

**MEMORANDUM OF AGREEMENT
AMONG THE U.S. GENERAL SERVICES ADMINISTRATION, THE U.S.
DEPARTMENT OF VETERANS AFFAIRS EASTERN COLORADO HEALTH CARE
SYSTEM, THE COLORADO STATE HISTORIC PRESERVATION OFFICE, AND THE
ADVISORY COUNCIL ON HISTORIC PRESERVATION
REGARDING THE CONVEYANCE OF TITLE FOR
A PORTION OF THE FORMER DENVER VETERANS AFFAIRS MEDICAL CENTER
1055 CLERMONT STREET, DENVER, CO 80220**

WHEREAS, this Memorandum of Agreement (“MOA” or “Agreement”), inclusive of all exhibits, is made as of this March 29, 2022, by the U.S. General Services Administration (“GSA”), the U.S. Department of Veterans Affairs Eastern Colorado Health Care System (“VA”), the Colorado State Historic Preservation Office (“SHPO”), and the Advisory Council on Historic Preservation (“ACHP”) (referred to collectively herein as the “Signatories” or individually as a “Signatory”), pursuant to Section 106 of the National Historic Preservation Act (“NHPA”) 54 U.S.C. § 306108, and its implementing regulations at 36 C.F.R. Part 800; and

WHEREAS, VA is the federal agency with administrative control, custody, and accountability on behalf of the United States of the former Denver Veterans Affairs Medical Center (“DVAMC”) located at 1055 Clermont Street, Denver, CO 80220; and

WHEREAS, VA constructed a new facility, the Rocky Mountain Regional Veterans Affairs Medical Center (“RMRVAMC”), located at 1700 N. Wheeling Street, Aurora, CO 80045, to replace the DVAMC; and

WHEREAS, on July 22, 2020, VA determined an approximately 8.265 acre portion of the former DVAMC, with improvements identified as buildings 1, 19, 21, 24, 39, and PS (parking structure), (the “Property”) (Exhibit A: Property Map), excess to the agency’s needs and, pursuant to the Federal Assets Sale and Transfer Act (FASTA), P.L. 114-287, submitted its Report of Excess (“ROE”) to GSA on July 23, 2020; and

WHEREAS, GSA is the federal agency with responsibility to convey title of the Property pursuant to FASTA, P.L. 114-287, and is proposing to convey title to non-federal parties through public sale (the “Undertaking”); and

WHEREAS, VA has designated GSA the lead federal agency for the Undertaking in accordance with 36 C.F.R. § 800.2(a)(2); and

WHEREAS, GSA, in consultation with the SHPO, determined the Area of Potential Effects (“APE”) for the Undertaking as the DVAMC (Exhibit B: Area of Potential Effects Map); and

WHEREAS, GSA, in consultation with the SHPO, has acknowledged DVAMC Buildings 1, 4, 6 and 8 as contributing resources to a district eligible for the National Register of Historic Places (NRHP) under Criteria A (Historic Events) (SHPO # 5DV.12279), and has identified DVAMC as a Historic Property (“Historic Property”) located within the APE; and

WHEREAS, Building 1 is located within the Property to be conveyed out of federal ownership as part of this Undertaking and Buildings 4, 6, and 8 are located within the APE, but will be remaining in Federal ownership within the parcel to be retained by VA (the “Retained Parcel”); and

WHEREAS, GSA, in consultation with the SHPO and VA, and in accordance with 36 C.F.R. § 800.3(f), invited the following agencies and organizations to participate in the Section 106 process: on March 5, 2021, the City and County of Denver Certified Local Government (CLG), Colorado Preservation, Inc., Historic Denver, Inc., and the Inter-Neighborhood Cooperation (INC), and on March 23, 2021, the Bellevue-Hale Neighborhood Association, and on April 14, 2021, the United Veterans Coalition of Colorado, and all but Colorado Preservation, Inc. and the Inter-Neighborhood Cooperation (INC) elected to participate as consulting parties; and

