
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Form 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

Commission File Number 1-7850

SOUTHWEST GAS CORPORATION

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

88-0085720
(I.R.S. Employer
Identification No.)

5241 Spring Mountain Road
Post Office Box 98510
Las Vegas, Nevada
(Address of principal executive offices)

89193-8510
(Zip Code)

Registrant's telephone number, including area code: (702) 876-7237

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Common Stock, \$1 Par Value, 47,482,068 shares as of October 28, 2016.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SOUTHWEST GAS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Thousands of dollars, except par value)
(Unaudited)

	SEPTEMBER 30, 2016	DECEMBER 31, 2015
ASSETS		
Utility plant:		
Gas plant	\$ 6,118,900	\$ 5,854,917
Less: accumulated depreciation	(2,158,099)	(2,084,007)
Acquisition adjustments, net	234	370
Construction work in progress	105,847	119,805
Net utility plant	4,066,882	3,891,085
Other property and investments	348,565	313,531
Current assets:		
Cash and cash equivalents	85,154	35,997
Accounts receivable, net of allowances	286,696	314,512
Accrued utility revenue	33,000	74,700
Income taxes receivable, net	38,369	34,175
Deferred purchased gas costs	—	3,591
Prepays and other current assets	101,081	95,199
Total current assets	544,300	558,174
Noncurrent assets:		
Goodwill	142,439	126,145
Deferred income taxes	783	428
Deferred charges and other assets	429,827	469,322
Total noncurrent assets	573,049	595,895
Total assets	<u>\$ 5,532,796</u>	<u>\$ 5,358,685</u>
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, \$1 par (authorized - 60,000,000 shares; issued and outstanding - 47,482,068 and 47,377,575 shares)	\$ 49,112	\$ 49,007
Additional paid-in capital	901,966	896,448
Accumulated other comprehensive income (loss), net	(46,300)	(50,268)
Retained earnings	720,401	699,221
Total Southwest Gas Corporation equity	1,625,179	1,594,408
Noncontrolling interest	(2,263)	(2,083)
Total equity	1,622,916	1,592,325
Redeemable noncontrolling interest	17,379	16,108
Long-term debt, less current maturities	1,592,946	1,551,204
Total capitalization	3,233,241	3,159,637
Current liabilities:		
Current maturities of long-term debt	49,480	19,475
Short-term debt	—	18,000
Accounts payable	138,810	164,857
Customer deposits	72,039	72,631
Income taxes payable	219	940
Accrued general taxes	46,323	47,337
Accrued interest	20,152	16,173
Deferred purchased gas costs	123,399	45,601
Other current liabilities	162,622	150,031
Total current liabilities	613,044	535,045
Deferred income taxes and other credits:		
Deferred income taxes and investment tax credits	814,978	769,445
Accumulated removal costs	305,000	303,000
Other deferred credits and other long-term liabilities	566,533	591,558
Total deferred income taxes and other credits	1,686,511	1,664,003
Total capitalization and liabilities	<u>\$ 5,532,796</u>	<u>\$ 5,358,685</u>

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)
(Unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,		TWELVE MONTHS ENDED SEPTEMBER 30,	
	2016	2015	2016	2015	2016	2015
Operating revenues:						
Gas operating revenues	\$ 200,179	\$ 219,420	\$ 980,927	\$ 1,059,178	\$ 1,376,388	\$ 1,457,266
Construction revenues	339,790	285,976	838,038	719,042	1,127,982	948,637
Total operating revenues	<u>539,969</u>	<u>505,396</u>	<u>1,818,965</u>	<u>1,778,220</u>	<u>2,504,370</u>	<u>2,405,903</u>
Operating expenses:						
Net cost of gas sold	39,056	64,268	324,072	427,045	460,836	570,052
Operations and maintenance	102,438	100,102	301,979	294,956	400,222	385,271
Depreciation and amortization	69,845	66,476	217,764	200,898	286,977	266,811
Taxes other than income taxes	12,480	11,652	39,480	37,063	51,810	50,059
Construction expenses	300,611	246,755	757,919	647,512	1,009,188	850,591
Total operating expenses	<u>524,430</u>	<u>489,253</u>	<u>1,641,214</u>	<u>1,607,474</u>	<u>2,209,033</u>	<u>2,122,784</u>
Operating income	<u>15,539</u>	<u>16,143</u>	<u>177,751</u>	<u>170,746</u>	<u>295,337</u>	<u>283,119</u>
Other income and (expenses):						
Net interest deductions	(18,158)	(18,401)	(54,100)	(54,095)	(71,884)	(73,919)
Other income (deductions)	2,565	(3,660)	6,756	(1,226)	10,861	966
Total other income and (expenses)	<u>(15,593)</u>	<u>(22,061)</u>	<u>(47,344)</u>	<u>(55,321)</u>	<u>(61,023)</u>	<u>(72,953)</u>
Income (loss) before income taxes	(54)	(5,918)	130,407	115,425	234,314	210,166
Income tax expense (benefit)	(2,961)	(1,708)	43,046	42,693	80,255	78,537
Net income (loss)	2,907	(4,210)	87,361	72,732	154,059	131,629
Net income attributable to noncontrolling interests	435	524	500	534	1,079	685
Net income (loss) attributable to Southwest Gas Corporation	<u>\$ 2,472</u>	<u>\$ (4,734)</u>	<u>\$ 86,861</u>	<u>\$ 72,198</u>	<u>\$ 152,980</u>	<u>\$ 130,944</u>
Basic earnings (loss) per share	<u>\$ 0.05</u>	<u>\$ (0.10)</u>	<u>\$ 1.83</u>	<u>\$ 1.54</u>	<u>\$ 3.22</u>	<u>\$ 2.80</u>
Diluted earnings (loss) per share	<u>\$ 0.05</u>	<u>\$ (0.10)</u>	<u>\$ 1.82</u>	<u>\$ 1.53</u>	<u>\$ 3.20</u>	<u>\$ 2.77</u>
Dividends declared per share	<u>\$ 0.450</u>	<u>\$ 0.405</u>	<u>\$ 1.350</u>	<u>\$ 1.215</u>	<u>\$ 1.755</u>	<u>\$ 1.580</u>
Average number of common shares outstanding	47,481	47,102	47,464	46,863	47,442	46,777
Average shares outstanding (assuming dilution)	47,830	—	47,802	47,261	47,787	47,194

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Thousands of dollars)
(Unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,		TWELVE MONTHS ENDED SEPTEMBER 30,	
	2016	2015	2016	2015	2016	2015
Net income	\$ 2,907	\$ (4,210)	\$ 87,361	\$ 72,732	\$ 154,059	\$ 131,629
Other comprehensive income (loss), net of tax						
Defined benefit pension plans:						
Net actuarial gain (loss)	—	—	—	—	(18,922)	(107,661)
Amortization of prior service cost	207	207	621	621	828	676
Amortization of net actuarial loss	4,196	5,329	12,586	15,987	17,915	19,654
Prior service cost	—	—	—	—	—	(4,130)
Regulatory adjustment	(3,796)	(4,828)	(11,388)	(14,484)	(404)	82,137
Net defined benefit pension plans	607	708	1,819	2,124	(583)	(9,324)
Forward-starting interest rate swaps:						
Amounts reclassified into net income	518	519	1,556	1,556	2,073	2,074
Net forward-starting interest rate swaps	518	519	1,556	1,556	2,073	2,074
Foreign currency translation adjustments	(238)	(510)	614	(1,573)	233	(2,232)
Total other comprehensive income (loss), net of tax	887	717	3,989	2,107	1,723	(9,482)
Comprehensive income (loss)	3,794	(3,493)	91,350	74,839	155,782	122,147
Comprehensive income (loss) attributable to noncontrolling interests	427	504	521	479	1,089	608
Comprehensive income (loss) attributable to Southwest Gas Corporation	\$ 3,367	\$ (3,997)	\$ 90,829	\$ 74,360	\$ 154,693	\$ 121,539

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Thousands of dollars)
(Unaudited)

	NINE MONTHS ENDED SEPTEMBER 30		TWELVE MONTHS ENDED SEPTEMBER 30	
	2016	2015	2016	2015
CASH FLOW FROM OPERATING ACTIVITIES:				
Net income	\$ 87,361	\$ 72,732	\$ 154,059	\$ 131,629
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	217,764	200,898	286,977	266,811
Deferred income taxes	43,702	5,961	86,526	32,580
Changes in current assets and liabilities:				
Accounts receivable, net of allowances	28,531	6,570	(17,889)	(31,792)
Accrued utility revenue	41,700	41,700	(800)	(200)
Deferred purchased gas costs	81,389	131,495	79,460	122,257
Accounts payable	(24,942)	(38,878)	10,445	5,137
Accrued taxes	(7,055)	(4,427)	(11,033)	(1,131)
Other current assets and liabilities	9,903	8,333	19,870	(11,938)
Gains on sale	(4,117)	(3,019)	(4,200)	(3,529)
Changes in undistributed stock compensation	4,347	2,119	5,142	5,480
AFUDC	(1,893)	(2,011)	(2,890)	(2,435)
Changes in other assets and deferred charges	3,926	(14,423)	4,183	(18,735)
Changes in other liabilities and deferred credits	(4,813)	5,348	702	2,783
Net cash provided by operating activities	<u>475,803</u>	<u>412,398</u>	<u>610,552</u>	<u>496,917</u>
CASH FLOW FROM INVESTING ACTIVITIES:				
Construction expenditures and property additions	(404,388)	(336,569)	(555,819)	(440,191)
Acquisition of businesses, net of cash acquired	(17,000)	(9,261)	(17,000)	(199,758)
Restricted cash	—	785	—	2,018
Changes in customer advances	5,445	14,300	9,445	21,539
Miscellaneous inflows	7,965	11,593	4,726	13,424
Miscellaneous outflows	—	—	—	(1,400)
Net cash used in investing activities	<u>(407,978)</u>	<u>(319,152)</u>	<u>(558,648)</u>	<u>(604,368)</u>
CASH FLOW FROM FINANCING ACTIVITIES:				
Issuance of common stock, net	530	35,419	507	35,405
Dividends paid	(61,950)	(55,060)	(81,138)	(72,040)
Centuri distribution to redeemable noncontrolling interest	(99)	—	(198)	—
Issuance of long-term debt, net	408,946	123,816	420,946	355,325
Retirement of long-term debt	(196,351)	(143,325)	(240,999)	(260,952)
Change in credit facility and commercial paper	(150,000)	(53,000)	(97,000)	47,000
Change in short-term debt	(18,000)	(5,000)	—	—
Principal payments on capital lease obligations	(1,125)	(1,096)	(1,449)	(1,530)
Other	(605)	(504)	(60)	(1,002)
Net cash provided by (used in) financing activities	<u>(18,654)</u>	<u>(98,750)</u>	<u>609</u>	<u>102,206</u>
Effects of currency translation on cash and cash equivalents	(14)	(1,103)	(318)	(961)
Change in cash and cash equivalents	49,157	(6,607)	52,195	(6,206)
Cash and cash equivalents at beginning of period	35,997	39,566	32,959	39,165
Cash and cash equivalents at end of period	<u>\$ 85,154</u>	<u>\$ 32,959</u>	<u>\$ 85,154</u>	<u>\$ 32,959</u>
Supplemental information:				
Interest paid, net of amounts capitalized	\$ 47,134	\$ 45,312	\$ 68,445	\$ 68,169
Income taxes paid	6,530	39,856	9,899	49,280

The accompanying notes are an integral part of these statements.

Note 1 – Nature of Operations and Basis of Presentation

Nature of Operations. Southwest Gas Corporation and its subsidiaries (the “Company”) consist of two segments: natural gas operations (“Southwest” or the “natural gas operations” segment) and construction services. Southwest is engaged in the business of purchasing, distributing, and transporting natural gas for customers in portions of Arizona, Nevada, and California. Public utility rates, practices, facilities, and service territories of Southwest are subject to regulatory oversight. The timing and amount of rate relief can materially impact results of operations. Natural gas purchases and the timing of related recoveries can materially impact liquidity. Results for the natural gas operations segment are higher during winter periods due to the seasonality incorporated in its regulatory rate structures. Centuri Construction Group, Inc. (“Centuri” or the “construction services” segment), a 96.6% owned subsidiary, is a full-service underground piping contractor that primarily provides utility companies with trenching and installation, replacement, and maintenance services for energy distribution systems, and industrial construction solutions. Centuri operations are generally conducted under the business names of NPL Construction Co. (“NPL”), NPL Canada Ltd. (“NPL Canada”, formerly Link-Line Contractors Ltd.), W.S. Nicholls Construction, Inc. and related companies (“W.S. Nicholls”), and Brigadier Pipelines Inc. (“Brigadier”). In May 2016, Centuri completed the acquisition of two privately held, affiliated construction businesses by means of asset purchase: Enterprise Trenchless Technologies, Inc. and ETTI Holdings (collectively, “ETTI”). See *Acquisition of Construction Services Businesses* below for more information. Typically, Centuri revenues are lowest during the first quarter of the year due to unfavorable winter weather conditions. Operating revenues typically improve as more favorable weather conditions occur during the summer and fall months.

Basis of Presentation. The condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”) have been condensed or omitted pursuant to such rules and regulations. The preparation of the condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In the opinion of management, all adjustments, consisting of normal recurring items and estimates necessary for a fair presentation of results for the interim periods, have been made. It is suggested that these condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the 2015 Annual Report to Shareholders, which is incorporated by reference into the 2015 Form 10-K.

During the third quarter of 2016, Centuri evaluated the estimated useful lives of its depreciable assets, and in so doing determined that certain equipment lives should be extended. This change in estimate reduced current-quarter depreciation by approximately \$2 million.

Prepays and other current assets. Prepays and other current assets includes gas pipe materials and operating supplies of \$30 million at September 30, 2016 and \$24 million at December 31, 2015 (carried at weighted average cost), and also includes natural gas stored underground and liquefied natural gas, in addition to prepaid assets.

Cash and Cash Equivalents. For purposes of reporting consolidated cash flows, cash and cash equivalents include cash on hand and financial instruments with a purchase-date maturity of three months or less. In general, cash and cash equivalents fall within Level 1 (quoted prices for identical financial instruments) of the three-level fair value hierarchy that ranks the inputs, used to measure fair value, by their reliability. However, cash and cash equivalents at September 30, 2016 and December 31, 2015 also include money market fund investments totaling approximately \$68.3 million and \$250,000, respectively, which fall within Level 2 (significant other observable inputs) of the fair value hierarchy, due to the asset valuation methods used by money market funds.

Significant non-cash investing and financing activities for the natural gas operations segment included the following: Upon contract expiration, customer advances of approximately \$3.6 million and \$2.8 million, during the first nine months of 2016 and 2015, respectively, were applied as contributions toward utility construction activity and represent non-cash investing activity.

Goodwill. Goodwill is assessed as of October each year for impairment, or otherwise, if circumstances indicate impairment to the carrying value of goodwill may have occurred. No such circumstances indicating impairment were deemed to have occurred in the first nine months of 2016. The business acquisition of ETTI was deemed an asset purchase for tax purposes. As a result, approximately \$11 million in goodwill associated with ETTI is expected to be tax deductible.

(In thousands of dollars)	<u>Natural Gas Operations</u>	<u>Construction Services</u>	<u>Consolidated</u>
December 31, 2015	\$ 10,095	\$ 116,050	\$ 126,145
Additional goodwill from ETTI acquisition	—	10,726	10,726
Foreign currency translation adjustment	—	5,568	5,568
September 30, 2016	<u>\$ 10,095</u>	<u>\$ 132,344</u>	<u>\$ 142,439</u>

Acquisition of Construction Services Businesses. In May 2016, Centuri completed the acquisition of ETTI, which is based in Lisbon Falls, Maine, and has a primary focus on underground utility installation using horizontal directional drilling technology. The acquisition of ETTI will provide complementary operational support to Brigadier and expand operations into Maine. Neither the acquisition itself nor the impacts to assets and operations are material to the construction services segment or the Company.

Assets acquired in the transaction were recorded at their acquisition date fair values. The final purchase accounting has not yet been completed. Further refinement could occur; however, no material changes are expected. The preliminary estimated fair values of assets acquired as of May 6, 2016, the acquisition date, are as follows (in millions of dollars):

	<u>Acquisition Date</u>
Property, plant and equipment	\$ 4.3
Intangible assets	2.9
Goodwill	10.7
Total assets acquired	<u>\$ 17.9</u>

The purchase price consisted of \$17 million in cash on the acquisition date with the remaining amount being deferred over four years.

