

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 March 31, 2018

<i>Commission File Number</i>	<i>Exact name of registrant as specified in its charter and principal office address and telephone number</i>	<i>State of Incorporation</i>	<i>I.R.S. Employer Identification No.</i>
001-37976	Southwest Gas Holdings, Inc. 5241 Spring Mountain Road Post Office Box 98510 Las Vegas, Nevada 89193-8510 (702) 876-7237	California	81-3881866
1-7850	Southwest Gas Corporation 5241 Spring Mountain Road Post Office Box 98510 Las Vegas, Nevada 89193-8510 (702) 876-7237	California	88-0085720

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

Southwest Gas Holdings, Inc.:

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Southwest Gas Corporation:

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether each 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.

Southwest Gas Holdings, Inc. Common Stock, \$1 Par Value, 48,355,558 shares as of April 30, 2018.

All of the outstanding shares of common stock (\$1 par value) of Southwest Gas Corporation were held by Southwest Gas Holdings, Inc. as of January 1, 2017.

SOUTHWEST GAS CORPORATION MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION (H)(1)(a) and (b) OF FORM 10-Q AND IS THEREFORE FILING THIS REPORT WITH THE REDUCED DISCLOSURE FORMAT AS PERMITTED BY GENERAL INSTRUCTION H(2).

FILING FORMAT

This quarterly report on Form 10-Q is a combined report being filed by two separate registrants: Southwest Gas Holdings, Inc. and Southwest Gas Corporation. Except where the content clearly indicates otherwise, any reference in the report to “we,” “us” or “our” is to the holding company or the consolidated entity of Southwest Gas Holdings, Inc. and all of its subsidiaries, including Southwest Gas Corporation, which is a distinct registrant that is a wholly owned subsidiary of Southwest Gas Holdings, Inc. Information contained herein relating to any individual company is filed by such company on its own behalf. Each company makes representations only as to itself and makes no other representation whatsoever as to any other company.

Part I—Financial information in this Quarterly Report on Form 10-Q includes separate financial statements (i.e. balance sheets, statements of income, statements of comprehensive income, and statements of cash flows) for Southwest Gas Holdings, Inc. and Southwest Gas Corporation, in that order. The Notes to Consolidated Financial Statements are presented on a combined basis for both entities. All Items other than Part I – Item 1 are combined for the reporting companies.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**SOUTHWEST GAS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS**

(Thousands of dollars, except par value)
(Unaudited)

	MARCH 31, 2018	DECEMBER 31, 2017
ASSETS		
Utility plant:		
Gas plant	\$ 6,709,858	\$ 6,629,644
Less: accumulated depreciation	(2,248,307)	(2,231,242)
Construction work in progress	142,840	125,248
Net utility plant	4,604,391	4,523,650
Other property and investments	442,771	428,180
Current assets:		
Cash and cash equivalents	65,115	43,622
Accounts receivable, net of allowances	335,982	347,375
Accrued utility revenue	47,300	78,200
Income taxes receivable, net	15,549	7,960
Deferred purchased gas costs	18,739	14,581
Prepays and other current assets	181,248	165,294
Total current assets	663,933	657,032
Noncurrent assets:		
Goodwill	176,485	179,314
Deferred income taxes	1,371	1,480
Deferred charges and other assets	438,682	447,410
Total noncurrent assets	616,538	628,204
Total assets	<u>\$ 6,327,633</u>	<u>\$ 6,237,066</u>
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, \$1 par (authorized - 60,000,000 shares; issued and outstanding - 48,336,922 and 48,090,470 shares)	\$ 49,967	\$ 49,720
Additional paid-in capital	965,480	955,332
Accumulated other comprehensive income (loss), net	(56,363)	(47,682)
Retained earnings	920,454	857,398
Total Southwest Gas Holdings, Inc. equity	1,879,538	1,814,768
Noncontrolling interest	(3,162)	(2,365)
Total equity	1,876,376	1,812,403
Long-term debt, less current maturities	1,998,127	1,798,576
Total capitalization	3,874,503	3,610,979
Current liabilities:		
Current maturities of long-term debt	24,867	25,346
Short-term debt	22,500	214,500
Accounts payable	175,905	228,315
Customer deposits	69,610	69,781
Income taxes payable	12,906	5,946
Accrued general taxes	63,307	43,879
Accrued interest	24,906	17,870
Deferred purchased gas costs	371	6,841
Other current liabilities	208,479	203,403
Total current liabilities	602,851	815,881
Deferred income taxes and other credits:		
Deferred income taxes and investment tax credits	500,289	476,960
Accumulated removal costs	317,000	315,000
Other deferred credits and other long-term liabilities	1,032,990	1,018,246
Total deferred income taxes and other credits	1,850,279	1,810,206
Total capitalization and liabilities	<u>\$ 6,327,633</u>	<u>\$ 6,237,066</u>

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share amounts)
(Unaudited)

	THREE MONTHS ENDED MARCH 31,		TWELVE MONTHS ENDED MARCH 31,	
	2018	2017	2018	2017
Operating revenues:				
Gas operating revenues	\$ 494,313	\$ 462,602	\$1,334,019	\$1,258,914
Construction revenues	260,017	192,135	1,314,366	1,125,065
Total operating revenues	754,330	654,737	2,648,385	2,383,979
Operating expenses:				
Net cost of gas sold	185,732	146,879	393,898	330,400
Operations and maintenance	102,351	104,295	390,819	390,402
Depreciation and amortization	62,478	72,478	240,951	286,250
Taxes other than income taxes	15,257	14,782	58,421	53,145
Construction expenses	258,952	191,956	1,215,959	1,022,997
Total operating expenses	624,770	530,390	2,300,048	2,083,194
Operating income	129,560	124,347	348,337	300,785
Other income and (expenses):				
Net interest deductions	(22,631)	(18,714)	(81,981)	(74,653)
Other income (deductions)	(4,334)	(990)	(9,374)	(8,062)
Total other income and (expenses)	(26,965)	(19,704)	(91,355)	(82,715)
Income before income taxes	102,595	104,643	256,982	218,070
Income tax expense	24,301	35,638	53,751	71,365
Net income	78,294	69,005	203,231	146,705
Net income (loss) attributable to noncontrolling interests	(797)	(303)	(393)	802
Net income attributable to Southwest Gas Holdings, Inc.	\$ 79,091	\$ 69,308	\$ 203,624	\$ 145,903
Basic earnings per share	\$ 1.63	\$ 1.46	\$ 4.23	\$ 3.07
Diluted earnings per share	\$ 1.63	\$ 1.45	\$ 4.23	\$ 3.05
Dividends declared per share	\$ 0.52	\$ 0.495	\$ 2.005	\$ 1.845
Average number of common shares	48,416	47,530	48,105	47,492
Average shares (assuming dilution)	48,459	47,864	48,139	47,839

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Thousands of dollars)
(Unaudited)

	THREE MONTHS ENDED		TWELVE MONTHS ENDED	
	MARCH 31,		MARCH 31,	
	2018	2017	2018	2017
Net income	\$ 78,294	\$ 69,005	\$ 203,231	\$ 146,705
Other comprehensive income (loss), net of tax				
Defined benefit pension plans:				
Net actuarial gain (loss)	—	—	(32,701)	(14,118)
Amortization of prior service cost	254	207	875	828
Amortization of net actuarial loss	6,387	3,944	18,219	16,529
Regulatory adjustment	(5,746)	(3,556)	10,400	(3,222)
Net defined benefit pension plans	895	595	(3,207)	17
Forward-starting interest rate swaps:				
Amounts reclassified into net income	635	518	2,190	2,074
Net forward-starting interest rate swaps	635	518	2,190	2,074
Foreign currency translation adjustments	(911)	220	640	(401)
Total other comprehensive income, net of tax	619	1,333	(377)	1,690
Comprehensive income	78,913	70,338	202,854	148,395
Comprehensive income attributable to noncontrolling interests	(797)	(296)	(389)	788
Comprehensive income attributable to Southwest Gas Holdings, Inc.	<u>\$ 79,710</u>	<u>\$ 70,634</u>	<u>\$ 203,243</u>	<u>\$ 147,607</u>

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Thousands of dollars)
(Unaudited)

	THREE MONTHS ENDED MARCH 31		TWELVE MONTHS ENDED MARCH 31	
	2018	2017	2018	2017
CASH FLOW FROM OPERATING ACTIVITIES:				
Net income	\$ 78,294	\$ 69,005	\$ 203,231	\$ 146,705
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	62,478	72,478	240,951	286,250
Deferred income taxes	23,228	37,245	49,372	87,046
Changes in current assets and liabilities:				
Accounts receivable, net of allowances	8,858	36,889	(68,978)	21,460
Accrued utility revenue	30,900	30,300	(1,400)	(800)
Deferred purchased gas costs	(10,628)	(69,906)	(36,330)	(83,025)
Accounts payable	(48,497)	(55,298)	26,762	1,523
Accrued taxes	18,776	20,397	491	10,660
Other current assets and liabilities	(643)	21,099	(29,945)	(15,228)
Gains on sale	(230)	(339)	(4,087)	(6,154)
Changes in undistributed stock compensation	1,861	6,111	6,638	10,173
AFUDC	(229)	(475)	(2,050)	(2,232)
Changes in other assets and deferred charges	(1,845)	(7,173)	(16,941)	10,078
Changes in other liabilities and deferred credits	18,244	1,510	20,965	(18,656)
Net cash provided by operating activities	<u>180,567</u>	<u>161,843</u>	<u>388,679</u>	<u>447,800</u>
CASH FLOW FROM INVESTING ACTIVITIES:				
Construction expenditures and property additions	(154,542)	(115,790)	(662,401)	(532,760)
Acquisition of businesses, net of cash acquired	(4,209)	—	(98,413)	(17,000)
Changes in customer advances	3,038	1,057	2,304	5,296
Miscellaneous inflows	1,505	4,721	13,429	16,634
Net cash used in investing activities	<u>(154,208)</u>	<u>(110,012)</u>	<u>(745,081)</u>	<u>(527,830)</u>
CASH FLOW FROM FINANCING ACTIVITIES:				
Issuance of common stock, net	11,220	—	52,375	71
Dividends paid	(23,839)	(21,397)	(94,572)	(85,494)
Centuri distribution to redeemable noncontrolling interest	(102)	(102)	(204)	(442)
Issuance of long-term debt, net	335,382	26,280	716,165	400,851
Retirement of long-term debt	(21,102)	(47,763)	(312,308)	(260,724)
Change in credit facility and commercial paper	(111,000)	10,000	24,000	15,000
Change in short-term debt	(192,000)	—	22,500	—
Principal payments on capital lease obligations	(165)	(199)	(946)	(1,240)
Redemption of Centuri shares from noncontrolling parties	—	—	(23,000)	—
Withholding remittance - share-based compensation	(2,852)	(2,518)	(3,510)	(2,739)
Other	(337)	(913)	(2,498)	(2,624)
Net cash provided by (used in) financing activities	<u>(4,795)</u>	<u>(36,612)</u>	<u>378,002</u>	<u>62,659</u>
Effects of currency translation on cash and cash equivalents	(71)	116	114	(37)
Change in cash and cash equivalents	21,493	15,335	21,714	(17,408)
Cash and cash equivalents at beginning of period	43,622	28,066	43,401	60,809
Cash and cash equivalents at end of period	<u>\$ 65,115</u>	<u>\$ 43,401</u>	<u>\$ 65,115</u>	<u>\$ 43,401</u>
Supplemental information:				
Interest paid, net of amounts capitalized	\$ 13,294	\$ 10,288	\$ 74,949	\$ 67,135
Income taxes paid (received)	4,418	1,827	8,264	(19,341)

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(Thousands of dollars)
(Unaudited)

	MARCH 31, 2018	DECEMBER 31, 2017
ASSETS		
Utility plant:		
Gas plant	\$ 6,709,858	\$ 6,629,644
Less: accumulated depreciation	(2,248,307)	(2,231,242)
Construction work in progress	142,840	125,248
Net utility plant	<u>4,604,391</u>	<u>4,523,650</u>
Other property and investments	<u>118,449</u>	<u>119,114</u>
Current assets:		
Cash and cash equivalents	45,789	37,946
Accounts receivable, net of allowances	147,949	119,748
Accrued utility revenue	47,300	78,200
Deferred purchased gas costs	18,739	14,581
Receivable from parent	216	—
Prepays and other current assets	170,595	153,771
Total current assets	<u>430,588</u>	<u>404,246</u>
Noncurrent assets:		
Goodwill	10,095	10,095
Deferred charges and other assets	418,833	425,564
Total noncurrent assets	<u>428,928</u>	<u>435,659</u>
Total assets	<u>\$ 5,582,356</u>	<u>\$ 5,482,669</u>
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock	\$ 49,112	\$ 49,112
Additional paid-in capital	948,199	948,767
Accumulated other comprehensive income (loss), net	(54,843)	(47,073)
Retained earnings	736,676	659,193
Total Southwest Gas Corporation equity	1,679,144	1,609,999
Long-term debt, less current maturities	1,706,994	1,521,031
Total capitalization	<u>3,386,138</u>	<u>3,131,030</u>
Current liabilities:		
Short-term debt	—	191,000
Accounts payable	117,910	158,474
Customer deposits	69,610	69,781
Income taxes payable, net	13,019	4,971
Accrued general taxes	63,307	43,879
Accrued interest	24,823	17,171
Deferred purchased gas costs	371	6,841
Payable to parent	—	194
Other current liabilities	122,647	108,785
Total current liabilities	<u>411,687</u>	<u>601,096</u>
Deferred income taxes and other credits:		
Deferred income taxes and investment tax credits, net	464,403	445,243
Accumulated removal costs	317,000	315,000
Other deferred credits and other long-term liabilities	1,003,128	990,300
Total deferred income taxes and other credits	<u>1,784,531</u>	<u>1,750,543</u>
Total capitalization and liabilities	<u>\$ 5,582,356</u>	<u>\$ 5,482,669</u>

The accompanying notes are an integral part of these statements.

SOUTHWEST GAS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(In thousands)
(Unaudited)

	THREE MONTHS ENDED MARCH 31,		TWELVE MONTHS ENDED MARCH 31,	
	2018	2017	2018	2017
Continuing operations:				
Gas operating revenues	\$ 494,313	\$ 462,602	\$ 1,334,019	\$ 1,258,914
Operating expenses:				
Net cost of gas sold	185,732	146,879	393,898	330,400
Operations and maintenance	102,190	103,824	389,687	389,931
Depreciation and amortization	49,961	61,195	190,688	233,913
Taxes other than income taxes	15,257	14,782	58,421	53,145
Total operating expenses	353,140	326,680	1,032,694	1,007,389
Operating income	141,173	135,922	301,325	251,525
Other income and (expenses):				
Net interest deductions	(19,255)	(17,210)	(71,778)	(67,977)
Other income (deductions)	(4,603)	(1,244)	(9,747)	(9,543)
Total other income and (expenses)	(23,858)	(18,454)	(81,525)	(77,520)
Income from continuing operations before income taxes	117,315	117,468	219,800	174,005
Income tax expense	26,966	40,530	49,571	55,227
Income from continuing operations	90,349	76,938	170,229	118,778
Discontinued operations - construction services:				
Income before income taxes	—	—	—	56,890
Income tax expense	—	—	—	21,030
Income	—	—	—	35,860
Noncontrolling interests	—	—	—	1,105
Income - discontinued operations	—	—	—	34,755
Net income	\$ 90,349	\$ 76,938	\$ 170,229	\$ 153,533

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		TWELVE MONTHS ENDED	
	MARCH 31,		MARCH 31,	
	2018	2017	2018	2017
Continuing operations:				
Net income (loss) from continuing operations	\$ 90,349	\$ 76,938	\$ 170,229	\$ 118,778
Other comprehensive income (loss), net of tax				
Defined benefit pension plans:				
Net actuarial gain (loss)	—	—	(32,701)	(14,118)
Amortization of prior service cost	254	207	875	828
Amortization of net actuarial loss	6,387	3,944	18,219	16,529
Regulatory adjustment	(5,746)	(3,556)	10,400	(3,222)
Net defined benefit pension plans	895	595	(3,207)	17
Forward-starting interest rate swaps:				
Amounts reclassified into net income	635	518	2,190	2,074
Net forward-starting interest rate swaps	635	518	2,190	2,074
Total other comprehensive income, net of tax from continuing operations	1,530	1,113	(1,017)	2,091
Comprehensive income (loss) from continuing operations	91,879	78,051	169,212	120,869
Discontinued operations - construction services:				
Net income	—	—	—	34,755
Foreign currency translation adjustments	—	—	—	(621)
Comprehensive income	—	—	—	34,134
Comprehensive income (loss) attributable to noncontrolling interests	—	—	—	(21)
Comprehensive income attributable to discontinued operations - construction services	—	—	—	34,155
Comprehensive income (loss)	\$ 91,879	\$ 78,051	\$ 169,212	\$ 155,024

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)