WHEREAS, GSA, in consultation with the SHPO, and in accordance with 36 C.F.R. § 800.3(f)(2), sent individual invitations on April 14, 2021, to the following Indian tribes: Apache Tribe of Oklahoma, Arapaho Tribe of the Wind River Reservation, Wyoming, Cheyenne and Arapaho Tribes, Oklahoma, Comanche Nation, Oklahoma, Fort Belknap Indian Community of the Fort Belknap Reservation of Montana, and the Northern Cheyenne Tribe of the Northern Cheyenne Indian Reservation, Montana, and none elected to participate as consulting parties. An email, dated May 11, 2021, was received from the Northern Cheyenne Tribe of the Northern Cheyenne Indian Reservation, stating agreement with the SHPO’s adverse effect opinion; and

WHEREAS, in a letter dated April 14, 2021, in accordance with 36 C.F.R. § 800.6(a)(1), GSA notified the ACHP of its adverse effect finding; and while the ACHP chose not to participate in the consultation at that time, in a letter dated December 3, 2021, GSA requested ACHP’s participation and advisory assistance in accordance with 36 CFR 800.6(a)(1)(i)(A), and in a letter dated December 6, 2021, ACHP notified GSA, pursuant to 36 C.F.R. § 800.6(a)(1)(iii), of ACHP’s decision to participate in the consultation; and

WHEREAS, the SHPO, Historic Denver, Inc., the Bellevue-Hale Neighborhood Association, the City and County of Denver Certified Local Government (CLG), the United Veterans Coalition of Colorado, and the ACHP comprise the consulting parties (“Consulting Parties”); and

WHEREAS, GSA sought public comment and input, in accordance with 36 C.F.R. § 800.2(d); and held three virtual consultation meetings, on April 29, 2021, May 27, 2021, and January 5, 2022, that together included participants from each of the Consulting Parties which represent the public; and

WHEREAS, GSA, in consideration of 36 C.F.R. § 800.5(a)(2)(vii), has found that the Undertaking will have adverse effects on the Historic Property and has consulted to resolve the adverse effects in accordance with 36 C.F.R. § 800.6; and

NOW, THEREFORE, the Signatories agree that the Undertaking shall be implemented in accordance with the following stipulations to take into account the effect of the Undertaking on the Historic Property and have determined the appropriate mitigation as hereinafter set forth.

STIPULATIONS

I. CONVEYANCE

GSA will ensure that the following measures are carried out:

- A. GSA will provide, in its disposal sale offering materials, information and documentation about the Property, including but not limited to:
 - a. Information regarding the historic status of the Property;
 - b. Information from materials provided to GSA by SHPO and/or CLG concerning potential financial incentives available for rehabilitation of historic properties; and
 - c. A notice that the Property will be subject to Denver's landmark preservation ordinance (Chapter 30 of the Denver Revised Municipal Code).
- B. During the sale of the Property, GSA will host a public event ("Industry Day").
 - a. Among other topics relevant to the sale of the Property, the Industry Day will include a segment with historic-related topics ("History Segment").
 - b. A draft Industry Day agenda has been attached to this MOA (Exhibit C: Draft Industry Day Agenda). The Industry Day agenda and details relating to the History Segment will be finalized in accordance with the following:
 - i. GSA will invite the SHPO and any other interested Consulting Parties to present during the History Segment; and will seek Consulting Party recommendations for other organizations who may be interested in presenting during this segment.
 - ii. GSA will work to accommodate reasonable presentation durations within the context of the History Segment and the overall time frames of the Industry Day agenda.
 - iii. GSA will submit Industry Day materials to the Consulting Parties, including but not limited to, whether the event will be in person or virtual, the planned date, and a draft agenda.
 - iv. Within two (2) weeks of distribution by GSA, Consulting Parties may submit comments regarding the Industry Day materials to GSA.
 - v. GSA will take into account Consulting Party comments on the Industry Day materials which are received within the two (2) week submittal period and will provide Consulting Parties electronic copies of the final materials at least two (2) weeks prior to the Industry Day.