Intercompany Transactions. Centuri recognizes revenues generated from contracts with Southwest (see **Note 3 - Segment Information** below). Centuri's accounts receivable for these services are presented in the table below (thousands of dollars):

	<u>September 30, 2016</u>	<u>December 31, 2015</u>
Centuri accounts receivable for services provided to Southwest	<u>\$ 12,402</u>	<u>\$ 10,006</u>

The accounts receivable balance, revenues, and associated profits are included in the condensed consolidated financial statements of the Company and were not eliminated during consolidation in accordance with accounting treatment for rate-regulated entities.

Other Property and Investments. Other property and investments includes (thousands of dollars):

	September 30, 2016	December 31, 2015
Centuri property and equipment	\$ 460,165	\$ 423,369
Centuri accumulated provision for depreciation and amortization	(228,230)	(221,028)
Net cash surrender value of COLI policies	104,940	99,276
Other property	11,690	11,914
Total	\$ 348,565	\$ 313,531

Other Income (Deductions). The following table provides the composition of significant items included in Other income (deductions) in the condensed consolidated statements of income (thousands of dollars):

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>		<u>Twelve Months Ended</u>	
	<u>September 30</u>		<u>September 30</u>		<u>September 30</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Change in COLI policies	\$ 2,300	\$ (3,900)	\$ 5,400	\$ (2,600)	\$ 7,500	\$ (200)
Interest income	522	624	1,280	1,375	2,078	2,096
Equity AFUDC	611	878	1,893	2,011	2,890	2,435
Foreign transaction gain (loss)	(3)	(302)	(22)	(874)	28	(1,052)
Miscellaneous income and (expense)	(865)	(960)	(1,795)	(1,138)	(1,635)	(2,313)
Total other income (deductions)	\$ 2,565	\$ (3,660)	\$ 6,756	\$ (1,226)	\$ 10,861	\$ 966

Included in the table above is the change in cash surrender values of company-owned life insurance (“COLI”) policies (including net death benefits recognized). These life insurance policies on members of management and other key employees are used by Southwest to indemnify itself against the loss of talent, expertise, and knowledge, as well as to provide indirect funding for certain nonqualified benefit plans. Current tax regulations provide for tax-free treatment of life insurance (death benefit) proceeds. Therefore, changes in the cash surrender values of COLI policies, as they progress towards the ultimate death benefits, are also recorded without tax consequences.

Income taxes. The Company claimed a federal income tax credit, which resulted in a recognized benefit of approximately \$1.6 million during the third quarter of 2016.

Recently Issued Accounting Standards Updates. In May 2014, the Financial Accounting Standards Board (“FASB”) issued the update “Revenue from Contracts with Customers (Topic 606).” The update replaces much of the current guidance regarding revenue recognition including most industry-specific guidance. In accordance with the update, an entity will be required to identify the contract with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the entity satisfies a performance obligation. In addition to the new revenue recognition requirements, entities will be required to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Entities may choose between two retrospective transition methods when applying the update. In July 2015, the FASB approved a one-year deferral of the effective date (annual periods beginning after December 15, 2017) and permitted entities to adopt one year earlier (i.e., the original effective date) if they choose. In March, April, and May of 2016, the FASB issued the updates “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)”, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing”, and “Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients”. The amendments in the first two updates, respectively, provide guidance when another party, along with the entity, is involved in providing a good or service to a customer, and provide clarification with regard to identifying performance obligations and of the licensing implementation guidance in Topic 606. The third update includes narrow-scope improvements to the guidance on collectability, noncash consideration, and completed contracts at transition. In addition, a practical expedient is provided for contract modifications at transition and an accounting policy election related to the presentation of sales taxes and other similar taxes collected from customers. The combined amendments do not change the core principle of the guidance in Topic 606. The Company plans to adopt all of these updates at the required adoption date, which is for interim and annual reporting periods commencing January 1, 2018. The Company is evaluating what impact these updates might have on its consolidated financial statements and disclosures.

In August 2014, the FASB issued the update “Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern,” which requires management to assess a company’s ability to continue as a going concern and to provide related footnote disclosures in certain circumstances. Under the update, disclosures are required when conditions give rise to substantial doubt about a company’s ability to continue as a going concern within one year from the financial statement issuance date. The update is effective for the annual period ending after December 15, 2016, and all annual and interim periods thereafter. This update and changes thereto are not expected to have a material impact on the Company’s disclosures.

In January 2016, the FASB issued the update “Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities” in order to improve the recognition and measurement of financial instruments. The update makes targeted improvements to existing U.S. GAAP by: 1) requiring equity investments to be measured at fair value with changes in fair value recognized in net income; 2) requiring the use of the exit price notion when measuring the fair value of financial instruments for disclosure purposes; 3) requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; 4) eliminating the requirement to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and 5) requiring a reporting entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in instrument-specific credit risk when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The update is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. All entities can early adopt the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company is evaluating what impact, if any, this update might have on its consolidated financial statements and disclosures.

In February 2016, the FASB issued the update “Leases (Topic 842)”. Under the update, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date:

- A lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and
- A right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term.

Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. Though companies have historically been required to make disclosures regarding leases and of contractual obligations, leases (with terms longer than a year) will no longer exist off-balance sheet. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. Early application is permitted. The Company currently plans to adopt the update at the required adoption date, which is for interim and annual reporting periods commencing January 1, 2019. The Company is evaluating what impact this update might have on its consolidated financial statements and disclosures.

In March 2016, the FASB issued the update “Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting”. The amendments are intended to improve the accounting for employee share-based payments and affect all organizations that issue share-based payment awards to their employees. The update requires the recording of all of the tax effects related to share-based payments at settlement (or expiration) through the income statement. Currently, tax benefits in excess of compensation cost (“windfalls”) are recorded in equity, and tax deficiencies (“shortfalls”) are recorded in equity to the extent of previous windfalls, and then recorded in the income statement. While the simplification will reduce some of the administrative complexities by eliminating the need to track a “windfall pool,” it will increase the volatility of income tax expense. The update also allows entities to withhold shares for the employee tax burden up to the employees’ maximum individual tax rate in the relevant jurisdiction without resulting in a liability classification of the award (currently such withholding is limited to the employer’s minimum statutory withholding). The update clarifies that all cash payments made to taxing authorities

on the employees' behalf for withheld shares should be presented as financing activities on the statement of cash flows. Also, the update requires all tax-related cash flows resulting from share-based payments be reported as operating activities on the statement of cash flows, a change from the current requirement to present windfall tax benefits as an inflow from financing activities and an outflow from operating activities. The update is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted. The Company issues share-based payment awards to its employees and is evaluating the impacts this update might have on its consolidated financial statements and disclosures.

In June 2016, the FASB issued the update "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments". The update amends guidance on reporting credit losses for financial assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, the update eliminates the "probable" threshold for initial recognition of credit losses in current U.S. GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset to present the net amount expected to be collected. For available for sale debt securities, credit losses should be measured in a manner similar to current U.S. GAAP, however the update will require that credit losses be presented as an allowance rather than as a write-down. This update affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The update affects loans, debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The update is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. All entities may adopt the amendments in this update earlier as of fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is evaluating what impact, if any, this update might have on its consolidated financial statements and disclosures.

In August 2016, the FASB issued the update "Classification of Certain Cash Receipts and Cash Payments". This update addresses the following eight specific cash flow issues: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance ("COLI") policies; distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows, including identification of the predominant nature in cases where cash receipts and payments have aspects of more than one class of cash flows. The update is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company is evaluating the impacts this update might have on its consolidated cash flow statements and disclosures.

In October 2016, the FASB issued the update "Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory." This update eliminates the current U.S. GAAP exception for all intra-entity sales of assets other than inventory. As a result, a reporting entity would recognize the tax expense from the sale of the asset in the seller's tax jurisdiction when the transfer occurs, even though the pre-tax effects of that transaction are eliminated in consolidation. Any deferred tax asset that arises in the buyer's jurisdiction would also be recognized at the time of the transfer. The update is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted; however, the guidance can only be adopted in the first interim period of a fiscal year. The modified retrospective approach will be required for transition to the new guidance, with a cumulative-effect adjustment recorded in retained earnings as of the beginning of the period of adoption. The Company is evaluating the impacts this update might have on its consolidated financial statements.

In October 2016, the FASB issued the update "Consolidation (Topic 810): Interests Held through Related Parties That Are under Common Control." The amendments affect reporting entities that are required to evaluate whether they should consolidate a variable interest entity in certain situations involving entities under common control. The update is effective for fiscal and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is evaluating what impacts, if any, this update might have on its consolidated financial statements.

Note 2 – Components of Net Periodic Benefit Cost

Southwest has a noncontributory qualified retirement plan with defined benefits covering substantially all employees and a separate unfunded supplemental retirement plan (“SERP”), which is limited to officers. Southwest also provides postretirement benefits other than pensions (“PBOP”) to its qualified retirees for health care, dental, and life insurance.

During the third quarter of 2016, qualifying term-vested participants were offered a lump-sum present value payout of their pensions. The offer was primarily intended to reduce insurance and ongoing maintenance costs associated with qualifying participant balances. About one-half of the approximate 800 participants subject to the offer accepted the offer, resulting in an approximate \$30 million payment from pension assets to be made in the fourth quarter of 2016. This lump sum payout will have no impact on net periodic benefit cost or pension funding requirements during 2016.

Net periodic benefit costs included in the table below are components of an overhead loading process associated with the cost of labor. The overhead process ultimately results in allocation of net periodic benefit costs to the same accounts to which productive labor is charged. As a result, net periodic benefit costs become components of various accounts, primarily operations and maintenance expense, net utility plant, and deferred charges and other assets.

	Qualified Retirement Plan					
	Period Ended September 30,					
	Three Months		Nine Months		Twelve Months	
	2016	2015	2016	2015	2016	2015
(Thousands of dollars)						
Service cost	\$ 5,708	\$ 6,281	\$ 17,125	\$ 18,842	\$ 23,406	\$ 24,182
Interest cost	11,507	11,057	34,520	33,172	45,577	44,031
Expected return on plan assets	(14,140)	(14,452)	(42,419)	(43,356)	(56,871)	(56,691)
Amortization of net actuarial loss	6,317	8,186	18,950	24,557	27,136	30,276
Net periodic benefit cost	<u>\$ 9,392</u>	<u>\$ 11,072</u>	<u>\$ 28,176</u>	<u>\$ 33,215</u>	<u>\$ 39,248</u>	<u>\$ 41,798</u>

	SERP					
	Period Ended September 30,					
	Three Months		Nine Months		Twelve Months	
	2016	2015	2016	2015	2016	2015
(Thousands of dollars)						
Service cost	\$ 83	\$ 80	\$ 248	\$ 240	\$ 328	\$ 313
Interest cost	464	424	1,394	1,271	1,818	1,708
Amortization of net actuarial loss	346	323	1,038	970	1,361	1,165
Net periodic benefit cost	<u>\$ 893</u>	<u>\$ 827</u>	<u>\$ 2,680</u>	<u>\$ 2,481</u>	<u>\$ 3,507</u>	<u>\$ 3,186</u>

	PBOP					
	Period Ended September 30,					
	Three Months		Nine Months		Twelve Months	
	2016	2015	2016	2015	2016	2015
(Thousands of dollars)						
Service cost	\$ 375	\$ 410	\$ 1,124	\$ 1,231	\$ 1,534	\$ 1,506
Interest cost	795	750	2,386	2,249	3,136	2,956
Expected return on plan assets	(787)	(866)	(2,362)	(2,598)	(3,228)	(3,414)
Amortization of prior service costs	333	334	1,001	1,001	1,335	1,090
Amortization of net actuarial loss	104	86	312	259	398	259
Net periodic benefit cost	<u>\$ 820</u>	<u>\$ 714</u>	<u>\$ 2,461</u>	<u>\$ 2,142</u>	<u>\$ 3,175</u>	<u>\$ 2,397</u>

Note 3 – Segment Information

The following tables present revenues from external customers, intersegment revenues, and segment net income (thousands of dollars):

	<u>Natural Gas Operations</u>	<u>Construction Services</u>	<u>Total</u>
Three months ended September 30, 2016			
Revenues from external customers	\$ 200,179	\$ 312,531	\$ 512,710
Intersegment revenues	—	27,259	27,259
Total	<u>\$ 200,179</u>	<u>\$ 339,790</u>	<u>\$ 539,969</u>
Segment net income (loss)	<u>\$ (12,405)</u>	<u>\$ 14,877</u>	<u>\$ 2,472</u>
Three months ended September 30, 2015			
Revenues from external customers	\$ 219,420	\$ 255,088	\$ 474,508
Intersegment revenues	—	30,888	30,888
Total	<u>\$ 219,420</u>	<u>\$ 285,976</u>	<u>\$ 505,396</u>
Segment net income (loss)	<u>\$ (18,939)</u>	<u>\$ 14,205</u>	<u>\$ (4,734)</u>
Nine months ended September 30, 2016			
Revenues from external customers	\$ 980,927	\$ 762,835	\$1,743,762
Intersegment revenues	—	75,203	75,203
Total	<u>\$ 980,927</u>	<u>\$ 838,038</u>	<u>\$1,818,965</u>
Segment net income	<u>\$ 67,536</u>	<u>\$ 19,325</u>	<u>\$ 86,861</u>
Nine months ended September 30, 2015			
Revenues from external customers	\$1,059,178	\$ 645,289	\$1,704,467
Intersegment revenues	—	73,753	73,753
Total	<u>\$1,059,178</u>	<u>\$ 719,042</u>	<u>\$1,778,220</u>
Segment net income	<u>\$ 59,325</u>	<u>\$ 12,873</u>	<u>\$ 72,198</u>
Twelve months ended September 30, 2016			
Revenues from external customers	\$1,376,388	\$1,022,416	\$2,398,804
Intersegment revenues	—	105,566	105,566
Total	<u>\$1,376,388</u>	<u>\$1,127,982</u>	<u>\$2,504,370</u>
Segment net income	<u>\$ 119,836</u>	<u>\$ 33,144</u>	<u>\$ 152,980</u>
Twelve months ended September 30, 2015			
Revenues from external customers	\$1,457,266	\$ 854,312	\$2,311,578
Intersegment revenues	—	94,325	94,325
Total	<u>\$1,457,266</u>	<u>\$ 948,637</u>	<u>\$2,405,903</u>
Segment net income	<u>\$ 113,252</u>	<u>\$ 17,692</u>	<u>\$ 130,944</u>

Note 4 – Derivatives and Fair Value Measurements

Derivatives. In managing its natural gas supply portfolios, Southwest has historically entered into fixed- and variable-price contracts, which qualify as derivatives. Additionally, Southwest utilizes fixed-for-floating swap contracts (“Swaps”) to supplement its fixed-price contracts. The fixed-price contracts, firm commitments to purchase a fixed amount of gas in the future at a fixed price, qualify for the normal purchases and normal sales exception that is allowed for contracts that are probable of delivery in the normal course of business, and are exempt from fair value reporting. The variable-price contracts have no significant market value. The Swaps are recorded at fair value.

The fixed-price contracts and Swaps are utilized by Southwest under its volatility mitigation programs to effectively fix the price on a portion (up to 25% in the Arizona and California jurisdictions) of its natural gas supply portfolios. The maturities of the Swaps highly correlate to forecasted purchases of natural gas, during time frames ranging from October 2016 through March 2018. Under such contracts, Southwest pays the counterparty a fixed rate and receives from the counterparty a floating rate per MMBtu (“dekatherm”) of natural gas. Only the net differential is actually paid or received. The differential is calculated based on the notional amounts under the contracts, which are detailed in the table below (thousands of dekatherms):

	<u>September 30, 2016</u>	<u>December 31, 2015</u>
Contract notional amounts	11,985	7,407

Southwest does not utilize derivative financial instruments for speculative purposes, nor does it have trading operations.

