

Request for Proposals for An Operator of Rail Service on the Santa Paula Branch Line

I. Introduction

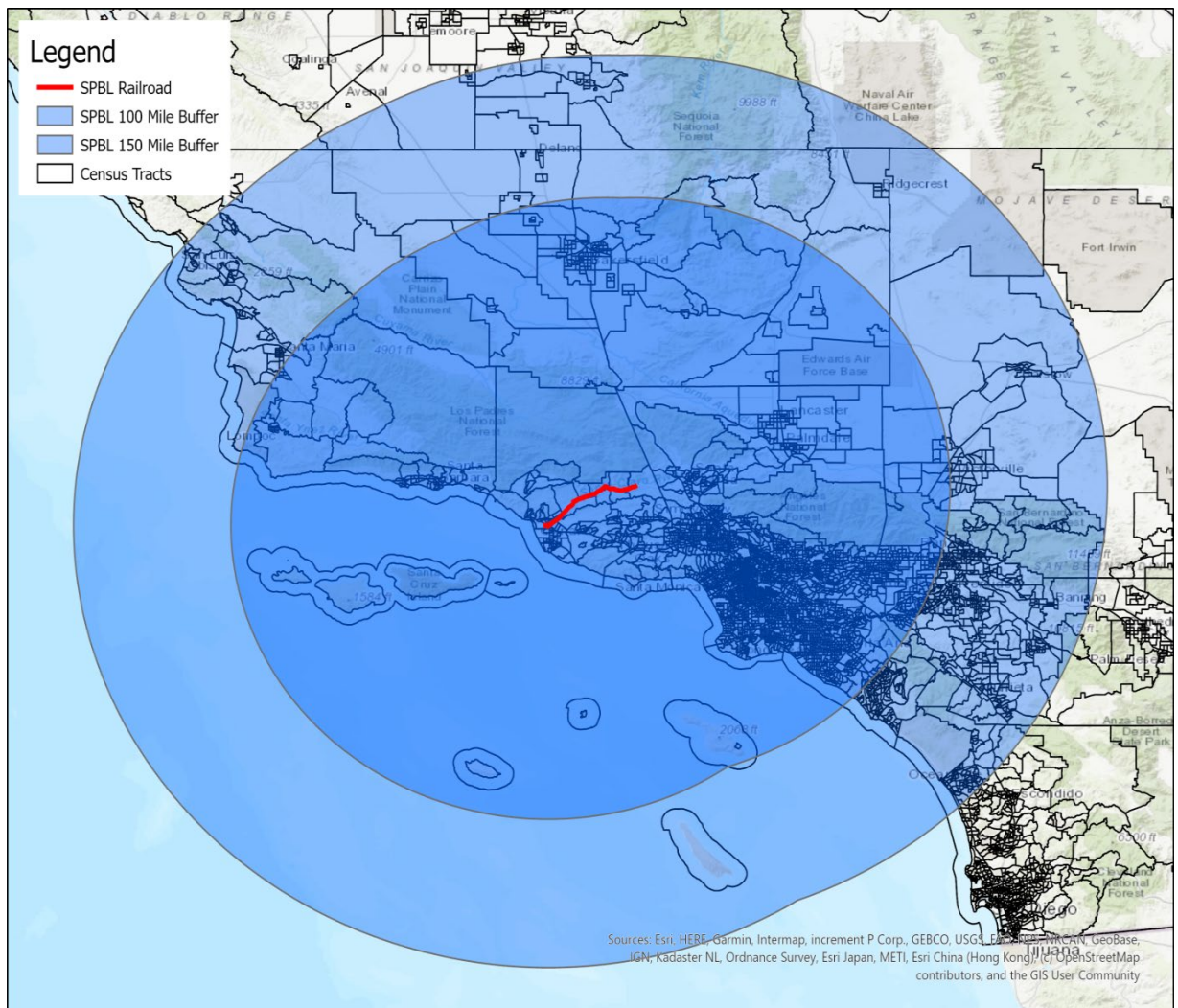
The Ventura County Transportation Commission (VCTC) is the designated Regional Transportation Planning Agency for Ventura County. The services being solicited are any combination of a potential excursion operation, movie train operations and other movie support activities, freight rail operation consistent with the terms of agreement with Union Pacific as may be modified in the future, and maintenance of the infrastructure to support any proposed operations and meet contractual and regulatory obligations as enumerated in this RFP and supporting documents.

