civil Division, Sandoval County, New Mexico. The offices of the Clerk of the Court are currently located at 1500 Idalia Road NE, Bernalillo, New Mexico 87104.
2. This Memorandum is being recorded in the Real Estate Records of Sandoval County, New Mexico for the purpose of providing notice of the Final Decree and the settlement approved by its terms.
3. The parcel of land (the "Land"), which is subject to the terms of the Final Decree and the settlement approved therein, is indicated as the Lafarge Placitas parcel on Exhibit "A" hereto.
4. This Memorandum will run with and bind the Land. At the request of the owner of the Land, when the reclamation of the mine has been completed and the reclamation approved by Sandoval County, the owner of the Land and Sandoval County shall file a release of this Memorandum which release shall refer to this Memorandum by date and instrument of recording and upon the filing of such release this Memorandum shall terminate and be of no further force and effect.
5. This Memorandum may be executed in any number of counterparts, including facsimile and/or electronic counterparts, each of which, when so executed and delivered, shall be

deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument.

In witness whereof, the parties to this Memorandum have set their hand and seal effective the date of entry of the Final Decree.

Sandoval County

By _____

Its: _____

LaFarge North America, Inc.

By _____

Its: _____

LaFarge West, Inc.

By _____

Its: _____

LaFarge Southwest, Inc.

By _____

Its: _____

Mt. Adams Holdings, LLC

By _____

Its: _____

Calmat Co.

By _____

Its: _____

Vulcan Materials Company

By _____

Its: _____

ACKNOWLEDGMENTS

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of the County of Sandoval, a political subdivision of the state of New Mexico.

SEAL

Notary Public

My Commission Expires: _____

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of LaFarge North America, Inc.

SEAL

Notary Public

My Commission Expires: _____

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of LaFarge North America, Inc., LaFarge West, Inc., LaFarge Southwest, Inc., Mt. Adams Holdings, LLC, M.T. Investments, Calmat Co., and Vulcan Materials Company.

SEAL

Notary Public

My Commission Expires: _____

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of LaFarge West, Inc.

SEAL

Notary Public

My Commission Expires: _____

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of LaFarge Southwest, Inc.

SEAL

Notary Public

My Commission Expires: _____

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of Mt. Adams Holdings, LLC.

SEAL

Notary Public

My Commission Expires: _____

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of Calmat Co.

SEAL

Notary Public

My Commission Expires: _____

STATE OF _____)
)ss
COUNTY OF _____)

This Memorandum was duly acknowledged before me, the undersigned notary public, this day of August, 2017, by _____, as _____ of Vulcan Materials Company.

SEAL

Notary Public

My Commission Expires: _____

Exhibit "A" - the Land