	THREE MONTHS ENDED MARCH 31		TWELVE MONTHS ENDED MARCH 31	
	2018	2017	2018	2017
CASH FLOW FROM OPERATING ACTIVITIES:				
Net Income	\$ 90,349	\$ 76,938	\$ 170,229	\$ 154,638
Income (loss) from discontinued operations	—	—	—	35,860
Income from continuing operations	90,349	76,938	170,229	118,778
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	49,961	61,195	190,688	233,913
Deferred income taxes	18,676	39,223	46,622	87,729
Changes in current assets and liabilities:				
Accounts receivable, net of allowances	(28,201)	(7,072)	(29,031)	5,750
Accrued utility revenue	30,900	30,300	(1,400)	(800)
Deferred purchased gas costs	(10,628)	(69,906)	(36,330)	(83,025)
Accounts payable	(34,564)	(44,736)	14,717	3,771
Accrued taxes	27,476	25,176	12,683	10,637
Other current assets and liabilities	3,163	37,342	(47,905)	(6,677)
Changes in undistributed stock compensation	2,118	5,711	5,695	9,773
AFUDC	(229)	(475)	(2,050)	(2,232)
Changes in other assets and deferred charges	(1,998)	(7,261)	(17,655)	9,728
Changes in other liabilities and deferred credits	17,887	1,198	20,230	(18,968)
Net cash provided by operating activities	<u>164,910</u>	<u>147,633</u>	<u>326,493</u>	<u>368,377</u>
CASH FLOW FROM INVESTING ACTIVITIES:				
Construction expenditures and property additions	(131,743)	(101,007)	(591,184)	(468,413)
Changes in customer advances	3,038	1,057	2,304	5,296
Miscellaneous inflows	293	784	2,250	3,055
Dividends received	—	—	—	9,660
Net cash used in investing activities	<u>(128,412)</u>	<u>(99,166)</u>	<u>(586,630)</u>	<u>(450,402)</u>
CASH FLOW FROM FINANCING ACTIVITIES:				
Issuance of common stock, net	—	—	—	71
Contributions from parent	—	—	41,359	—
Dividends paid	(21,000)	(18,500)	(83,997)	(82,597)
Issuance of long-term debt, net	297,495	—	297,495	296,469
Retirement of long-term debt	—	(25,000)	—	(149,855)
Change in credit facility and commercial paper	(111,000)	10,000	24,000	15,000
Change in short-term debt	(191,000)	—	—	—
Withholding remittance - share-based compensation	(2,852)	(2,518)	(3,510)	(2,739)
Other	(298)	(523)	(371)	(2,234)
Net cash provided by (used in) financing activities	<u>(28,655)</u>	<u>(36,541)</u>	<u>274,976</u>	<u>74,115</u>
Net cash provided by discontinued operating activities	—	—	—	65,213
Net cash used in discontinued investing activities	—	—	—	(66,582)
Net cash provided by (used in) discontinued financing activities	—	—	—	(11,385)
Effects of currency translation on cash and cash equivalents	—	—	—	(153)
Change in cash and cash equivalents	7,843	11,926	14,839	(20,817)
Change in cash and cash equivalents of discontinued operations included in discontinued operations construction services assets	—	—	—	12,907
Change in cash and cash equivalents of continuing operations	7,843	11,926	14,839	(7,910)
Cash and cash equivalents at beginning of period	37,946	19,024	30,950	38,860
Cash and cash equivalents at end of period	<u>\$ 45,789</u>	<u>\$ 30,950</u>	<u>\$ 45,789</u>	<u>\$ 30,950</u>
Supplemental information:				
Interest paid, net of amounts capitalized	<u>\$ 10,296</u>	<u>\$ 8,989</u>	<u>\$ 66,097</u>	<u>\$ 61,212</u>
Income taxes paid (received)	<u>\$ —</u>	<u>\$ (38)</u>	<u>\$ (7,816)</u>	<u>\$ (36,767)</u>

The accompanying notes are an integral part of these statements.

Note 1 – Nature of Operations and Basis of Presentation

Nature of Operations. Southwest Gas Holdings, Inc., is a holding company, owning all of the shares of common stock of Southwest Gas Corporation and, prior to August 2017, 96.6% of the shares of common stock of Centuri Construction Group, Inc. (“Centuri” or the “construction services” segment). During August 2017, Southwest Gas Holdings, Inc. acquired the remaining 3.4% equity interest in Centuri that was held by the previous owners.

Southwest Gas Corporation (“Southwest” or the “natural gas operations segment”) 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 is a comprehensive construction services enterprise dedicated to meeting the growing demands of North American utilities, energy and industrial markets. Centuri derives revenue from installation, replacement, repair, and maintenance of energy distribution systems, and developing industrial construction solutions. Centuri operations are generally conducted under the business names of NPL Construction Co. (“NPL”), Canyon Pipeline Construction, Inc. (“Canyon”), NPL Canada Ltd. (“NPL Canada”), W.S. Nicholls Construction, Inc. (“W.S. Nicholls”), and Canyon Special Projects, Inc. (“Special Projects,” formerly Brigadier Pipelines Inc.). 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. Centuri acquired New England Utility Constructors, Inc. (“Neuco”) in November 2017, thereby expanding its core services in the Northeast region of the United States. See **Note 11 – Acquisition of Construction Services Business** for more information.

Basis of Presentation. The condensed consolidated financial statements for Southwest Gas Holdings, Inc. and subsidiaries (the “Company”) and Southwest included herein have been prepared 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. In connection with a holding company reorganization in January 2017, Centuri ceased to be a subsidiary of Southwest and became a subsidiary of Southwest Gas Holdings, Inc. To give effect to this change, the separate condensed consolidated financial statements related to Southwest Gas Corporation, which are included in this Form 10-Q, depict Centuri-related amounts for periods prior to January 1, 2017 as discontinued operations.

No substantive change has occurred with regard to the Company’s business segments on the whole, or in the primary businesses comprising those segments as a result of the foregoing organizational changes, or due to the acquisition of Neuco. Following the organizational changes, Centuri operations continue to be part of continuing operations and included in the consolidated financial statements of Southwest Gas Holdings, Inc.

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 statement 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 2017 Annual Report to Shareholders, which is incorporated by reference into the 2017 Form 10-K.

Early Adoption of Accounting Standards Update (“ASU”) No. 2018-02. In January 2018, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2018-02 “Income Statement—Reporting Comprehensive Income (Topic 220)—Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.” Early adoption of the amendments in this update is permitted, including adoption in any interim period. Therefore, the Company and Southwest chose to adopt the update early, as permitted, as of January 1, 2018. The adoption of this update is considered a change in accounting principle. The update addresses issues resulting from the December 22, 2017 enactment of the TCJA. Stakeholders raised a narrow-scope financial reporting issue that arose as a consequence of the TCJA related to the fact that when deferred tax balances were remeasured in December 2017, those deferred

tax balances were to be reduced, but related amounts historically accumulated in Accumulated Other Comprehensive Income (“AOCI”) prior to the enactment of the TCJA, were required to be recognized as income tax expense rather than being relieved from AOCI. The amendments in this update allow a reclassification from AOCI to retained earnings for those otherwise “stranded” tax effects in AOCI following enactment of the TCJA. Accordingly, approximately \$9.3 million of previously stranded tax effects resulting from the TCJA were reclassified to retained earnings from AOCI on the Condensed Consolidated Balance Sheets of Southwest and the Company as of March 31, 2018. The Company and Southwest have determined an accounting policy for releasing income tax effects from AOCI. The Company and Southwest will release any income tax effects from accumulated other comprehensive income as individual items in accumulated other comprehensive income are sold or liquidated, to the extent that the related income tax effects are material. See **Note 9 – Equity, Other Comprehensive Income, and Accumulated Other Comprehensive Income** for more information.

Prepays and other current assets. Prepays and other current assets includes gas pipe materials and operating supplies of \$45 million at March 31, 2018 and \$33 million at December 31, 2017 (carried at weighted average cost), as well as \$62 million at March 31, 2018 and \$40 million at December 31, 2017 related to a regulatory asset associated with the Arizona decoupling mechanism (an alternative revenue program).

Income Taxes. On December 22, 2017, the legislation referred to as the Tax Cuts and Jobs Act (“TCJA”) was enacted. Substantially all of the provisions of the TCJA are effective for taxable years beginning after December 31, 2017. The TCJA includes extensive changes which significantly impact the taxation of business entities, including specific provisions related to regulated public utilities. The more significant changes that impact the Company include the reduction in the corporate federal income tax rate from 35% to 21%. The tax rate reduction created excess deferred taxes, resulting in the required remeasurement of deferred tax balances, which when remeasured during the 4th quarter of 2017, reduced income tax expense. The regulated operations of Southwest experienced other impacts due to its rate-regulation and the accounting treatment prescribed by U.S. GAAP to reflect the economics of that regulation. The remeasurement, for Southwest, reduced the net deferred income tax liability and caused the creation of a regulatory liability with appropriate tax gross-up. Both deferred tax liabilities and excess deferred tax liabilities (included within regulatory liabilities) reduce utility rate base. The TCJA includes provisions that stipulate how these excess deferred taxes are to be passed back to customers, and ultimate facilitation will occur in conjunction with appropriate regulatory commissions. During the three months ended March 31, 2018, tax expense for the Company and Southwest reflects the lower U.S. federal income tax rates now in effect (and applicable to earnings in 2018). Because rate actions, to address the impacts of tax reform on future rates, have not yet concluded, current customer rates have not been reduced. However, management recorded a regulatory liability and reduced utility revenues by approximately \$14 million in the 1st quarter of 2018 for potential regulatory rate reductions to customers. Collective regulatory liabilities associated with the impacts of tax reform on utility operations are included within Other deferred credits on the Company’s and Southwest’s balance sheets.

Other current liabilities. Other current liabilities of Southwest Gas Corporation include \$22 million of dividends declared but not yet paid to Southwest Gas Holdings, Inc. at March 31, 2018.

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 for Southwest and the Company also includes money market fund investments totaling approximately \$28 million and \$12 million, 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 included the following: Upon contract expiration, customer advances of approximately \$298,000 and \$477,000, during the first three months of 2018 and 2017, 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 (required annually by U.S. GAAP), or otherwise, if circumstances indicate impairment to the carrying value of goodwill may have occurred. In consideration of the holding company reorganization, management of the Company considered its reporting units and segments and determined that historic judgments regarding its segments and reporting units continue to apply, and that no change was necessary with regard to the level at which goodwill is assessed for impairment. No impairment was deemed to have occurred in the first three months of 2018.

Goodwill:

(In thousands of dollars)	Natural Gas Operations	Construction Services	Consolidated
December 31, 2017	\$ 10,095	\$ 169,219	\$ 179,314
Additional goodwill from Neuco acquisition	—	182	182
Foreign currency translation adjustment	—	(3,011)	(3,011)
March 31, 2018	<u>\$ 10,095</u>	<u>\$ 166,390</u>	<u>\$ 176,485</u>

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

	March 31, 2018	December 31, 2017
Centuri accounts receivable for services provided to Southwest	<u>\$ 13,012</u>	<u>\$ 12,987</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 on the Condensed Consolidated Balance Sheets includes (thousands of dollars):

	March 31, 2018	December 31, 2017
Southwest Gas Corporation:		
Net cash surrender value of COLI policies	\$ 116,690	\$ 117,341
Other property	1,759	1,773
Total Southwest Gas Corporation	118,449	119,114
Centuri property, equipment, and intangibles	579,110	554,730
Centuri accumulated provision for depreciation and amortization	(268,006)	(258,906)
Other property	13,218	13,242
Total Southwest Gas Holdings, Inc.	<u>\$ 442,771</u>	<u>\$ 428,180</u>

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):

	Three Months Ended		Twelve Months Ended	
	March 31		March 31	
	2018	2017	2018	2017
Southwest Gas Corporation - natural gas operations segment:				
Change in COLI policies	\$ (700)	\$ 2,800	\$ 6,800	\$ 9,300
Interest income	1,418	564	3,638	2,045
Equity AFUDC	229	476	2,049	2,233
Other components of net periodic benefit cost	(5,265)	(4,855)	(19,834)	(19,675)
Miscellaneous income and (expense)	(285)	(229)	(2,400)	(3,446)
Southwest Gas Corporation - total other income (deductions)	(4,603)	(1,244)	(9,747)	(9,543)
Construction services segment:				
Interest income	1	—	4	1
Foreign transaction gain (loss)	147	(1)	(606)	(13)
Miscellaneous income and (expense)	115	255	956	1,493
Centuri - total other income (deductions)	263	254	354	1,481
Corporate and administrative	6	—	19	—
Consolidated Southwest Gas Holdings, Inc. - total other income (deductions)	\$(4,334)	\$ (990)	\$ (9,374)	\$ (8,062)

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.

Recently Issued Accounting Standards Updates.

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 associated 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. Management currently plans to adopt the update at the required adoption date, which is for interim and annual reporting periods commencing January 1, 2019. Existing leases have been historically documented under traditional leasing arrangements by both segments. Management is in the process of evaluating other types of arrangements that have the potential to meet the definition of a lease under the new standard. The FASB recently issued guidance that will allow the election of a practical expedient to not apply the new standard to existing easement contracts that were not previously assessed as leases under historic guidance. However, the Company would still be required to evaluate any new easements entered into after the effective date of the standard to determine if the arrangements should be accounted for as leases. Management is currently evaluating the new and proposed guidance in light of its customary leasing arrangements (and other arrangements in association with the new guidance) to determine the effect the new standard will have on its financial position, results of operations, cash flows, and business processes.

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. Management is evaluating what impact, if any, this update might have on its consolidated financial statements and disclosures.

Note 2 – Components of Net Periodic Benefit Cost

As of January 1, 2018, the Company and Southwest adopted Financial Accounting Standards Board (“FASB”) “Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost.” The update requires that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, and be appropriately described. The update also allows only the service cost component (and not the other components of periodic benefit costs) to be eligible for capitalization when applicable, making no exception for specialized industries, including rate-regulated industries. This guidance is required to be applied on a retrospective basis for the presentation of the service cost component and the other components of net benefit cost and on a prospective basis for the capitalization of only the service cost component of net benefit cost. Amounts capitalized as part of assets prior to the date of adoption were not adjusted through a cumulative effect adjustment. The guidance allows a practical expedient for the retrospective application that permits use of the amounts disclosed for the various components of net benefit cost in the pension and other postretirement benefit plans footnote as the basis for the retrospective application. This is in lieu of determining how much of the various components of net benefit cost were actually reflected in the income statement each period as a result of capitalization of certain costs into assets and their subsequent amortization. The Company and Southwest have elected to utilize the practical expedient. Therefore, upon adoption, amounts presented in the Condensed Consolidated Statements of Income for operations and maintenance for the three months and twelve months ended March 31, 2017 were reclassified. The Operations and maintenance line item of the Southwest Gas Holdings, Inc. Condensed Consolidated Statement of Income was revised from \$109.2 million to \$104.3 million for the three months ended March 31, 2017 and from \$410.1 million to \$390.4 million for the twelve months ended March 31, 2017. The Operations and maintenance line item of the Southwest Gas Corporation Condensed Consolidated Statement of Income was revised from \$108.7 million to \$103.8 million for the three months ended March 31, 2017 and from \$409.6 million to \$389.9 million for the twelve months ended March 31, 2017. The Other income (deductions) line item of the Southwest Gas Holdings, Inc. Condensed Consolidated Statement of Income was revised from \$3.9 million to (\$990,000) for the three months ended March 31, 2017 and from \$11.6 million to (\$8.1) million for the twelve months ended March 31, 2017. The Other income (deductions) line item of the Southwest Gas Corporation Condensed Consolidated Statement of Income was revised from \$3.6 million to (\$1.2) million for the three months ended March 31, 2017 and from \$10.1 million to (\$9.5) million for the twelve months ended March 31, 2017. Net income overall was not impacted by this reclassification for either Southwest Gas Holdings, Inc. or Southwest Gas Corporation.

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 first quarter of 2018, 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. There were approximately 385 eligible participants subject to the offer. Payment from pension assets, for those electing to take advantage of the offer, is expected to occur by July 2018. The lump sum payout will have no impact on net periodic benefit cost or pension funding requirements during 2018.

The service cost component of net periodic benefit costs included in the table below are components of an overhead loading process associated with the cost of labor (refer to discussion above related to the update to Topic 715). The overhead process ultimately results in allocation of that portion of overall net periodic benefit costs to the same accounts to which productive labor is charged. As a result, service costs become components of various accounts, primarily operations and maintenance expense, net utility plant, and deferred charges and other assets for both the Company and Southwest. Refer also to the practical expedient elected related to amounts capitalized as part of assets prior to the adoption date.