The following table sets forth the gains and (losses) recognized on the Company’s Swaps (derivatives) for the three-, nine-, and twelve-month periods ended September 30, 2016 and 2015 and their location in the Condensed Consolidated Statements of Income:

Gains (losses) recognized in income for derivatives not designated as hedging instruments:

(Thousands of dollars)

Instrument	Location of Gain or (Loss) Recognized in Income on Derivative	Three Months Ended		Nine Months Ended		Twelve Months Ended	
		September 30		September 30		September 30	
		2016	2015	2016	2015	2016	2015
Swaps	Net cost of gas sold	\$(2,072)	\$(3,282)	\$ 2,253	\$(4,689)	\$(656)	\$ (10,682)
Swaps	Net cost of gas sold	2,072*	3,282*	(2,253)*	4,689*	656*	10,682*
Total		<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

* Represents the impact of regulatory deferral accounting treatment under U.S. GAAP for rate-regulated entities.

No gains (losses) were recognized in net income or other comprehensive income during the periods presented for derivatives designated as cash flow hedging instruments. Previously, Southwest entered into two forward-starting interest rate swaps (“FSIRS”), both of which were designated cash flow hedges, to partially hedge the risk of interest rate variability during the period leading up to the planned issuance of debt. The first FSIRS terminated in December 2010, and the second, in March 2012. Losses on both FSIRS are being amortized over ten-year periods from Accumulated other comprehensive income (loss) into interest expense.

The following table sets forth, the fair values of the Company's Swaps and their location in the Condensed Consolidated Balance Sheets (thousands of dollars):

Fair values of derivatives not designated as hedging instruments:

September 30, 2016		Asset	Liability	
Instrument	Balance Sheet Location	Derivatives	Derivatives	Net Total
Swaps	Deferred charges and other assets	\$ 226	\$ (33)	\$ 193
Swaps	Prepays and other current assets	1,852	(182)	1,670
Swaps	Other current liabilities	16	(982)	(966)
Total		\$ 2,094	\$ (1,197)	\$ 897

December 31, 2015		Asset	Liability	
Instrument	Balance Sheet Location	Derivatives	Derivatives	Net Total
Swaps	Other current liabilities	\$ —	\$ (4,267)	\$(4,267)
Swaps	Other deferred credits	4	(1,223)	(1,219)
Total		\$ 4	\$ (5,490)	\$(5,486)

The estimated fair values of the natural gas derivatives were determined using future natural gas index prices (as more fully described below). The Company has master netting arrangements with each counterparty that provide for the net settlement (in the settlement month) of all contracts through a single payment. As applicable, the Company has elected to reflect the net amounts in its balance sheets. The Company had no outstanding collateral associated with the Swaps during any period presented in the above table.

Pursuant to regulatory deferral accounting treatment for rate-regulated entities, Southwest records the unrealized gains and losses in fair value of the Swaps as a regulatory asset and/or liability. When the Swaps mature, Southwest reverses any prior positions held and records the settled position as an increase or decrease of purchased gas under the related purchased gas adjustment ("PGA") mechanism in determining its deferred PGA balances. Neither changes in fair value, nor settled amounts, of Swaps have a direct effect on earnings or other comprehensive income.

The following table shows the amounts Southwest paid to counterparties for settlements of matured Swaps.

(Thousands of dollars)	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2016	Twelve Months Ended September 30, 2016
Paid to counterparties	\$ —	\$ 4,483	\$ 6,792
Received from counterparties	\$ 351	\$ 351	\$ 351

The following table details the regulatory assets/(liabilities) offsetting the derivatives at fair value in the Condensed Consolidated Balance Sheets (thousands of dollars).

September 30, 2016		Net Total
Instrument	Balance Sheet Location	
Swaps	Other deferred credits	\$ (193)
Swaps	Other current liabilities	(1,670)
Swaps	Prepays and other current assets	966

December 31, 2015		Net Total
Instrument	Balance Sheet Location	
Swaps	Prepays and other current assets	\$ 4,267
Swaps	Deferred charges and other assets	1,219

Fair Value Measurements. The estimated fair values of Southwest’s Swaps were determined at September 30, 2016 and December 31, 2015 using New York Mercantile Exchange (“NYMEX”) futures settlement prices for delivery of natural gas at Henry Hub adjusted by the price of NYMEX ClearPort basis Swaps, which reflect the difference between the price of natural gas at a given delivery basin and the Henry Hub pricing points. These Level 2 inputs (inputs, other than quoted prices, for similar assets or liabilities) are observable in the marketplace throughout the full term of the Swaps, but have been credit-risk adjusted with no significant impact to the overall fair value measurement.

The following table sets forth, by level within the three-level fair value hierarchy that ranks the inputs used to measure fair value by their reliability, the Company’s financial assets and liabilities that were accounted for at fair value:

Level 2 - Significant other observable inputs

(Thousands of dollars)	<u>September 30, 2016</u>	<u>December 31, 2015</u>
Assets at fair value:		
Prepays and other current assets - Swaps	\$ 1,670	\$ —
Deferred charges and other assets - Swaps	193	—
Liabilities at fair value:		
Other current liabilities - Swaps	(966)	(4,267)
Other deferred credits - Swaps	—	(1,219)
Net Assets (Liabilities)	<u>\$ 897</u>	<u>\$ (5,486)</u>

No financial assets or liabilities associated with the Swaps, which were accounted for at fair value, fell within Level 1 (quoted prices in active markets for identical financial assets) or Level 3 (significant unobservable inputs) of the fair value hierarchy.

With regard to the fair values of assets associated with the Company’s pension and postretirement benefit plans, asset values were last updated as required as of December 2015. Refer to Note 10 – Pension and Other Post Retirement Benefits in the 2015 Annual Report to Shareholders on Form 10-K.

Note 5 – Common Stock

On March 10, 2015, the Company filed with the Securities Exchange Commission (“SEC”) an automatic shelf registration statement on Form S-3 (File No. 333-202633), which became effective upon filing, for the offer and sale of up to \$100,000,000 of the Company’s common stock from time to time in at-the-market offerings under the prospectus included therein and in accordance with the Sales Agency Agreement, dated March 10, 2015, between the Company and BNY Mellon Capital Markets, LLC (the “Equity Shelf Program”). During the twelve months ended September 30, 2016, the Company sold no shares through the continuous equity offering program. Since the start of the program in March 2015, the Company has sold an aggregate of 645,225 shares of common stock under this program resulting in proceeds to the Company of \$35,167,584, net of \$355,228 in agent commissions. As of September 30, 2016, the Company had up to \$64,477,188 of common stock available for sale under the program. Net proceeds from the sale of shares of common stock under the Equity Shelf Program are intended for general corporate purposes, including the acquisition of property for the construction, completion, extension or improvement of pipeline systems and facilities located in and around the communities Southwest serves.

In addition, during the nine months ended September 30, 2016, the Company issued approximately 105,000 shares of common stock through the Stock Incentive Plan, Restricted Stock/Unit Plan, and Management Incentive Plan. No further issuances of the Company’s common stock will occur under the Stock Incentive Plan due to the expiration of the Stock Incentive Plan and all remaining options outstanding and granted thereunder.

Note 6 – Long-Term Debt

Carrying amounts of the Company's long-term debt and their related estimated fair values as of September 30, 2016 and December 31, 2015 are disclosed in the following table. The fair values of the revolving credit facility (including commercial paper) and the variable-rate Industrial Development Revenue Bonds ("IDRBs") approximate their carrying values, as they are repaid quickly (in the case of credit facility borrowings) and have interest rates that reset frequently. They are categorized as Level 1 (quoted prices for identical financial instruments) within the three-level fair value hierarchy that ranks the inputs used to measure fair value by their reliability, due to the Company's ability to access similar debt arrangements at measurement dates with comparable terms, including variable rates. The fair values of debentures, senior notes, and fixed-rate IDRBs were determined utilizing a market-based valuation approach, where fair market values are determined based on evaluated pricing data, such as broker quotes and yields for similar securities adjusted for observable differences. Significant inputs used in the valuation generally include benchmark yield curves, credit ratings and issuer spreads. The external credit rating, coupon rate, and maturity of each security are considered in the valuation, as applicable. The market values of debentures and fixed-rate IDRBs are categorized as Level 2 (observable market inputs based on market prices of similar securities). The Centuri secured revolving credit and term loan facility and Centuri other debt obligations (not actively traded) are categorized as Level 3, based on significant unobservable inputs to their fair values. Since Centuri's debt is not publicly traded, fair values for the secured revolving credit and term loan facility and other debt obligations were based on a conventional discounted cash flow methodology and utilized current market pricing yield curves, across Centuri's debt maturity spectrum, of other industrial bonds with an assumed credit rating comparable to the Company's.

	September 30, 2016		December 31, 2015	
	Carrying Amount	Market Value	Carrying Amount	Market Value
(Thousands of dollars)				
Debentures:				
Notes, 4.45%, due 2020	\$ 125,000	\$133,819	\$ 125,000	\$130,273
Notes, 6.1%, due 2041	125,000	162,340	125,000	141,581
Notes, 3.875%, due 2022	250,000	260,813	250,000	253,600
Notes, 4.875%, due 2043	250,000	295,000	250,000	251,483
Notes, 3.8%, due 2046	300,000	303,789	—	—
8% Series, due 2026	75,000	101,275	75,000	97,035
Medium-term notes, 7.59% series, due 2017	25,000	25,350	25,000	26,253
Medium-term notes, 7.78% series, due 2022	25,000	30,610	25,000	29,855
Medium-term notes, 7.92% series, due 2027	25,000	34,190	25,000	31,890
Medium-term notes, 6.76% series, due 2027	7,500	9,404	7,500	8,684
Unamortized discount and debt issuance costs	(9,901)		(6,137)	
	<u>1,197,599</u>		<u>901,363</u>	
Revolving credit facility and commercial paper	—	—	150,000	150,000
Industrial development revenue bonds:				
Variable-rate bonds:				
Tax-exempt Series A, due 2028	50,000	50,000	50,000	50,000
2003 Series A, due 2038	50,000	50,000	50,000	50,000
2008 Series A, due 2038	50,000	50,000	50,000	50,000
2009 Series A, due 2039	50,000	50,000	50,000	50,000
Fixed-rate bonds:				
4.85% 2005 Series A, due 2035	—	—	100,000	100,452
4.75% 2006 Series A, due 2036	—	—	24,855	25,130
Unamortized discount and debt issuance costs	(2,591)		(3,946)	
	<u>197,409</u>		<u>320,909</u>	
Centuri term loan facility	111,612	111,767	112,571	112,665
Unamortized debt issuance costs	(560)		(692)	
	<u>111,052</u>		<u>111,879</u>	
Centuri secured revolving credit facility	79,932	80,479	60,627	60,724
Centuri other debt obligations	56,434	58,553	25,901	26,059
	<u>1,642,426</u>		<u>1,570,679</u>	
Less: current maturities	(49,480)		(19,475)	
Long-term debt, less current maturities	<u>\$1,592,946</u>		<u>\$1,551,204</u>	

In March 2016, the Company amended its \$300 million credit facility. The facility was previously scheduled to expire in March 2020 and was extended to March 2021. The Company uses \$150 million of the facility as long-term debt and the remaining \$150 million for working capital purposes. Interest rates for the credit facility are calculated at either the London Interbank Offered Rate (“LIBOR”) or an “alternate base rate,” plus in each case an applicable margin that is determined based on the Company’s senior unsecured debt rating. At September 30, 2016, the applicable margin is 1% for loans bearing interest with reference to LIBOR and 0% for loans bearing interest with reference to the alternative base rate. At September 30, 2016, no borrowings were outstanding on the long-term or short-term portions of the credit facility.

The \$100 million 2005 4.85% Series A fixed-rate IDRBs (originally due in 2035) were redeemed at par with accrued interest in July 2016. In September 2016, the \$24.9 million 2006 Series A 4.75% fixed-rate IDRBs (originally due in 2036) were redeemed at par with accrued interest.

In September 2016, the Company issued \$300 million in 3.8% Senior Notes at a discount of 0.302%. The notes will mature in September 2046. A portion of the net proceeds were used to temporarily pay down amounts outstanding under the credit facility. The remaining net proceeds are intended to be used for general corporate purposes.

Centuri has a \$300 million secured revolving credit and term loan facility that is scheduled to expire in October 2019. At September 30, 2016, \$192 million in borrowings were outstanding on the Centuri facility. Centuri assets securing the facility at September 30, 2016 totaled \$510 million.

In 2016, Centuri entered into equipment loans totaling \$45 million due in 2021 under an existing master loan and security agreement.

Note 7 – Equity, Other Comprehensive Income, and Accumulated Other Comprehensive Income

The table below provides details of activity in equity and the redeemable noncontrolling interest during the nine months ended September 30, 2016.

(In thousands, except per share amounts)	Southwest Gas Corporation Equity							Redeemable Noncontrolling Interest (Temporary Equity)
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Non- controlling Interest	Total	
	Shares	Amount						
DECEMBER 31, 2015	47,377	\$49,007	\$ 896,448	\$ (50,268)	\$699,221	\$ (2,083)	\$1,592,325	\$ 16,108
Common stock issuances	105	105	5,518				5,623	
Net income (loss)					86,861	(180)	86,681	680
Redemption value adjustments					(1,009)		(1,009)	1,009
Foreign currency exchange translation adj.				593			593	21
Other comprehensive income (loss):								
Net actuarial gain (loss) arising during period, less amortization of unamortized benefit plan cost, net of tax				1,819			1,819	
Amounts reclassified to net income, net of tax (FSIRS)				1,556			1,556	
Centuri dividend to redeemable noncontrolling interest								(439)
Dividends declared								
Common: \$1.35 per share					(64,672)		(64,672)	
SEPTEMBER 30, 2016	<u>47,482</u>	<u>\$49,112</u>	<u>\$ 901,966</u>	<u>\$ (46,300)</u>	<u>\$720,401</u>	<u>\$ (2,263)</u>	<u>\$1,622,916</u>	<u>\$ 17,379</u>

The following information provides insight into amounts impacting Other Comprehensive Income (Loss), on both before- and after-tax bases, within the Condensed Consolidated Statements of Comprehensive Income, which also impact Accumulated Other Comprehensive Income in the Company's Condensed Consolidated Balance Sheets and the associated column in the equity table above, as well as the Redeemable Noncontrolling Interest. See **Note 4 – Derivatives and Fair Value Measurements** for additional information on the FSIRS.