The Ventura County Transportation Commission (VCTC or Commission) was created by Senate Bill 1880 (Davis), Chapter 1136 of the Public Utilities Code in September of 1988 (effective January 1, 1989) as the successor agency to the Ventura County Association of Governments (VCAG) assuming all the assets and liabilities of that body. In 2004, VCTC was reorganized under Assembly Bill 2784, expanding the Commission to its current configuration of a seventeen-member board composed of five Ventura County Supervisors; ten City Council members; two non-elected public appointees, one representing the cities and one representing the county. In addition to the above membership, the Governor appoints an Ex-Officio member to the Commission, usually the Caltrans District #7 Director.

VCTC is soliciting proposals for the Santa Paula Branch Line from interested parties to utilize the railway right of way, which includes the area fifteen feet to each side of the center line of all railroad tracks (“Railroad Right of Way”) and rail infrastructure within the VCTC owned Santa Paula Branch Line corridor for any purpose which is consistent with the original intent of the acquisition of the line, preserves the integrity of the asset and supports the interest of the communities through which the line runs. For reference, the current agreements permit the following types of activities and rail services: (a) still and motion picture productions; (b) filming

of television, commercials, and other still and motion television promotional activities; (c) video productions and any other still or motion related media events; (d) freight service; (e) mail and express service; (f) public/tourist excursions; (g) charter and dinner train operations; and (h) placement of informational/directional signs.

The Santa Paula Branch Line railroad is located in Ventura County, California, within the scenic and productive Santa Clara River Valley, stretching 32 miles from the coastal City of San Buenaventura (better known as Ventura), past the picturesque lemon and avocado orchards of unincorporated Ventura County, continuing through the historic small cities of Santa Paula and Fillmore, and ending in the unincorporated community of Piru. Located in Southern California, 60 miles from downtown Los Angeles, over 15 million people live within a 100 miles radius of the Santa Paula Branch Line railroad.



With a population of 850,000 residents and 43 miles of Pacific Ocean coastline, Ventura County is a special place, one that honors its open space and agricultural landscapes, while fostering growth in manufacturing and advanced technology. As noted by the Ventura County Economic Vitality Strategic Plan, “Ventura County offers a diverse economic base, highly skilled workforce and access to major markets, creating a unique advantage for those starting, expanding or relocating a business.” Further, the 2019 Ventura County Comprehensive Economic Development Strategy notes that, “Ventura County is blessed by a strong overall condition and quality of life. We are among the nation’s wealthiest metro regions, with low unemployment and a diverse economy, strong in manufacturing, life sciences, health services and agriculture. Our overall Cost of Living Index score is on a par with our central coast neighbors and our communities are more affordable than Los Angeles, Orange and San Diego Counties.”

With its railroad depots and infrastructure, the Santa Paula Branch Line railroad has served as a backdrop for television and film production, including films such as *The Three Amigos*, *Throw Momma from the Train*, *Seabiscuit*, *Race to Witch Mountain*, and *Water for Elephants*, along with numerous television and commercial productions. The eastern portion of the railroad, including Piru, is recognized as being located within the 30-miles Los Angeles Studio Zone (also known as the “thirty-mile zone” or “TMZ”), and Fillmore is located within the Secondary Studio Zone, which incentivizes television and film production, as the Studio Zone is “used by union film projects to determine per diem rates and driving distances for crew members,” according to the California Film Commission.

The Santa Paula Branch Line is a centerpiece of the area known as Heritage Valley (<http://heritagevalley.net/>). With an existing base of agri-tourism in the region, the railroad presents opportunities to foster and collaborate with an expanding industry, complete with farm stores and food festivals. The region also has significant potential to leverage existing and planned future active transportation infrastructure for bicycle tourism, such as the Santa Paula Branch Line Recreational Trail, a “rails-*with*-trails” project that includes completed sections for a planned future 29 miles multi-use path within the Santa Paula Branch Line corridor.

While Ventura County experienced significant economic downturn resulting from the COVID-19 global pandemic, the community is well positioned for economic recovery, having focused on building economic resilience and strengthening partnerships and infrastructure for recovery in the wake of the Thomas Fire (2017) and Hill & Woolsey Fires (2019).