	Qualified Retirement Plan			
	Period Ended March 31,			
	Three Months		Twelve Months	
	2018	2017	2018	2017
(Thousands of dollars)				
Service cost	\$ 7,139	\$ 5,848	\$ 24,683	\$ 22,972
Interest cost	11,043	11,520	45,606	46,041
Expected return on plan assets	(14,689)	(13,799)	(56,086)	(56,217)
Amortization of net actuarial loss	8,029	6,001	26,032	24,950
Net periodic benefit cost	<u>\$ 11,522</u>	<u>\$ 9,570</u>	<u>\$ 40,235</u>	<u>\$ 37,746</u>

	SERP			
	Period Ended March 31,			
	Three Months		Twelve Months	
	2018	2017	2018	2017
(Thousands of dollars)				
Service cost	\$ 61	\$ 78	\$ 292	\$ 327
Interest cost	415	471	1,827	1,865
Amortization of net actuarial loss	375	360	1,456	1,397
Net periodic benefit cost	<u>\$ 851</u>	<u>\$ 909</u>	<u>\$ 3,575</u>	<u>\$ 3,589</u>

	PBOP			
	Period Ended March 31,			
	Three Months		Twelve Months	
	2018	2017	2018	2017
(Thousands of dollars)				
Service cost	\$ 368	\$ 367	\$ 1,469	\$ 1,492
Interest cost	687	808	3,111	3,192
Expected return on plan assets	(930)	(840)	(3,448)	(3,201)
Amortization of prior service costs	334	334	1,335	1,335
Amortization of net actuarial loss	—	—	—	313
Net periodic benefit cost	<u>\$ 459</u>	<u>\$ 669</u>	<u>\$ 2,467</u>	<u>\$ 3,131</u>

Note 3 – Revenue

Effective January 2018, the Company and Southwest adopted the update, ASC Topic 606, *Revenue from Contracts with Customers*, using the modified retrospective transition method. Under the modified retrospective approach, the information for periods prior to the adoption date has not been restated and continues to be reported under the accounting standards in effect for those periods. As permitted under the standard, the Company and Southwest have elected to apply the guidance retrospectively only to those contracts that were not completed at January 1, 2018. Management assessed the effects the new guidance has on the Company's (and Southwest's, in the case of utility operations) financial position, results of operations, and cash flows. Based on these assessments, such impacts were not material overall.

The following information about the Company's revenues is presented by segment. Southwest comprises one segment – natural gas operations.

Natural Gas Operations Segment:

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. Southwest recognizes revenue when it satisfies its performance by transferring gas to the customer. Revenues also include the net impacts of margin tracker/decoupling accruals based on criteria in U.S. GAAP for rate-regulated entities associated with alternative revenue programs. Revenues from customer arrangements and from alternative revenue programs are described below.

Southwest acts as an agent for state and local taxing authorities in the collection and remission of a variety of taxes, including sales and use taxes and surcharges. These taxes are not included in gas operating revenues. Management uses the net classification method to report taxes collected from customers to be remitted to governmental authorities.

Southwest generally has two types of services to its customers: tariff sales and transportation-only service. Tariff sales encompass sales to many types of customers (primarily residential) under various rate schedules, subject to cost-of-service ratemaking, which is based on the rate-regulation of state commissions and the Federal Energy Regulatory Commission. Southwest provides both the commodity and the related distribution service to nearly all of its approximate 2 million customers, and only several hundred customers (who are eligible to secure their own gas) subscribe to transportation-only service. Also, only a few hundred customers have contracts with stated periods. Southwest recognizes revenue when it satisfies its performance requirement by transferring volumes of gas to the customer. Natural gas is delivered and consumed by the customer simultaneously. The provision of service is represented by the turn of the meter dial and is the primary representation of the satisfaction of performance obligations of Southwest. The amount billable via regulated rates (both volumetric and fixed monthly rates as part of rate design) corresponds to the value to the customer, and management believes that the amount billable under the "invoice practical expedient" (amount Southwest has the right to invoice) is appropriate to utilize for purposes of recognizing revenue. Estimated amounts remaining unbilled since the last meter read date are restricted from being billed due only to the passage of time and therefore are also recognized for service provided through the balance sheet date. While natural gas service is typically recurring, there is generally not a contract term for utility service. Therefore, the contract term is not generally viewed to extend beyond the service provided to date, and customers can generally terminate service at will.

Transportation-only service is also governed by tariff rate provisions. Transportation-only service is generally only available to very large customers under requirements of Southwest's various tariffs. With this service, customers secure their own gas supply and Southwest provides transportation services to move the customer-supplied gas to the intended location. Southwest concluded that transportation/transmission service is suitable to an "over time" model. Rate structures under Southwest's regulation for transportation customers include a combination of volumetric charges and monthly "fixed" charges (including charges commonly referred to as capacity charges, demand charges, or reservation charges) as part of the rate design of our regulated jurisdictions. These types of fixed charges represent a separate performance obligation associated with standing ready over the period of the month to deliver quantities of gas, regardless of whether the customer takes delivery of any quantity of gas. The performance obligations under these circumstances are satisfied over the course of the month under an output measure of progress based on time, which correlates to the period for which the charges are eligible to be invoiced.

Under its regulation, Southwest enters into negotiated rate contracts for those customers located in proximity to another pipeline, which pose a threat of bypassing its distribution system. Southwest may also enter into similar contracts for customers otherwise able to satisfy their energy needs by means of alternative fuel to natural gas. Less than two dozen customers are party to contracts with rate components subject to negotiation. Many rate provisions and terms of service for these less common types of contracts are also subject to regulatory oversight and tariff provisions. The performance obligations for these customers are satisfied similar to those for other customers by means of transporting/delivering natural gas to the customer. Many or most of the rate components, and structures, for these types of customers are the same as those for similar customers without negotiated rate components; and the negotiated rates are within the parameters of the tariff guidelines. Management determined that these arrangements qualify for the invoice practical expedient for recognizing revenue. Furthermore, while some of these contracts include contract periods extending over time, including multiple years, as amounts billable under the contract are based on rates in effect for the customer for service provided to date, no significant financing component is deemed to exist.

As indicated above, revenues also include the net impacts of margin tracker/decoupling accruals. All of Southwest's service territories have decoupled rate structures (also referred to as alternative revenue programs) that are designed to eliminate the direct link between volumetric sales and revenue, thereby mitigating the impacts of unusual weather variability and conservation on margin. The primary alternative revenue programs involve permissible adjustments for differences between stated tariff benchmarks and amounts billable through revenue from contracts with customers via existing rates. Such adjustments are recognized monthly in revenue and in the associated regulatory asset/liability in advance of rate adjustments intended to collect or return amounts recognized. Revenues recognized for the adjustment to the benchmarks noted are required to be presented separately from revenues from contracts from customers, and as such, are provided below and identified as Alternative revenue program revenue.

Gas operating revenues on the Condensed Consolidated Statements of Income of both the Company and Southwest include revenue from contracts with customers, which is shown disaggregated by customer type, and various categories of revenue:

(Thousands of dollars)	Three Months Ended		Twelve Months Ended	
	March 31		March 31	
	2018	2017	2018	2017
Residential	\$344,611	\$342,737	\$859,078	\$850,798
Small commercial	87,943	81,125	250,331	236,819
Large commercial	15,440	13,595	54,224	49,610
Industrial/other	6,510	5,451	23,085	19,453
Transportation	24,054	22,732	89,081	86,446
Revenue from contracts with customers	478,558	465,640	1,275,799	1,243,126
Alternative revenue program revenues (deferrals)	27,209	(4,232)	66,788	12,790
Other revenues (a)	(11,454)	1,194	(8,568)	2,998
Total Gas operating revenues	<u>\$494,313</u>	<u>\$462,602</u>	<u>\$1,334,019</u>	<u>\$1,258,914</u>

(a) Includes various other revenues, which were offset by \$14 million of tax reform savings revenue adjustments for both periods ended March 31, 2018.

Construction Services Segment:

The majority of Centuri contracts are performed under unit-price contracts. Generally, these contracts state prices per unit of installation. Typical installations are accomplished in a few weeks or less. Revenues are recorded as installations are completed. Revenues are recorded for long-term fixed-price contracts in a pattern that reflects the transfer of control of promised goods and services to the customer over time. The amount of revenue recognized on fixed-price contracts is based on costs expended to date relative to anticipated final contract costs. Some unit-price contracts contain caps that if encroached, trigger revenue and loss recognition similar to a fixed-price contract model.

Centuri is required to collect taxes imposed by various governmental agencies on the work performed by Centuri for its customers. These taxes are not included in construction revenues. Management uses the net classification method to report taxes collected from customers to be remitted to governmental authorities.

Centuri derives revenue from the installation, replacement, repair, and maintenance of energy distribution systems, and in developing industrial construction solutions. Centuri has operations in the U.S. and Canada. The majority of Centuri's revenues are related to construction contracts for natural gas pipeline replacement and installation work for natural gas utilities. In addition, Centuri performs certain industrial construction activities for various customers and industries. Centuri has two types of agreements with its customers: master services agreements ("MSA") and bid contracts. Most of Centuri's customers supply many of their own materials in order for Centuri to complete its work under the contracts.

An MSA identifies most of the terms describing each party's rights and obligations that will govern future work authorizations. An MSA is often effective for multiple years. A work authorization is issued by the customer to describe the location, timing, and any additional information necessary to complete the work for the customer. The combination of the MSA and the work authorization is when a contract exists and revenue recognition may begin. Each work authorization is generally a single performance obligation as Centuri is performing a significant integration service. Centuri has elected to use the portfolio method practical expedient at the customer level as the terms and conditions of the work performed under MSA's are similar in nature with each customer, but vary significantly between customers.

A bid contract is typically a one-time agreement for a specific project that has all necessary terms defining each party's rights and obligations. Each bid contract is evaluated for revenue recognition individually. Control of assets created under bid contracts generally passes to the customer over time. Bid contracts often have a single performance obligation as Centuri is providing a significant integration service.

Centuri's MSA and bid contracts are characterized as either fixed-price contracts or unit-price contracts for revenue recognition purposes. The cost-to-cost input method is used to measure progress towards the satisfaction of a performance obligation for fixed-price contracts. Input methods result in the recognition of revenue based on the entity's effort to satisfy the performance obligation relative to the total expected effort to satisfy the performance obligation. For unit-price contracts, an output method is used to measure progress towards satisfaction of a performance obligation. For unit-price contracts, the output measurement will be the completion of each unit that is required under the contract.

Actual revenues and project costs can vary, sometimes substantially, from previous estimates due to changes in a variety of factors including unforeseen circumstances not originally contemplated. These factors, along with other risks inherent in performing fixed-price contracts may cause actual revenues and gross profit for a project to differ from previous estimates and could result in reduced profitability or losses on projects. Changes in these factors may result in revisions to costs and earnings, the impacts for which are recognized in the period in which the changes are identified. Once identified, these types of conditions continue to be evaluated for each project throughout the project term and ongoing revisions in management's estimates of contract value, contract cost, and contract profit are recognized as necessary in the period determined.

Centuri categorizes work performed under MSAs and bid contracts into three primary service types: replacement gas construction, new gas construction, and other construction. Replacement gas construction includes work involving previously existing gas pipelines. New gas construction involves the installation of new pipelines or service lines to areas that do not already have gas services. Other construction includes all other work and can include industrial construction, water infrastructure construction, electric infrastructure construction, etc.

Contracts can have compensation/consideration that is variable. For MSAs, variable consideration is evaluated at the customer level as the terms creating variability in pricing are included within the MSA and are not specific to a work authorization. For multi-year MSAs, variable consideration items are typically determined for each year of the contract and not for the full contract term. For bid contracts, variable consideration is evaluated at the individual contract level. The expected value method or most likely amount method is used based on the nature of the variable consideration. Types of variable consideration include liquidated damages, delay penalties, performance incentives, safety bonuses, payment discounts, and volume rebates. Centuri will typically estimate variable consideration and adjust financial information, as necessary.

Change orders involve the modification in scope, price, or both to the current contract, requiring approval by both parties. The existing terms of the contract continue to be accounted for under the current contract until such time as a change order is approved. Once approved, the change order is either treated as a separate contract or as part of the existing contract, as appropriate, under the circumstances. When the scope is agreed upon in the change order but not the price, Centuri estimates the change to the transaction price.

The following tables display Centuri's revenue from contracts with customers disaggregated by service type and contract type:

(Thousands of dollars)

	Three Months Ended		Twelve Months Ended	
	March 31		March 31	
	2018	2017	2018	2017
Service Types:				
Replacement gas construction	\$ 157,351	\$ 120,438	\$ 824,979	\$ 727,518
New gas construction	36,197	33,079	168,494	208,289
Other construction	66,469	38,618	320,893	189,258
Total Construction revenues	\$260,017	\$192,135	\$1,314,366	\$1,125,065

(Thousands of dollars)

	Three Months Ended		Twelve Months Ended	
	March 31		March 31	
	2018	2017	2018	2017
Contract Types:				
Master services agreement	\$ 194,464	\$ 147,192	\$ 932,804	\$ 841,468
Bid contract	65,553	44,943	381,562	283,597
Total Construction revenues	\$260,017	\$192,135	\$1,314,366	\$1,125,065
Unit priced contracts	\$234,285	\$177,671	\$1,176,699	\$ 964,023
Fixed priced contracts	25,732	14,464	137,667	161,042
Total Construction revenues	\$260,017	\$192,135	\$1,314,366	\$1,125,065

The following table provides information about receivables, revenue earned on contracts in progress in excess of billings, which are included within accounts receivable, net of allowances and amounts billed in excess of revenue earned on contracts, which is included in other current liabilities as of March 31, 2018 and December 31, 2017 on the Company's Condensed Consolidated Balance Sheets:

(Thousands of dollars)	March 31, 2018	December 31, 2017
Contracts receivable, net	\$ 130,288	\$ 221,859
Revenue earned on contracts in progress in excess of billings	57,745	5,768
Amounts billed in excess of revenue earned on contracts	8,102	9,602

The revenue earned on contracts in progress in excess of billings primarily relates to Centuri's rights to consideration for work completed but not billed and/or approved at the reporting date. The revenue earned on contracts in progress in excess of billings are transferred to contracts receivable when the rights become unconditional. The amounts billed in excess of revenue earned on contracts primarily relates to the advance consideration received from customers for which work has not yet been completed. The amount of revenue recognized in 2018 from performance obligations satisfied (or partially satisfied) in previous periods under these contracts is \$54 million.

For Centuri's contracts that have an original duration of one year or less, Centuri uses the practical expedient applicable to such contracts and does not consider the time value of money. Further, because of the short duration of these contracts, Centuri has not disclosed the transaction price for the remaining performance obligations as of the end of each reporting period or when the Company expects to recognize the revenue.

Centuri has eleven contracts that had an original duration of more than one year. The aggregate amount of the transaction price allocated to the unsatisfied performance obligations of these contracts as of March 31, 2018 is \$84 million. Centuri expects to recognize the remaining performance obligations over the next four years, however, the timing of that recognition is largely within the control of the customer and when the necessary equipment and materials required to complete the work are provided by the customer.

Construction services contracts receivable consists of the following:

(Thousands of dollars)	March 31, 2018
Billed on completed contracts and contracts in progress	\$ 129,838
Other receivables	467
Contracts receivable, gross	130,305
Allowance for doubtful accounts	(17)
Contracts receivable, net	\$ 130,288

Contracts receivable above is included in accounts receivable, net of allowances in the Southwest Gas Holdings, Inc. Condensed Consolidated Balance Sheet at March 31, 2018.

Management recognizes revenue on contracts in progress in excess of billings (a contract asset) within Accounts receivable, net of allowances in its balance sheets, and amounts billed in excess of revenue earned (a contract liability) in Other current liabilities. However, the following shows the significant changes in these asset and liability balances associated with Centuri since January 1, 2018:

(Thousands of dollars)	March 31, 2018	
	<u>Revenue earned on contracts in progress in excess of billings</u>	<u>Amounts billed in excess of revenue earned on contracts</u>
Revenue recognized that was included in the amounts billed in excess of revenue earned on contracts balance at the beginning of the period	\$ —	\$ (9,602)
Increases due to amounts billed to customers in excess of revenue earned during the period	—	8,102
Transferred to contracts receivable from revenue earned on contracts in progress in excess of billings recognized at the beginning of the period	(5,768)	—
Increase from the reclassification of contract assets due to the adoption of topic 606	51,744	
Increases from contract assets, contingent on a future event occurring	6,001	—

In regards to the table above, prior to the adoption of ASC Topic 606, revenue earned on contracts in progress in excess of billings was only used to recognize contract assets related to fixed-price contracts under previous accounting guidance. This balance now includes any conditional contract assets for both fixed-price contracts and unit-price contracts. Centuri considers retention and unbilled amounts to customers to be conditional contract assets, as payment is contingent on the occurrence of a future event. Contracts receivable, net, included in Accounts receivable, net of allowances, includes only amounts that are unconditional in nature, which means only the passage of time remains and Centuri has invoiced the customer. Similarly, amounts billed in excess of revenue earned on contracts, which is included in the Other current liabilities line item on the Company's Condensed Consolidated Balance Sheets, was only used to recognize contract liabilities related to fixed-price contracts under previous accounting guidance. This line item now includes contract liabilities related to both fixed-price contracts and unit-price contracts. In the event a contract asset or contract liability is expected to be recognized for greater than one year from the financial statement date, Centuri classifies those amounts as long-term contract assets or contract liabilities, included in Other deferred credits and other long-term liabilities on the Company's Condensed Consolidated Balance Sheets.

The adoption of Topic 606 had no impact on any of the financial statements of Southwest Gas Holdings, Inc. or Southwest.

