Application 06-12-005 *et al.* Exhibit _____

Date: August ____, 2008

PREPARED TESTIMONY OF JAMES M. OKAZAKI

Q. Please state your name, professional position, and business address.

A. My name is James M. Okazaki. I serve as a consultant to the Exposition
Metro Line Construction Authority ("Expo Authority"). My business address is 707
Wilshire Boulevard, 34th Floor, Los Angeles, CA 90017.

Q. Please describe your educational background and your professional qualifications.

A. I obtained my Bachelor of Science degree in Engineering from the University of California at Los Angeles ("UCLA") in 1969, received my Master of Science degree in Engineering from UCLA in 1975, and received a Certificate in Business Management from UCLA in 1989. I am a Registered Traffic Engineer in the State of California, and have over 38 years of experience in transportation planning and traffic engineering.

Q. Please describe your relevant employment history.

A. I worked for the City of Los Angeles Department of Transportation ("LADOT") for more than 34 years, and the last eight years as the Assistant General Manager.

As the Assistant General Manager for LADOT, I directed transportation planning and review of traffic studies and environmental impact reports for all major developments in the City, including all transit projects, one of which was the Exposition Metro Rail light rail project ("Expo Rail"). I retired from LADOT two years ago.

As the City's primary representative for regional transit project coordination, I was responsible for the review of traffic designs and construction traffic management of the region's Blue Line, Red Line, Green Line, Gold Line, Orange Line, and Metrolink, in addition to review of the related environmental documents. I also was in charge of the Franchise and Regulation Division, where I worked closely with the Rail Crossing Engineering Section ("RCES") of the California Public Utilities Commission ("CPUC") staff on railroad crossing improvement projects for the City.

Q. On whose behalf are you providing the present testimony?

A. I am providing this testimony on behalf of Expo Authority.

Q. Have you previously submitted testimony in this proceeding?

A. Yes, I have. In prepared testimony associated with Expo Authority's Opening Brief, filed September 7, 2007, I provided testimony sponsoring Section VII of Expo Authority's Opening Brief, which explained the choice of grade separated or at-grade designs for each of the proposed crossings along the Expo Rail route, including the reasons why grade separation was impracticable for each of the proposed at-grade crossings. My September testimony also provided additional information about the planning and design processes that were conducted for the more complex crossing environments along the route and described safety measures that were provided for in those instances.

Q. Are these topics being further addressed in the current round of testimony?

A. Yes. Among other topics addressed in his current Prepared Testimony, Eric Olson of Expo Authority discusses the reasons why grade separation was found to be impracticable for the Farmdale Avenue crossing and describes the planning and design processes that have been conducted and the safety measures that have been provided for that crossing.

Q. What is the purpose of your present testimony?

A. The purpose of my present testimony is to discuss the assessment of traffic impacts that would be associated with closure of Farmdale Avenue for vehicular traffic in connection with the construction of a pedestrian bridge across Farmdale.

Q. In planning for a pedestrian and vehicle crossing of the Expo Rail alignment at Farmdale Avenue, was consideration given to closing that street?

A. Yes. The intersection of Exposition Boulevard and Farmdale Avenue is crossed by large numbers of students before and after sessions at nearby Dorsey High School. In the course of Metro's Hazard Analysis of the Farmdale crossing in early 2006, CPUC staff urged Metro to consider the option of closing Farmdale Avenue, along with Buckingham, Denker, and Halldale – in addition to the nine cross streets Metro already had recommended for closure.

Once Metro had passed design responsibility on to Expo Authority, Expo Authority set up a Field Diagnostic Team and set a meeting of the Team for October 23, 2006 to address plans for the Farmdale crossing. At that meeting, CPUC again asked that we look at closure of Farmdale Avenue. Therefore, during November and

December 2006, representatives of Metro and Expo Authority worked with LADOT to assess the effects of closing Farmdale Avenue rather than constructing a crossing. LADOT applied a computer simulation of traffic delays, concluding that closing Farmdale to vehicles would divert most of the traffic to Buckingham Road, causing severe traffic congestion and delays in the vicinity of the intersection of Buckingham and Exposition. LADOT therefore opposed the closure of Farmdale in about mid-December 2006.

The alternative was to find a safe solution for a rail crossing at Farmdale Avenue. I believe we achieved that goal with the well-protected at-grade crossing for which authorization was sought by Application 07-05-013.

Q. Has further consideration been given to traffic impacts of closing Farmdale Avenue for vehicular traffic?

A. Yes. In November 2007, the Expo Authority Board of Directors ("Expo Board") directed its staff to study grade separation options at Farmdale Avenue. One of the options considered was to construct a pedestrian overcrossing with Farmdale closed to vehicular traffic. Evaluating that option required consideration of its traffic impacts.