Related Tax Effects Allocated to Each Component of Other Comprehensive Income (Loss)

(Thousands of dollars)

	Three Months Ended September 30, 2016			Three Months Ended September 30, 2015		
	Before-Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount	Before-Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount
Defined benefit pension plans:						
Amortization of prior service cost	\$ 333	\$ (126)	\$ 207	\$ 334	\$ (127)	\$ 207
Amortization of net actuarial (gain)/loss	6,767	(2,571)	4,196	8,595	(3,266)	5,329
Regulatory adjustment	(6,122)	2,326	(3,796)	(7,787)	2,959	(4,828)
Pension plans other comprehensive income (loss)	978	(371)	607	1,142	(434)	708
FSIRS (designated hedging activities):						
Amounts reclassified into net income	835	(317)	518	836	(317)	519
FSIRS other comprehensive income	835	(317)	518	836	(317)	519
Foreign currency translation adjustments:						
Translation adjustments	(238)	—	(238)	(510)	—	(510)
Foreign currency other comprehensive income (loss)	(238)	—	(238)	(510)	—	(510)
Total other comprehensive income (loss)	<u>\$ 1,575</u>	<u>\$ (688)</u>	<u>\$ 887</u>	<u>\$ 1,468</u>	<u>\$ (751)</u>	<u>\$ 717</u>
	Nine Months Ended September 30, 2016			Nine Months Ended September 30, 2015		
	Before-Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount	Before-Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount
Defined benefit pension plans:						
Amortization of prior service cost	\$ 1,001	\$ (380)	\$ 621	\$ 1,001	\$ (380)	\$ 621
Amortization of net actuarial (gain)/loss	20,300	(7,714)	12,586	25,786	(9,799)	15,987
Regulatory adjustment	(18,368)	6,980	(11,388)	(23,361)	8,877	(14,484)
Pension plans other comprehensive income (loss)	2,933	(1,114)	1,819	3,426	(1,302)	2,124
FSIRS (designated hedging activities):						
Amounts reclassified into net income	2,508	(952)	1,556	2,508	(952)	1,556
FSIRS other comprehensive income	2,508	(952)	1,556	2,508	(952)	1,556
Foreign currency translation adjustments:						
Translation adjustments	614	—	614	(1,573)	—	(1,573)
Foreign currency other comprehensive income (loss)	614	—	614	(1,573)	—	(1,573)
Total other comprehensive income (loss)	<u>\$ 6,055</u>	<u>\$ (2,066)</u>	<u>\$ 3,989</u>	<u>\$ 4,361</u>	<u>\$ (2,254)</u>	<u>\$ 2,107</u>

	Twelve Months Ended September 30, 2016			Twelve Months Ended September 30, 2015		
	Before-Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount	Before-Tax Amount	Tax (Expense) or Benefit (1)	Net-of- Tax Amount
Defined benefit pension plans:						
Net actuarial gain/(loss)	\$(30,519)	\$ 11,597	\$(18,922)	\$(173,646)	\$ 65,985	\$(107,661)
Amortization of prior service cost	1,335	(507)	828	1,090	(414)	676
Amortization of net actuarial (gain)/loss	28,895	(10,980)	17,915	31,700	(12,046)	19,654
Prior service cost	—	—	—	(6,661)	2,531	(4,130)
Regulatory adjustment	(653)	249	(404)	132,480	(50,343)	82,137
Pension plans other comprehensive income (loss)	(942)	359	(583)	(15,037)	5,713	(9,324)
FSIRS (designated hedging activities):						
Amounts reclassified into net income	3,344	(1,271)	2,073	3,344	(1,270)	2,074
FSIRS other comprehensive income (loss)	3,344	(1,271)	2,073	3,344	(1,270)	2,074
Foreign currency translation adjustments:						
Translation adjustments	233	—	233	(2,232)	—	(2,232)
Foreign currency other comprehensive income (loss)	233	—	233	(2,232)	—	(2,232)
Total other comprehensive income (loss)	\$ 2,635	\$ (912)	\$ 1,723	\$ (13,925)	\$ 4,443	\$ (9,482)

- (1) Tax amounts are calculated using a 38% rate. The Company has elected to indefinitely reinvest the earnings of Centuri's Canadian subsidiaries in Canada, thus preventing deferred taxes on such earnings. As a result of this assertion, the Company is not recognizing any tax effect or presenting a tax expense or benefit for the currency translation adjustment amount reported in Other Comprehensive Income, as repatriation of earnings is not anticipated.

Approximately \$2.1 million of realized losses (net of tax) related to the FSIRS, reported in Accumulated other comprehensive income ("AOCI") at September 30, 2016, will be reclassified into interest expense within the next 12 months as the related interest payments on long-term debt occur.

The following table represents a rollforward of AOCI, presented on the Company's Condensed Consolidated Balance Sheets:

AOCI - Rollforward

(Thousands of dollars)

	Defined Benefit Plans			FSIRS			Foreign Currency Items			AOCI
	Before-Tax	Tax (Expense) Benefit (4)	After-Tax	Before-Tax	Tax (Expense) Benefit (4)	After-Tax	Before-Tax	Tax (Expense) Benefit	After-Tax	
Beginning Balance AOCI December 31, 2015	<u>\$(57,660)</u>	<u>\$ 21,911</u>	<u>\$(35,749)</u>	<u>\$(19,344)</u>	<u>\$ 7,350</u>	<u>\$(11,994)</u>	<u>\$(2,525)</u>	<u>\$ —</u>	<u>\$(2,525)</u>	<u>\$(50,268)</u>
Translation adjustments	—	—	—	—	—	—	614	—	614	614
Other comprehensive income before reclassifications	—	—	—	—	—	—	614	—	614	614
FSIRS amounts reclassified from AOCI (1)	—	—	—	2,508	(952)	1,556	—	—	—	1,556
Amortization of prior service cost (2)	1,001	(380)	621	—	—	—	—	—	—	621
Amortization of net actuarial loss (2)	20,300	(7,714)	12,586	—	—	—	—	—	—	12,586
Regulatory adjustment (3)	(18,368)	6,980	(11,388)	—	—	—	—	—	—	(11,388)
Net current period other comprehensive income (loss)	2,933	(1,114)	1,819	2,508	(952)	1,556	614	—	614	3,989
Less: Translation adjustment attributable to redeemable noncontrolling interest	—	—	—	—	—	—	21	—	21	21
Net current period other comprehensive income (loss) attributable to Southwest Gas Corporation	2,933	(1,114)	1,819	2,508	(952)	1,556	593	—	593	3,968
Ending Balance AOCI September 30, 2016	<u>\$(54,727)</u>	<u>\$ 20,797</u>	<u>\$(33,930)</u>	<u>\$(16,836)</u>	<u>\$ 6,398</u>	<u>\$(10,438)</u>	<u>\$(1,932)</u>	<u>\$ —</u>	<u>\$(1,932)</u>	<u>\$(46,300)</u>

- (1) The FSIRS reclassification amounts are included in the Net interest deductions line item on the Condensed Consolidated Statements of Income.
- (2) These AOCI components are included in the computation of net periodic benefit cost (see **Note 2 – Components of Net Periodic Benefit Cost** for additional details).
- (3) The regulatory adjustment represents the portion of the activity above that is expected to be recovered through rates in the future (the related regulatory asset is included in the Deferred charges and other assets line item on the Condensed Consolidated Balance Sheets).
- (4) Tax amounts are calculated using a 38% rate.

The following table represents amounts (before income tax impacts) included in AOCI (in the table above), that have not yet been recognized in net periodic benefit cost:

Amounts Recognized in AOCI (Before Tax)

(Thousands of dollars)

	<u>September 30, 2016</u>	<u>December 31, 2015</u>
Net actuarial (loss) gain	\$ (414,969)	\$ (435,269)
Prior service cost	(6,037)	(7,038)
Less: amount recognized in regulatory assets	366,279	384,647
Recognized in AOCI	<u>\$ (54,727)</u>	<u>\$ (57,660)</u>

Note 8 – Construction Services Redeemable Noncontrolling Interest

In conjunction with the acquisition of the Canadian construction businesses in October 2014, the previous owners of the acquired companies currently hold a 3.4% equity interest (a noncontrolling interest) in Centuri. The noncontrolling parties are able to exit their investment retained by requiring the purchase of a portion of their interest commencing July 2017 and in incremental amounts each anniversary date thereafter. The shares subject to the election cumulate (if earlier elections are not made) such that 100% of their interest retained is subject to the election beginning in July 2022. Due to the ability of the noncontrolling parties to redeem their interest for cash, their interest is presented on the Company's Condensed Consolidated Balance Sheet at September 30, 2016 as a Redeemable noncontrolling interest, a category of mezzanine equity (temporary equity). The following depicts changes to the balance of the redeemable noncontrolling interest between the indicated periods.

	<u>Redeemable Noncontrolling Interest</u>
(Thousands of dollars):	
Balance, December 31, 2015	\$ 16,108
Net income (loss) attributable to redeemable noncontrolling interest	680
Foreign currency exchange translation adjustment	21
Centuri dividend to redeemable noncontrolling interest	(439)
Adjustment to redemption value	1,009
Balance, September 30, 2016	<u>\$ 17,379</u>

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Southwest Gas Corporation and its subsidiaries (the "Company") consist of two business segments: natural gas operations ("Southwest" or the "natural gas operations" segment) and construction services.

Southwest is engaged in the business of purchasing, distributing, and transporting natural gas for customers in portions of Arizona, Nevada, and California. Southwest is the largest distributor of natural gas in Arizona, selling and transporting natural gas in most of central and southern Arizona, including the Phoenix and Tucson metropolitan areas. Southwest is also the largest distributor of natural gas in Nevada, serving the Las Vegas metropolitan area and northern Nevada. In addition, Southwest distributes and transports natural gas for customers in portions of California, including the Lake Tahoe area and the high desert and mountain areas in San Bernardino County.

As of September 30, 2016, Southwest had 1,967,000 residential, commercial, industrial, and other natural gas customers, of which 1,049,000 customers were located in Arizona, 726,000 in Nevada, and 192,000 in California. Residential and commercial customers represented over 99% of the total customer base. During the twelve months ended September 30, 2016, 54% of operating margin was earned in Arizona, 35% in Nevada, and 11% in California. During this same period, Southwest earned 85% of its operating margin from residential and small commercial customers, 3% from other sales customers, and 12% from transportation customers. These general composition patterns are expected to remain materially consistent for the foreseeable future.

Southwest recognizes operating revenues from the distribution and transportation of natural gas (and related services) to customers. Operating margin is the measure of gas operating revenues less the net cost of gas sold. Management uses operating margin as a main benchmark in comparing operating results from period to period. The principal factors affecting changes in operating margin are general rate relief (including impacts of infrastructure trackers) and customer growth. The demand for natural gas is seasonal, with greater demand in the colder winter months and decreased demand in the warmer summer months. All of Southwest's service territories have decoupled rate structures (alternative revenue programs), which are designed to eliminate the direct link between volumetric sales and revenue, thereby mitigating the impacts of unusual weather variability and conservation on margin, allowing the Company to aggressively pursue energy efficiency initiatives.

Centuri Construction Group, Inc. ("Centuri" or the "construction services" segment) is a full-service underground piping contractor that primarily provides utility companies with trenching and installation, replacement, and maintenance services for energy distribution systems, and develops industrial construction solutions. Centuri operates in 20 major markets in the United States (primarily as NPL) and in 2 major markets in Canada (as NPL Canada, formerly Link-Line Contractors Ltd., and W.S. Nicholls). Construction activity is cyclical and can be significantly impacted by changes in weather, general and local economic conditions (including the housing market), interest rates, employment levels, job growth, the equipment resale market, pipe replacement programs of utilities, and local and federal regulation (including tax rates and incentives). During the past few years, utilities have implemented or modified pipeline integrity management programs to enhance safety pursuant to federal and state mandates. These programs, coupled with recent bonus depreciation tax deduction incentives, have resulted in a significant increase in multi-year pipeline replacement projects throughout the U.S.

This Management's Discussion and Analysis ("MD&A") of Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and the notes thereto, as well as MD&A included in the 2015 Annual Report to Shareholders, which is incorporated by reference into the 2015 Form 10-K.

Executive Summary

The items discussed in this Executive Summary are intended to provide an overview of the results of the Company's operations. As needed, certain items are covered in greater detail in later sections of management's discussion and analysis. As reflected in the table below, the natural gas operations segment accounted for an average of 82% of twelve-month-to-date consolidated net income over the past two years. As such, management's discussion and analysis is primarily focused on that segment. Natural gas sales are seasonal, peaking during the winter months; therefore, results of operations for interim periods are not necessarily indicative of results for a full year.

Summary Operating Results

	Period Ended September 30,					
	Three Months		Nine Months		Twelve Months	
	2016	2015	2016	2015	2016	2015
	(In thousands, except per share amounts)					
<u>Contribution to net income (loss)</u>						
Natural gas operations	\$ (12,405)	\$ (18,939)	\$ 67,536	\$ 59,325	\$ 119,836	\$ 113,252
Construction services	14,877	14,205	19,325	12,873	33,144	17,692
Net income (loss)	\$ 2,472	\$ (4,734)	\$ 86,861	\$ 72,198	\$ 152,980	\$ 130,944
Average number of common shares outstanding	47,481	47,102	47,464	46,863	47,442	46,777
<u>Basic earnings (loss) per share</u>						
Consolidated	\$ 0.05	\$ (0.10)	\$ 1.83	\$ 1.54	\$ 3.22	\$ 2.80
<u>Natural Gas Operations</u>						
Operating margin	\$161,123	\$155,152	\$656,855	\$632,133	\$915,552	\$887,214

3rd Quarter 2016 Overview

Natural gas operations highlights include the following:

- Operating margin increased \$6 million compared to the prior-year quarter
- Operations and maintenance expense increased \$2.3 million compared to the prior-year quarter
- Other income increased \$6 million between quarters due to increased COLI-related income

Construction services highlights include the following:

- Revenues increased \$54 million compared to the prior-year quarter
- Construction expenses increased \$54 million compared to the prior-year quarter

Results of Natural Gas Operations

Quarterly Analysis

	Three Months Ended September 30,	
	2016	2015
	(Thousands of dollars)	
Gas operating revenues	\$200,179	\$219,420
Net cost of gas sold	39,056	64,268
Operating margin	161,123	155,152
Operations and maintenance expense	102,438	100,102
Depreciation and amortization	56,436	52,672
Taxes other than income taxes	12,480	11,652
Operating income (loss)	(10,231)	(9,274)
Other income (deductions)	2,521	(3,525)
Net interest deductions	16,364	16,259
Income (loss) before income taxes	(24,074)	(29,058)
Income tax expense (benefit)	(11,669)	(10,119)
Contribution to consolidated net income (loss)	<u>\$ (12,405)</u>	<u>\$ (18,939)</u>

Operating margin increased approximately \$6 million between quarters. Combined rate relief in the California jurisdiction and Paiute Pipeline Company (see **Rates and Regulatory Proceedings**) provided \$2 million in operating margin. New customers contributed \$1 million in operating margin during the third quarter of 2016, as approximately 29,000 net new customers were added during the last twelve months. Operating margin attributable to the Nevada conservation and energy efficiency (“CEE”) surcharge, which was implemented in January 2016, was \$2 million. Amounts collected through the surcharge do not impact net income as they also result in an increase in associated amortization expense (discussed below and in **Rates and Regulatory Proceedings**). Operating margin associated with infrastructure replacement mechanisms and customers outside the decoupling mechanisms, as well as other miscellaneous revenues, collectively increased \$1 million.

Operations and maintenance expense increased \$2.3 million, or 2%, between quarters as general cost increases and higher expenses for pipeline integrity management and damage prevention programs offset lower pension costs.

Depreciation and amortization expense increased \$3.8 million, or 7%, between quarters. Average gas plant in service for the current quarter increased \$366 million, or 6%, compared to the corresponding quarter a year ago. This was attributable to pipeline capacity reinforcement work, franchise requirements, scheduled and accelerated pipe replacement activities, and new infrastructure, which collectively resulted in increased depreciation expense.

Taxes other than income taxes increased \$828,000, or 7%, between quarters primarily due to higher property taxes associated with net plant additions.

Other income, which principally includes returns on company-owned life insurance (“COLI”) policies and non-utility expenses, increased \$6 million between quarters. The current quarter reflects \$2.3 million of income associated with COLI policy cash surrender value increases and recognized net death benefits, while the prior-year quarter reflected a COLI-related loss of \$3.9 million.

Net interest deductions increased \$105,000 between quarters, primarily due to higher interest expense associated with PGA balances, substantially offset by reductions associated with the redemption of debt (\$20 million 5.25% 2003 Series D IDRBs in September 2015, \$100 million 4.85% 2005 Series A IDRBs in July 2016, and \$24.9 million 4.75% 2006 Series A in September 2016).

The effective income tax rates in both quarters were impacted by COLI results, which are not subject to tax. Additionally, the Company claimed a federal income tax credit, which resulted in a recognized benefit of approximately \$1.6 million during the third quarter of 2016.

Nine-Month Analysis

	Nine Months Ended September 30,	
	2016	2015
	(Thousands of dollars)	
Gas operating revenues	\$980,927	\$1,059,178
Net cost of gas sold	324,072	427,045
Operating margin	656,855	632,133
Operations and maintenance expense	301,979	294,956
Depreciation and amortization	174,413	159,259
Taxes other than income taxes	39,480	37,063
Operating income	140,983	140,855
Other income (deductions)	6,712	(611)
Net interest deductions	49,155	48,104
Income before income taxes	98,540	92,140
Income tax expense	31,004	32,815
Contribution to consolidated net income	\$ 67,536	\$ 59,325

The contribution to consolidated net income from natural gas operations increased \$8.2 million between the first nine months of 2016 and 2015. The improvement was primarily due to higher operating margin and other income, partially offset by an increase in operating expenses, notably depreciation and amortization.

Operating margin increased \$25 million between the nine-month periods. Combined rate relief in the California jurisdiction and Paiute Pipeline Company provided \$7 million in operating margin. New customers contributed \$6 million in operating margin during the first nine months of 2016. Operating margin attributable to the Nevada CEE surcharge, which was implemented in January 2016, provided \$8 million of the increase. Amounts collected through the surcharge do not impact net income as they also result in an increase in associated amortization expense. Operating margin associated with infrastructure replacement mechanisms and customers outside the decoupling mechanisms, as well as other miscellaneous revenues, collectively increased \$4 million.