Note 4 – Segment Information

The Company has two reportable segments: natural gas operations and construction services. Southwest has a single reportable segment that is referred to herein as the natural gas operations segment of the Company. In order to reconcile to net income as disclosed in the Condensed Consolidated Statements of Income, an Other column is included associated with impacts related to corporate and administrative activities related to Southwest Gas Holdings, Inc. The following tables present revenues from external customers, intersegment revenues, and segment net income for the two reportable segments (thousands of dollars):

	Natural Gas Operations	Construction Services	Other	Total
Three months ended March 31, 2018				
Revenues from external customers	\$ 494,313	\$ 232,859	\$ —	\$ 727,172
Intersegment revenues	—	27,158	—	27,158
Total	<u>\$ 494,313</u>	<u>\$ 260,017</u>	<u>\$ —</u>	<u>\$ 754,330</u>
Segment net income (loss)	<u>\$ 90,349</u>	<u>\$ (11,001)</u>	<u>\$ (257)</u>	<u>\$ 79,091</u>
Three months ended March 31, 2017				
Revenues from external customers	\$ 462,602	\$ 170,839	\$ —	\$ 633,441
Intersegment revenues	—	21,296	—	21,296
Total	<u>\$ 462,602</u>	<u>\$ 192,135</u>	<u>\$ —</u>	<u>\$ 654,737</u>
Segment net income (loss)	<u>\$ 76,938</u>	<u>\$ (7,334)</u>	<u>\$ (296)</u>	<u>\$ 69,308</u>
Twelve months ended March 31, 2018				
Revenues from external customers	\$1,334,019	\$1,211,345	\$ —	\$2,545,364
Intersegment revenues	—	103,021	—	103,021
Total	<u>\$1,334,019</u>	<u>\$1,314,366</u>	<u>\$ —</u>	<u>\$2,648,385</u>
Segment net income (loss)	<u>\$ 170,229</u>	<u>\$ 34,693</u>	<u>\$ (1,298)</u>	<u>\$ 203,624</u>
Twelve months ended March 31, 2017				
Revenues from external customers	\$1,258,914	\$1,027,835	\$ —	\$2,286,749
Intersegment revenues	—	97,230	—	97,230
Total	<u>\$1,258,914</u>	<u>\$1,125,065</u>	<u>\$ —</u>	<u>\$2,383,979</u>
Segment net income (loss)	<u>\$ 118,778</u>	<u>\$ 27,421</u>	<u>\$ (296)</u>	<u>\$ 145,903</u>

Note 5 – 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 April 2018 through October 2019. 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):

	March 31, 2018	December 31, 2017
Contract notional amounts	<u>11,391</u>	<u>10,929</u>

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 Swaps (derivatives) for the three- and twelve-month periods ended March 31, 2018 and 2017 and their location in the Condensed Consolidated Statements of Income for both the Company and Southwest:

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		Twelve Months Ended	
		March 31		March 31	
		2018	2017	2018	2017
Swaps	Net cost of gas sold	\$ (5,196)	\$ (5,137)	\$ (11,631)	\$ 1,081
Swaps	Net cost of gas sold	5,196*	5,137*	11,631*	(1,081)*
Total		<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. The second FSIRS terminated 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 Swaps and their location in the Condensed Consolidated Balance Sheets for both the Company and Southwest (thousands of dollars):

Fair values of derivatives not designated as hedging instruments:

March 31, 2018		Asset Derivatives	Liability Derivatives	Net Total
Instrument	Balance Sheet Location			
Swaps	Other current liabilities	\$ 11	\$ (5,875)	\$ (5,864)
Swaps	Other deferred credits	—	(2,397)	(2,397)
Total		<u>\$ 11</u>	<u>\$ (8,272)</u>	<u>\$ (8,261)</u>

December 31, 2017		Asset Derivatives	Liability Derivatives	Net Total
Instrument	Balance Sheet Location			
Swaps	Other current liabilities	\$ 11	\$ (4,468)	\$ (4,457)
Swaps	Other deferred credits	19	(1,342)	(1,323)
Total		<u>\$ 30</u>	<u>\$ (5,810)</u>	<u>\$ (5,780)</u>

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

Pursuant to regulatory deferral accounting treatment for rate-regulated entities, unrealized gains and losses in fair value of the Swaps are recorded as a regulatory asset and/or liability. When the Swaps mature, any prior positions held are reversed and the settled position is recorded 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 and received from counterparties for settlements of matured Swaps.

(Thousands of dollars)	<u>Three Months Ended</u> <u>March 31, 2018</u>	<u>Twelve Months Ended</u> <u>March 31, 2018</u>
Paid to counterparties	\$ 2,715	\$ 4,514

No amounts were received from counterparties during any of the periods indicated above.

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

<u>March 31, 2018</u> <u>Instrument</u>	<u>Balance Sheet Location</u>	<u>Net Total</u>
Swaps	Prepays and other current assets	\$ 5,864
Swaps	Deferred charges and other assets	2,397
<u>December 31, 2017</u> <u>Instrument</u>	<u>Balance Sheet Location</u>	<u>Net Total</u>
Swaps	Prepays and other current assets	\$ 4,457
Swaps	Deferred charges and other assets	1,323

Fair Value Measurements. The estimated fair values of Southwest's Swaps were determined at March 31, 2018 and December 31, 2017 using futures settlement prices, published by the CME Group, for the delivery of natural gas at Henry Hub adjusted by the price of future settlement bases, 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 financial assets and liabilities that were accounted for at fair value by both the Company and Southwest:

Level 2 - Significant other observable inputs

(Thousands of dollars)	<u>March 31, 2018</u>	<u>December 31, 2017</u>
Liabilities at fair value:		
Other current liabilities - Swaps	\$ (5,864)	\$ (4,457)
Other deferred credits - Swaps	(2,397)	(1,323)
Net Assets (Liabilities)	<u>\$ (8,261)</u>	<u>\$ (5,780)</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 pension and postretirement benefit plans, asset values were last updated as required as of December 2017. Refer to Note 11 – Pension and Other Post Retirement Benefits in the 2017 Annual Report to Shareholders on Form 10-K.

Note 6 – Common Stock

On March 29, 2017, the Company filed with the Securities Exchange Commission (“SEC”) an automatic shelf registration statement on Form S-3 (File No. 333-217018), which became effective upon filing, for the offer and sale of up to \$150 million of 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 29, 2017, between the Company and BNY Mellon Capital Markets, LLC (the “Equity Shelf Program”). During the three months ending March 31, 2018, the Company sold, through the continuous equity offering program with BNY Mellon Capital Markets, LLC as agent, an aggregate of 137,300 shares of the Company’s common stock in the open market at a weighted average price of \$67.00 per share, resulting in proceeds to the Company of \$9,107,664, net of \$91,997 in agent commissions. During the twelve months ended March 31, 2018, the Company sold, through this continuous equity offering program with the same party acting as agent, an aggregate of 643,007 shares of the Company’s common stock in the open market at a weighted average price of \$79.28 per share, resulting in proceeds to the Company of \$50,466,691, net of \$509,765 in agent commissions. As of March 31, 2018, the Company had up to \$99,023,545 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 served by Southwest.

During the three months ended March 31, 2018, the Company issued approximately 77,000 shares of common stock through the Restricted Stock/Unit Plan and Management Incentive Plan.

Also during the quarter ended March 31, 2018, the Company issued 33,000 shares of common stock through the Dividend Reinvestment and Stock Purchase Plan (“DRSPP”), raising approximately \$2 million.

Note 7 – Long-Term Debt

Carrying amounts of long-term debt and related estimated fair values as of March 31, 2018 and December 31, 2017 are disclosed in the following table. Southwest’s 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. These are categorized as Level 1 due to Southwest’s ability to access similar debt arrangements at measurement dates with comparable terms, including variable/market rates. The fair values of Southwest’s debentures, senior notes, and fixed-rate IDRBs were determined utilizing a market-based valuation approach, where fair 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 fair 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. Because 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.

	March 31, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(Thousands of dollars)				
Southwest Gas Corporation:				
Debtures:				
Notes, 4.45%, due 2020	\$ 125,000	\$ 127,630	\$ 125,000	\$ 129,273
Notes, 6.1%, due 2041	125,000	155,349	125,000	158,304
Notes, 3.875%, due 2022	250,000	252,270	250,000	256,163
Notes, 4.875%, due 2043	250,000	284,998	250,000	283,243
Notes, 3.8%, due 2046	300,000	291,945	300,000	302,970
Notes, 3.7%, due 2028	300,000	302,520	—	—
8% Series, due 2026	75,000	95,542	75,000	96,063
Medium-term notes, 7.78% series, due 2022	25,000	28,147	25,000	28,714
Medium-term notes, 7.92% series, due 2027	25,000	30,810	25,000	31,542
Medium-term notes, 6.76% series, due 2027	7,500	8,811	7,500	8,882
Unamortized discount and debt issuance costs	(12,480)		(9,350)	
	<u>1,470,020</u>		<u>1,173,150</u>	
Revolving credit facility and commercial paper	39,000	39,000	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
Unamortized discount and debt issuance costs	(2,026)		(2,119)	
	<u>197,974</u>		<u>197,881</u>	
Less: current maturities	—		—	
Long-term debt, less current maturities - Southwest Gas Corporation	<u>\$ 1,706,994</u>		<u>\$ 1,521,031</u>	
Centuri:				
Centuri term loan facility	\$ 194,357	195,757	\$ 199,578	207,588
Unamortized debt issuance costs	(1,056)		(1,111)	
	<u>193,301</u>		<u>198,467</u>	
Centuri secured revolving credit facility	79,227	79,261	56,472	56,525
Centuri other debt obligations	43,472	43,256	47,952	48,183
Less: current maturities	(24,867)		(25,346)	
Long-term debt, less current maturities - Centuri	<u>\$ 291,133</u>		<u>\$ 277,545</u>	
Consolidated Southwest Gas Holdings, Inc.:				
Southwest Gas Corporation long-term debt	\$ 1,706,994		\$ 1,521,031	
Centuri long-term debt	316,000		302,891	
Less: current maturities	(24,867)		(25,346)	
Long-term debt, less current maturities - Southwest Gas Holdings, Inc.	<u>\$ 1,998,127</u>		<u>\$ 1,798,576</u>	

Southwest has a \$400 million credit facility that is scheduled to expire in March 2022. Southwest designates \$150 million of capacity related to the facility as long-term debt and has designated the remaining \$250 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 Southwest's senior unsecured debt rating. At March 31, 2018, 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 March 31, 2018, \$19 million was outstanding on the long-term portion (not including the commercial paper program, discussed below) and no borrowings were outstanding on the short-term portion of this credit facility.

Southwest has a \$50 million commercial paper program. Any issuance under the commercial paper program is supported by Southwest'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 program are calculated at the then current commercial paper rate. At March 31, 2018, \$20 million was outstanding under the commercial paper program.

In March 2018, Southwest issued \$300 million in 3.7% Senior Notes at a discount of 0.185%. The notes will mature in April 2028. A portion of the proceeds were used to repay amounts then outstanding under the revolving portion of the credit facility and the remainder to repay amounts then outstanding under the commercial paper program.

Centuri has a \$450 million senior secured revolving credit and term loan facility that is scheduled to expire in November 2022. This facility includes a revolving credit facility and a term loan facility. The line of credit portion of the facility is \$250 million; amounts borrowed and repaid under the revolving credit facility are available to be re-borrowed. The term loan facility portion, has a limit of approximately \$200 million. The limit on the term loan facility was reached in November 2017. No further borrowing is permitted under the term loan facility. The \$450 million revolving credit and term loan facility is secured by substantially all of Centuri's assets except those explicitly excluded under the terms of the agreement (including owned real estate and certain certificated vehicles). Centuri assets securing the facility at March 31, 2018 totaled \$592 million. At March 31, 2018, \$274 million in borrowings were outstanding under the Centuri facility.

Note 8 – Short-Term Debt

The Company has a \$100 million credit facility that is scheduled to expire in March 2022. The Company had \$22.5 million in short-term borrowings outstanding at March 31, 2018 under this facility.

Note 9 – Equity, Other Comprehensive Income, and Accumulated Other Comprehensive Income

The table below provides details of activity in equity and the noncontrolling interest for Southwest Gas Holdings, Inc. on a consolidated basis during the three months ended March 31, 2018.

	Southwest Gas Holdings, Inc. Equity						Non-controlling Interest	Total
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings			
	Shares	Amount						
(In thousands, except per share amounts)								
DECEMBER 31, 2017	48,090	\$ 49,720	\$ 955,332	\$ (47,682)	\$ 857,398	\$ (2,365)	\$ 1,812,403	
Common stock issuances	247	247	10,148				10,395	
Net income (loss)					79,091	(797)	78,294	
Foreign currency exchange translation adj.				(911)			(911)	
Other comprehensive income (loss):								
Net actuarial gain (loss) arising during period, less amortization of unamortized benefit plan cost, net of tax				895			895	
Amounts reclassified to net income, net of tax (FSIRS)				635			635	
Reclass of stranded deferred taxes due to TCJA (a)				(9,300)	9,300		—	
Dividends declared								
Common: \$0.52 per share					(25,335)		(25,335)	
March 31, 2018	<u>48,337</u>	<u>\$ 49,967</u>	<u>\$ 965,480</u>	<u>\$ (56,363)</u>	<u>\$ 920,454</u>	<u>\$ (3,162)</u>	<u>\$ 1,876,376</u>	

- (a) Release of excess deferred taxes accumulated prior to December 22, 2017 (date of enactment of the TCJA), as a result of the adoption of ASU 2018-02, which permitted such release.

The table below provides details of activity in equity for Southwest Gas Corporation during the three months ended March 31, 2018. Only equity shares of the Company are publicly traded, under the ticker symbol "SWX."

(In thousands, except per share amounts)	Southwest Gas Corporation Equity					
	<u>Common Stock</u>		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Amount				
DECEMBER 31, 2017	47,482	\$49,112	\$ 948,767	\$ (47,073)	\$659,193	\$1,609,999
Net income					90,349	90,349
Other comprehensive income (loss):						
Net actuarial gain (loss) arising during period, less amortization of unamortized benefit plan cost, net of tax				895		895
Amounts reclassified to net income, net of tax (FSIRS)				635		635
Reclass of stranded deferred taxes due to TCJA (a)				(9,300)	9,300	—
Stock-based compensation (b)			(568)		(166)	(734)
Dividends declared to Southwest Gas Holdings, Inc.					(22,000)	(22,000)
March 31, 2018	<u>47,482</u>	<u>\$49,112</u>	<u>\$ 948,199</u>	<u>\$ (54,843)</u>	<u>\$736,676</u>	<u>\$1,679,144</u>

- (a) Release of excess deferred taxes accumulated prior to December 22, 2017 (date of enactment of the TCJA), as a result of the adoption of ASU 2018-02, which permitted such release.
- (b) Stock-based compensation is based on stock awards of Southwest Gas Corporation to be issued in shares of Southwest Gas Holdings, Inc.

