

SEE ATTACHED SIGNATURE PAGE

Signature _____ Date _____
Title: Denver City Council

U.S. DEPARTMENT OF TRANSPORTATION

**GRANT AGREEMENT UNDER THE
FISCAL YEAR 2023 NEIGHBORHOOD ACCESS AND EQUITY PROGRAM**

This agreement is between the United States Department of Transportation (the “USDOT”) and the City and County of Denver (the “**Recipient**”).

This agreement reflects the selection of the Recipient to receive an NAE Grant for the Reunited Denver Project Globeville Elyria-Swansea.

If schedule A to this agreement identifies a Designated Subrecipient, that Designated Subrecipient is also a party to this agreement, and the parties want the Designated Subrecipient to carry out the project with the Recipient’s assistance and oversight.

The parties therefore agree to the following:

**ARTICLE 1
GENERAL TERMS AND CONDITIONS.**

1.1 General Terms and Conditions.

- (a) In this agreement, “**General Terms and Conditions**” means the content of the document titled “General Terms and Conditions Under the Fiscal Year 2023 Neighborhood Access and Equity (NAE) Notice of Funding Opportunity: FHWA Projects,” dated October 1, 2024, which is available on the RCN [website](#). The General Terms and Conditions reference the information contained in the schedules to this agreement. The General Terms and Conditions are part of this agreement.
- (b) The Recipient states that it has knowledge of the General Terms and Conditions.
- (c) The Recipient acknowledges that the General Terms and Conditions impose obligations on the Recipient and that the Recipient’s non-compliance with the General Terms and Conditions may result in remedial action, terminating of the NAE Grant, disallowing costs incurred for the Project, requiring the Recipient to refund to the USDOT the NAE Grant, and reporting the non-compliance in the Federal-government-wide integrity and performance system.

**ARTICLE 2
SPECIAL TERMS AND CONDITIONS.**

There are no special terms for this award.

**SCHEDULE A
ADMINISTRATIVE INFORMATION**

1. Application.

Application Title: Reunited Denver Project Globeville & Elyria Swansea

Application Date: 9/29/2023

2. Recipient's Unique Entity Identifier.

See section 24.3 of the General Terms and Conditions; also see page 1, item 4.

3. Recipient Contact(s).

Deb Turner, P.E.
Senior Manager
Department of Transportation & Infrastructure
201 W Colfax Ave, 5th Floor
720-923-4512
deborah.turner@denvergov.org

4. Recipient Key Personnel.

Name	Title or Position
Jennifer Bartlett	Capital Planning Lead
Sarah DiPietro	Deputy Program Director

5. USDOT Project Contact(s).

Vincent Speaks
Agreement Specialist (AS)
Office of Acquisition and Grants Management
HCFA-43, Mail Stop E62-204
1200 New Jersey Avenue, S.E.
Washington, DC 20590
(202) 366-7799
Vincent.Speaks@dot.gov

and

Division Administrator
Agreement Officer Representative (AOR)
FHWA Colorado Division
12300 W. Dakota Avenue, Suite 180
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Colorado.FHWA@fhwa.dot.gov

and

Chris Horn
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and

Ajin Hu
Grants Program Manager
FHWA Colorado Division
12300 W. Dakota Avenue, Suite 180
(720)963-3071
Ajin.Hu@dot.gov

and

Damaris Santiago
Capital Construction/Regional Partnership - Capital
Director, Office of Project Development and Environmental Review
Federal Highway Administration
Office of Planning, Environment, and Realty
1200 New Jersey Ave, SE,
Washington, DC 20590

6. Payment System.

USDOT Payment System: DELPHI eInvoicing

7. Office for Subaward and Contract Authorization.

USDOT Office for Subaward and Contract Authorization: FHWA Office of Acquisition and Grants Management

8. Federal Award Identification Number.

See section 24.2 of the General Terms and Conditions; also see page 1, item 1.