Operations and maintenance expense increased \$7 million, or 2%, between periods primarily due to increased expenses for pipeline integrity management and damage prevention programs (collectively, \$3 million) and general cost increases, partially offset by a decline in pension expense.

Depreciation and amortization expense increased \$15.2 million, or 10%, between periods. Average gas plant in service for the current period increased \$337 million, or 6%, compared to the corresponding period a year ago. This was attributable to pipeline capacity reinforcement work, franchise requirements, scheduled and accelerated pipe replacement activities, and new infrastructure, which collectively resulted in increased depreciation expense. In addition, approximately \$5.8 million of the increase is attributable to amortization related to the recovery of regulatory assets, notably the amortization accompanying the recovery of Nevada CEE costs indicated above.

Taxes other than income taxes increased \$2.4 million, or 7%, between periods primarily due to higher property taxes associated with net plant additions.

Other income increased \$7.3 million between periods. The current period reflects \$5.4 million of COLI-related income associated with cash surrender value increases and recognized net death benefits, while the prior-year period reflected a COLI-related loss of \$2.6 million.

Net interest deductions increased \$1.1 million between periods primarily due to higher interest expense associated with PGA balances, partially offset by reductions associated with various IDRDB debt redemptions during the past year.

The effective income tax rates in both periods were impacted by COLI results, which are not subject to tax. Additionally, the Company claimed a federal income tax credit, which resulted in a recognized benefit of approximately \$1.6 million during the third quarter of 2016.

Twelve-Month Analysis

	Twelve Months Ended September 30,	
	2016	2015
	(Thousands of dollars)	
Gas operating revenues	\$ 1,376,388	\$ 1,457,266
Net cost of gas sold	460,836	570,052
Operating margin	915,552	887,214
Operations and maintenance expense	400,222	385,271
Depreciation and amortization	228,609	210,863
Taxes other than income taxes	51,810	50,059
Operating income	234,911	241,021
Other income (deductions)	9,615	1,652
Net interest deductions	65,146	64,958
Income before income taxes	179,380	177,715
Income tax expense	59,544	64,463
Contribution to consolidated net income	<u>\$ 119,836</u>	<u>\$ 113,252</u>

Contribution to consolidated net income from natural gas operations increased \$6.6 million between the twelve-month periods of 2016 and 2015. The improvement was primarily due to higher operating margin and other income, partially offset by an increase in operating expenses.

Operating margin increased \$28 million between periods including \$8 million attributable to customer growth and a combined \$8 million of rate relief in the California jurisdiction and Paiute Pipeline Company. Operating margin attributable to the Nevada CEE surcharge implemented in January 2016 was \$8 million (a corresponding increase is reflected in amortization expense). Operating margin associated with infrastructure replacement mechanisms and customers outside the decoupling mechanisms, as well as other miscellaneous revenues, collectively improved \$4 million.

Operations and maintenance expense increased \$15 million, or 4%, between periods primarily due to general cost increases. In addition, expenses for pipeline integrity management and damage prevention programs collectively increased \$4 million.

Depreciation and amortization expense increased \$17.7 million, or 8%, between periods. Average gas plant in service for the current period increased \$320 million, or 6%, as compared to the prior period. This was attributable to pipeline capacity reinforcement work, franchise requirements, scheduled and accelerated pipe replacement activities, and new infrastructure, which collectively resulted in increased depreciation expense. In addition, approximately \$6.3 million of the increase is attributable to amortization related to the recovery of regulatory assets, notably, amortization accompanying the recovery of Nevada CEE costs indicated above.

Taxes other than income taxes increased \$1.8 million between periods primarily due to higher property taxes associated with net plant additions.

Other income increased \$8 million between the twelve-month periods of 2016 and 2015. The current period reflects \$7.5 million in income associated with COLI policy cash surrender value increases and recognized net death benefits, while the prior-year period included a COLI-related loss of \$200,000.

Net interest deductions increased \$188,000 between periods primarily due to higher interest expense associated with PGA balances, which was substantially offset by reductions associated with various IDR debt redemptions during the past year.

The effective income tax rates in both periods were impacted by COLI results, which are not subject to tax. Additionally, the Company claimed a federal income tax credit, which resulted in a recognized benefit of approximately \$1.6 million during the third quarter of 2016.

Results of Construction Services

Results of Construction Services

	Three Months Ended September 30,		Nine Months Ended September 30,		Twelve Months Ended September 30,	
	2016	2015	2016	2015	2016	2015
(Thousands of dollars)						
Construction revenues	\$339,790	\$285,976	\$838,038	\$719,042	\$1,127,982	\$948,637
Operating expenses:						
Construction expenses	300,611	246,755	757,919	647,512	1,009,188	850,591
Depreciation and amortization	13,409	13,804	43,351	41,639	58,368	55,948
Operating income	25,770	25,417	36,768	29,891	60,426	42,098
Other income (deductions)	44	(135)	44	(615)	1,246	(686)
Net interest deductions	1,794	2,142	4,945	5,991	6,738	8,961
Income before income taxes	24,020	23,140	31,867	23,285	54,934	32,451
Income tax expense	8,708	8,411	12,042	9,878	20,711	14,074
Net income (loss)	15,312	14,729	19,825	13,407	34,223	18,377
Net income attributable to noncontrolling interests	435	524	500	534	1,079	685
Contribution to consolidated net income (loss) attributable to Centuri	<u>\$ 14,877</u>	<u>\$ 14,205</u>	<u>\$ 19,325</u>	<u>\$ 12,873</u>	<u>\$ 33,144</u>	<u>\$ 17,692</u>

In May 2016, Centuri acquired ETTI. Line items in the tables above reflect the results of ETTI only since the acquisition date. ETTI provided \$4.8 million in revenue during the quarter and \$5.9 million year-to-date.

Quarterly Analysis. Net income contribution for the current quarter improved \$672,000 compared to the third quarter of 2015. Additional pipe replacement work, a decline in depreciation and amortization, and lower interest expense positively impacted net income.

Revenues increased \$53.8 million, or 19%, in the third quarter of 2016 when compared to the prior-year quarter, primarily due to additional pipe replacement work. The majority of the revenue increase was from the existing base of utility customers and their expanded pipe replacement programs.

Construction expenses increased \$53.9 million, or 22%, between quarters, due to the additional pipe replacement work noted above and higher operating expenses to support increased growth in operations. In addition, increased labor costs were experienced due to a change in the mix of work with existing customers performed during the current quarter. Included within construction expenses were higher general and administrative costs to support the growth in operations and approximately \$1 million of incremental costs due to organizational realignment activities initiated in response to the increasing size and complexity of Centuri's business. Gains on sale of equipment (reflected as an offset to construction expenses) were approximately \$1.4 million and \$456,000 for the third quarters of 2016 and 2015, respectively. Depreciation and amortization expense decreased \$395,000 between quarters primarily due to a \$2 million reduction in depreciation associated with a change in the estimated useful lives of certain depreciable equipment, partially offset by an increase in depreciation on additional equipment purchased to support the growing volume of work being performed.

Net interest deductions decreased \$348,000 between quarters. The decrease was primarily due to lower interest rates on outstanding borrowings during the current quarter.

Nine-Month Analysis. Net income contribution for the first nine months of 2016 improved \$6.5 million compared to the same period of 2015. Additional pipe replacement work and lower interest expense positively impacted net income, partially offset by overall increases in depreciation and amortization. The prior-year period included a \$7.7 million pretax loss reserve on an industrial project in Canada.

Revenues increased \$119 million, or 17%, in the first nine months of 2016 when compared to the prior-year period, primarily due to additional pipe replacement work and incremental work that was able to be completed as a result of favorable weather conditions generally in the mid-western and north-eastern parts of the United States and Canada during the first half of 2016.

Construction expenses increased \$110.4 million, or 17%, between periods, due to the additional pipe replacement work and incremental work noted above. Gains on sale of equipment (reflected as an offset to construction expenses) were approximately \$4.1 million and \$3 million for the first nine months of 2016 and 2015, respectively. Depreciation and amortization expense increased \$1.7 million between periods due to depreciation on additional equipment purchased to support the growing volume of work being performed, partially offset by a decline in amortization of certain finite-lived intangible assets recognized from the October 2014 acquisition (\$1.1 million).

Net interest deductions decreased \$1 million between periods. The decrease was primarily due to lower interest rates on outstanding borrowings during the current period.

Twelve-Month Analysis. Contribution to consolidated net income from construction services for the twelve-month period ended September 30, 2016 increased \$15.5 million compared to the same period of 2015. The improvement includes increased pipe replacement work, partially offset by increases in depreciation and amortization. The prior-year period reflects the \$7.7 million pretax loss reserve on an industrial project in Canada, while the current period includes an approximate \$4 million pretax favorable settlement related to the project.

Revenues increased \$179.3 million, or 19%, in the current twelve-month period compared to the same period of 2015 primarily due to additional pipe replacement work in the current period. Favorable weather conditions generally in the mid-western and north-eastern parts of the United States and Canada during the first half of 2016 and the fourth quarter of 2015 provided an extended construction season for the current twelve-month period. During the past several years, the construction services segment has focused its efforts on obtaining pipe replacement work under both blanket contracts and incremental bid projects. For both the twelve months ended September 30, 2016 and 2015, revenues from replacement work provided over 60% of total revenues.

Net interest deductions decreased \$2.2 million between periods. The decrease was primarily due to lower interest rates and lower average outstanding borrowings.

Construction expenses increased \$158.6 million, or 19% between periods, due to additional pipe replacement work during the twelve months ended September 30, 2016. Gains on sale of equipment (reflected as an offset to construction expenses) were \$4.2 million and \$3.5 million for the twelve-month periods of 2016 and 2015, respectively. Depreciation and amortization expense increased \$2.4 million between the current and prior-year periods primarily due to increased depreciation for additional equipment purchased to support growth in the volume of work being performed.

Rates and Regulatory Proceedings

Arizona Jurisdiction

Arizona General Rate Case. Southwest filed a general rate application with the Arizona Corporation Commission (“ACC”) in May 2016 requesting an increase in authorized annual operating revenues of approximately \$32 million, or 4.2%, to reflect existing levels of expense and requested returns, in addition to reflecting capital investments made by Southwest since June 2010. The application requests an overall rate of return of 7.82% on an original cost rate base of \$1.336 billion, a 10.25% return on common equity, and a capital structure utilizing 52% common equity. The filing includes a depreciation study that supports a proposal to reduce currently effective depreciation expense by approximately \$42 million, which is considered in the overall requested amount. This expense reduction coupled with the requested revenue increase, results in a net annual operating income increase request of \$74 million. The Company is also seeking to continue the current Customer-Owned Yard Line (“COYL”) program approved in its last general rate case and to expand this mechanism to include other non-revenue producing projects such as the replacement of vintage steel pipe, while utilizing the same cost recovery methodology. Southwest is also requesting a property tax tracker and to maintain the current decoupled rate design. A procedural order has been issued; with intervenors and ACC staff direct testimony beginning in late November 2016. Hearings, if necessary, are scheduled for February 2017. New rates are expected to be in place by May 2017.

COYL Program. The Company received approval, in connection with its previous Arizona general rate case, to implement a program to conduct leak surveys, and if leaks were present, to replace and relocate service lines and meters for approximately 100,000 Arizona customers whose meters were set off from the customer’s home, which is not a traditional configuration. Customers with this configuration were previously responsible for the cost of maintaining these lines and were subject to the immediate cessation of natural gas service if low-pressure leaks

occurred. Effective June 2013, the ACC authorized a surcharge to recover the costs of depreciation and pre-tax return on the costs incurred to replace and relocate service lines and meters. The surcharge is revised annually as the program progresses. In 2014, the Company received approval to add a "Phase II" component to the COYL program to include the replacement of non-leaking COYLs. In the most recent annual COYL filing made in February 2016, the Company requested to increase the annual surcharge revenue from \$2.5 million to \$3.7 million to reflect additional costs incurred for both Phase I and Phase II. This request was based on total capital expenditures of \$23.1 million, \$13.4 million of which was incurred during 2014 and 2015. In May 2016, the ACC issued a decision approving the surcharge application, effective in June 2016.

LNG ("Liquefied Natural Gas") Facility. In January 2014, Southwest filed an application with the ACC seeking preapproval to construct, operate and maintain a 233,000 dekatherm LNG facility in southern Arizona and to recover the actual costs, including the establishment of a regulatory asset. This facility is intended to enhance service reliability and flexibility in natural gas deliveries in the southern Arizona area by providing a local storage option, to be operated by Southwest and connected directly to its distribution system. Southwest requested approval of the actual cost of the project (including those facilities necessary to connect the proposed storage tank to Southwest's existing distribution system). In December 2014, Southwest received an order from the ACC granting pre-approval of Southwest's application to construct the LNG facility and the deferral of costs, limited to \$50 million. The initial cost estimate was made in 2013 prior to selecting the land and receipt of the detailed engineering design specifications. Following the December 2014 preapproval, the Company purchased the site for the facility and completed detailed engineering design specifications for the purpose of soliciting bids for the engineering, procurement and construction ("EPC") of the facility. Southwest solicited requests for proposals for the EPC phase of the project, and in October 2016 made a filing with the ACC to modify the previously issued Order to update the pre-approved costs to reflect a not-to-exceed amount of \$80 million, which is intended to update the pre-approval to reflect the current pricing information made available through the recently completed EPC phase. Construction is expected to take approximately two to three years to complete following a notice to proceed to the contractor. Through September 2016, Southwest has incurred approximately \$4 million in capital expenditures toward the project (including land acquisition costs). The Company included a proposal for the ratemaking treatment of facility costs as part of its current Arizona rate case filing. Absent further consideration in the current general rate case, the authorization to defer costs expires November 1, 2017 (from which point, expenditures incurred would not otherwise be eligible for deferral) and also requires any unquantified cost savings to be deferred. Any gas costs incurred that are not related to the initial construction and placement of the facility are to be recovered through the PGA mechanism. The Company anticipates a decision on its filing to modify the approved amount to reflect the current market pricing before the end of the year.

California Jurisdiction

California Attrition Filing. In November 2015, Southwest made its annual post-test year ("PTY") attrition filing with the California Public Utilities Commission ("CPUC"), requesting annual revenue increases of \$1.8 million in southern California, \$499,000 in northern California, and \$249,000 for South Lake Tahoe. This filing was approved in December 2015 and rates were made effective in January 2016. The CPUC also approved an adjustment to recover costs associated with replacing 7.1 miles of transmission pipeline and installing a remote control shut-off valve. This adjustment is expected to result in an annualized margin increase of \$1.7 million during 2016.

Nevada Jurisdiction

Infrastructure Replacement Mechanisms. In January 2014, the Public Utilities Commission of Nevada ("PUCN") approved final rules for a mechanism to defer and recover certain costs associated with accelerated replacement of non-revenue producing infrastructure. This mechanism has been in place since that time. In October 2015, the PUCN approved a GIR Advance Application, granting Southwest the authority to replace \$43.5 million of infrastructure under the GIR mechanism and management filed a separate rate application to reset the GIR surcharge, based upon project costs deferred through August 2015. In December 2015, the PUCN approved new rates, effective in January 2016, which are expected to result in approximately \$4 million in annualized revenues. For 2016, the annualized revenue requirement associated with the accelerated pipe replacement approved in 2015, to be completed during 2016 is estimated at \$4.6 million. In June 2016, Southwest filed a GIR Advance Application with the PUCN for projects expected to be completed during 2017. This filing proposed approximately \$60 million of accelerated pipe replacement to include early vintage plastic, early vintage steel, and a COYL program. The COYL program, while not large in magnitude, represents the first of its kind in Nevada, modeled after the program in place in Southwest's

Arizona jurisdiction for several years. The PUCN issued an Order on the Advance Application in October 2016, approving approximately \$57.3 million of replacement work with an annualized revenue requirement estimated at approximately \$5.3 million. The proposed COYL program was approved for the northern Nevada rate jurisdiction, but consideration for the southern Nevada rate jurisdiction was deferred until 2020, at which time certain early vintage plastic pipe programs are expected to be completed. In September 2016, Southwest filed to adjust rates effective January 2017, to collect an additional \$4.5 million in expected annual revenue for amounts previously deferred.