The following information provides insight into amounts impacting the Company's Other Comprehensive Income (Loss), both before and after-tax impacts, within the Condensed Consolidated Statements of Comprehensive Income, which also impact Accumulated Other Comprehensive Income in the Condensed Consolidated Balance Sheets and the associated column in the equity table above. 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 March 31, 2018			Three Months Ended March 31, 2017		
	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	\$ 334	\$ (80)	\$ 254	\$ 334	\$ (127)	\$ 207
Amortization of net actuarial (gain)/loss	8,404	(2,017)	6,387	6,361	(2,417)	3,944
Regulatory adjustment	(7,560)	1,814	(5,746)	(5,735)	2,179	(3,556)
Pension plans other comprehensive income (loss)	1,178	(283)	895	960	(365)	595
FSIRS (designated hedging activities):						
Amounts reclassified into net income	837	(202)	635	836	(318)	518
FSIRS other comprehensive income	837	(202)	635	836	(318)	518
Total other comprehensive income (loss) - Southwest Gas Corporation	2,015	(485)	1,530	1,796	(683)	1,113
Foreign currency translation adjustments:						
Translation adjustments	(911)	—	(911)	220	—	220
Foreign currency other comprehensive income (loss)	(911)	—	(911)	220	—	220
Total other comprehensive income (loss) - Southwest Gas Holdings, Inc.	\$ 1,104	\$ (485)	\$ 619	\$ 2,016	\$ (683)	\$ 1,333
	Twelve Months Ended March 31, 2018			Twelve Months Ended March 31, 2017		
	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)	\$(43,027)	\$ 10,326	\$(32,701)	\$(22,770)	\$ 8,652	\$(14,118)
Amortization of prior service cost	1,335	(460)	875	1,335	(507)	828
Amortization of net actuarial (gain)/loss	27,488	(9,269)	18,219	26,660	(10,131)	16,529
Regulatory adjustment	10,515	(115)	10,400	(5,196)	1,974	(3,222)
Pension plans other comprehensive income (loss)	(3,689)	482	(3,207)	29	(12)	17
FSIRS (designated hedging activities):						
Amounts reclassified into net income	3,345	(1,155)	2,190	3,345	(1,271)	2,074
FSIRS other comprehensive income	3,345	(1,155)	2,190	3,345	(1,271)	2,074
Total other comprehensive income (loss) - Southwest Gas Corporation	(344)	(673)	(1,017)	3,374	(1,283)	2,091
Foreign currency translation adjustments:						
Translation adjustments	640	—	640	(401)	—	(401)
Foreign currency other comprehensive income (loss)	640	—	640	(401)	—	(401)
Total other comprehensive income (loss) - Southwest Gas Holdings, Inc.	\$ 296	\$ (673)	\$ (377)	\$ 2,973	\$ (1,283)	\$ 1,690

- (1) Tax amounts are calculated using a 24% rate following the December 22, 2017 enactment date of the TCJA. For periods prior to the enactment date (and included in specific line items of the tables for the twelve months ended March 31, 2018 and 2017), tax amounts were calculated using a 38% rate. The tax effect of before-tax amounts remaining in the balance of accumulated other comprehensive income as of March 31, 2018 is effectively computed using a 24% tax rate overall after the reclassification of previously stranded excess deferred taxes existing as a result of the TCJA (see table for Accumulated other comprehensive income, including the balance, below). With regard to foreign currency translation adjustments, 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 \$2.5 million of realized losses (net of tax) related to the FSIRS, reported in Accumulated other comprehensive income (“AOCI”) at March 31, 2018, 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			Other	AOCI
	Before-Tax	Tax (Expense) Benefit (5)	After-Tax	Before-Tax	Tax (Expense) Benefit (5)	After-Tax	Before-Tax	Tax (Expense) Benefit	After-Tax		
Beginning Balance AOCI December 31, 2017	\$ (61,520)	\$ 22,293	\$ (39,227)	\$ (12,655)	\$ 4,809	\$ (7,846)	\$ (609)	\$ —	\$ (609)	\$ —	\$(47,682)
Translation adjustments	—	—	—	—	—	—	(911)	—	(911)	—	(911)
Other comprehensive income before reclassifications	—	—	—	—	—	—	(911)	—	(911)	—	(911)
FSIRS amounts reclassified from AOCI (1)	—	—	—	837	(202)	635	—	—	—	—	635
Amortization of prior service cost (2)	334	(80)	254	—	—	—	—	—	—	—	254
Amortization of net actuarial loss (2)	8,404	(2,017)	6,387	—	—	—	—	—	—	—	6,387
Regulatory adjustment (3)	(7,560)	1,814	(5,746)	—	—	—	—	—	—	—	(5,746)
Net current period other comprehensive income (loss) attributable to Southwest Gas Holdings, Inc.	1,178	(283)	895	837	(202)	635	(911)	—	(911)	—	619
Reclass of stranded deferred taxes due to TCJA (4)	—	—	—	—	—	—	—	—	—	(9,300)	(9,300)
Ending Balance AOCI March 31, 2018	<u>\$ (60,342)</u>	<u>\$ 22,010</u>	<u>\$ (38,332)</u>	<u>\$ (11,818)</u>	<u>\$ 4,607</u>	<u>\$ (7,211)</u>	<u>\$ (1,520)</u>	<u>\$ —</u>	<u>\$ (1,520)</u>	<u>\$(9,300)</u>	<u>\$(56,363)</u>

- The FSIRS reclassification amounts are included in the Net interest deductions line item on the Company’s Condensed Consolidated Statements of Income.
- 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).
- 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 Company’s Condensed Consolidated Balance Sheets).
- Release of excess deferred taxes accumulated prior to December 22, 2017 (date of enactment of the TCJA), as a result of the adoption of ASU 2018-02, which permitted such release.
- Tax amounts related to the before-tax balance at March 31, 2018 are calculated using a 24% rate after the release of previously stranded excess deferred taxes existing as a result of the TCJA; amounts prior to the December 22, 2017 enactment of the TCJA were calculated using a 38% rate.

The following table represents a rollforward of AOCI, presented on Southwest’s Condensed Consolidated Balance Sheets:

AOCI - Rollforward
(Thousands of dollars)

	Defined Benefit Plans			FSIRS			Other	AOCI
	Before-Tax	Tax (Expense) Benefit (10)	After-Tax	Before-Tax	Tax (Expense) Benefit (10)	After-Tax		
Beginning Balance AOCI December 31, 2017	\$ (61,520)	\$ 22,293	\$ (39,227)	\$ (12,655)	\$ 4,809	\$ (7,846)	\$ —	\$(47,073)
FSIRS amounts reclassified from AOCI (6)	—	—	—	837	(202)	635	—	635
Amortization of prior service cost (7)	334	(80)	254	—	—	—	—	254
Amortization of net actuarial loss (7)	8,404	(2,017)	6,387	—	—	—	—	6,387
Regulatory adjustment (8)	(7,560)	1,814	(5,746)	—	—	—	—	(5,746)
Net current period other comprehensive income (loss) attributable to Southwest Gas Corporation	1,178	(283)	895	837	(202)	635	—	1,530
Reclass of stranded deferred taxes due to TCJA (9)	—	—	—	—	—	—	(9,300)	(9,300)
Ending Balance AOCI March 31, 2018	<u>\$ (60,342)</u>	<u>\$ 22,010</u>	<u>\$ (38,332)</u>	<u>\$ (11,818)</u>	<u>\$ 4,607</u>	<u>\$ (7,211)</u>	<u>\$(9,300)</u>	<u>\$(54,843)</u>

- The FSIRS reclassification amounts are included in the Net interest deductions line item on Southwest’s Condensed Consolidated Statements of Income.
- 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).
- 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 Southwest’s Condensed Consolidated Balance Sheets).
- Release of excess deferred taxes accumulated prior to December 22, 2017 (date of enactment of the TCJA), as a result of the adoption of ASU 2018-02, which permitted such release.

(10) Tax amounts related to the before-tax balance at March 31, 2018 are calculated using a 24% rate after the reclass of previously stranded excess deferred taxes existing as a result of the TCJA; amounts prior to the December 22, 2017 enactment of the TCJA were calculated using a 38% rate.

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

Amounts Recognized in AOCI (Before Tax)

(Thousands of dollars)

	<u>March 31, 2018</u>	<u>December 31, 2017</u>
Net actuarial (loss) gain	\$ (440,151)	\$ (448,555)
Prior service cost	(4,034)	(4,368)
Less: amount recognized in regulatory assets	383,843	391,403
Recognized in AOCI	<u>\$ (60,342)</u>	<u>\$ (61,520)</u>

Note 10 – Reorganization Impacts – Discontinued Operations Solely Related to Southwest Gas Corporation

As a result of a holding company structure in January 2017, no substantive change occurred with regard to the Company’s business segments on the whole, or in the primary businesses comprising those segments (Centuri operations continue to be part of continuing operations of the controlled group of companies), and financial information related to Centuri continues to be included in condensed consolidated financial statements of Southwest Gas Holdings, Inc.

However, as part of the holding company reorganization effective January 2017, Centuri is no longer a subsidiary of Southwest; whereas historically, Centuri had been a direct subsidiary of Southwest. To give effect to this change, the condensed consolidated financial statements related to Southwest Gas Corporation, which are separately included in this Form 10-Q, depict Centuri-related amounts as discontinued operations for periods prior to January 2017.

Due to the discontinued operations accounting reflection, the following disclosures provide additional information regarding the revenues and expenses of Centuri which are shown as discontinued operations on the condensed consolidated financial statements of Southwest Gas Corporation for periods prior to the beginning of 2017.

The following table presents the major income statement components of discontinued operations – construction services reported in the Condensed Consolidated Income Statements of Southwest Gas Corporation:

Results of Construction Services

(Thousands of dollars)	<u>Twelve Months Ended March 31, 2017</u>
Construction revenues	\$ 932,930
Operating expenses:	
Construction expenses	831,041
Depreciation and amortization	41,054
Operating income	60,835
Other income (deductions)	1,227
Net interest deductions	5,172
Income before income taxes	56,890
Income tax expense	21,030
Net income	35,860
Net income attributable to noncontrolling interests	1,105
Discontinued operations - construction services - net income	<u>\$ 34,755</u>

Note 11 – Acquisition of Construction Services Business

In November 2017, the Company, through its subsidiaries, led principally by Centuri, completed the acquisition of a privately held construction business, New England Utility Constructors, Inc. (“Neuco”) for approximately \$99 million, less assumed debt. See the Company’s 2017 Form 10-K for additional information about this acquisition.

Assets acquired and liabilities assumed in the transaction were recorded, generally, at their acquisition date fair values. Transaction costs associated with the acquisition were expensed as incurred. The Company’s allocation of the purchase price was based on an evaluation of the appropriate fair values and represented management’s best estimate based on available data (including market data, data regarding customers of the acquired businesses, terms of acquisition-related agreements, analysis of historical and projected results, and other types of data). The analysis included consideration of types of intangibles that were acquired, including non-competition agreements, customer relationships, trade names, and work backlog. The final purchase accounting has been completed.

The estimated fair values of assets acquired and liabilities assumed as of November 1, 2017, are as follows (in millions of dollars):

	<u>Acquisition Date</u>	<u>Measurement Period Adjustments</u>	<u>Revised Acquisition Date</u>
Cash and cash equivalents	\$ 0.8	\$ —	\$ 0.8
Contracts receivable	18.3	—	18.3
Other receivables	5.4	—	5.4
Property, plant and equipment	15.1	—	15.1
Prepaid expenses and deposits	1.7	(0.1)	1.6
Intangible assets	44.8	—	44.8
Goodwill	32.0	0.2	32.2
Total assets acquired	118.1	0.1	118.2
Current liabilities	(18.5)	(0.1)	(18.6)
Other long-term liabilities	(0.3)	—	(0.3)
Net assets acquired	<u>\$ 99.3</u>	<u>\$ —</u>	<u>\$ 99.3</u>

The Company incurred and expensed acquisition costs of \$2.6 million for the twelve months ended March 31, 2018. No acquisition-related costs were incurred during the three months ended March 31, 2018.

The allocation of the purchase price of Neuco was accounted for in accordance with applicable accounting guidance. Goodwill, which is generally not deductible for tax purposes, consists of the value associated with the assembled workforce and consolidation of operations. However, as the business of Neuco was acquired via asset purchase for tax purposes, the approximately \$32 million of tax-basis goodwill is expected to be deductible for tax purposes. In the first quarter of 2018, values at the acquisition date were adjusted as reflected in the table above, with no significant overall impact to the Company’s consolidated balance sheets.

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

Southwest Gas Holdings, Inc. is a holding company that owns all of the shares of common stock of Southwest Gas Corporation ("Southwest" or the "natural gas operations" segment) and all of the shares of common stock of Centuri Construction Group Inc. ("Centuri" or the "construction services" segment). Prior to August 2017, only 96.6% of Centuri shares were owned. During August 2017, Southwest Gas Holdings, Inc. acquired the remaining 3.4% equity interest in Centuri that was held by the previous owners (and reflected as a redeemable noncontrolling interest). As part of a holding company reorganization effective January 2017, designed to provide further separation between regulated and unregulated businesses, Centuri and Southwest are now subsidiaries of Southwest Gas Holdings, Inc.; whereas historically, Centuri had been a direct subsidiary of Southwest. To give effect for this change, the separate consolidated financial statements of Southwest Gas Corporation depict Centuri-related amounts for periods prior to January 2017 as discontinued operations of Southwest. Southwest Gas Holdings, Inc. and its subsidiaries (the "Company") have two business segments (natural gas operations and construction services), which are discussed below.

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 March 31, 2018, Southwest had 2,026,000 residential, commercial, industrial, and other natural gas customers, of which 1,080,000 customers were located in Arizona, 751,000 in Nevada, and 195,000 in California. Residential and commercial customers represented over 99% of the total customer base. During the twelve months ended March 31, 2018, 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 (gas operating revenues less the net cost of gas sold) from residential and small commercial customers, 3% from other sales customers, and 12% from transportation customers. These general 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. Gas cost is a tracked cost, which is passed through to customers without markup under purchased gas adjustment ("PGA") mechanisms, impacting revenues and net cost of gas sold on a dollar-for-dollar basis, thereby having no impact on Southwest's profitability. Therefore, management routinely uses operating margin, defined as operating revenues less the net cost of gas sold, in its analysis of Southwest's financial performance. Operating margin also forms a basis for Southwest's various regulatory decoupling mechanisms. Operating margin is not, however, specifically defined in accounting principles generally accepted in the United States ("U.S. GAAP") and is considered a non-GAAP measure. Therefore, management believes operating margin provides investors and other interested parties with useful and relevant information to analyze Southwest's financial performance in a rate-regulated environment. (Refer to the Summary Operating Results table for a reconciliation of revenues to operating margin.)

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 weather variability and conservation on operating margin, allowing Southwest to pursue energy efficiency initiatives.

Centuri is a comprehensive construction services enterprise dedicated to meeting the growing demands of North American utilities, energy and industrial markets. Centuri derives revenue from installation, replacement, repair, and maintenance of energy distribution systems, and developing industrial construction solutions. Centuri operates in 23 major markets in the United States (primarily as NPL) and in 2 major markets in Canada (as NPL Canada 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, 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 have resulted in a significant increase in multi-year pipeline replacement projects throughout the U.S. Centuri has focused its efforts on obtaining pipe replacement work under both blanket contracts and incremental bid projects. For both the twelve months ended March 31, 2018 and 2017, revenues from replacement work provided over 60% of total revenues. Generally, Centuri revenues are lowest during the first quarter of the year due to less favorable winter weather conditions. Revenues typically improve as more favorable weather conditions occur during the summer and fall months. This is expected in both the U.S. and Canadian markets. In certain circumstances, such as with large bid contracts (especially those of a longer duration), or unit-price contracts with revenue caps, results may be impacted by differences between costs incurred and those anticipated when the work was originally bid. Work awarded, or failing to be awarded, by individual large customers can impact operating results.

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 2017 Annual Report to Shareholders, which is incorporated by reference into the 2017 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 83% 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 March 31,			
	Three Months		Twelve Months	
	2018	2017	2018	2017
	(In thousands, except per share amounts)			
<u>Contribution to net income</u>				
Natural gas operations	\$ 90,349	\$ 76,938	\$ 170,229	\$ 118,778
Construction services	(11,001)	(7,334)	34,693	27,421
Corporate and administrative	(257)	(296)	(1,298)	(296)
Net income	<u>\$ 79,091</u>	<u>\$ 69,308</u>	<u>\$ 203,624</u>	<u>\$ 145,903</u>
Average number of common shares	<u>48,416</u>	<u>47,530</u>	<u>48,105</u>	<u>47,492</u>
<u>Basic earnings per share</u>				
Consolidated	<u>\$ 1.63</u>	<u>\$ 1.46</u>	<u>\$ 4.23</u>	<u>\$ 3.07</u>
<u>Natural Gas Operations</u>				
Reconciliation of Revenue to Operating Margin (Non-GAAP measure)				
Gas operating revenues	\$494,313	\$462,602	\$1,334,019	\$1,258,914
Less: Net cost of gas sold	185,732	146,879	393,898	330,400
Operating margin	<u>\$308,581</u>	<u>\$315,723</u>	<u>\$ 940,121</u>	<u>\$ 928,514</u>

1st Quarter 2018 Overview

Natural gas operations highlights:

- 32,000 net new customers (1.6% growth rate)
- Issued \$300 million in Senior Notes due in 2028
- Arizona rate case settlement (April 2017) provided rate relief and lower depreciation
- Operating income increased \$5.3 million compared to the prior-year quarter
- Income tax expense decreased approximately \$14 million due to tax reform
- Operating margin reflects estimated regulatory impacts of tax reform

Construction services highlights:

- Revenues increased \$67.9 million compared to the prior-year quarter
- Construction expenses increased \$67 million compared to the prior-year quarter
- Depreciation and amortization expense increased \$1.2 million compared to the prior-year quarter
- Net interest deductions increased \$1.7 million compared to the prior-year quarter

Results of Natural Gas Operations

	Three Months Ended March 31, 2018	
	2018	2017
	(Thousands of dollars)	
Gas operating revenues	\$494,313	\$462,602
Net cost of gas sold	185,732	146,879
Operating margin	308,581	315,723
Operations and maintenance expense	102,190	103,824
Depreciation and amortization	49,961	61,195
Taxes other than income taxes	15,257	14,782
Operating income	141,173	135,922
Other income (deductions)	(4,603)	(1,244)
Net interest deductions	19,255	17,210
Income before income taxes	117,315	117,468
Income tax expense	26,966	40,530
Contribution to consolidated net income	\$ 90,349	\$ 76,938

Contribution to consolidated net income from natural gas operations increased \$13.4 million between quarters. The improvement was primarily due to rate relief and customer growth, lower depreciation expense, offset by a decrease in other income and an increase in net interest deductions. U.S. tax reform impacted both revenue and tax expense. The amounts above reflect a reclassification of \$4.9 million for 2017 from Operations and maintenance expense to Other income (deductions) related to the non-service cost components of net periodic benefit costs, as a result of the adoption of the update to FASB Topic 715 (refer to Note 2 to the condensed consolidated financial statements in this Form 10-Q), with no impact to net income overall. The reclassification in the 2017 period is intended to make that information comparable to the current period presentation.