[\(http://heritagevalley.net/\)](http://heritagevalley.net/)

History of the Santa Paula Branch Line

- Originally built in 1887 by the Southern Pacific railroad, the line through the Santa Clara valley was originally part of Southern Pacific's main line connecting Los Angeles and Santa Barbara (and ultimately with San Francisco). Over time, new construction between Ventura (Montalvo) and Burbank (the route currently utilized by Metrolink) supplanted the route between Saugus and Ventura (Montalvo) as the main line. The Santa Paula Branch Line was abandoned east of Piru in 1984 as result of washouts between Piru and Saugus.
- VCTC purchased the Santa Paula Branch Line (SPBL) from Southern Pacific (SP), a predecessor of the Union Pacific (UP), in 1995 for the purpose of protecting the assembled corridor for transportation related purposes and eventually providing a route for potential commuter service. As described further below, the SP and its successor, UP, retained rights to serve the existing freight customer(s) on the line.
- The acquired Santa Paula Branch Line corridor is 31.87 miles long extending from Mile Post (MP) 403.20 in Ventura eastward to MP 435.07 east of Piru. The acquired corridor ranges from 30 feet in width to 100 feet in width.
- The rail infrastructure on the SPBL extends from MP 403.20 in Ventura to MP 431.90 in Piru, a distance of 28.7 miles. Currently the track is out of service

between MP 429.2 and MP 431.90. More detailed description of the property is found in the exhibits below.

- The SPBL Recreational Trail Master Plan and Environmental Impact Statement (EIS) were approved by the VCTC in 2000. This Master Plan allows for a public use trail adjacent to the Santa Paula Branch Line (a “Rails with Trails” initiative). To date this trail has been established in 3 sections.
 - Santa Paula section, from Peck Rd to 12th St: (MP 412.80-414.90)
 - Fillmore section, from Fillmore Bikeway to Central Ave: (MP423.3 – MP424.4)
 - Piru section, Main St to Orchard: (MP431.7 - MP432)
 - Proposers are encouraged to review the SPBL Recreational Trail Master Plan to understand the future plans for the trail, and to incorporate allowances for such plans in their proposal.
- In 2001 VCTC entered into agreements with Fillmore and Western RR and the City of Fillmore. These agreements created the mechanism for Fillmore and Western RR to operate on the line and maintain the rail infrastructure. These 20-year agreements, identified as leases, were created to memorialize and provide structure to a previous arrangement. The 2001 agreements expire on June 30, 2021.

Terms and Conditions Anticipated as Part of Operating Agreement and Lease

VCTC is prepared to enter into a lease with the successful proposer for twenty years duration, with two five-year options, that can be exercised if certain specified criteria are met. VCTC intends to include language in the lease allowing VCTC a one-time option to cancel the lease without cause at year ten, with one year’s notice. The lease would be for active railroad

property within the SPBL corridor. Proposer is advised to review the property maps identified in Exhibit E of this RFP to further understand the encumbrances on the corridor.

The contract between the two parties will be a Lease Agreement and potentially an Operating Agreement. The selected proposer will be required to furnish several types of insurance including property and commercial general liability insurance, railroad protective liability insurance, pollution liability insurance, vehicle insurance, business interruption insurance, and an umbrella policy. The selected proposer will also be required to establish and maintain an environmental protection program designed to prevent and control exposure to hazardous materials and environmental accidents, a safety program, an employee certification program, and a substance abuse program. In addition, the selected proposer will be required to obtain payment and performance bonds for work done within the Railroad Right-of-Way and to guarantee at least one year of maintenance work within the Railroad Right-of-Way in the event that the operator fails to perform its obligations or ceases to operate during the term of the lease.

The selected proposer will be required to cooperate with other VCTC-approved projects on or adjacent to the Santa Paula Branch Line Railroad Right of Way, including, but not limited to the ongoing maintenance (by others) of the SPBL Recreational Trail, and any current and future utility or telecommunication agreement approved by VCTC

VCTC will provide the right-of-way, trackage, bridges, trestles and culverts, signage and grade crossing warning systems to the selected proposer, in their current condition. VCTC will reserve the right to install conduit, including fiber-optic conduit, and utilities within the Railroad Right of Way, to the extent that such installation does not interfere with the operation of the railroad.

The selected proposer will be responsible for inspecting and maintaining all Railroad Right of Way and trackage required to support intended operation during the term of the agreement(s) at proposer's sole expense with no financial support from VCTC.

Proposer will provide a Maintenance Plan with two options within their response:

- Option 1 would include Proposer's inspection and maintenance plan for their own proposed operations, and include any anticipated additional inspection and maintenance required between MP 404.70 (Bristol Rd.) and MP 415 in Santa Paula as needed to support Union Pacific access to freight customer at Santa Paula.
- Option 2 would include Proposer's inspection and maintenance plan for their own proposed operations (no additional work to support Union Pacific operations).

