



**SOUTHWEST GAS CORPORATION**

Andrew W. Bettwy, Assistant General Counsel

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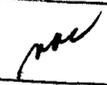
AZ CORP COMMISSION  
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April 4, 2003

Arizona Corporation Commission  
DOCKETED

APR 0 4 2003

Arizona Corporation Commission  
Attention: Docket Control  
1200 West Washington Street  
Phoenix, Arizona 85007

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Re: Filing of **Memorandum in Reply**  
Docket Nos. E-01032C-00-0751, G-01032C-02-0598, E-01933A-02-0914, E-01032C-02-0914 and G-01032A-02-0914

Accompanying this letter are the original and eighteen (18) copies of the above-referenced document. Please accept the original and seventeen (17) of the copies for filing, and date/time stamp the remaining copy and return it to me in the stamped, self-addressed envelope which also accompanies this letter.

Thank you for the usual courtesy.

Respectfully,

Andrew W. Bettwy

Enclosures



IN THE MATTER OF THE JOINT APPLICATION	)	
OF CITIZENS COMMUNICATIONS COMPANY	)	
AND UNISOURCE ENERGY CORPORATION	)	DOCKET NO. E-01933A-02-0914
FOR THE APPROVAL OF THE SALE OF	)	DOCKET NO. E-01032C-02-0914
CERTAIN ELECTRIC UTILITY AND GAS	)	DOCKET NO. G-01032A-02-0914
UTILITY ASSETS IN ARIZONA, THE TRANSFER	)	
OF CERTAIN CERTIFICATES OF CONVENIENCE	)	
AND NECESSITY FROM CITIZENS	)	
COMMUNICATIONS COMPANY TO UNISOURCE	)	
ENERGY CORPORATION, THE APPROVAL OF	)	
THE FINANCING FOR THE TRANSACTIONS AND	)	
OTHER RELATED MATTERS.	)	
	)	
	)	
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**Memorandum in Reply**

Pursuant to A.A.C. R14-3-101.A, A.A.C. R14-3-106.K and Rule 7.1(a) of the Arizona Rules of Civil Procedure, and for the reasons that follow, Southwest Gas Corporation ("Southwest") respectfully submits this memorandum in reply to the Joint Applicants' opposition to the Supplemental Application for Leave to Intervene filed by Southwest.

The purpose of this filing is to clarify any potential misunderstanding regarding Southwest's interest and concern which may arise as a result of statements made in the Joint Applicants' filing in opposition. The Joint Applicants assert: "This case is not the proper forum for addressing Southwest Gas' concerns about its special retail contract with TEP."

In Southwest's Supplemental Application for Leave to Intervene, no mention whatsoever is made of the contract between Southwest and TEP. Moreover, notwithstanding the Joint Applicants' implications to the contrary, Southwest is not seeking any relief in this proceeding associated with the contractual relationship between Southwest and TEP. Rather, Southwest's interest and concern is identical to the interest and concern of the Commission and all of the parties to this proceeding – i.e., whether or not TEP's financial

status and TEP's ability to provide a safe, reasonable and adequate service may be impaired by virtue of (1) a \$50 million loan to its affiliate UniSource and (2) a relaxation of the current 30% equity-infusion requirement embodied in the Commission-approved settlement in Decision No. 62103.

Respectfully submitted this 4<sup>th</sup> day of April, 2003.



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Andrew W. Bettwy  
Assistant General Counsel  
Southwest Gas Corporation  
5241 Spring Mountain Road  
Las Vegas, Nevada 89150  
(702) 876-7107  
(702) 252-7283 -- fax  
andy.bettwy@swgas.com

## CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing **Memorandum in Reply** by mailing a copy thereof to each of the following individuals:

L. Russell Mitten  
Citizens Communications Company  
Three High Ridge Park  
Stamford, CT 06905

Gary Smith  
Citizens Communications Company  
2901 W. Shamrell Blvd., Suite 110  
Flagstaff, AZ 86001

Steven W. Cheifetz  
Robert J. Metli  
Cheifetz & Iannitelli, P.C.  
3238 North 16<sup>th</sup> Street  
Phoenix, AZ 85016

Raymond Mason  
Director, Corporate Regulatory Affairs  
3 High Ridge Park  
Stamford, CT 06905

John D. Draghi  
Huber, Lawrence & Abell  
605 3<sup>rd</sup> Avenue  
New York, New York 10158

Deborah R. Scott  
Citizens Communications Company  
2901 N. Central Ave., Suite 1660  
Phoenix, AZ 85012

Raymond S. Heyman  
Michael W. Patten  
Roshka, Heyman & Dewulf  
400 East Van Buren Street, Suite 800  
Phoenix, AZ 85004  
Attorneys for Mohave and Santa Cruz Counties

Scott Wakefield  
RUCO  
1100 West Washington St., Suite 220  
Phoenix, AZ 85007

Daniel W. Pozefsky  
RUCO  
1110 W. Washington, Ste. 220  
Phoenix, AZ 85007

Susan Mikes Doherty  
Huber, Lawrence & Abell  
605 3<sup>rd</sup> Avenue  
New York, New York 10158

John White  
Deputy County Attorney  
Mohave County Attorney's Office  
P.O. Box 7000  
Kingman, Arizona 86402

Thomas H. Campbell  
Michael T. Hallam  
Lewis & Roca, LLP  
40 N. Central Avenue  
Phoenix, AZ 85004

Walter W. Meek  
AUJA  
2100 N. Central Avenue, Suite 210  
Phoenix, AZ 85004

Christopher Kempley, Chief Counsel  
Legal Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, AZ 85007

Holly J. Hawn  
Santa Cruz Deputy County Attorney  
2150 N. Congress Drive, Ste. 201  
Nogales, AZ 85621

Ernest Johnson, Director  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, AZ 85007

Nicholas J. Enoch  
Lubin & Enoch, P.C.  
349 North Fourth Avenue  
Phoenix, Arizona 85003

Tom Ferry  
P.O. Box 3099  
Kingman, Arizona 86402-3099

Marshall Magruder  
Lucy Magruder  
P.O. Box 1267  
Tubac, AZ 85646-1267

Dwight D. Nodes  
Assistant Chief Administrative Law Judge  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, AZ 85007

Jose Machado, City Attorney  
Hugh Holub, Attorney  
City of Nogales  
777 North Grand Avenue  
Nogales, Arizona 85621

Dated this 4<sup>th</sup> day of April, 2003



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Andrew W. Bettwy