Operating margin decreased \$7 million between quarters, due to a \$14 million reserve adjustment recognized due to the enactment of U.S. tax reform in December 2017. The adjustment contemplates that future rates will be reduced by this estimated amount associated with the 1st quarter of 2018 as rates billed to customers do not yet reflect the reduced cost of service resulting from tax reform. However, as the significant decline in applicable U.S. income tax rates also significantly reduced income tax expense (see discussion below), net income was not impacted unfavorably. Operating margin was favorably impacted by rate relief in Arizona (effective April 2017) and California, which collectively provided \$5 million in operating margin (see **Rates and Regulatory Proceedings**). Approximately \$4 million in increased operating margin was attributable to customer growth, as 32,000 net new customers were added during the last twelve months. Operating margin associated with recoveries of regulatory assets, infrastructure replacement mechanisms, customers outside the decoupling mechanisms, and other miscellaneous revenues declined \$2 million.

Operations and maintenance expense decreased \$1.6 million between quarters. Costs associated with the amount and timing of employee incentive plan grants declined \$3.3 million due to incremental grants in 2017. Both periods include accelerated recognition for retirement eligible employees. These impacts were offset by increases in general costs and higher pension expense.

Depreciation and amortization expense decreased \$11 million between quarters primarily due to reduced depreciation rates in Arizona, a result of the prior-year Arizona general rate case decision. Partially offsetting the decline was increased depreciation associated with a \$437 million, or 7%, increase in average gas plant in service for the current quarter as compared to the corresponding quarter a year ago. The increase in gas plant was attributable to pipeline capacity reinforcement work, franchise requirements, scheduled and accelerated pipe replacement activities, and new infrastructure.

Taxes other than income taxes increased \$475,000 between quarters primarily due to higher property taxes associated with net plant additions.

Other income decreased \$3 million between quarters primarily due to a decline in income from company-owned life insurance (“COLI”) policies. The current quarter reflects a \$700,000 decrease in COLI policy cash surrender values, while the prior-year quarter reflected \$2.8 million of COLI-related income. Amounts in both periods reflect the non-service cost components of employee pension and post-retirement benefits.

Net interest deductions increased \$2 million in the first quarter of 2018 as compared to the prior-year quarter, primarily due to higher interest associated with credit facility borrowings during the current-year quarter and the issuance of \$300 million of senior notes in March 2018. The increase was partially offset by reductions in interest expense associated with deferred purchased gas adjustment (“PGA”) balances as compared to the prior-year quarter.

Income taxes were favorably impacted in 2018 due to the December 2017 enactment of tax reform. Among other things, tax reform reduced the corporate federal income tax rate from 35% to 21%, effective January 2018.

Results of Natural Gas Operations

	Twelve Months Ended March 31, 2018	
	2018	2017
	(Thousands of dollars)	
Gas operating revenues	\$1,334,019	\$1,258,914
Net cost of gas sold	393,898	330,400
Operating margin	940,121	928,514
Operations and maintenance expense	389,687	389,931
Depreciation and amortization	190,688	233,913
Taxes other than income taxes	58,421	53,145
Operating income	301,325	251,525
Other income (deductions)	(9,747)	(9,543)
Net interest deductions	71,778	67,977
Income before income taxes	219,800	174,005
Income tax expense	49,571	55,227
Contribution to consolidated net income	\$ 170,229	\$ 118,778

Contribution to consolidated net income from natural gas operations increased by \$51.5 million between the twelve-month periods of 2018 and 2017. The improvement was primarily due to higher operating margin, lower depreciation expense, and lower income tax expense, partially offset by an increase in taxes other than income taxes and lower other income (deductions). The amounts above for Operations and maintenance expense and Other income (deductions) for the 2017 period reflect a \$19.7 million reclassification related to the non-service cost components of employee pensions and other post-retirement benefits, as a result of the adoption of the update to FASB Topic 715. The reclassification is intended to make the prior period comparable to the current period, but did not impact net income overall.

Operating margin increased \$11.6 million between periods including a combined \$19 million of rate relief in the Arizona and California jurisdictions. Customer growth provided \$10 million in operating margin, while operating margin associated with recoveries of regulatory assets, infrastructure replacement mechanisms, customers outside the decoupling mechanisms, and other miscellaneous revenues decreased \$3 million. A \$14 million reserve recorded in the first quarter of 2018 associated with tax reform, decreased operating margin in the current period. However, net income overall was not unfavorably impacted, as favorable impacts from tax reform are reflected in income tax expense.

Operations and maintenance expense was relatively flat between periods primarily as general cost increases, higher pension costs, and additional expenditures for pipeline integrity management and damage prevention programs were offset by a \$2.7 million decrease in self-insured employee medical costs and lower bad debt expense.

Depreciation and amortization expense decreased \$43 million between periods primarily due to reduced depreciation rates in Arizona, a result of the April 2017 Arizona general rate case decision. Partially offsetting the decline was depreciation associated with a \$359 million, or 6%, increase in average gas plant in service for the current period as compared to the prior period. The increase in gas plant was attributable to pipeline capacity reinforcement work, franchise requirements, scheduled and accelerated pipe replacement activities, and new infrastructure.

Taxes other than income taxes increased \$5 million between periods primarily due to higher property taxes associated with net plant additions and increased property taxes in Arizona, including the impact of the property tax regulatory tracking mechanism.

Other income (deductions) decreased \$204,000 between the twelve-month periods of 2018 and 2017. The current period reflects a \$6.8 million increase in COLI policy cash surrender values, while the prior-year period included \$9.3 million of COLI-related income. Interest income increased \$1.6 million including interest related to the Gas Infrastructure Replacement (“GIR”) mechanism in Nevada. See the **Rates and Regulatory Proceedings** section for more information about the GIR. Amounts in both periods reflect the non-service cost components of employee pension and post-retirement benefits.

Net interest deductions increased \$3.8 million between the current and prior-year periods, primarily due to the issuance of \$300 million of senior notes in September 2016, higher interest associated with credit facility borrowings during late 2017 and early 2018, and the issuance of the \$300 million senior notes in March 2018. The increase was substantially offset by reductions in interest expense associated with deferred PGA balances as compared to the prior-year period and various debt redemptions in the second half of 2016.

Income taxes were favorably impacted in 2018 due to the December 2017 enactment of tax reform, which reduced the corporate federal income tax rate from 35% to 21%, effective January 2018. Approximately \$8 million of one-time tax benefits, related to the remeasurement of deferred tax liabilities, were recorded in the fourth quarter of 2017 in addition to the lower rate utilized in the first quarter of 2018.

Results of Construction Services

	Three Months Ended March 31,	
	2018	2017
	(Thousands of dollars)	
Construction revenues	\$260,017	\$192,135
Operating expenses:		
Construction expenses	258,952	191,956
Depreciation and amortization	12,517	11,283
Operating income (loss)	(11,452)	(11,104)
Other income (deductions)	263	254
Net interest deductions	3,196	1,504
Income (loss) before income taxes	(14,385)	(12,354)
Income tax expense (benefit)	(2,587)	(4,717)
Net income (loss)	(11,798)	(7,637)
Net income (loss) attributable to noncontrolling interests	(797)	(303)
Contribution to consolidated net income (loss) attributable to Centuri	<u>\$ (11,001)</u>	<u>\$ (7,334)</u>

In November 2017, Centuri acquired New England Utility Constructors, Inc. (“Neuco”). Line items in the table above reflect the results of Neuco only for the 2018 period.

Revenues increased \$68 million, or 35%, in the first quarter of 2018 when compared to the prior-year quarter primarily due to additional pipe replacement work for many natural gas distribution customers and \$14 million of Neuco revenues. The prior period was impacted by a temporary work stoppage.

Construction expenses increased \$67 million, or 35%, between quarters. The increase in construction expenses is due to additional pipe replacement work and higher labor costs incurred to complete work during inclement weather conditions in the current-year quarter. Approximately \$14.1 million of Neuco construction expenses are included in the three months ended March 31, 2018. Gains on sale of equipment (reflected as an offset to construction expenses) were approximately \$230,000 and \$339,000 for the first quarters of 2018 and 2017, respectively.

Depreciation and amortization expense increased \$1.2 million between quarters, primarily due to incremental amortization of finite-lived intangible assets recognized from the Neuco acquisition and an increase in depreciation on additional equipment purchased to support the growing volume of work being performed, partially offset by a \$2 million reduction in depreciation associated with the extension of the estimated useful lives of certain depreciable equipment.

Net interest deductions increased by \$1.7 million between quarters. The increase was due primarily to higher average debt outstanding (including amounts used to finance the Neuco acquisition) under the \$450 million secured revolving credit and term loan facility.

The reduction in corporate federal income taxes resulting from the December 2017 enactment of tax reform unfavorably impacted results during the first quarter of 2018, as lower corporate federal tax rates provide a reduced benefit during periods when losses are encountered.

Results of Construction Services

	Twelve Months Ended March 31,	
	2018	2017
	(Thousands of dollars)	
Construction revenues	\$1,314,366	\$1,125,065
Operating expenses:		
Construction expenses	1,215,959	1,022,997
Depreciation and amortization	50,263	52,337
Operating income	48,144	49,731
Other income (deductions)	354	1,481
Net interest deductions	9,678	6,676
Income before income taxes	38,820	44,536
Income tax expense	4,520	16,313
Net income	34,300	28,223
Net income (loss) attributable to noncontrolling interests	(393)	802
Contribution to consolidated net income attributable to Centuri	\$ 34,693	\$ 27,421

Line items in the table above reflect the results of Neuco only since the November 2017 acquisition date.

Revenues increased \$189 million, or 17%, in the current twelve-month period compared to the same period of 2017 primarily due to additional pipe replacement work for many natural gas distribution customers and the inclusion of approximately \$31 million from Neuco since the November 2017 acquisition date. In addition, Centuri performed work on a multi-year water pipe replacement program, which began in late 2016, that contributed incremental revenues of \$39.3 million and \$17.7 million during the twelve-month periods ended March 31, 2018 and 2017, respectively.

Construction expenses increased \$193 million, or 19% between periods, primarily due to higher labor costs experienced due to changes in the mix of work with existing customers, lower productivity resulting from inclement weather, and greater operating expenses to support increased growth in operations. In addition, results were negatively impacted by higher construction costs and an unfavorable mix of work performed during the period related to the water pipe replacement program noted above. Centuri is pursuing relief from the customer in the form of modified terms or additional cost recovery. Approximately \$27 million of construction expenses from Neuco are included in the twelve months ended March 31, 2018. Gains on sale of equipment (reflected as an offset to construction expenses) were \$4.1 million and \$6.2 million for the twelve-month periods of 2018 and 2017, respectively.

Depreciation and amortization expense decreased \$2.1 million between the current and prior-year periods primarily due to a \$5.5 million reduction in depreciation associated with the extension of the estimated useful lives of certain depreciable equipment over the last twelve months, partially offset by incremental amortization of finite-lived intangible assets recognized from the Neuco acquisition and an increase in depreciation on additional equipment purchased to support the growing volume of work being performed.

Net interest deductions increased \$3 million between periods. The increase was due primarily to higher average debt outstanding under the \$450 million secured revolving credit and term loan facility.

Income tax expense decreased \$11.8 million between periods primarily due to approximately \$12 million of one-time tax benefits, related to the remeasurement of Centuri's deferred tax liabilities, that were recorded in the fourth quarter of 2017.

Rates and Regulatory Proceedings

Arizona Jurisdiction

Arizona General Rate Case. In May 2016, Southwest filed a general rate application with the Arizona Corporation Commission (“ACC”). Following undertakings associated with the filing, a settlement hearing was held in February 2017, and the ACC approved the settlement in April 2017 (with new rates effective the same month), providing for, among other things, rate changes that would result in a combined net annual operating income increase of \$60.7 million (including \$16 million in additional operating revenue and a \$44.7 million decrease in depreciation expense). The decision included a 7.82% rate of return on original cost rate base of \$1.336 billion, a 9.5% return on common equity, and a capital structure utilizing 52% common equity. Other key elements included the approval of the continuation of the Customer-Owned Yard Line (“COYL”) program, the implementation of a vintage steel pipe replacement program, and a continuation of the current decoupled rate design, excluding the previous winter-period adjustment to rates, making the mechanism fundamentally similar to that which exists in Nevada. The settlement also included a property tax tracking mechanism, which will defer changes in related expense for recovery in the next general rate case. It also included a three-year moratorium on filing another general rate application prior to May 2019. Surcharge rates associated with the decoupling mechanism were updated in April 2018.

Tax Reform. In January 2018, the ACC held a workshop specifically to address U.S. tax reform with all jurisdictional public service corporations and directed ACC staff (“the Staff”) to prepare a recommended order for consideration at an open meeting. The Staff-recommended order provided that all utilities apply regulatory accounting treatment to address impacts from the enactment of tax reform beginning January 1, 2018. Additionally, the Staff recommended that all jurisdictional utilities file an application to address savings associated with tax reform within 60 days of the open meeting through a tax expense adjustor mechanism, a notice of intent to file a rate case within 90 days, or to file an application to address the impacts of tax reform. At the referenced open meeting in February, the ACC issued an order, adopting the Staff’s recommendations. In April 2018, Southwest filed an application with the ACC, requesting approval for a tax refund process intended to ensure that customers receive the benefits from tax reform through an ACC-approved earnings test whereby a tax refund application will be made annually to refund to customers any margin contributing to earnings above the ACC-authorized rate of return.

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. 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. 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, up to \$50 million, which was later approved (December 2016) to be modified not to exceed \$80 million, following land purchase and bid solicitation for the engineering, procurement and construction of the facility. Construction commenced during the third quarter of 2017 and is expected to be completed by the end of 2019. Through March 2018, Southwest has incurred approximately \$39 million in capital expenditures toward the project (including land acquisition costs).

COYL Program. Southwest received approval, in connection with an earlier 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 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, Southwest received approval to add a “Phase II” component to the COYL program to include the replacement of non-leaking COYLs. In the annual COYL filing made in February 2017, Southwest requested to establish an annual surcharge to collect \$1.8 million related to the revenue requirement associated with \$12.1 million in capital projects completed under both Phase I and Phase II during 2016. In June 2017, the ACC issued a decision approving the surcharge application. All capital work completed in earlier years was incorporated in Southwest’s Arizona rate base in connection with the recently completed general rate case proceeding, as discussed above. In the annual COYL filing made in February 2018, Southwest requested an increase from \$1.8 million to \$2.4 million in surcharge revenue related to 2017 expenditures of \$18 million.

Vintage Steel Pipe Program. Southwest received approval, in connection with its most recent Arizona general rate case, to implement a vintage steel pipe (“VSP”) replacement program. Southwest currently has approximately 6,000 miles of pre-1970s vintage steel pipe in Arizona. Southwest proposed to start replacing the pipe on an accelerated basis and to recover the costs through an annual surcharge filing that will be made in February of each year. The surcharge is designed to be revised annually as the program progresses. Southwest replaced approximately 40 miles of VSP during 2017 totaling approximately \$27 million and is targeting replacement projects during 2018 of approximately \$100 million. In the annual VSP filing made in February 2018, Southwest requested an increase in surcharge revenue to collect \$3.1 million related to the 2017 expenditures.

California Jurisdiction

Tax Reform. In its 2017 decision approving Southwest’s request to extend the filing date of its next general rate case, the California Public Utilities Commission (“CPUC”) also directed Southwest to track income tax expenses resulting from mandatory or elective changes in tax law, procedure or policy. The purpose is to identify differences between Southwest’s authorized income tax expenses and its actual incurred income tax expenses, the result of which would be reviewed in Southwest’s next general rate case. Excluding advance requested or required procedural changes, Southwest does not currently anticipate making an ad hoc filing in advance of the next general rate case filing to implement any changes resulting from tax reform.

Attrition Filing. In November 2017, Southwest made its latest annual post-test year (“PTY”) attrition filing, requesting annual revenue increases of \$2 million in southern California, \$527,000 in northern California, and \$263,000 for South Lake Tahoe. This filing was approved in December 2017 and rates were made effective in January 2018. At the same time, rates were updated to recover the regulatory asset associated with the revenue decoupling mechanism, or margin tracker.

In December 2016, Southwest filed to modify the most recent general rate case decision to extend the current rate case cycle by two years, including extension of the annual PTY attrition adjustments through 2020 from 2018. That latest rate case decision would have otherwise required Southwest to file its next general rate application by September 2017. Expedited consideration was requested and in June 2017, the CPUC approved the request, thereby extending the rate case filing deadline. Southwest believes this extension is in the public interest as it provides rate stability to customers for two additional years consistent with the current reasonable rates approved as part of the last general rate case, and the continuation of the currently approved 2.75% PTY attrition adjustment for the two additional years.

Greenhouse Gas (“GHG”) Compliance. California Assembly Bill Number 32 and the regulations promulgated by the California Air Resources Board (“CARB”), require Southwest, as a covered entity, to comply with all applicable requirements associated with California GHG emissions reporting and the California Cap and Trade Program. The CPUC issued a decision in March 2018 adopting an allocation methodology to distribute the net revenues or costs beginning in the second quarter of 2018. Southwest has a net cost balance, which will be amortized over a 12-month period in rates for all applicable rate schedules, effective July 2018. In addition, for years 2019-2020, the decision adopted an allocation methodology to distribute the revenue proceeds through a California Climate Credit to active residential customers in April of each year. GHG compliance costs will be recovered through rates (including transportation rates) as prescribed by Decision D.15-10-032. There is no impact on earnings.