9. Designated Subrecipient.

Designated Subrecipient: None

SCHEDULE B PROJECT ACTIVITIES

1. General Project Description.

The project will re-establish and improve internal urban connectivity and multimodal personal mobility choices in an area centered on the South Platte River, between Globeville and Elyria-Swansea.

2. Statement of Work.

This project will construct a new pedestrian bridge, a new multimodal bridge and greenway, a new safety crossing at railroad tracks across National Western Center Drive and remediate a contaminated parcel adjacent to the RTD station in anticipation of development.

Base Phase:

- Element 1 Construction: Pedestrian Bridge – 48th Brighton Station. Install a new pedestrian bridge between National Western Center Campus and the 48th and Brighton Transit Station.

Option Phase 1 - Element 2, 3, and 4 (Construction only):

- Element 2 - 48th Avenue Greenway + Bettie Cram Bridge – Construct 48th Ave Greenway between Washington St and the South Platte River and construct a new multimodal bridge connecting 48th Avenue to National Western Center Campus.
- Element 3 - Construction of At-Grade Railroad Safety Improvements- Trackwork, installation of active warning devices, sidewalk and roadway surface work.
- Element 4- Environmental Remediation & Site Preparedness: Remediate buried landfill and prepare site for redevelopment.

SCHEDULE C
AWARD DATES AND PROJECT SCHEDULE

1. Award Dates.

Budget Period End Date: 10/31/2028

Period of Performance End Date: See section 4.5 of the General Terms and Conditions; also see page 1, item 6.

2. Estimated Project Schedule.

Milestone	Schedule Date
Base Phase: Element 1 - Pedestrian Bridge – 48 th Brighton Station Planned Construction Substantial Completion and Open to Traffic Date:	03/31/2027
Option Phase 1: Element 2 - 48 th Avenue Greenway + Bettie Cram Bridge,, Element 3 - At-Grade Railroad Safety Improvements, Element 4 Environmental Remediation & Site Preparedness - Planned Construction Substantial Completion and Open to Traffic Date:	10/31/2027

3. Special Milestone Deadlines.

Milestone	Deadline Date
Railroad Coordination Agreement – Element 2	January 31, 2025
Railroad Coordination Agreement – Element 3	January 31, 2025

4. Prerequisite Dates.

Milestone	Date
Added to Metropolitan Long-Range Plan	N/A
Added to Metropolitan Transportation Improvement Program (TIP)	9/23/24
Added to Statewide Transportation Improvement Program (STIP)	9/24/24
Added to Tribal Transportation Improvement Program (TTIP)	N/A

SCHEDULE D
AWARD AND PROJECT FINANCIAL INFORMATION

1. Award Amount.

NAE Grant Amount: \$35,475,000

2. Federal Obligation Information.

Federal Obligation Type: Multiple

Obligation Condition Table		
Phase and Scope of the Project	Phase of the NAE Grant	Obligation Condition
Base Phase: Element 1- Pedestrian Bridge – 48 th Brighton Station	\$10,000,000	
Optional Phase 1: Element 2- Bettie Cram Bridge Planned Construction, Element 3- At-Grade Railroad Safety Improvements, Element 4 - Environmental Remediation & Site Preparedness	\$25,475,000	If the FHWA Colorado Division Office confirms the Recipient has met all the applicable Federal State, and local requirements.

3. Approved Project Budget.

Eligible Project Costs			
	Base Phase: Element 1- Pedestrian Bridge – 48th Brighton Station	Option Phase 1: Element 2- Bettie Cram Bridge Planned Construction, Element 3- At-Grade Railroad Safety Improvements, Element 4 - Environmental Remediation & Site Preparedness	Total
NAE Funds:	\$10,000,000	\$25,475,000	\$35,475,000
Other Federal Funds:	\$0.00	\$0.00	\$0.00
Non Federal Funds	\$13,609,503	\$19,586,306	\$33,195,809
Total	\$23,609,503	\$45,061,306	\$68,670,809

4. Approved Pre-award Costs

None. The USDOT has not approved under this award any pre-award costs under 2 C.F.R. 200.458.