1. The final materials will remain subject to changes outside of GSA's control, such as cancellations or the unexpected need to change the event date or location; as well as changes made to elements of the agenda not within the History Segment.
 - c. Presentations prepared for the Industry Day by a Consulting Party will be submitted to GSA at least ten (10) days in advance of the Industry Day.
 - d. Information about the Industry Day (ie. agenda) will be posted on GSA's auction website, RealEstateSales.gov, and at disposal.gsa.gov at least two (2) weeks in advance of the Industry Day. GSA may also publicize the event via other methods, such as advertisements, real estate websites, through email blasts, and press releases.
 - e. Formal notices or communications required or permitted to be given under this MOA, will be submitted pursuant to Stipulation III, below. General Industry Day preparation and agenda planning will be coordinated by Veronica Vorva, Realty Specialist.
 - i. Contact information:
Veronica C. Vorva, Realty Specialist
U.S. General Services Administration
Real Property Utilization and Disposal Division (7PZ)
819 Taylor St., Fort Worth, TX 76102
Email: veronica.vorva@gsa.gov
- C. GSA will provide all Signatories a complete copy of this MOA, including signature pages and exhibits, within seven (7) days of execution.
- D. Within thirty (30) days of conveyance of the Property, GSA will provide SHPO with the name and contact information of the new property owner(s), along with a copy of the recorded quitclaim deed, recorded with the Denver County, CO Office of the Clerk and Recorder.

II. HISTORIC PROPERTY INTERPRETATION

VA will ensure that the following measures are carried out:

- A. Subject to Stipulation VIII, below, VA will design and develop permanent physical interpretive materials to be installed and maintained within the RMRVAMC and at a location on the Retained Parcel, as well as produce the same in digital format to be made available online as part of the VA's 'Eastern Colorado Health Care' website.
- B. The interpretive materials will include, at a minimum:
 - a. Overview of DVAMC site history;
 - b. Overview of DVAMC facility history, with concentration on Buildings 1, 4, 6,

and 8; and

- c. Discussion of DVAMC architectural history.
- C. The interpretive materials will be developed by a qualified professional meeting the Secretary of the Interior's Professional Qualification Standards.
- D. VA will submit details regarding the proposed scope of work for the interpretive materials to the Consulting Parties within six (6) months of execution of this MOA. VA will take into account comments received from the Consulting Parties within thirty (30) days of submittal.
- E. VA will submit draft interpretive materials, with proposed text, graphics and locations for installation, to the Consulting Parties within twelve (12) months of execution of this MOA. VA will take into account comments received from the Consulting Parties within thirty (30) days of distributing draft materials.
- F. VA will finalize the interpretive materials, install them at the RMRVMAC and Retained Parcel locations determined in consultation with Consulting Parties, in accordance with Stipulation II.E., post the digital format to VA's 'Eastern Colorado Health Care' website within eighteen (18) months of execution of this MOA, and notify Consulting Parties of completion of the interpretation via electronic mail.

III. COMMUNICATIONS

Any notice or other communication required or permitted to be given under this MOA will be sufficiently given or delivered if provided in writing and transmitted by personal messenger, certified mail, return receipt requested, or overnight delivery service with receipt confirmation, and addressed as follows:

A. In the case of a notice or communication to GSA:

Attn: Regional Historic Preservation Officer
Andrea Collins
U.S. General Services Administration
Public Buildings Service
Denver Federal Center, Building 41, Room 240
Lakewood, CO 80225

B. In the case of a notice or communication to VA:

Attn: Jonathan Kerr
VA Eastern Colorado Health Care System
1700 N Wheeling ST
Aurora, CO 80045

C. In the case of a notice or communication to SHPO:

Attn: Architectural Services Manager
Joseph Saldibar
History Colorado
1200 Broadway
Denver, CO 80203

IV. DURATION

This MOA will expire two (2) years from execution. Prior to such time, GSA may consult with the other Signatories to reconsider the terms of the MOA and amend it in accordance with Stipulation VI below.