Nevada Jurisdiction

Nevada General Rate Case. The most recent general rate case decision was received from the Public Utilities Commission (“PUCN”) in November 2012 as amended in a Rehearing Decision in April 2013. Southwest currently plans to file a general rate case prior to June 2018. See also *Infrastructure Replacement Mechanisms* below.

Tax Reform. The PUCN has opened an “Investigation into Tax Cut and Jobs Act”, designated as Docket No. 18-02018, requiring comments to be filed, and which Southwest did file in April 2018, whereby Southwest described its plan to address the tax changes in its upcoming general rate case to be filed prior to June 2018. It was also noted that for those mechanisms that include monthly deferral calculations (the Deferred Energy Account Adjustment and the Accumulated Deferred Interest), Southwest has already updated the applicable carrying charges that are impacted by federal tax rates.

General Revenues Adjustment. As part of the Annual Rate Adjustment (“ARA”) filing in 2016, the PUCN authorized rate adjustments associated with its revenue decoupling mechanism (General Revenues Adjustment, or “GRA”). The rate adjustment collected \$13.6 million from customers during 2017, a decrease in collections of \$11.8 million, as compared to 2016. In June 2017, Southwest filed to adjust the GRA surcharge, effective January 2018, which was approved by the PUCN during the third quarter of 2017. This rate adjustment is expected to result in a decrease in collections from customers of \$15.4 million. While there is no impact to net income overall from this rate adjustment, operating cash flows will be reduced as the associated regulatory liability balance is refunded.

Infrastructure Replacement Mechanisms. In January 2014, the PUCN approved final rules for a mechanism to defer and recover certain costs associated with accelerated replacement of infrastructure that would not otherwise currently provide incremental revenues. Associated with such mechanism, each year, Southwest files a GIR Advance Application requesting authorization to replace qualifying infrastructure. Approximately \$57.3 million of replacement work was approved for 2017 with an annualized revenue requirement estimated at approximately \$5.3 million. In May 2017, Southwest filed a GIR Advance Application with the PUCN for projects totaling approximately \$66 million that are expected to be completed during 2018. The PUCN issued an Order on this latest Advance Application in September 2017, approving approximately \$66 million of replacement work with an annualized revenue requirement estimated at approximately \$6 million.

Filed separately, as part of each annual GIR filing, Southwest requests authorization to reset the GIR recovery surcharge, related to previously approved and completed projects, with the new rates becoming effective each January. In November 2017, for projects approved in 2016 and completed by July of 2017, the deferred annualized revenue requirement of \$8.7 million was approved to be recovered from customers through updated rates effective January 2018. The updated surcharge is expected to result in incremental annual margin of \$4.2 million.

Conservation and Energy Efficiency (“CEE”). 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 initial program costs was approved as part of the most recent general rate case, amounts incurred subsequent to May 2012 (the certification period) continued to be deferred. Approved rates for the post-May 2012 costs deferred (including previously expected program expenditures for 2016) became effective January 2016. Then, as part of the ARA filing, approved in December 2016 Southwest modified rates, effective January 2017, authorizing annualized margin decreases of \$1.4 million in northern Nevada and \$1.3 million in southern Nevada to return over-collected balances. The 2017 ARA filing approved in November 2017, with modified rates effective January 2018, is expected to result in annualized margin decreases of \$8.2 million in southern Nevada and \$1.4 million in northern Nevada to return over-collected balances. There is, however, no anticipated impact to net income overall from these decreases as amortization expense will also be reduced.

Expansion and Economic Development Legislation. In February 2015, legislation (“SB 151”) was introduced in Nevada directing the PUCN to adopt regulations authorizing natural gas utilities to expand their infrastructure consistent with a program of economic development. This includes providing gas service to unserved and underserved areas in Nevada, as well as attracting and retaining utility customers and accommodating the expansion of existing business customers. SB 151 was signed into law in May 2015. Final regulations were approved by the PUCN in January 2016.

In November 2017, Southwest filed for preapproval of a project to extend service to include the service territory of Mesquite, Nevada, in accordance with the SB 151 regulations. This project proposes the extension of existing facilities to Mesquite at an estimated cost of approximately \$30 million. The cost is proposed to be recovered through a volumetric surcharge on all southern Nevada customers. Southwest also proposed a second phase designed to assist potential customers in existing homes who are interested in accessing natural gas service, which would then be reflected as a separate surcharge to Mesquite customers only. Hearings took place in April 2018, and a decision on this proposal is expected in the second quarter of 2018.

Federal Energy Regulatory Commission (“FERC”) Jurisdiction

General Rate Case. Paiute Pipeline Company (“Paiute”), a wholly owned subsidiary of Southwest, filed its most recent general rate case with the FERC in February 2014, and following settlement proceedings, tariff changes were filed in March 2015. The settlement implied an 11.5% pre-tax rate of return, and as part of the agreement, Paiute agreed to file a rate case no later than May 2019. See *Tax Reform* below.

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, which was approved during the same month. In July 2017, a certificate application was filed, which included an applicant environmental assessment. The project is anticipated to consist of 8.5 miles of additional transmission pipeline infrastructure at an approximate cost of \$18 million. If the process progresses as planned, a decision could be received in the second quarter of 2018 and the additional facilities could be in place by the end of 2018.

Tax Reform. The FERC has issued a Notice of Proposed Rulemaking (“NOPR”) on whether the 2018 federal income tax changes cause pipeline rates to no longer be just and reasonable. A decision is expected in the second quarter of 2018 for the proposed rule. If the NOPR is approved as proposed, pipelines will be required to file a FERC Form No. 501-G to evaluate the impact of tax reform on their revenue requirement. In addition to filing the form, pipelines would select one of the following four options: 1) make a limited section 4 filing to reduce its rates by the percentage reduction in its cost of service shown in its FERC Form No. 501-G, 2) commit to file either a prepackaged uncontested rate settlement or a general section 4 rate case, 3) file a statement explaining why no change in rates is necessary, or 4) file the new FERC form without taking any other action. The FERC will ultimately consider whether to initiate a section 5 investigation of any pipeline that has not submitted a limited section 4 rate reduction filing or committed to file a general section 4 rate case.

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 March 31, 2018, under-collections in Arizona, northern Nevada, and southern Nevada resulted in an asset of approximately \$18.7 million and over-collections in California resulted in a liability of \$371,000 on the Company’s and Southwest’s Condensed Consolidated Balance Sheets. 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>March 31, 2018</u>	<u>December 31, 2017</u>	<u>March 31, 2017</u>
Arizona	\$ 11,687	\$ 5,069	\$ 7,845
Northern Nevada	2,993	8,189	1,069
Southern Nevada	4,059	(6,841)	(27,104)
California	(371)	1,323	228
	<u>\$ 18,368</u>	<u>\$ 7,740</u>	<u>\$ (17,962)</u>

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). In recent years, certain pipe replacement has been accelerated to fortify system integrity and reliability, notably in association with gas infrastructure replacement programs as discussed above. During this same time, benefits were derived from debt refinancing and strategic debt redemptions. 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

Southwest Gas Holdings, Inc.:

Operating Cash Flows. Cash flows provided by consolidated operating activities increased \$19 million in the first three months of 2018 as compared to the same period of 2017. Changes in operating cash flows are significantly influenced by the change in deferred purchased gas costs, including amounts incurred and deferred, as well as when they are incorporated in customer bills to recover the deferred balances. Refer to **Results of Natural Gas Operations and Rates and Regulatory Proceedings**.

Investing Cash Flows. Cash used in consolidated investing activities increased \$44 million in the first three months of 2018 as compared to the same period of 2017. The change was primarily due to increased construction expenditures in the natural gas operations segment, including scheduled and accelerated replacement activity.

Financing Cash Flows. Net cash used in consolidated financing activities decreased \$32 million in the first three months of 2018 as compared to the same period of 2017. The decrease was primarily due to the issuance of \$300 million in senior notes in March 2018, offset by the repayment of credit facility and commercial paper program borrowings in the current three-month period. The Company also issued approximately \$9 million during the first three months of 2018 in stock under its Equity Shelf Program. See also **Note 6 – Common Stock**, and the discussion below. Dividends paid increased in the first three months of 2018 as compared to the same period of 2017 as a result of an increase in the quarterly dividend rate and an increase in the number of shares outstanding.

The Company issued approximately 77,000 additional shares of common stock collectively through the Restricted Stock/Unit Plan and the Management Incentive Plan. Also during the quarter ended March 31, 2018, the Company issued 33,000 shares of common stock through the Dividend Reinvestment and Stock Purchase Plan (“DRSPP”), raising approximately \$2 million.

Southwest Gas Corporation:

Operating Cash Flows. Cash flows provided by operating activities increased \$17 million in the first three months of 2018 as compared to the same period of 2017. The increase in operating cash flows was primarily attributable to the change in deferred purchased gas costs as discussed above. Refer to **Results of Natural Gas Operations and Rates and Regulatory Proceedings**.

Investing Cash Flows. Cash used in investing activities increased \$29 million in the first three months of 2018 as compared to the same period of 2017. The change was primarily due to additional construction expenditures, as indicated above.

Financing Cash Flows. Net cash provided by financing activities increased \$8 million in the first three months of 2018 as compared to the same period of 2017. The increase was primarily due to the issuance of \$300 million in senior notes in March 2018. Primarily offsetting the issuance of senior notes was the repayment of credit facility and commercial paper program borrowings then 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 external financing sources.

Gas Segment Construction Expenditures and Financing

During the twelve-month period ended March 31, 2018, construction expenditures for the natural gas operations segment were \$591 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 \$326 million during this time and provided approximately 48% of construction expenditures and dividend requirements.

Management estimates natural gas segment construction expenditures during the three-year period ending December 31, 2020 will be approximately \$2 billion. Of this amount, approximately \$670 million is expected to be incurred in 2018. Southwest plans to continue 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 to complete accelerated replacement projects in Nevada of \$66 million in 2018. It also incorporates programs included in the recently approved Arizona general rate case settlement (the continuation of the COYL program and implementation of a vintage steel pipe replacement program). Southwest may expand existing, or initiate new, programs. If efforts continue to be 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 50% to 60% of the funding for gas operations total construction expenditures and dividend requirements. Any additional cash requirements are expected to be provided by existing credit facilities, equity contributions from Southwest Gas Holdings, 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, timing differences between U.S. federal taxes currently embedded in customer rates and amounts implemented under tax reform of 2017, as well as, growth levels in Southwest's service areas, and earnings. External financings could include the issuance of debt securities, bank and other short-term borrowings, and other forms of financing. See additional discussion in the Notes to financial statements (specifically, **Note 6 – Common Stock**).

In March 2018, Southwest issued \$300 million in 3.7% Senior Notes at a discount of 0.185%. The notes will mature in April 2028. The proceeds were used to repay amounts then outstanding under the revolving portion of its credit facility and under the commercial paper program.

In March 2017, the Company filed with the Securities Exchange Commission ("SEC") an automatic shelf registration statement for the offer and sale of up to \$150 million of 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 29, 2017, between the Company and BNY Mellon Capital Markets, LLC (the "Equity Shelf Program"). Sales of the shares will continue to be made at market prices prevailing at the time of sale. 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.

During the three months ended March 31, 2018, 137,300 shares were issued in at-the-market offerings at an average price of \$67.00 per share with gross proceeds of \$9.2 million, agent commissions of \$92,000, and net proceeds of \$9.1 million. See **Note 6 – Common Stock** for more information. See also discussion above regarding the Company's issuances under the DRSP.

Bonus Depreciation

In 2017, with the enactment of the Tax Cuts and Jobs Act, the bonus depreciation deduction percentage changed from 50% to 100% for "qualified property" placed in service after September 27, 2017 and before 2023. The bonus depreciation tax deduction phases out starting in 2023, by 20% for each of the five following years. Qualified property excludes public utility property. The Company estimates bonus depreciation will defer the payment of approximately \$14 million (none of which relates to utility operations) of federal income taxes for 2018.

Dividend Policy

Dividends are payable on the Company's common stock at the discretion of the Board of Directors ("Board"). In setting the dividend rate, the Board currently targets a payout ratio of 55% to 65% of consolidated earnings per share and considers, among other factors, current and expected future earnings levels, our ongoing capital expenditure plans and expected external funding needs, and our ability to maintain strong credit ratings and liquidity. The Company has paid dividends on its common stock since 1956 and has increased that dividend each year since 2007. In February 2018, the Board elected to increase the quarterly dividend from \$0.495 to \$0.52 per share, representing a 5% increase, effective with the June 2018 payment.

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, the ability to access and obtain capital from external sources, interest rates, changes in income tax laws, pension funding requirements, inflation, and the level of earnings. Natural gas prices and related gas cost recovery rates have historically had the most significant impact on 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 March 31, 2018, the combined balance in the PGA accounts totaled an under-collection of \$18.4 million. See **PGA Filings** for more information.

Southwest Gas Holdings, Inc. has a credit facility with a borrowing capacity of \$100 million that expires in March 2022. The Company intends to utilize this facility for short-term financing needs. At March 31, 2018, \$22.5 million was outstanding on this facility.

Southwest Gas Corporation has a credit facility, with borrowing capacity of \$400 million, that expires in March 2022. Southwest designates \$150 million of the facility for long-term borrowing needs and the remaining \$250 million for working capital purposes. The maximum amount outstanding on the credit facility (including a commercial paper program, as noted below) during the first three months of 2018 was \$150 million. At March 31, 2018, \$19 million was outstanding on the long-term and no borrowings were outstanding on the short-term portion of this credit facility. Commercial paper borrowings are discussed below. 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.

Southwest has a \$50 million commercial paper program. Any issuance under the commercial paper program is supported by Southwest'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 March 31, 2018, \$20 million was outstanding under this program.

Centuri has a senior secured revolving credit and term loan facility with borrowing capacity of \$450 million. The line of credit portion of the facility is \$250 million; amounts borrowed and repaid under the revolving credit facility are available to be re-borrowed. The term loan facility portion, has a limit of approximately \$200 million. The limit on the term loan facility was reached in November 2017. No further borrowing is permitted under the term loan facility. The \$450 million credit and term loan facility expires in November 2022. The \$450 million revolving credit and term loan facility is secured by substantially all of Centuri's assets except those explicitly excluded under the terms of the agreement (including owned real estate and certain certificated vehicles). Centuri assets securing the facility at March 31, 2018 totaled \$592 million. The maximum amount outstanding on the credit facility during the first three months of 2018 was \$274 million. At March 31, 2018, \$79 million was outstanding on the secured revolving credit facility. Also at March 31, 2018, there was approximately \$154 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	
	March 31, 2018	December 31, 2017
Ratio of earnings to fixed charges	3.39	3.54

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 (that approximates the interest component of such expense), and net amortized debt costs.

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

	For the Twelve Months Ended	
	March 31, 2018	December 31, 2017
Ratio of earnings to fixed charges	3.91	4.01

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 (that approximates the interest component of such expense), and net amortized debt costs.

Forward-Looking Statements

This quarterly report contains statements which 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, negotiations, 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, replacement market and new construction market, the impacts of the Tax Cuts and Jobs Act legislation including disposition as to both timing and amounts in regulatory proceedings, bonus depreciation tax deductions, amount and timing for completion of estimated future construction expenditures, including the LNG facility in southern Arizona and the cost of the Paiute 2018 expansion project in northern Nevada and northern California, 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 2018 or future period revenues from regulatory rate proceedings including amounts resulting from the settled Arizona general rate case, rates and surcharges, PGA, and other rate adjustments, 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 common stock under the Equity Shelf Program, the intent and ability to issue various financing instruments and stock under the December 2017 shelf registration statement, future dividend increases and the Board's current target dividend payout ratio, pension and post-retirement benefits, certain impacts of tax acts, the effect of any rate changes or regulatory proceedings, contract or construction change order negotiations, impacts of accounting standard updates, infrastructure replacement mechanisms and COYL programs, statements regarding future gas prices, gas purchase contracts and derivative financial instruments, recoverability of regulatory assets, the impact of certain legal proceedings, 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 timing and amount of rate relief, the timing, amount, and methods determined by regulators to refund amounts to customers resulting from tax reform, 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 and regulatory treatment related thereto, future liability claims, changes in pipeline capacity for the transportation of gas and related costs, results of Centuri bid work, Centuri's projections about the acquired business' earnings (including accretion within the first twelve months) and future acquisition-related costs, Centuri construction expenses, differences between actual and originally expected outcomes

of Centuri bid or other fixed-price construction agreements, outcomes from contract and change order negotiations, ability to successfully procure new work, impacts from work awarded or failing to be awarded from significant customers, the mix of work awarded, the amount of work awarded to Centuri, 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 Annual Report on Form 10-K for the year ended December 31, 2017.

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 not to 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 2017 Annual Report on Form 10-K filed with the SEC. No material changes have occurred related to the disclosures about market risk.

ITEM 4. CONTROLS AND PROCEDURES

Management of Southwest Gas Holdings, Inc. and Southwest Gas Corporation 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 their respective 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 management of each company, including each respective 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 March 31, 2018, management of Southwest Gas Holdings, Inc., 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 first quarter of 2018 that have materially affected, or are likely to materially affect, the Company's internal controls over financial reporting.