**SCHEDULE E
CHANGES FROM APPLICATION**

INSTRUCTIONS FOR COMPLETING SCHEDULE E: Describe all material differences between the scope, schedule, and budget described in the application and the scope, schedule, budget described in schedules B–D. The purpose of this schedule E is to clearly and accurately document the differences in scope, schedule, and budget to establish the parties’ knowledge and acceptance of those differences. If there are notable changes in aspects of the Project other than scope, schedule, and budget (*e.g.*, recipient changes), those changes should also be described. See section 3.1 of the General Terms and Conditions.

Scope: No changes

Schedule: No changes

Budget:

The table below provides a summary comparison of the Project budget. The project cost was slightly higher than requested and the Non-Federal Funds amount has increased due to a cost increase on Element 1: Pedestrian Bridge in the 100% Engineer’s Estimate.

Fund Source	Application		Schedule D	
	\$	%	\$	%
Previously Incurred Costs				
Federal Funds				
Non-Federal Funds				
Total Previously Incurred Costs				
Future Eligible Project Costs				
NAE Funds	\$35,436,606	52	\$35,475,000	52
Other Federal Funds				
Non-Federal Funds	\$32,475,000	48	\$33,195,809	48
Total Future Eligible Project Costs	\$67,911,306		\$68,670,809	100
Total Project Costs	\$67,911,306		\$68,670,809	

Other:

SCHEDULE F
NAE PROGRAM DESIGNATIONS

1. Capital Construction or Planning Designation.

Capital-Planning Designation: Capital

2. Regional Partnership Challenge Grant

Regional Partnership Designation: No

3. Economically Disadvantaged Community Designation.

Economically Disadvantaged Community Designation: Yes

4. Funding Source.

Funding Source: General Fund

5. Security Risk Designation: Low

SCHEDULE G
NAE PERFORMANCE MEASUREMENT INFORMATION

Measure #1:

Name:	Mode safety at 48 th Ave/Bettie Cram Bridge
Description:	Annual and/or monthly count of serious injuries/fatalities by mode
Merit Criterion:	Safety, Mobility
Measurement Frequency:	Annual
Measurement Location(s):	48 th Avenue @ Bettie Cram Bridge
Projected Outcome:	Projected value anticipated to be 0 serious bicycle injuries/fatalities, 0 serious pedestrian injuries/fatalities, 0 serious vehicle injuries/fatalities

Measure #2:

Name:	Passenger Counts at Rail Station
Description:	Count of the passenger boardings and alightings at stations within the project area.
Merit Criterion:	Mobility and Community Connectivity
Measurement Frequency:	Annual
Measurement Location(s):	RTD station
Projected Outcome:	Increase in passenger boardings and alightings

Reserved.

SCHEDULE H
CLIMATE CHANGE AND ENVIRONMENTAL JUSTICE IMPACTS

1. Consideration of Climate Change and Environmental Justice Impacts.

The Recipient states that rows marked with “X” in the following table are accurate:

	The Project is a planning project and incorporates consideration of climate change and environmental justice impacts. <i>(Identify how the planning project incorporates consideration of climate change and environmental justice impacts in the narrative below.)</i>
x	The Project directly supports a Local/Regional/State Climate Action Plan that results in lower greenhouse gas emissions. <i>(Identify the plan in the supporting narrative below.)</i>
	The Project directly supports a Local/Regional/State Equitable Development Plan that results in lower greenhouse gas emissions. <i>(Identify the plan in the supporting narrative below.)</i>
	The Project directly supports a Local/Regional/State Energy Baseline Study that results in lower greenhouse gas emissions. <i>(Identify the plan in the supporting narrative below.)</i>
x	The Recipient or a project partner used environmental justice tools, such as the Climate & Economic Justice Screening Tool (CEJST), USDOT’s Equitable Transportation Community (ETC) Explorer, or the EPA’s EJSCREEN, to minimize adverse impacts of the Project on environmental justice communities. <i>(Identify the tool(s) in the supporting narrative below.)</i>
	The Project supports a modal shift in freight or passenger movement to reduce emissions or reduce induced travel demand. <i>(Describe that shift in the supporting narrative below.)</i>
	The Project utilizes demand management strategies to reduce congestion, induced travel demand, and greenhouse gas emissions. <i>(Describe those strategies in the supporting narrative below.)</i>
	The Project incorporates electrification infrastructure, zero-emission vehicle infrastructure, or both. <i>(Describe the incorporated infrastructure in the supporting narrative below.)</i>
	The Project supports the installation of electric vehicle charging stations. <i>(Describe that support in the supporting narrative below.)</i>
	The Project promotes energy efficiency. <i>(Describe how in the supporting narrative below.)</i>
	The Project serves the renewable energy supply chain. <i>(Describe how in the supporting narrative below.)</i>
	The Project improves disaster preparedness and resiliency <i>(Describe how in the supporting narrative below.)</i>
	The Project avoids adverse environmental impacts to air or water quality, wetlands, and endangered species, such as through reduction in Clean Air Act criteria pollutants and greenhouse gases, improved stormwater management, or improved habitat connectivity. <i>(Describe how in the supporting narrative below.)</i>
	The Project repairs existing dilapidated or idle infrastructure that is currently causing environmental harm. <i>(Describe that infrastructure in the supporting narrative below.)</i>
	The Project supports or incorporates the construction of energy- and location-efficient buildings. <i>(Describe how in the supporting narrative below.)</i>
	The Project includes recycling of materials, use of materials known to reduce or reverse carbon emissions, or both. <i>(Describe the materials in the supporting narrative below.)</i>
	The Recipient has taken other actions to consider climate change and environmental justice impacts of the Project. <i>(Describe those actions in the supporting narrative below.)</i>
	The Recipient has not yet taken actions to consider climate change and environmental justice impacts of the Project but, before beginning construction of the Project, will take relevant actions described in schedule B. <i>(Identify the relevant actions from schedule B in the supporting narrative below.)</i>
	The Recipient has not taken actions to consider climate change and environmental justice impacts of the Project and will not take those actions under this award.

2. Supporting Narrative.

The Project directly supports a Local Climate Action Plan that results in lower greenhouse gas emissions.

Denver's Climate Action Plan (2018) presents a City-wide goal to reduce GHG emissions from 2019 levels. This project directly supports the City's goal to dedicate 50% of Climate Action funding to directly benefit people of color, Indigenous people, low-income households, people living with chronic health conditions, children, older adults, and others most impacted by climate change.

In addition, *Denver Moves Everyone 2050* is a citywide plan that prioritizes equitable and safe solutions and seeks to improve the movement of goods and services. The plan focuses on improving rolling, walking, bicycling, transit, and driving. This project furthers *Denver Moves Everyone 2050* by improving narrow and missing sidewalks, improving transit stops, and adding landscaping, adding turn lanes to improve traffic flow; replacing existing streetlights with energy efficient LEDs along the corridor; and installing improved drainage and stormwater functions to improve water quality and address continued local drainage and regional flooding from the nearby South Platte River.

The Recipient or a project partner used environmental justice tools, such as the EJSCREEN, to minimize adverse impacts of the Project on environmental justice communities.

Denver used EJSCREEN as a basis for public outreach during the NEPA phase to solicit feedback that will identify community-preferred methods to avoid, minimize, or mitigate adverse impacts of the project on the neighborhood community.