Conservation and Energy Efficiency. In June 2015, Southwest requested recovery of energy efficiency and conservation development and implementation costs, including promotions and incentives for various programs, as originally approved for deferral by the PUCN effective November 2009. While recovery of these costs was approved as part of the most recent general rate case made effective May 2012, amounts incurred subsequent to the effective date continued to be deferred. Approved rates became effective January 2016 and are currently expected to result in annualized margin increases of \$2 million in northern Nevada and \$8.7 million in southern Nevada, and also include amounts representing expected program expenditures for 2016. There is, however, no anticipated impact to net income overall from these recoveries as the amounts collected through customer rates are also reflected as higher amortization expense.

Federal Energy Regulatory Commission (“FERC”) Jurisdiction

General Rate Case. Paiute Pipeline Company (“Paiute”), a wholly owned subsidiary of Southwest, filed a general rate case with the FERC in February 2014. In September 2014, Paiute reached an agreement in principle with the FERC Staff and intervenors to settle the case. In February 2015, the FERC issued a letter order approving the settlement as filed. Tariff changes in compliance with the settlement were filed in March 2015. In addition to agreeing to rate design changes to encourage longer-term contracts with its shippers, the settlement resulted in an annual revenue increase of \$2.4 million, plus a \$1.3 million depreciation reduction. The settlement implies an 11.5% pre-tax rate of return. Also, as part of this agreement, Paiute agreed to file a rate case no earlier than May 2016 and no later than May 2019. No filing in advance of the date required is currently contemplated.

Elko County Expansion Project. Paiute previously requested to expand its existing transmission system to provide additional firm transportation-service capacity in the Elko County, Nevada area, in order to meet growing natural gas demands caused by increased residential and business load and the greater energy needs of mining operations in the area. In May 2015, the FERC issued an order authorizing a Certificate of Public Convenience and Necessity to Paiute to construct and operate the Elko County Expansion Project, and subsequently provided a formal Notice to Proceed. Construction began in the second quarter of 2015 and the project was placed in service in January 2016 as authorized by the FERC. Rates to begin recovering the cost of the project were implemented in January 2016 and are expected to result in \$6 million in revenue annually. The total cost of this project was estimated at approximately \$35 million. As of September 30, 2016, costs incurred were approximately \$34 million and costs associated with remaining site restoration along the construction corridor are estimated at less than \$1 million.

2018 Expansion. In response to growing demand in the Carson City and South Lake Tahoe areas of northern California and northern Nevada, Paiute evaluated shipper interest in acquiring additional transportation capacity and executed precedent agreements for incremental transportation capacity with Southwest during the third quarter of 2016. In October 2016, Paiute initiated a pre-filing review process with the FERC for an expansion project, anticipated to consist of 8.4 miles of additional transmission pipeline infrastructure at an approximate cost of \$17 million. A formal certificate application is expected to be filed in mid-2017, at which time, an environmental assessment will also be facilitated. If the process progresses as planned, the additional facilities could be in place by the end of 2018.

PGA Filings

The rate schedules in all of Southwest’s service territories contain provisions that permit adjustments to rates as the cost of purchased gas changes. These deferred energy provisions and purchased gas adjustment clauses are collectively referred to as “PGA” clauses. Differences between gas costs recovered from customers and amounts paid for gas by Southwest result in over- or under-collections. At September 30, 2016, over-collections in all jurisdictions resulted in a liability of \$123.4 million on the Company’s condensed consolidated balance sheet. Gas cost rates paid to suppliers have been lower than amounts recovered from customers during the first nine months of 2016, resulting in additional overrecoveries since December 31, 2015. Tariff rates have been adjusted in all jurisdictions during this period. Filings to change rates in accordance with PGA clauses are subject to audit by state regulatory commission staffs. PGA changes impact cash flows but have no direct impact on profit margin. However, gas cost deferrals and

recoveries can impact comparisons between periods of individual consolidated income statement components. These include Gas operating revenues, Net cost of gas sold, Net interest deductions, and Other income (deductions).

The following table presents Southwest's outstanding PGA balances receivable/(payable) (thousands of dollars):

	<u>September 30, 2016</u>	<u>December 31, 2015</u>	<u>September 30, 2015</u>
Arizona	\$ (34,425)	\$ (3,537)	\$ (5,996)
Northern Nevada	(10,326)	(2,311)	(4,360)
Southern Nevada	(77,402)	(39,753)	(34,398)
California	(1,246)	3,591	815
	<u>\$ (123,399)</u>	<u>\$ (42,010)</u>	<u>\$ (43,939)</u>

Pipeline Safety Regulation

The Pipeline and Hazardous Materials Safety Administration ("PHMSA") is in the process of proposing a series of significant rulemakings that are expected to further transform the regulatory requirements for pipelines. In October 2016, PHMSA issued a final rule regarding expanding the use of excess flow valves in natural gas distribution systems. The new rule will become effective in April 2017. The Company is evaluating potential impacts of this regulation on its operations and customers. The Company continues to monitor changing pipeline safety legislation and participates to the extent possible in developing associated mandates and reporting requirements. Additionally, it works with its state and federal commissions, where possible, to develop customer rates that are responsive to incremental costs of compliance. However, due to the timing of when rates are implemented in response to new requirements, and as additional rules are developed, compliance requirements could impact the Company's expenses and the timing and amount of capital expenditures.

Holding Company Reorganization

In 2015, the Board of Directors ("Board") of the Company authorized management to evaluate and pursue a holding company reorganization to provide further separation between regulated and unregulated businesses, and to provide additional financing flexibility. Following the holding company reorganization, Centuri and Southwest Gas would each be subsidiaries of the new publicly traded parent holding company but Centuri would no longer be a subsidiary of Southwest Gas. All of Southwest Gas Corporation's outstanding debt securities (not associated with Centuri) at the time of the reorganization will remain at the Southwest Gas utility entity. Regulatory applications for preapproval of the reorganization were filed with the ACC, the CPUC, and the PUCN in October 2015. Approvals were received from the CPUC, the PUCN, and the ACC in January, March, and May, respectively, of 2016. The reorganization is also subject to consents from various third parties and final Board approval. Subject to such conditions, the reorganization is expected to become effective in January 2017. In this event, each outstanding share of Southwest Gas common stock would automatically convert into a share of stock in the holding company, on a one-for-one basis.

Capital Resources and Liquidity

Cash on hand and cash flows from operations in the past twelve months have generally provided the majority of cash used in investing activities (primarily for construction expenditures and property additions). During the past three years, the Company was able to achieve cost savings from debt refinancing and strategic debt redemptions. Certain pipe replacement work was accelerated during these years to take advantage of bonus depreciation tax incentives and to fortify system integrity and reliability, largely supported by favorable regulatory mechanisms. In addition, in March 2015, the Company filed an automatic shelf registration statement for the offer and sale of up to \$100 million of its common stock for general corporate purposes and for the noted investment activities (refer to **Note 5 – Common Stock** and the discussion below), and it also issued \$300 million in new debt (refer to **Note 6 – Long-term Debt**). The Company's capitalization strategy is to maintain an appropriate balance of equity and debt to maintain strong investment-grade credit ratings, which should minimize interest costs.

Cash Flows

Operating Cash Flows. Cash flows provided by consolidated operating activities increased \$63.4 million in the first nine months of 2016 as compared to the same period of 2015. The improvement in operating cash flows included an increase in net income and benefits from depreciation and deferred income taxes. Additionally, new and updated surcharges for decoupling mechanisms, conservation and energy efficiency and gas infrastructure programs improved cash flows during the first nine months of 2016. Refer to **Results of Natural Gas Operations** and **Rates and Regulatory Proceedings**.

Investing Cash Flows. Cash used in consolidated investing activities increased \$88.8 million in the first nine months of 2016 as compared to the same period of 2015. The increase was primarily due to additional construction expenditures, including scheduled and accelerated pipe replacement, and equipment purchases by Centuri due to the increased replacement construction work of its customers, as well as the acquisition of ETTI in the construction services segment.

Financing Cash Flows. Net cash used in consolidated financing activities decreased \$80.1 million in the first nine months of 2016 as compared to the same period of 2015. Southwest issued \$300 million in senior notes and redeemed approximately \$125 million of IDRBs during the current period (see **Note 6 – Long-Term Debt**). It also temporarily paid down \$150 million of amounts outstanding on the long-term portion, as well as \$18 million of amounts outstanding on the short-term portion, of its credit and commercial paper facility during 2016. All other long-term debt issuance amounts and retirements of long-term debt during this period are attributable to Centuri's borrowing and repayment activity. Southwest also issued stock under its Equity Shelf Program in the first nine months of 2015. See **Note 5 – Common Stock**, and discussion below. Dividends paid increased in the first nine months of 2016 as compared to the same period of 2015 as a result of an increase in the quarterly dividend per share and an increase in the number of shares outstanding.

The capital requirements and resources of the Company generally are determined independently for the natural gas operations and construction services segments. Each business activity is generally responsible for securing its own financing sources.

Gas Segment Construction Expenditures, Debt Maturities, and Financing

During the twelve-month period ended September 30, 2016, construction expenditures for the natural gas operations segment were \$485 million. The majority of these expenditures represented costs associated with scheduled and accelerated replacement of existing transmission, distribution, and general plant. Cash flows from operating activities of Southwest were \$532 million during this time, which provided the majority of the funding for construction expenditures and dividend requirements of the natural gas operations segment.

Southwest estimates natural gas segment construction expenditures during the three-year period ending December 31, 2018 will be between \$1.4 billion and \$1.6 billion. Of this amount, approximately \$470 million is expected to be incurred in the full year 2016. Southwest plans to continue, as appropriate, to request regulatory support to accelerate projects that improve system flexibility and reliability (including replacement of early vintage plastic and steel pipe). This includes the recent approval in Nevada to complete \$57.3 million in accelerated replacement projects in Nevada in 2017 and a future request in California to initiate new programs, as well as a request included in the current Arizona general rate case to expand existing or initiate new programs. If successful, significant replacement activities are expected to continue well beyond the next few years. See also **Rates and Regulatory Proceedings** for discussion of Nevada infrastructure, Arizona COYL, and an LNG facility. During the three-year period, cash flows from operating activities of Southwest are expected to provide approximately 65% to 75% of the funding necessary for the gas operations' total construction expenditures and dividend requirements. Any additional cash requirements are expected to be provided by existing credit facilities and/or other external financing sources. The timing, types, and amounts of any additional external financings will be dependent on a number of factors, including the cost of gas purchases, conditions in the capital markets, timing and amounts of rate relief, growth levels in Southwest's service areas, and earnings. External financings could include the issuance of both debt and equity securities, bank and other short-term borrowings, and other forms of financing.

During the nine months ended September 30, 2016, the Company issued approximately 105,000 additional shares of common stock collectively through the Restricted Stock/Unit Plan, the Management Incentive Plan, and the Stock Incentive Plan. The Company raised approximately \$735,000 from the issuance of shares of common stock through the Stock Incentive Plan. All shares associated with the Stock Incentive Plan have been issued.

Bonus Depreciation

In December 2015, the Protecting Americans from Tax Hikes Act of 2015 (“PATH Act”) was enacted, extending the 50% bonus depreciation tax deduction for qualified property acquired or constructed and placed in-service during 2015 (and additional years as noted below) as well as other tax deductions, credits, and incentives. The bonus depreciation tax deduction will be phased out over five years. The PATH Act provides for a 50% bonus depreciation tax deduction in 2015 through 2017, 40% in 2018, 30% in 2019, and no bonus deduction after 2019. Southwest estimates the bonus depreciation provision of the PATH Act will defer the payment of more than \$60 million of federal income taxes for 2016. The actual amount will be dependent upon the ultimate level of qualifying expenditures.

Dividend Policy

In reviewing dividend policy, the Board of Directors (“Board”) considers the adequacy and sustainability of earnings and cash flows of the Company and its subsidiaries; the strength of the Company’s capital structure; the sustainability of the dividend through all business cycles; and whether the dividend is within a normal payout range for its respective businesses. As a result of its ongoing review of dividend policy, in February 2016, the Board increased the quarterly dividend from 40.5 cents to 45 cents per share, effective with the June 2016 payment. The Board’s policy is to target a dividend payout ratio that allows the Company to maintain its strong credit ratings and effectively fund its rate base growth and is consistent with the local distribution company peer group average. The timing and amount of any increases will be based on the Board’s continual review of the Company’s dividends per share in the context of the performance of the Company’s two operating segments and their future growth prospects.

Liquidity

Liquidity refers to the ability of an enterprise to generate sufficient amounts of cash through its operating activities and external financing to meet its cash requirements. Several general factors (some of which are out of the control of the Company) that could significantly affect liquidity in future years include: variability of natural gas prices, changes in the ratemaking policies of regulatory commissions, regulatory lag, customer growth in the natural gas segment’s service territories, Southwest’s ability to access and obtain capital from external sources, interest rates, changes in income tax laws, pension funding requirements, inflation, and the level of Company earnings. Natural gas prices and related gas cost recovery/refunding rates have historically had the most significant impact on Company liquidity.

On an interim basis, Southwest defers over- or under-collections of gas costs to PGA balancing accounts. In addition, Southwest uses this mechanism to either refund amounts over-collected or recoup amounts under-collected as compared to the price paid for natural gas during the period since the last PGA rate change went into effect. At September 30, 2016, the combined balance in the PGA accounts totaled an over-collection of \$123.4 million. See **PGA Filings** for more information.

In March 2016, the Company amended its \$300 million credit and commercial paper facility. The facility was previously scheduled to expire in March 2020 and was extended to March 2021. Southwest has designated \$150 million of the \$300 million facility for long-term borrowing needs and the remaining \$150 million for working capital purposes. The maximum amount outstanding on the credit facility (including a commercial paper program) during the first nine months of 2016 was \$230 million. At September 30, 2016, there were no borrowings outstanding on the short-term and long-term portions of the credit facility. The credit facility can be used as necessary to meet liquidity requirements, including temporarily financing under-collected PGA balances, if any, or meeting the refund needs of over-collected balances. This credit facility has been adequate for Southwest’s working capital needs outside of funds raised through operations and other types of external financing.

The Company has a \$50 million commercial paper program. Any issuance under the commercial paper program is supported by the Company's current revolving credit facility and, therefore, does not represent additional borrowing capacity. Any borrowing under the commercial paper program will be designated as long-term debt. Interest rates for the commercial paper program are calculated at the current commercial paper rate during the borrowing term. At September 30, 2016, no borrowings were outstanding under this program.

The \$100 million 2005 4.85% Series A fixed-rate IDRBs (originally due in 2035) were redeemed at par plus accrued interest in July 2016. In September 2016, the \$24.9 million 2006A 4.75% fixed-rate IDRBs (originally due in 2036) were redeemed at par plus accrued interest.

In September 2016, the Company issued \$300 million in 3.8% Senior Notes at a discount of 0.302%. The notes will mature in September 2046. A portion of the net proceeds were used to temporarily pay down amounts outstanding under the credit facility. The remaining net proceeds are intended to be used for general corporate purposes.

Centuri has a \$300 million secured revolving credit and term loan facility that is scheduled to expire in October 2019. The term loan facility portion had an initial limit of approximately \$150 million, which was reached in 2014 and is in the process of being repaid. No further borrowing is permitted under this portion of the facility. The secured revolving credit facility portion also has a limit of \$150 million; amounts borrowed and repaid under this portion of the facility are available to be re-borrowed. The maximum amount outstanding on the credit facility during the first nine months of 2016 was \$198 million, at which point \$115 million was outstanding on the term loan facility. At September 30, 2016, \$79.9 million was outstanding on the Centuri secured revolving credit facility. At September 30, 2016, there was approximately \$56 million, net of letters of credit, available under the line of credit.

The following table sets forth the ratios of earnings to fixed charges for the Company. Due to the seasonal nature of the Company's business, these ratios are computed on a twelve-month basis:

	For the Twelve Months Ended	
	September 30, 2016	December 31, 2015
Ratio of earnings to fixed charges	3.53	3.43

Earnings are defined as the sum of pretax income plus fixed charges. Fixed charges consist of all interest expense including capitalized interest, one-third of rent expense (which approximates the interest component of such expense), and net amortized debt costs.