V. DISPUTE RESOLUTION

Should any Signatory object at any time to any actions proposed, or how the terms of this MOA are implemented, GSA and/or VA, as appropriate, will consult with such party to resolve the objection. If GSA and/or VA, as appropriate, determines that such objection cannot be resolved, the appropriate agency will:

- A. Forward all documentation relevant to the dispute, including the appropriate agency's proposed resolution, to the ACHP. The ACHP will provide the appropriate agency and SHPO with its advice on the resolution of the objection within thirty (30) days of receiving adequate documentation. Prior to reaching a final decision on the dispute, the appropriate agency will prepare a written response to any timely comments regarding the dispute from the Signatories and provide them with a copy of this written response. The appropriate agency will then proceed according to its final decision.
- B. If the ACHP does not provide its advice regarding the dispute within the thirty (30) day period, the appropriate agency may make a final decision on the dispute and proceed accordingly. Prior to reaching such a final decision, the appropriate agency will prepare a written response to any timely comments regarding the dispute from the Signatories and provide them with a copy of such written response.
- C. It is each agency's responsibility to carry out the terms of this MOA that are not the subject of the dispute.

VI. AMENDMENTS

This MOA may be amended when such an amendment is agreed to in writing by all Signatories. The amendment will be effective on the date a copy signed by the Signatories is filed with the ACHP.

VII. TERMINATION

- A. If any Signatory determines that its terms will not or cannot be carried out, that party will immediately consult with the other Signatories to attempt to develop an amendment per Stipulation VI, above. If within thirty (30) days an amendment cannot be reached, any Signatory may terminate the MOA upon written notification to the other Signatories.
- B. Once the MOA is terminated, and prior to work continuing on the Undertaking, the appropriate agency must either (a) execute an MOA pursuant to 36 C.F.R. § 800.6 or (b) request, take into account, and respond to the comments of the ACHP under 36 C.F.R. § 800.7. The appropriate agency will notify the Signatories as to the course of action it will pursue.

VIII. ANTI-DEFICIENCY ACT

GSA and VA obligations under this MOA are subject to the availability of funds and the stipulations of this MOA are subject to the provisions of the Anti-Deficiency Act (31 U.S.C. § 1341). GSA and VA will make reasonable and good faith efforts to secure the necessary funds to implement this MOA in its entirety. If compliance with the Anti-Deficiency Act alters or impairs its ability to implement the stipulations of this MOA, GSA and/or VA, as appropriate, will consult with the other signatories in accordance with the amendment and termination procedures in Stipulations VI and VII.

IX. REGULATORY COMPLIANCE

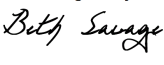
Execution of this MOA by the Signatories and implementation of its terms evidence that GSA and VA, as applicable, have taken into account the effects of this Undertaking on historic properties and afforded the ACHP an opportunity to comment and therefore have complied with their requirements under Section 106 of the NHPA.

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A PORTION OF THE FORMER DENVER VETERANS AFFAIRS MEDICAL CENTER
1055 CLERMONT STREET, DENVER, CO 80220**

The parties hereto execute this MOA on the dates hereinafter identified.

SIGNATORIES

U.S. General Services Administration

By: DocuSigned by:

Beth L. Savage
Federal Preservation Officer
U.S. General Services Administration
beth.savage@gsa.gov
(202) 208-1936

Date: 3/24/2022

By: DocuSigned by:

Giancarlo Brizzi
PBS Regional Commissioner
U. S. General Services Administration
giancarlo.brizzi@gsa.gov
(817) 235-6240

Date: 3/25/2022

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SIGNATORIES

U.S. Department of Veterans Affairs

By: DocuSigned by: Thomas Talamante Date: 3/25/2022
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Thomas Talamante
Acting Director, Eastern Colorado Health Care System
U.S. Department of Veterans Affairs
thomas.talamante@va.gov
(720) 723-3249

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SIGNATORIES

State Historic Preservation Office, History Colorado

By: DocuSigned by:
Patrick A Eidman

Date: 3/25/2022

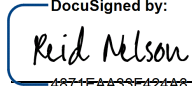
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Patrick Eidman
Chief Preservation Officer
Deputy State Historic Preservation Officer
History Colorado
patrick.eidman@state.co.us
(303) 866-4038

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The parties hereto execute this MOA on the dates hereinafter identified.

SIGNATORIES

Advisory Council on Historic Preservation

By:  _____
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Date: 3/29/2022 _____

Reid Nelson
Executive Director, Acting
Advisory Council on Historic Preservation
rnelson@achp.gov
(202) 517-0200

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List of Exhibits

- Exhibit A –Property Map
- Exhibit B – Area of Potential Effects Map
- Exhibit C – Draft Industry Day Agenda