Schedule I
Equity And Barriers To Opportunity

1. Efforts to Improve Equity and Reduce Barriers to Opportunity.

The Recipient states that rows marked with “X” in the following table are accurate :

	The Project is a planning project and incorporates consideration of racial equity and barriers to opportunity. <i>(Identify how the planning project incorporates consideration of racial equity and barriers to opportunity in the narrative below.)</i>
	A racial equity impact analysis has been completed for the Project. <i>(Identify a report on that analysis or, if no report was produced, describe the analysis and its results in the supporting narrative below.)</i>
X	The Recipient or a project partner has adopted an equity and inclusion program/plan, or has otherwise instituted equity-focused policies related to project procurement, material sourcing, construction, inspection, hiring, or other activities designed to ensure racial equity in the overall delivery and implementation of the Project. <i>(Identify the relevant programs, plans, or policies in the supporting narrative below.)</i>
	The Project includes physical-barrier-mitigating land bridges, caps, lids, linear parks, and multimodal mobility investments that either redress past barriers to opportunity or that proactively create new connections and opportunities for underserved communities that are underserved by transportation. <i>(Identify the relevant investments in the supporting narrative below.)</i>
	The Project includes new or improved walking, biking, and rolling access for individuals with disabilities, especially access that reverses the disproportional impacts of crashes on people of color and mitigates neighborhood bifurcation. <i>(Identify the new or improved access in the supporting narrative below.)</i>
	The Project includes new or improved freight access to underserved communities to increase access to goods and job opportunities for those underserved communities. <i>(Identify the new or improved access in the supporting narrative below.)</i>
	The Recipient has taken other actions related to the Project to improve racial equity and reduce barriers to opportunity. <i>(Describe those actions in the supporting narrative below.)</i>
	The Recipient has not yet taken actions related to the Project to improve racial equity and reduce barriers to opportunity but, before beginning construction of the Project, will take relevant actions described in schedule B. <i>(Identify the relevant actions from schedule B in the supporting narrative below.)</i>
	The Recipient has not taken actions related to the Project to improve racial equity and reduce barriers to opportunity and will not take those actions under this award.

2. Supporting Narrative.

The Recipient or a project partner has adopted an equity and inclusion program/plan or has otherwise instituted equity-focused policies related to project procurement, material sourcing, construction, inspection, hiring, or other activities designed to ensure racial equity in the overall delivery and implementation of the Project.

Denver’s Department of Transportation and Infrastructure is actively participating in the Construction Empowerment Initiative (CEI), Conference of Minority Transportation Officials and Hispanic Contractors of Colorado meetings to encourage minority-owned business involvement. In addition, Denver will utilize the Denver Economic Development Office’s

Construction Careers Pilot program, WORKNOW, which seeks to uplift employees with skills training and support, MWBEs and SBEs, and provide support to small businesses.

3. Community Engagement Activities.

Through final design of the 48th Ave Greenway and Bettie Cram Bridge we'll have routine communication (updates, requests for feedback on design) through the CAG meetings and project website. Once construction starts, there will be extensive public involvement including website updates, fliers, public meetings, email distribution, hotline for people to call. All communications and community engagement are coordinated by a dedicated team, the GES Program of Projects communication team or GES PoP team.

4. Activities to Safeguard Affordability.

The 2016 Gentrification Study: Mitigating Involuntary Displacement report recognized scaled and thoughtful investments would prevent displacement. The multimodal investments in this grant application are designed to provide internal circulation to the residents of GES (identified in Figure 1 on the preceding page). Affordable transportation and housing have been a barrier to income equity to many GES residents. This Project facilitates a 15-minute walk-shed to the major amenities in the area and would generate thousands of construction jobs.

**SCHEDULE J
LABOR AND WORKFORCE**

1. Efforts to Support Good-Paying Jobs and Strong Labor Standards

The Recipient states that rows marked with “X” in the following table are accurate:

	The Project is a planning project. <i>(Identify in the narrative below the extent to which, if any, the planning project incorporates consideration of good-paying jobs and strong labor standards.)</i>
	The Recipient or a project partner has adopted the use of project labor agreements in the overall delivery and implementation of the Project. <i>(Identify the relevant agreements and describe the scope of activities they cover in the supporting narrative below.)</i>
	The Recipient or a project partner has adopted the use of local and economic hiring preferences in the overall delivery and implementation of the Project, subject to all applicable State and local laws, policies, and procedures. <i>(Describe the relevant provisions in the supporting narrative below.)</i>
	The Recipient or a project partner has adopted the use of registered apprenticeships in the overall delivery and implementation of the Project. <i>(Describe the use of registered apprenticeship in the supporting narrative below.)</i>
	The Recipient or a project partner will provide training and placement programs for underrepresented workers in the overall delivery and implementation of the Project. <i>(Describe the training programs in the supporting narrative below.)</i>
	The Recipient or a project partner will support free and fair choice to join a union in the overall delivery and implementation of the Project by investing in workforce development services offered by labor-management training partnerships or setting expectations for contractors to develop labor-management training programs. <i>(Describe the workforce development services offered by labor-management training partnerships in the supporting narrative below.)</i>
	The Recipient or a project partner will provide supportive services and cash assistance to address systemic barriers to employment to be able to participate and thrive in training and employment, including childcare, emergency cash assistance for items such as tools, work clothing, application fees and other costs of apprenticeship or required pre-employment training, transportation and travel to training and work sites, and services aimed at helping to retain underrepresented groups like mentoring, support groups, and peer networking. <i>(Describe the supportive services and/or cash assistance provided to trainees and employees in the supporting narrative below.)</i>
x	The Recipient or a project partner has documented agreements or ordinances in place to hire from certain workforce programs that serve underrepresented groups. <i>(Identify the relevant agreements and describe the scope of activities they cover in the supporting narrative below.)</i>

	<p>The Recipient or a project partner participates in a State/Regional/Local comprehensive plan to promote equal opportunity, including removing barriers to hire and preventing harassment on work sites, and that plan demonstrates action to create an inclusive environment with a commitment to equal opportunity, including:</p> <ol style="list-style-type: none"> a. affirmative efforts to remove barriers to equal employment opportunity above and beyond complying with Federal law; b. proactive partnerships with the U.S. Department of Labor’s Office of Federal Contract Compliance Programs to promote compliance with EO 11246 Equal Employment Opportunity requirements; c. no discriminatory use of criminal background screens and affirmative steps to recruit and include those with former justice involvement, in accordance with the Fair Chance Act and equal opportunity requirements; d. efforts to prevent harassment based on race, color, religion, sex, sexual orientation, gender identity, and national origin; e. training on anti-harassment and third-party reporting procedures covering employees and contractors; and f. maintaining robust anti-retaliation measures covering employees and contractors. <p><i>(Describe the equal opportunity plan in the supporting narrative below.)</i></p>
	<p>The Recipient has taken other actions related to the Project to create good-paying jobs with the free and fair choice to join a union and incorporate strong labor standards.</p> <p><i>(Describe those actions in the supporting narrative below.)</i></p>
	<p>The Recipient has not yet taken actions related to the Project to create good-paying jobs with the free and fair choice to join a union and incorporate strong labor standards but, before beginning construction of the Project, will take relevant actions described in schedule B. <i>(Identify the relevant actions from schedule B in the supporting narrative below.)</i></p>
	<p>The Recipient has not taken actions related to the Project to improving good-paying jobs and strong labor standards and will not take those actions under this award.</p>

2. Supporting Narrative.

The Recipient or a project partner has documented agreements or ordinances in place to hire from certain workforce programs that serve underrepresented groups.

The City’s WorkNow and other programs align with Executive Order 14025, Executive Order 14052, and EO 11246, 30 FR 12319, and as amended. Under Section 503 of the Rehabilitation Act, the City will work with contractors to include an aspirational goal to hire workers with disabilities. The City’s WorkNow program supports FHWA’s 86 FR 27667, that encourages federal funding recipients to incorporate hiring preferences or innovative contracting approaches that target outcomes for historically disadvantaged communities. DOTI would target the hiring of the historically disadvantaged residents of GES zip codes for this proposed federally funded project.