In this context "all Railroad Right of Way and trackage required" includes all main tracks, sidings, spur tracks, tracks in grade crossings, walkways and city streets and state roadways within the railway crossings, at-grade crossings, active and passive crossing warning devices, drainage ditches, channels, bridges, trestles and culverts required for the intended operation. Maintenance shall be in accordance with applicable Federal Railroad Administration (FRA) and California Public Utilities Commission (CPUC) regulations.

The selected proposer will be responsible for providing and maintaining any locomotives and railcars, dispatching and communications, internal controls, computers and communications, reports, information and data required to support its proposed operation. Additionally, the Proposer will need to identify and secure a location for equipment maintenance. The current operator leases property from the City of Fillmore for that purpose. The selected proposer will furnish qualified employees, supervisory employees and support personnel for the operations approved under the Lease and/or Operating Agreements. Any rail operation on the Santa Paula Branch Line will be in accordance with all applicable regulations of the FRA, CPUC, and STB, and operate under the General Code of Operating Rules (GCOR).

As a result of its acquisition of property from the railroads, VCTC is subject in a very limited way to the jurisdiction of the Surface Transportation Board ("STB"), though the STB has exempted VCTC from compliance with most of its regulations.

The freight operations that currently occur on the Santa Paula Branch line are fully subject to the STB's jurisdiction with the Union Pacific Railroad holding common carrier obligation from MP

403.20 to MP 415.00 and the current SPBL lessee having common carrier status from MP 415.00 to MP 431.90. To the extent that a new operator voluntarily elects to assume common carrier status, such operator would agree at the termination or expiration of the agreement to assign the common carrier status to VCTC or any successor entity selected by VCTC , at no cost, to either VCTC or such successor entity, and upon approval by the STB.

The current freight operator operating between MP 415.00 and MP 431.90 will be required to secure authorization from the STB for termination of its freight operation should this RFP lead to a change in tenant for this segment of the SPBL.

The selected proposer will be required to seek any necessary approval, or exemption, from the STB prior to commencing any freight operations, if any, and is responsible for determining what, if any, approvals are required. The selected proposer will bear the cost of any such required regulatory approvals.

II. Proposal Contents, Process and Requirements

A. Proposal Submissions

A mandatory Pre-Proposal Conference for prospective bidders will be held at 10:00 A.M., on October 28, 2020. In light of the ongoing COVID-19 and consequent health concerns, this conference will be held virtually. Please call the Commission offices at (805) 642-1591 by October 21, 2020 to indicate your attendance and the number of participants from your team for the Pre-Proposal Conference. Notes on the Pre-Proposal Conference, written responses to all questions received from proposers no later than close of business November 4, 2020, and any subsequent amendments to the RFP will be distributed to the proposers registered for and attending the Pre-Proposal Conference.

All questions regarding this RFP must be submitted in writing and addressed to Darren Kettle, Executive Director of VCTC, on or before close of business November 4, 2020. A written response to all questions received by that date will be made to prospective RFP proposers no later than November 18, 2020. VCTC reserves the right to issue a revised RFP or addenda as result of comments and/or questions from prospective bidders.

An original and five (5) copies of a proposal submitted pursuant to this RFP must be received by VCTC no later than 5:00 P.M. Pacific Time on December 18, 2020 at the following address:

Darren Kettle
Executive Director
VCTC
751 Daily Drive
Suite 420
Camarillo CA 93010

VCTC is not responsible for delays due to the U.S. Postal Service, courier services or any other mail delivery service. Proposals received after the 5:00 P.M. deadline on December 18, 2020 will not be considered.

All Proposals submitted in response to this request will be screened by VCTC staff and other VCTC-designated representatives. The screening will determine which proposers will be invited to interview, and any proposer selected for an interview must make the key personnel identified in its Proposal available to the VCTC interview committee. Again, as noted in regards to the Pre-Proposal Conference, VCTC at this time expects that the proposer interviews will be done virtually due to COVID-19 health concerns. VCTC reserves the right to make a final selection without an interview, or to choose not to negotiate or execute a contract with any proposer.