Q. What has been done to assess traffic impacts associated with the option of closing Farmdale Avenue to vehicular traffic in connection with construction of a pedestrian bridge across Farmdale?

A. In December 2007, the Expo Authority Board approved its staff's proposal to proceed with further analysis of the at-grade crossing proposal and two other options, one of which was a pedestrian overcrossing with Farmdale Avenue closed to vehicular traffic. Then, in February 2008, the Board authorized staff to contract with

ICF Jones & Stokes ("Jones & Stokes") to undertake an environmental analysis of that option among others. Jones & Stokes, in turn, retained Fehr & Peers/Kaku Associates ("FPK") to study the traffic impacts of the several options.

Q. Have preliminary results of the FPK study been reported?

A. Yes. The submission of Supplemental Information that Expo Authority filed with the Commission on March 28, 2008 ("Supplemental Information Filing") included as Item F-16 a draft report by FPK, dated March 27, 2008, presenting preliminary results of the FPK study. That draft report indicated that, among the several options presented, only the potential closure of Farmdale Avenue to vehicles crossing Exposition Boulevard required a new traffic impact analysis. The draft report concluded that, if 100 percent of Farmdale traffic were diverted to Buckingham Road, there would be a significant impact, but if only 75 percent of traffic flow." The conclusion that the closure of Farmdale would result in "acceptable traffic flow." The conclusion that the closure would be acceptable from a traffic perspective was premised on the implementation of a specific set of improvements, including additions of a left turn lane and left- and right-turn pockets along Buckingham Road in the vicinity of Exposition Boulevard, as shown in Expo Authority's Supplemental Information Filing, Item F-16, at 10-11.

Q. Has further work by FPK resulted in a different evaluation of traffic impacts of the potential closure of Farmdale Avenue to vehicles crossing Exposition Boulevard?

A. Yes. Since providing the draft report of March 27, 2008, that was included in Expo Authority's Supplemental Information Filing, FPK has continued with its

evaluation of traffic impacts. While FPK's traffic study has not yet been completed, it now appears, that the traffic impacts of closing Farmdale Avenue to vehicular traffic at Exposition Boulevard are more complicated and less easily mitigated than was indicated in the draft report.

More recent data, based on modeling traffic impacts more extensively, shows that Buckingham Road can handle only about 50 percent of the traffic that would be diverted by closure of Farmdale Avenue, and the other 50 percent would have to be diverted to other parallel streets, such as La Brea and Crenshaw Avenues. FPK now has evaluated additional scenarios for the shifting of traffic from Farmdale Avenue, including a "realistic constrained" scenario that diverts northbound traffic from certain residential streets between Farmdale and Buckingham to Hillcrest Drive. The further FPK analysis, which is still preliminary, indicates that a much longer list of mitigation measures and improvements would be required to achieve acceptable traffic flow along Buckingham Road and other streets. There also would have to be more significant "channelization" improvements along Buckingham Road, including a widening of Buckingham Road at Exposition Boulevard South and the elimination of a number of on-street parking spaces.

The further FPK analysis also includes analysis of traffic impacts on sixteen (16) intersections in the general vicinity of the Farmdale Avenue crossing. Projected Level of Service ("LOS") at these intersections for Year 2010 without closure of Farmdale ranges from A to F at the morning, mid-day, and afternoon peaks for the various locations. FPK's further preliminary analysis that is currently being prepared indicates that the diversion of traffic from closure of Farmdale Avenue would have adverse impacts on traffic at five intersections and that it might not be feasible to

mitigate those adverse impacts to levels that are not significant. With closure of Farmdale, each of these crossings would operate at LOS E or F during either the morning or afternoon peak hours, or both.

Q. Which are the intersections where the preliminary FPK traffic analysis indicates significant adverse impacts for which mitigation may not be feasible?

A. FPK's further traffic analysis that is currently being prepared indicates that there will be significant adverse impacts that it may not be feasible to mitigate to a less than significant level at the following intersections during the following time periods: La Brea Avenue and Jefferson Boulevard at the morning and afternoon peaks; La Brea Avenue and Rodeo Road at the morning peak; Crenshaw and Jefferson Boulevards at the morning peak; Crenshaw and Exposition Boulevards at the morning peak; and Crenshaw Boulevard and Rodeo Road at the morning peak.

Q. Why does it appear that it may not be feasible to mitigate the significant adverse traffic impacts at those five intersections?

A. The only effective means to handle the increased traffic load on these five intersections that would result from closure of Farmdale Avenue to vehicular traffic across Exposition Boulevard without significant adverse impact on LOS would be to add traffic lanes to the intersections. Such additions may require substantial takings of commercial and residential properties on the neighboring blocks. Such takings would be costly and can be expected to engender strong local opposition.

Q. Does this complete your testimony?

A. Yes, it does.