Forward-Looking Statements

This quarterly report contains statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("Reform Act"). All statements other than statements of historical fact included or incorporated by reference in this quarterly report are forward-looking statements, including, without limitation, statements regarding the Company's plans, objectives, goals, intentions, projections, strategies, future events or performance, and underlying assumptions. The words "may," "if," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "project," "continue," "forecast," "intend," "promote," "seek," and similar words and expressions are generally used and intended to identify forward-looking statements. For example, statements regarding operating margin patterns, customer growth, the composition of our customer base, price volatility, seasonal patterns, payment of debt, interest savings, the Company's COLI strategy, annual COLI returns, replacement market and new construction market, bonus depreciation tax deductions, amount and timing for completion of estimated future construction expenditures, including the LNG facility in southern Arizona and related reconsideration of the modified filing or Order issued related to the LNG facility, forecasted operating cash flows and results of operations, net earnings impacts from gas infrastructure replacement surcharges, funding sources of cash requirements, amounts generally expected to be reflected in 2016 or future period revenues from regulatory rate proceedings including the Arizona general rate case, rates and surcharges, PGA, and other rate adjustments, impacts of pipeline safety regulations, sufficiency of working capital and current credit facilities, bank lending practices, the Company's views regarding its liquidity position, ability to raise funds and receive external financing capacity and the intent and ability to issue the remaining capacity under the Equity Shelf Program, future dividend increases, pension and post-retirement benefits, certain benefits of tax acts, the effect of any rate changes or regulatory

proceedings, infrastructure replacement mechanisms and the COYL program or ability to receive approval for an expansion of the program, statements regarding future gas prices, gas purchase contracts and derivative financial instruments, recoverability of regulatory assets, the impact of certain legal proceedings, the success in securing remaining approvals of the proposed holding company structure or timing of the related reorganization, and the timing and results of future rate hearings and approvals are forward-looking statements. All forward-looking statements are intended to be subject to the safe harbor protection provided by the Reform Act.

A number of important factors affecting the business and financial results of the Company could cause actual results to differ materially from those stated in the forward-looking statements. These factors include, but are not limited to, customer growth rates, conditions in the housing market, the ability to recover costs through the PGA mechanisms or other regulatory assets, the effects of regulation/deregulation, the effects of pipeline safety regulations, the timing and amount of rate relief, changes in rate design, variability in volume of gas or transportation service sold to customers, changes in gas procurement practices, changes in capital requirements and funding, the impact of conditions in the capital markets on financing costs, changes in construction expenditures and financing, changes in operations and maintenance expenses, effects of pension expense forecasts, accounting changes, future liability claims, changes in pipeline capacity for the transportation of gas and related costs, results of Centuri bid work, impacts of structural and management changes at Centuri, Centuri construction expenses, differences between actual and originally expected outcomes of Centuri bid or other fixed-price construction agreements, and ability to successfully procure new work, acquisitions and management's plans related thereto, competition, our ability to raise capital in external financings, our ability to continue to remain within the ratios and other limits subject to our debt covenants, and ongoing evaluations in regard to goodwill and other intangible assets. In addition, the Company can provide no assurance that its discussions regarding certain trends relating to its financing and operating expenses will continue in future periods. For additional information on the risks associated with the Company's business, see **Item 1A. Risk Factors** and **Item 7A. Quantitative and Qualitative Disclosures About Market Risk** in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

All forward-looking statements in this quarterly report are made as of the date hereof, based on information available to the Company as of the date hereof, and the Company assumes no obligation to update or revise any of its forward-looking statements even if experience or future changes show that the indicated results or events will not be realized. **We caution you to not unduly rely on any forward-looking statement(s).**

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See **Item 7A. Quantitative and Qualitative Disclosures about Market Risk** in the Company's 2015 Annual Report on Form 10-K filed with the SEC. No material changes have occurred related to the Company's disclosures about market risk.

ITEM 4. CONTROLS AND PROCEDURES

The Company has established disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and benefits of controls must be considered relative to their costs. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or management override of the control. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Based on the most recent evaluation, as of September 30, 2016, management of the Company, including the Chief Executive Officer and Chief Financial Officer, believe the Company's disclosure controls and procedures are effective at attaining the level of reasonable assurance noted above.

There have been no changes in the Company's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the third quarter of 2016 that have materially affected, or are likely to materially affect, the Company's internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is named as a defendant in various legal proceedings. The ultimate dispositions of these proceedings are not presently determinable; however, it is the opinion of management that none of this litigation individually or in the aggregate will have a material adverse impact on the Company's financial position or results of operations.

ITEMS 1A through 3. None.

ITEM 4. MINE SAFETY DISCLOSURES Not applicable.

ITEM 5. OTHER INFORMATION None.

ITEM 6. EXHIBITS

The following documents are filed, or furnished, as applicable, as part of this report on Form 10-Q:

- Exhibit 4.01 - Indenture, dated as of September 29, 2016, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee. Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated September 26, 2016. File No. 1-07850.
- Exhibit 4.02 - Amendment No. 2 to Note Purchase Agreement, dated September 30, 2016, by and among Southwest Gas Corporation and Metropolitan Life Insurance Company, John Hancock Life Insurance Company (U.S.A.), certain of their respective affiliates, and Union Fidelity Life Insurance Company.
- Exhibit 12.01 - Computation of Ratios of Earnings to Fixed Charges.
- Exhibit 31.01 - Section 302 Certifications.
- Exhibit 32.01 - Section 906 Certifications.
- Exhibit 101 - The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in Extensible Business Reporting Language ("XBRL"): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income, (iii) the Condensed Consolidated Statements of Comprehensive Income, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) the Notes to the Condensed Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Southwest Gas Corporation

(Registrant)

Date: November 8, 2016

/s/ GREGORY J. PETERSON

Gregory J. Peterson

Vice President/Controller and Chief Accounting Officer

SOUTHWEST GAS CORPORATION

\$125,000,000
6.10% Senior Notes due 2041

AMENDMENT NO. 2

to

NOTE PURCHASE AGREEMENT

Dated September 30, 2016

TABLE OF CONTENTS

	<u>Page</u>
SECTION 1. AMENDMENTS	2
SECTION 2. REPRESENTATIONS AND WARRANTIES OF THE COMPANY	4
SECTION 3. CONDITIONS TO EFFECTIVENESS OF THIS AMENDMENT NO. 2	5
SECTION 4. MISCELLANEOUS	6
ATTACHMENT A — Amended <u>Schedule 5.4</u> to Note Purchase Agreement – Subsidiaries of the Company, Ownership of Subsidiary Stock and Similar Equity Interests, and Directors and Senior Officers	
ATTACHMENT B — Amended <u>Schedule 5.15</u> to Note Purchase Agreement – Existing Indebtedness	
ATTACHMENT C — <u>Schedule 9.5</u> to Note Purchase Agreement – Reorganization Transaction Steps – Selected Entities	

AMENDMENT NO. 2
to
NOTE PURCHASE AGREEMENT

This Amendment No. 2, dated September 30, 2016 (this “**Amendment No. 2**”), to the Note Purchase Agreement (as defined below), is by and among SOUTHWEST GAS CORPORATION, a California corporation (the “**Company**”), and the holders of the Notes (as defined below) (the “**Noteholders**”).

RECITALS:

A. The Company and each of the Noteholders have heretofore entered into that certain Note Purchase Agreement, dated November 18, 2010, as amended by that certain Amendment No. 1, dated as of March 28, 2014 (as so amended, the “**Note Purchase Agreement**”), providing for the Company to issue \$125,000,000 aggregate principal amount of its 6.10% Senior Notes due 2041 (the “**Notes**”). The Company has heretofore issued to the Noteholders \$125,000,000 aggregate principal amount of the Notes.

B. The Company and the Noteholders now desire to amend the Note Purchase Agreement in the respects, but only in the respects, hereinafter set forth.

C. Capitalized terms used herein shall have the respective meanings ascribed thereto in the Note Purchase Agreement unless herein defined or the context shall otherwise require.

D. All requirements of law have been fully complied with and all other acts and things necessary to make this Amendment No. 2 a valid, legal and binding instrument according to its terms for the purposes herein expressed have been done or performed.

NOW, THEREFORE, upon the full and complete satisfaction of the conditions precedent to the effectiveness of this Amendment No. 2 set forth in Section 3.1 hereof, and in consideration of good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the Company and the Noteholders do hereby agree as follows:

SECTION 1. AMENDMENTS.

1.1 Section 5.15(a) of the Note Purchase Agreement shall be and is hereby amended by replacing “September 30, 2010” with “June 30, 2016”, so that such section, as so amended, shall read in its entirety as follows:

(a) Except as described therein, Schedule 5.15 sets forth a complete and correct list of all outstanding Indebtedness of the Company and its Subsidiaries as of June 30, 2016 (including a description of the obligors and obligees, principal amount outstanding and collateral therefor, if any, and Guaranty thereof, if any), since which date there has been no Material change in the amounts, interest rates, sinking funds, installment payments or maturities of the Indebtedness of the Company or its Subsidiaries. Neither the Company nor any Subsidiary is in default and no waiver of default is currently in effect, in the payment of any principal or interest on any Indebtedness of the Company or such Subsidiary and no event or condition exists with respect to any Indebtedness of the Company or any Subsidiary that would permit (or that with notice or the lapse of time, or both, would permit) one or more Persons to cause such Indebtedness to become due and payable before its stated maturity or before its regularly scheduled dates of payment.

1.2 Section 9.5 of the Note Purchase Agreement shall be and is hereby amended by (i) adding “or organizational” between “corporate” and “existence” in three places and (ii) adding at the end of the first sentence thereof the phrase “, *provided* that to complete the Reorganization, the Company may convert from a California corporation to a California limited liability company and then back to a California corporation”, so that such section, as so amended, shall read in its entirety as follows:

Section 9.5. Corporate Existence, Etc. Subject to Section 10.2, the Company will at all times preserve and keep in full force and effect its corporate or organizational existence, *provided* that to complete the Reorganization, the Company may convert from a California corporation to a California limited liability company and then back to a California corporation. Subject to Section 10.2, the Company will at all times preserve and keep in full force and effect the corporate or organizational existence of each of its Subsidiaries (unless merged into the Company or a Wholly-Owned Subsidiary) and all rights and franchises of the Company and its Subsidiaries unless, in the good faith judgment of the Company, the termination of or failure to preserve and keep in full force and effect such corporate or organizational existence, right or franchise could not, individually or in the aggregate, have a Material Adverse Effect.

1.3 Section 10.4 of the Note Purchase Agreement shall be and is hereby amended by (i) adding “(i)” between the words “except” and “pursuant” and (ii) adding at the end thereof the phrase “or (ii) as described in the definition of “Reorganization””, so that so that such section, as so amended, shall read in its entirety as follows:

Section 10.4. Transactions with Affiliates. The Company will not and will not permit any Subsidiary to enter into directly or indirectly any transaction or group of

related transactions (including without limitation the purchase, lease, sale or exchange of properties of any kind or the rendering of any service) with any Affiliate (other than the Company or another Subsidiary), except (i) pursuant to the reasonable requirements of the Company's or such Subsidiary's business and upon fair and reasonable terms no less favorable to the Company or such Subsidiary than would be obtainable in a comparable arm's-length transaction with a Person not an Affiliate or (ii) as described in the definition of "Reorganization".

1.4 The definition of "Change in Control" in Schedule B of the Note Purchase Agreement shall be and is hereby amended to read in its entirety as follows:

"Change in Control" means the occurrence of any of the following conditions: (a) from and after the completion of the Reorganization, the Holding Company shall fail to own all of the issued and outstanding capital stock of the Intermediate Holding Company, (b) from and after the completion of the Reorganization, the Intermediate Holding Company shall fail to own all of the issued and outstanding capital stock of the Company, (c) (i) prior to the completion of the Reorganization, any Person or group of associated Persons acting in concert shall have acquired an aggregate of more than 50% of the outstanding shares of voting stock of the Company (other than any transactions necessary for completion of the Reorganization), and (ii) from and after the completion of the Reorganization, any Person or group of associated Persons acting in concert shall have acquired an aggregate of more than 50% of the outstanding shares of voting stock of the Holding Company, or (d) individuals who constitute the board of directors of the Company on the Amendment No. 2 Effective Date or the Holding Company or the Intermediate Holding Company on the date of the completion of the Reorganization (each, an **"Incumbent Board"**) cease for any reason to constitute at least a majority thereof, *provided* that any person becoming a director subsequent to the Amendment No. 2 Effective Date, in the case of the Company, or the date of the completion of the Reorganization, in the case of the Holding Company and the Intermediate Holding Company, whose election, or nomination for election by the Company's, the Holding Company's or the Intermediate Holding Company's shareholders, as the case may be, was approved by a vote of a majority of the directors comprising the applicable Incumbent Board (either by a specific vote or by approval of the proxy statement of the Company, the Holding Company or the Intermediate Holding Company, as the case may be, in which such person is named as a nominee for director, without objection to such nomination) shall be, for purposes of this clause (d), considered as though such person were a member of such Incumbent Board.

1.5 The Note Purchase Agreement shall be and is hereby amended by adding the following new definitions in alphabetical order to Schedule B to the Note Purchase Agreement:

“**Amendment No. 2 Effective Date**” means September 30, 2016.

“**Holding Company**” means Holdco (as defined in the definition of “Reorganization”).

“**Intermediate Holding Company**” means Intermediate Holdco (as defined in the definition of “Reorganization”).

“**Reorganization**” has the meaning assigned to such term in the Form 8-K filed by the Company with the SEC on October 13, 2015. To effect the Reorganization, the Company will form a new direct, wholly owned subsidiary (“**Holdco**”), which in turn will form a new direct, wholly owned subsidiary (“**Merger Sub**”). Both Holdco and Merger Sub will be California corporations. The Reorganization would be effected (i) through the merger of the Company and Merger Sub whereby the Company would be the surviving corporation (the “**Surviving Company**”) and a subsidiary of Holdco, (ii) the Surviving Company converting from a California corporation into a California limited liability company to be called SWG LLC, (iii) SWG LLC distributing to Holdco all issued and outstanding capital stock of its subsidiary, Carson Water Company, (iv) Holdco contributing all of the membership interests of SWG LLC to its subsidiary, an intermediate holding company, a California corporation (“**Intermediate Holdco**”), and (v) SWG LLC converting from a California limited liability company back into a California corporation to be called Southwest Gas Corporation, all as further described and depicted in Schedule 9.5.

1.6 Schedule 5.4 to the Note Purchase Agreement shall be and is hereby amended to read in its entirety as set forth in Attachment A to this Amendment No. 2.

1.7 Schedule 5.15 to the Note Purchase Agreement shall be and is hereby amended to read in its entirety as set forth in Attachment B to this Amendment No. 2.

1.8 The Note Purchase Agreement shall be and is hereby amended by adding a new Schedule 9.5 in the form attached to this Amendment No. 2 as Attachment C.

SECTION 2. REPRESENTATIONS AND WARRANTIES OF THE COMPANY.

2.1 To induce the Noteholders to execute and deliver this Amendment No. 2 (which representations shall survive the execution and delivery of this Amendment No. 2), the Company represents and warrants to the Noteholders that:

(a) This Amendment No. 2 has been duly authorized by all necessary corporate action on the part of the Company, and this Amendment No. 2 constitutes a legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as such enforceability may be limited by (i) applicable

bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally and (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

(b) The Note Purchase Agreement, as amended by this Amendment No. 2, constitutes a legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms, except as such enforceability may be limited by (i) applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting the enforcement of creditors' rights generally and (ii) general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

(c) The execution, delivery and performance by the Company of this Amendment No. 2 will not (i) contravene, result in any breach of, or constitute a default under, or result in the creation of any Lien in respect of any property of the Company or any Subsidiary under, any indenture, mortgage, deed of trust, loan, purchase or credit agreement, lease, corporate charter or by-laws, or any other agreement or instrument to which the Company or any Subsidiary is bound or by which the Company or any Subsidiary or any of their respective properties may be bound or affected, (ii) conflict with or result in a breach of any of the terms, conditions or provisions of any order, judgment, decree, or ruling of any court, arbitrator or Governmental Authority applicable to the Company or any Subsidiary or (iii) violate any provision of any statute or other rule or regulation of any Governmental Authority applicable to the Company or any Subsidiary.

(d) No consent, approval or authorization of, or registration, filing or declaration with, any Governmental Authority is required in connection with the execution, delivery or performance by the Company of this Amendment No. 2.