B. Proposal Requirements

Submitted proposals must be clearly labeled as **“Proposal for Lease and Operation of the Santa Paula Branch Line”** and must include the following:

A Transmittal Letter, a Technical Proposal and five (5) Attachments as specified below, which must collectively include the following information:

- Transmittal Letter
 - The name and signature of the person authorized to obligate the company or joint venture. The location of the proposer’s principal office. If activities are to be shared among companies and offices at different locations, indicate where each office is located and what activities are to be performed in each office.
 - A summary description of the work to be performed by each subcontracting company proposed for the project, if any.
 - An e-mail address for the company representative to which correspondence can be sent. Also provide telephone and fax numbers or so indicate if they are not available.
- Technical Proposal. A detailed description of the Proposer’s intended operations (Limit 25 pages). Must include the following elements.
 - A Service Plan that contains a clear and concise description of the Proposers intended operation(s) on the Santa Paula Branch Line. Such Service Plan shall be sensitive to the needs of the communities traversed

and must comply with the provisions of UPRR's Usage Agreement for service between MP 403.2 and MP 415 (The UPRR Usage Agreement is attached as Exhibit D to this RFP).

- A Mobilization Plan and a schedule for the start-up of the intended operation upon issuance of a Notice to Proceed by VCTC to the Proposer
 - A Maintenance Plan for the Santa Paula Branch Line rail properties and infrastructure that the proposer intends to operate and/or utilize for its operations. In addition to describing the maintenance to support the physical plant required to support the Proposers intended operation, the Maintenance Plan shall include the identification of the location of any planned maintenance or storage facilities to support Proposer's operations.
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- ATTACHMENT 1 Resumes of Proposer's key personnel.

 - ATTACHMENT 2 Proposer's most recent financial statements demonstrating the proposer's financial capability and the availability of the financial resources that would be used to provide the services proposed.

 - ATTACHMENT 3 Proposer's demonstrated experience and ability, including its safety compliance record, to comply with the requirements of CPUC, FRA, and all other regulatory agencies that would govern the Proposer's business of operating the Santa Paula Branch Line.

 - ATTACHMENT 4 References for similar experience should be provided by the Proposer. VCTC prefers to receive at least three such references, but Proposers submitting fewer than three references will not be disqualified from consideration. Each reference should include the contact's name, title, address, and phone numbers, and include an explanation of the services provided, in addition to the years in which they were provided.

- ATTACHMENT 5 An Organization Chart including all participants in the intended operation, showing the proposed relationships between the key personnel and support staff, and showing which work function each company will be responsible for performing.

VCTC reserves the right to reject any proposals that do not contain all the elements listed above (Transmittal Letter, Technical Proposal, and five Attachments), do not contain the required number of copies, do not have correct labeling, are submitted after the deadline or are submitted to the wrong location.

The schedule for the proposal process is:

Activity	Date
RFP Released	October 2, 2020
Pre-Bid Conference	October 28, 2020
Final Questions Due	November 4, 2020
Responses Due Out	November 18, 2020
RFP Bids Due	December 18, 2020
Short-List Selection	January 8 2021
Proposer Interviews	W/O Jan 18, 2021
Contract Negotiation	Jan 25, 2021-March 26, 2021
VCTC Approves Contract	April 2, 2021
Transition Phase	April 2, 2021-June 30, 2021
Effective Contract Date	July 1, 2021

VCTC reserves the right to alter the schedule for any reason.

C. Property Rights

Any Proposal received within the prescribed deadline becomes the property of the VCTC and all rights to the contents therein become those of VCTC.

D. Confidentiality

After the deadline to submit Proposals has passed and upon conclusion of any lease and/or operating agreement negotiations with the selected proposers, all Proposals will be regarded as public records and will be subject to review by the public. Except as expressly provided below, any language purporting to render all or portions of the Proposals confidential will be regarded as non-effective and will be disregarded. If any Proposal is based on (i) information constituting a trade secret, as that term is defined in Evidence Code section 1060, or (ii) information that is subject to a confidentiality agreement, the proposer may submit such information separately from the Proposal, clearly marked as confidential. The proposer shall state in writing whether any such confidential information is a trade secret or is subject to a confidentiality agreement. Such information will be designated confidential, but only to the extent permitted by the California Public Records Act. In the event of a legal challenge to the confidentiality of any such information submitted by a proposer, VCTC will give the proposer notice of such legal challenge and the opportunity to defend the confidentiality of such information, but such defense will not be the responsibility of VCTC. By submitting a proposal with information marked confidential or trade secret, proposers agree to indemnify, defend and hold harmless VCTC from any suit, judgment, or liability stemming from any withholding or release of information marked confidential or trade secret submitted by proposer.