(e) As of the date hereof and after giving effect to this Amendment No. 2, no Default or Event of Default has occurred which is continuing.

(f) All the representations and warranties made by the Company in the Note Purchase Agreement (assuming the effectiveness of this Amendment No. 2) are true and correct in all material respects, except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof, with the same force and effect as if made by the Company on and as of the date hereof, except to the extent that any such representations and warranties expressly relate by their terms to a prior date, in which case, such representations and warranties shall be true and correct in all material respects as of such prior date.

SECTION 3. CONDITIONS TO EFFECTIVENESS OF THIS AMENDMENT NO. 2.

3.1 This Amendment No. 2 shall not become effective until, and shall become effective when, each and every one of the following conditions shall have been satisfied:

(a) Executed counterparts of this Amendment No. 2, duly executed by the Company and the Noteholders, shall have been delivered to the Noteholders.

(b) The representations and warranties of the Company set forth in Section 2.1 hereof are true and correct in all material respects.

(c) The Noteholders shall have received such other documents, instruments, and/or agreements as they shall have reasonably requested.

(d) The Company shall have paid the reasonable fees and expenses of Day Pitney LLP, counsel to the Noteholders, in connection with the negotiation, preparation, approval, execution and delivery of this Amendment No. 2.

SECTION 4. MISCELLANEOUS.

4.1 This Amendment No. 2 shall be construed in connection with and as part of the Note Purchase Agreement, and except as modified and expressly amended by this Amendment No. 2, all terms, conditions and covenants contained in the Note Purchase Agreement and the Notes are hereby ratified and shall be and remain in full force and effect.

4.2 Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Amendment No. 2 may refer to the Note Purchase Agreement without making specific reference to this Amendment No. 2 but nevertheless all such references shall include this Amendment No. 2 unless the context otherwise requires.

4.3 The descriptive headings of the various Sections or parts of this Amendment No. 2 are for convenience only and shall not affect the meaning or construction of any of the provisions hereof.

4.4 This Amendment No. 2 shall be construed and enforced in accordance with, and the rights of the parties shall be governed by, the law of the State of New York excluding choice of law principles of the law of such State that would permit the application of the laws of a jurisdiction other than such State.

4.5 This Amendment No. 2 may be executed in any number of counterparts, each of which shall be an original but all of which together shall constitute one instrument. Each counterpart may consist of a number of copies hereof, each signed by less than all, but together signed by all, of the parties hereto. Delivery of an executed counterpart of a signature page of this Amendment No. 2 by facsimile or other electronic means shall be effective as delivery of a manually executed counterpart of this Amendment No. 2.

[Remainder of page intentionally left blank; signature pages follow]

IN WITNESS WHEREOF, the parties have executed this Amendment No. 2 as of the date first written above.

SOUTHWEST GAS CORPORATION

By: /s/ Kenneth J. Kenny

Name: Kenneth J. Kenny

Title: Vice President/Finance/Treasurer

-S-1-

Signature Page to Amendment No. 2 to
Note Purchase Agreement

ACCEPTED AND AGREED TO:

METROPOLITAN LIFE INSURANCE COMPANY

as Noteholder

**METLIFE INSURANCE COMPANY USA (formerly
known as MetLife Insurance Company of Connecticut)**

as Noteholder

By: Metropolitan Life Insurance Company, its Investment
Manager

By: /s/ John Wills

Name: John Wills

Title: Managing Director

ACCEPTED AND AGREED TO:

UNION FIDELITY LIFE INSURANCE COMPANY

as Noteholder

By: MetLife Investment Advisors Company LLC, its
Investment Manager

By: /s/ John Wills

Name: John Wills

Title: Managing Director

-S-2-

Signature Page to Amendment No. 2 to
Note Purchase Agreement

ACCEPTED AND AGREED TO:

JOHN HANCOCK LIFE INSURANCE COMPANY

(U.S.A.)

as Noteholder

By: /s/ Recep C. Kendircioglu

Name: Recep C. Kendircioglu

Title: Senior Managing Director

ACCEPTED AND AGREED TO:

JOHN HANCOCK LIFE & HEALTH INSURANCE

COMPANY

as Noteholder

By: /s/ Recep C. Kendircioglu

Name: Recep C. Kendircioglu

Title: Senior Managing Director

-S-3-

Signature Page to Amendment No. 2 to
Note Purchase Agreement

SUBSIDIARIES OF THE COMPANY, OWNERSHIP OF SUBSIDIARY STOCK
AND SIMILAR EQUITY INTERESTS, AND DIRECTORS AND SENIOR OFFICERS

(i) SUBSIDIARIES

<u>Name of Subsidiary</u>	<u>Jurisdiction of Organization</u>	<u>Equity Ownership (100% unless otherwise indicated)</u>
Paiute Pipeline Company	Nevada	Southwest Gas Corporation - Common Stock
NPL Construction Co.	Nevada	Vistus Construction Group, Inc. - Common Stock
Southwest Administrators, Inc.	Nevada	NPL Construction Co. - Common Stock
IntelliChoice Energy LLC	Delaware	NPL Construction Co. - Membership Interest (65%)
IntelliChoice Energy of California LLC	Delaware	IntelliChoice Energy LLC - Membership Interest
Southwest Gas Transmission Company	Arizona	Limited Partnership between Southwest Gas Corporation (99% - Limited Partner) and Utility Financial Corp. (1% - General Partner)
Southwest Gas Capital III	Delaware	Southwest Gas Corporation (Depositor) - No outstanding Trust Securities
Southwest Gas Capital IV	Delaware	Southwest Gas Corporation (Depositor) - No outstanding Trust Securities
Utility Financial Corp.	Nevada	Southwest Gas Corporation - Common Stock
The Southwest Companies	Nevada	Southwest Gas Corporation - Common Stock
Carson Water Company	Nevada	Southwest Gas Corporation - Common Stock
Centuri Construction Group, Inc.	Nevada	Carson Water Company - Common Stock (96.6%)
Vistus Construction Group, Inc.	Nevada	Centuri Construction Group, Inc. - Common Stock
Brigadier Pipelines, Inc.	Nevada	Vistus Construction Group, Inc. - Common Stock
Canyon Pipeline Construction, Inc.	Nevada	Vistus Construction Group, Inc. - Common stock
Lynxus Construction Group Inc.	Ontario, Canada	Centuri Construction Group, Inc. - Common Stock
NPL Canada LTD.	Ontario, Canada	Lynxus Construction Group Inc. - Common Stock
2018429 Ontario LTD.	Ontario, Canada	Lynxus Construction Group Inc. - Common Stock
W.S. Nicholls Construction Inc.	Ontario, Canada	Ontario LTD. - Common Stock
W.S. Nicholls Industries Inc.	Ontario, Canada	Ontario LTD. - Common Stock

(ii) AFFILIATES (other than Subsidiaries)

None

(iii) BOARD OF DIRECTORS OF SOUTHWEST GAS CORPORATION

Robert L. Boughner
José A. Cárdenas
Thomas E. Chestnut
Stephen C. Comer
LeRoy C. Hanneman, Jr.
John P. Hester
Anne L. Mariucci
Michael J. Melarkey
A. Randall Thoman
Thomas A. Thomas
Terrence L. “Terry” Wright

(iv) OFFICERS OF SOUTHWEST GAS CORPORATION

President and Chief Executive Officer	John P. Hester
Senior Vice President/Chief Financial Officer	Roy R. Centrella
Senior Vice President/Operations	Eric DeBonis
Senior Vice President/General Counsel and Corporate Secretary	Karen S. Haller
Senior Vice President/Staff Operations and Technology	Anita M. Romero
Vice President/Human Resources	Sharon W. Braddy-McKoy
Vice President/Regulation and Public Affairs	Justin L. Brown
Vice President/Energy Solutions	Joe L. Esparza, Jr.
Vice President/Central Arizona Division	Luis F. Frisby
Vice President/Gas Resources	Randall P. Gabe
Vice President/Northern Nevada Division	Bradford T. Harris
Vice President/Finance/Treasurer	Kenneth J. Kenny
Vice President/Controller/Chief Accounting Officer	Gregory J. Peterson
Vice President/Engineering	Jerome T. Schmitz
Vice President/Southern Nevada Division	Christopher W. Sohus
Vice President/Risk Management and Compliance Officer	Frank J. Stanbrough
Vice President/Southern Arizona Division	Julie M. Williams

(v) SUBSIDIARIES OF THE COMPANY SUBJECT TO LEGAL, REGULATORY, CONTRACTUAL OR OTHER RESTRICTIONS ON PAYMENT OF DIVIDENDS OR DISTRIBUTIONS

Centuri Construction Group, Inc. (“Centuri”) – Centuri and its subsidiaries are not subject to any direct restrictions on their ability to pay dividends out of profits or make any other similar distributions of profits to the Company; however, certain financial covenants contained in Centuri’s Credit Agreement, dated October 1, 2014, could have the effect of limiting Centuri’s ability to pay dividends out of profits or make any other similar distributions of profits to the Company. Further, because 3.4% of Centuri’s equity interests are held by third parties, 3.4% of any dividend or distribution declared by Centuri would be payable to such third parties.

EXISTING INDEBTEDNESS
AS OF JUNE 30, 2016
\$ USD

<u>Debentures (1)</u>	<u>Obligor</u>	<u>Obligee</u>	<u>Principal Outstanding</u>	<u>Guaranty and Security</u>
Notes, 4.45%, due 2020	Southwest	Cede & Co.	\$125,000,000	None
Notes, 6.10%, due 2041	Southwest	Cede & Co.	125,000,000	None
Notes, 3.875%, due 2022	Southwest	Cede & Co.	250,000,000	None
Notes, 4.875%, due 2043	Southwest	Cede & Co.	250,000,000	None
8.0% Series, due 2026	Southwest	Cede & Co.	75,000,000	None
Medium-term notes, 7.59% series, due 2017	Southwest	Cede & Co.	25,000,000	None
Medium-term notes, 7.78% series, due 2022	Southwest	Cede & Co.	25,000,000	None
Medium-term notes, 7.92% series, due 2027	Southwest	Cede & Co.	25,000,000	None
Medium-term notes, 6.76% series, due 2027	Southwest	Cede & Co.	7,500,000	None
Unamortized discount and debt issuance costs			(5,894,000)	
Total Debentures			<u>\$901,606,000</u>	
Revolving credit facility, due 2021 (2)	Southwest	BNY Mellon	\$ 2,500,000	None
Commercial paper (3)	Southwest	N/A	\$ —	None
<u>Industrial Development Revenue Bonds:</u>				
Variable-rate bonds:				
1993 Series A, due 2028	Southwest	Cede & Co.	\$ 50,000,000	None
2003 Series A, due 2038	Southwest	Cede & Co.	50,000,000	None
2008 Series A, due 2038	Southwest	Cede & Co.	50,000,000	None
2009 Series A, due 2039	Southwest	Cede & Co.	50,000,000	None
Fixed-rate bonds:				
2005 Series A, 4.875%, due 2035 (4)	Southwest	Cede & Co.	\$100,000,000	None
2006 Series A, 4.758%, due 2036 (5)	Southwest	Cede & Co.	24,855,000	None
Unamortized discount and debt issuance costs			\$ (3,584,000)	
Total Industrial Development Revenue Bonds:			<u>\$321,271,000</u>	
<u>Centuri Construction Group Inc. (wholly-owned subsidiary) Debt:</u>				
Term loan facility (6)	Centuri Construction Group, Inc., NPL Construction Co.	Wells Fargo Bank (6 banks in lending group, Wells Fargo is admin bank)	\$115,769,000	Secured (7)

Debentures (1)	Obligor	Obligee	Principal Outstanding	Guaranty and Security
Secured revolving credit facility (6)		Wells Fargo Bank (6 banks in lending group, Wells Fargo is admin bank)		
	Centuri Construction Group, Inc., NPL Construction Co.		\$ 76,645,000	Secured (7)
Term loan		Wells Fargo Bank		
	NPL Construction Co.		3,935,000	Secured (8)
Term loan	NPL Construction Co.	Bank of America	7,866,000	Secured (8)
Term loan	NPL Construction Co.	Bank of America	8,105,000	Secured (8)
Term loan	NPL Construction Co.	UMB	5,783,000	Secured (9)
Term loan	NPL Canada Ltd.	Bank of America	4,490,000	Secured (8)
Term loan	2018429 Ontario Ltd.	Scotia Bank	7,000	Secured (8)
Unamortized debt issuance costs			\$ (604,000)	
Total Centuri Debt			<u>251,996,000</u>	
Total Long-Term Debt (includes current maturities)			<u>1,477,373,000</u>	

- (1) The company issued a \$300 million, 3.8% Senior Note due 2046 on 9/26/2016.
- (2) \$300 million revolving credit facility that expires in March of 2021, of which \$150 million has been designated as long-term debt and \$150 million for working capital purposes. There were no amounts outstanding under the facility as of 9/30/2016.
- (3) \$50 million uncommitted F-2 commercial paper program, supported by the revolving credit facility.
- (4) Bond was called in-full on 7/28/2016.
- (5) Bond was called in-full on 9/2/2016.
- (6) Centuri has a \$300 million secured revolving credit and term loan facility that is scheduled to expire October 2019. The term loan facility portion had an initial limit of approximately \$150 million, which was reached in 2014 and is in the process of being repaid. No further borrowing is permitted under this portion of the facility. The secured revolving credit facility portion also has a limit of \$150 million; amounts borrowed and repaid under this portion of the facility are available to be re-borrowed.
- (7) All assets of the borrower(s) excluding assets pledged to secure other debt. Lynxus Construction Group Inc. and Vistus Construction Group, Inc. are guarantors/co-borrowers.
- (8) Company equipment pledged as collateral.
- (9) Pledged collateral is the Glen Harbor building in Glendale, AZ.

[ATTACHED]

SOUTHWEST GAS CORPORATION
COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
(Thousands of dollars)

	Sep 30, 2016	For the Twelve Months Ended				
		December 31,				
		2015	2014	2013	2012	2011
1. Fixed charges:						
A) Interest expense	\$ 71,467	\$ 71,661	\$ 71,234	\$ 62,958	\$ 67,148	\$ 68,183
B) Amortization	1,878	1,884	2,063	2,002	2,001	2,137
C) Interest portion of rentals	19,342	16,678	11,802	11,809	10,605	8,943
Total fixed charges	<u>\$ 92,687</u>	<u>\$ 90,223</u>	<u>\$ 85,099</u>	<u>\$ 76,769</u>	<u>\$ 79,754</u>	<u>\$ 79,263</u>
2. Earnings (as defined):						
D) Pretax income from continuing operations	\$234,314	\$219,332	\$219,521	\$222,815	\$207,915	\$175,066
Fixed Charges (1. above)	92,687	90,223	85,099	76,769	79,754	79,263
Total earnings as defined	<u>\$327,001</u>	<u>\$309,555</u>	<u>\$304,620</u>	<u>\$299,584</u>	<u>\$287,669</u>	<u>\$254,329</u>
	<u>3.53</u>	<u>3.43</u>	<u>3.58</u>	<u>3.90</u>	<u>3.61</u>	<u>3.21</u>

Certification

I, John P. Hester, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southwest Gas Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2016

/s/ JOHN P. HESTER

John P. Hester
President and Chief Executive Officer
Southwest Gas Corporation

Certification

I, Roy R. Centrella, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southwest Gas Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2016

/s/ ROY R. CENTRELLA

Roy R. Centrella
Senior Vice President/Chief Financial Officer
Southwest Gas Corporation

SOUTHWEST GAS CORPORATION

CERTIFICATION

In connection with the periodic report of Southwest Gas Corporation (the "Company") on Form 10-Q for the period ended September 30, 2016, as filed with the Securities and Exchange Commission (the "Report"), I, John P. Hester, the President and Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Dated: November 8, 2016

/s/ John P. Hester

John P. Hester

President and Chief Executive Officer

SOUTHWEST GAS CORPORATION

CERTIFICATION

In connection with the periodic report of Southwest Gas Corporation (the "Company") on Form 10-Q for the period ended September 30, 2016, as filed with the Securities and Exchange Commission (the "Report"), I, Roy R. Centrella, Senior Vice President/Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Dated: November 8, 2016

/s/ Roy R. Centrella

Roy R. Centrella

Senior Vice President/Chief Financial Officer