E. Amendments to Request for Proposals

VCTC reserves the right to amend the Request for Proposals by addenda before the final proposal submittal dates.

F. Non-Commitment of VCTC

This Request for Proposals does not commit the VCTC to award a contract, to pay any costs incurred in the preparation of a proposal for this request, or to procure or contract for any

services. All products used or developed in the execution of any contract resulting from this Request for Proposals will remain in the public domain at the completion of the contract.

G. Conflict of Interest

The Proposer shall disclose any financial interest, or any business or other relationship, that may have an impact upon the proposal, or any services rendered to VCTC. The Proposer shall also list current clients who may have a financial interest in the outcome of this contract. A Proposer has a "financial interest" if it is reasonably foreseeable that the Proposer may gain a material financial advantage as a result of the Proposer's relationship with any person or entity connected with, or directly affected by, the services provided or work performed under the contract. As used throughout this Section, the term "Proposer" includes every owner and employee of the Proposer, including their immediate families. If requested by VCTC, the Proposer, its owners and employees will be required to file a completed "Fair Political Practices Commission (FPPC) Form 700, Statement of Economic Interests" with VCTC in accordance with VCTC's Conflict of Interest Code.

H. Nondiscrimination

The contract awarded as a result of this Request for Proposals (RFP) will be awarded without discrimination based on race, religious creed, color, national origin, ancestry, physical disability, mental disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, age, sexual orientation, or military and veteran status

I. Inquiries and Requests for Additional Copies

Inquiries concerning this Request for Proposals and requests for additional copies this document should be directed to Darren Kettle, Executive Director of VCTC.

III. Operator Selection and Contract Negotiations

The selection of the prospective Operator of Rail Service shall be made by VCTC in accordance with the Selection Criteria that are contained in **Exhibit H**, and in accordance with the time schedule detailed above.

At the conclusion of the proposal ranking process, VCTC may offer a lease and operating agreement to the highest-ranked firm and negotiate final contract terms with that firm. Any final contract will include VCTC's standard insurance and indemnification requirements outlined in **Exhibit A**. If agreement cannot be reached with the highest-ranked firm, VCTC may terminate negotiations with that firm and commence negotiations with the next most qualified firm. If necessary, VCTC may repeat this process until a final contract has been negotiated.

In conducting this RFP, VCTC reserves the right to:

1. Accept, reject any or all submittals, or any item or part thereof;
2. Issue subsequent Requests for Proposals;
3. Alter the Selection Process Dates;
4. Remedy technical errors in the RFP process;
5. Request additional information from Proposers and investigate the qualifications of all firms under consideration;
6. Confirm any part of the information furnished by a Proposer;
7. Obtain additional evidence of managerial, financial or other capabilities;
8. Approve or disapprove the use of particular subcontractors;
9. Negotiate with any, all, or none of the Proposers;
10. Solicit best and final offers from all or some of the Proposers;
11. Award a contract to one or more Proposers;
12. Accept other than the lowest-priced Proposal;
13. Cancel or withdraw this RFP at any time without prior notice and the VCTC makes no representations that any contract will be awarded to any Proposer responding to this RFP;
14. Waive informalities and irregularities in Proposals or the selection process.

IV. Description of the Santa Paula Branch Line

NOTE: All exhibits to this RFP are available at WWW.GOVENTURA.ORG

Exhibit B is an F&W Track chart, and shows the curvature, mileposts, sidings, spur tracks, drainage structures, at-grade crossings and type of rail in track by weight of rail.

Exhibit C is an engineering report providing general conditions of the Santa Paula Branch Line. (NOTE: At this point the current operator has designated the line east of Milepost 429.2 as out of service (OOS) as result of track conditions.)

Exhibit D, is the Usage Agreement under which the UPRR operates freight service between MP 403.20 and Santa Paula MP 415.00 on the Santa Paula Branch Line. There are no train control signals on the line except the westbound signal at Bristol Road which governs access to Montalvo.

Exhibit E contains the right-of-way property maps for the Santa Paula Branch Line. The right-of-way width is generally 30 ft. and 100 ft. wide.

Exhibit F is a copy of the most current bridge inspection report. There are 37 bridges on the line.

Exhibit G is a listing of the public at-grade crossings showing the names of crossings, milepost locations, and types of grade crossing warning systems. There are 43 public grade crossings on the line, including 3 pedestrian crossings. Additionally, there are 62 private grade crossings

Exhibit H is the Criteria for Selection for the Operator of the Santa Paula Branch Line.