Based on the most recent evaluation, as of March 31, 2018, management of Southwest Gas Corporation, including the Chief Executive Officer and Chief Financial Officer, believe Southwest's disclosure controls and procedures are effective at attaining the level of reasonable assurance noted above.

There have been no changes in Southwest's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the first quarter of 2018 that have materially affected, or are likely to materially affect Southwest'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.

ITEMS1A 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 March 15, 2018, 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 March 12, 2018. File No. 1-07850.](#)
- Exhibit 4.02 - [First Supplemental Indenture, dated March 15, 2018, 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 4.2 to Form 8-K dated March 12, 2018. File No. 1-07850.](#)
- Exhibit 4.03 - [Form of 3.7% Senior Note due 2028. Incorporated herein by reference to Exhibit 4.3 to Form 8-K dated March 12, 2018. File No. 1-07850.](#)
- Exhibit 10.01 - [Form of Centuri Construction Group, Inc. Short-term Incentive Program.](#)
- Exhibit 10.02 - [Form of Centuri Construction Group, Inc. Executive Long-Term Incentive Plan.](#)
- Exhibit 12.01 - [Computation of Ratios of Earnings to Fixed Charges – Southwest Gas Holdings, Inc.](#)
- Exhibit 12.02 - [Computation of Ratios of Earnings to Fixed Charges – Southwest Gas Corporation](#)
- Exhibit 31.01 - [Section 302 Certifications–Southwest Gas Holdings, Inc.](#)
- Exhibit 31.02 - [Section 302 Certifications–Southwest Gas Corporation.](#)
- Exhibit 32.01 - [Section 906 Certifications–Southwest Gas Holdings, Inc.](#)
- Exhibit 32.02 - [Section 906 Certifications–Southwest Gas Corporation.](#)
- Exhibit 101.INS - XBRL Instance Document
- Exhibit 101.SCH - XBRL Schema Document
- Exhibit 101.CAL - XBRL Calculation Linkbase Document
- Exhibit 101.DEF - XBRL Definition Linkbase Document
- Exhibit 101.LAB - XBRL Label Linkbase Document
- Exhibit101.PRE - XBRL Presentation Linkbase Document

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 Holdings, Inc.
(Registrant)

Date: May 8, 2018

/s/ LORI L. COLVIN
Lori L. Colvin
Vice President/Controller and Chief Accounting Officer

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: May 8, 2018

/s/ LORI L. COLVIN
Lori L. Colvin
Vice President/Controller and Chief Accounting Officer



Form of Centuri Construction Group, Inc.
Short-Term Incentive Plan (STIP) For Exempt Executive Employees

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Plan Objectives

This Plan applies to Centuri Construction Group, Inc. and its subsidiaries (collectively referred to herein as “**Centuri**” unless the Committee determines that a reference to Centuri is intended to refer only to Centuri Construction Group, Inc.). As used herein: “**Plan Year**” means the [applicable] calendar year; the term “**CEO**” means Centuri’s President & CEO; and the term “**Committee**” means Centuri’s Compensation Steering Committee, which group shall be comprised of the CEO, Centuri’s Executive Vice-President/Chief Financial Officer, and Centuri’s Senior Vice-President of Human Resources (“**SVPHR**”), along with such others as the CEO may appoint as Committee members from time to time. The CEO may remove one or more Committee members at any time.

The objectives of this Plan are to:

- Retain exempt executive employees.
- Connect short-term compensation to Centuri’s business goals and performance.

Plan Status

The Plan is a bonus plan and has been designed to fit into the Department of Labor Regulation Section 2510.3-2(c) bonus program exception to an employee pension benefit plan status under the Employee Retirement Income Security Act of 1974, as amended. The Plan generally pays bonus compensation shortly after the year in which it is earned and vested. A STIP award bonus for the Plan Year may be deferred and as such will be subject to Section 409A of the Internal Revenue Code of 1986, (the “**Code**”) as amended. For purposes of this Plan, Code Section 409A, and the rules, regulations, and published guidance of the Internal Revenue Service promulgated for Code Section 409A, are hereinafter collectively referred to as “**Section 409A.**”

Eligibility and Target Short-Term Incentive Opportunity

Employees eligible for participation under this Plan are employees (1) whose jobs are designated by Centuri to receive compensation at or above Centuri’s Salary Grade 15 or 16, (2) whose jobs are deemed to be exempt positions as defined by the Fair Labor Standards Act (FLSA), and (3) who are designated to participate in the Plan by the Committee; eligibility starts upon hire or promotion into a Plan-designated position (subject to written confirmation by the CEO, the SVPHR, or the designee of either, by way of an offer letter or notice of Plan eligibility).

A Centuri employee shall not be eligible to receive a Plan award bonus for the Plan Year under this Plan if the employee is eligible for a bonus for the Plan Year under any other Centuri short-term incentive plan. A Plan award bonus earned by an eligible employee/participant in the Plan Year will be paid to such eligible employee/participant only if employee *remains actively employed by the Centuri at the time of payout.*

An employee eligible to participate in the STIP must be employed by Centuri on January 1 [of the Plan Year]. Notwithstanding the foregoing, during the Plan Year, the CEO may designate one or more other employees as eligible to participate in the STIP; provided, however, that any STIP award bonus payable to such a designated employee shall be prorated awards, as determined by the Committee, with such proration based on the portion of the Plan Year in which the designated employee actually participates in the STIP.

Plan bonus payouts are salary-based (and subject to the goals attainment, measures and weightings discussed elsewhere in this Plan), and the base salary used for such shall be pegged to an employee's base salary as of October 1st of the Plan Year. For purposes of this Plan, the term "**Base Salary**" means a STIP participant's base salary as shown on the Centuri payroll system; provided, however, that in no event will "Base Salary" include overtime pay, disability pay, bonuses or any other type incentive pay, cash or non-cash taxable or non-taxable fringe benefits including but not limited to car, club or other allowances, or any other supplemental compensation.

Plan Design with Performance Measures and Goals

The purpose of the STIP is to align the interests (and motivate the actions) of Centuri's exempt employees with the interests of Centuri's owners in growing Centuri's earnings, profitability, safety and business.

Notwithstanding any other provision in this Plan to the contrary, if Centuri does not achieve a required minimum level of annual net profit before incentives and taxes for the Plan Year, the Plan will not pay any bonuses for the Plan Year. The required minimum level of annual net profit before incentives and taxes for the Plan Year will be set forth in the Target, Threshold and Maximum for Centuri Pre-Tax Income Measure.

The calculation of the bonus, if any, payable under this Plan to a Plan participant for the Plan Year will be determined based on the participant's bonus award opportunity (determined using the STIP Target Award as a Percentage of Base Salary and the STIP Award Opportunity Schedule (as a Percentage of Target Based on Achievement) in combination with the following four performance measures or components:

1. Target, Threshold, and Maximum for Centuri Pre-Tax Income Measure;
2. Target, Threshold, and Maximum for Centuri Safety Measure; and
3. Weighting of Measures for Area, Region and Division; and
4. Individual Goals Achievement Score and Award Matrix.

The Target, Threshold and Maximum for Centuri Pre-Tax Income Measure will establish the corporate profitability goal (on a consolidated basis) for the Plan Year.

The Target, Threshold, and Maximum for Centuri Safety Measure will be based on the American Gas Association ("**AGA**") industry days away from work, restricted or transferred ("**DART**") incident rate standard measurement for safety.

The Weighting of Measures for Area, Region and Division establishes the weighting of the measures in determining the award bonus payable to a participant.

The Individual Goals Achievement Score and Award Matrix is used to determine the percentage of the award bonus payable to the participant.

STIP Award Bonus Calculation Example

Example:

Assume an employee (“**Employee A**”) is a Plan participant and has a Base Salary of \$100,000. Pursuant to the STIP Target Award as a Percentage of Base Salary and the STIP Award Opportunity Schedule (as a Percentage of Target Based on Achievement), Employee A has a target award opportunity of 50% of Employee A’s \$100,000 in Base Salary, i.e., a target award opportunity of $(\$100,000 \times 50\%) = \$50,000$.

Assume for the Plan Year that profit achievement is 110% of the net profit goal and safety achievement is 135% of the safety goal. Based on these facts, Employee A’s 2018 STIP bonus award would be calculated as follows:

1. Target, Threshold, and Maximum for Centuri Pre-Tax Income Measure;
2. Target, Threshold, and Maximum for Centuri Safety Measure; and

Step One:	Calculate STIP target opportunity: $\$100,000 \times 50\% = \$50,000$.
Step Two:	Calculate amount for each component using the Weighting of Measures for Area, Region, and Division (Appendix E) Profit $\$50,000 \times 70\% \text{ Weight} = \$35,000$ Safety $\$50,000 \times 20\% \text{ Weight} = \$10,000$ Individual Performance $\$50,000 \times 10\% \text{ Weight} = \$5,000$
Step Three:	Determine achievement and award percentages on Target, Threshold, and Maximum for Centuri Pre-Tax Income Measure, Target, Threshold, and Maximum for Centuri Safety Measure and Individual Performance. Profit 110% Achievement = 128% Award Safety 135% Achievement = 170% Award Individual Performance 100% Achievement = 100% Award
Step Four:	Calculate STIP award bonus: Profit $\$35,000 \times 128\% = \$44,800$ Safety $\$10,000 \times 170\% = \$17,000$ Individual Performance $\$5,000 \times 100\% = \$5,000$
Total earned	= \$66,800

Vesting:

Subject to the special vesting rules for a Plan participant (a “**Participant**”) that Centuri classifies at any time during the Plan Year as a Grade Level 15 employee or Grade Level 16 employee (collectively the “**GL 15/16 Employees**”), a Participant must remain employed at Centuri, or one of its affiliated companies, on the date that all or any portion of such Participant’s STIP Plan award bonus is paid to the Participant. Until that date, the Participant’s STIP award bonus will remain 0% vested.

As discussed further below, the STIP award bonus payable to GL 15/16 Employees is divided up into an annual incentive amount paid during the calendar year following the Plan Year and a retention incentive amount paid in two equal installments during the second and third calendar years following the Plan Year.

Payment of Award Bonuses and Interest on Delayed Payments to GL 15/16 Employees:

All STIP award bonus payments for the Plan Year are taxable and subject to payroll withholding taxes when paid.

Provided that a Participant has complied with the non-solicitation, non-compete, non-disparagement, and confidentiality requirements described in Section 3.12 of the Governing Terms and Conditions of this Plan (see page 8) (the “**Requirements**”), any full, partial, or prorated 2018 STIP award bonus payable with respect to the Participant will (subject to the Specified Employee rule and the payout rule for GL 15/16 Employees set forth below) be paid in one lump sum payment to the Participant during the first six calendar months immediately following the end of the Plan Year.

Notwithstanding the forgoing payment provisions, if (1) a Participant is a Specified Employee as of the date of his or her Separation from Service, and (2) a Plan payment to the employee is subject to Section 409A, no distribution on account of the employee’s Separation From Service, due to Retirement, may be made with respect to such employee before the date that is six months after the employee’s Separation From Service (or, if earlier than the end of the six-month period, the date of the employee’s death). In such case, any payment that would be made within such six-month period will be accumulated and paid in a single lump sum on the earliest business day that complies with the requirements of Section 409A. The term “Specified Employee” means, for any year in which Centuri (or a Code Section 414(b-c) controlled group member of Centuri) is publicly traded, any employee who is determined to be a “key employee” (as defined under Code Section 416(i) without regard to paragraph (5) thereof) for the applicable period, as determined by the Committee in accordance with Section 409A and in particular, Treasury Regulations Section 1.409A-1(i) Specified Employees.

Notwithstanding the forgoing payment provisions, each of the GL 15/16 Employees, who as of the applicable payment date has satisfied the Requirements, shall be paid his/her STIP award bonus for the Plan Year in three payments, described in the next paragraph, assuming that the employee vests in each such payment by remaining a Centuri employee on the payment date:

For Grade Level 15 employees, the total target STIP award bonus is 35% of Base Salary (comprised of a 25% of Base Salary target annual incentive amount and a 10% target retention incentive amount). For Grade Level 16 employees, the total target STIP award bonus is 50% of Base Salary (comprised of a 35% of Base Salary target annual incentive amount and a 15% target retention incentive amount). Actual STIP award bonus payments will vary from target awards based on Centuri performance. The annual incentive portion of the STIP award bonus payable to GL 15/16 Employees shall be paid during the calendar year following the Plan Year and the retention incentive portion of the STIP award bonus payable to GL 15/16 Employees shall be paid in two equal installments during the second and third calendar years following the Plan Year. Each of the GL 15/16 Employees shall be 0% vested in each of the three annual payments of their STIP award bonus unless they remain employed by the Centuri on the payment date for such payment.

The second and third STIP award bonus payment to GL 15/16 Employees (the retention incentive portion) shall be credited with five percent (5%) interest so that (1) the second payment is one hundred and five percent (105%) of the payment otherwise due, and (2) the third payment is 110.25% of the payment otherwise due.

For purposes of this Plan, the term “Retirement” means a Separation from Service arising from:

- (1) the termination, with approval from the CEO, of a Participant’s employment with Centuri, or one of its affiliated companies, after the Participant has both attained age 59 ½, and completed 12 complete calendar months of employment with Centuri, or one of its affiliated companies, or
- (2) the termination by a Participant’s of his/her employment with Centuri, or one of its affiliated companies, after the Participant has attained age 65.

For purposes of this Plan, the term “Separation from Service” shall have the meaning given to such term by Treasury Regulation Section 1.409A-1(h).

Deferral of a STIP Award Bonus Payment and Payment of Deferred Amounts.

Payment of a Participant's STIP award bonus for the Plan Year may be deferred if and only if the Participant makes a timely and proper deferral election pursuant to the rules in the Centuri Construction Group, Inc. Executive Deferred Compensation Plan (the "**Centuri DC Plan**") and such election is compliant with the election requirements of Treasury Regulation Section 1.409A-2 and Section 409A. If a deferral election is made, the amount deferred shall be paid out at the times and in the manner dictated by the terms of such election and the payment provisions of the Centuri DC Plan.

Terms and Conditions

STIP adoption, amendment or termination is at the sole discretion of the Board. Plan administration and interpretation is at the sole discretion of the Committee. Nothing herein should be interpreted to communicate any manner of a promise; no obligations are created beyond those expressly stated in this document, subject to the above-reserved discretion and all other reservations herein made. Neither this document (nor the STIP it describes) amount to, or result in, any manner of an employment contract or rights to continued employment.

The STIP, and any participation thereto, is also subject to the additional terms and conditions contained in the following section, Governing Terms and Conditions.

Governing Terms and Conditions

1. STIP Amendment and Termination.

The Board may, at any time, and in its discretion, alter, amend, modify, suspend or terminate the STIP or any portion thereof; provided, however, that no such amendment, modification, suspension or termination shall, without the consent of a Participant adversely affect such Participant's rights with respect to future payouts of a STIP award bonus that the employee has become vested in, and provided further that no payment of benefits shall occur upon termination of the STIP unless Section 409A does not apply to the Plan or, if Section 409A does apply to the Plan, the requirements of Section 409A have been met.

2. Plan Administration.

2.1 Administration by Committee. The STIP shall be administered by the Committee or its express delegate, which shall have the authority to:

- (a) construe and interpret the STIP and apply its provisions;
- (b) promulgate, amend and rescind rules and regulations relating to the administration of the STIP;
- (c) authorize any person to execute, on behalf of the Centuri, any instrument required to carry out the purposes of the STIP;

- (d) determine minimum or maximum Awards and payouts under the STIP;
- (e) select, subject to the limitations set forth in the STIP, those employees who shall be Participants;
- (f) interpret, administer, reconcile any inconsistency in, correct any defect in and/or supply any omission in the STIP and any instrument or agreement relating to the STIP; and
- (g) exercise discretion to make any and all other determinations which it determines to be necessary or advisable for the administration of the STIP.

2.2 Non-Uniform Treatment. Board/Committee determinations under the STIP need not be uniform and any such determinations may be made selectively among Participants.

2.3 Board Decisions Final. All decisions made by the Board pursuant to the provisions of the STIP shall be final and binding on the employees participating in the STIP.

3. Miscellaneous.

3.1 No Employment or Other Service Rights. Nothing in the STIP or any instrument executed pursuant thereto shall confer upon any Participant any right to continue to be employed by Centuri or interfere in any way with the right of Centuri to terminate the Participant's employment or service at any time with or without notice and with or without cause.

3.2 Tax Withholding. Centuri shall have the right to deduct from any amounts otherwise payable under the STIP any federal, state, local, provincial or other applicable taxes required to be withheld.

3.3 Governing Law. The STIP shall be administered, construed and governed in all respects under and by the laws of Arizona, without reference to the principles of conflicts of law (except and to the extent preempted by applicable Federal law).

3.4 Section 409A. The payments and benefits provided hereunder are intended to be structured in a manner to avoid imposition of any penalty taxes under Section 409A. In no event shall Centuri or any of its affiliates be liable for any additional tax, interest or penalties that may be imposed on a Participant as a result of Section 409A or any damages for failing to comply with Section 409A (other than for withholding obligations or other obligations applicable to employers, if any, under Section 409A). Notwithstanding any provision in the Agreement to the contrary:

- (a) If any STIP payment is determined to be subject to Section 409A, the STIP shall be interpreted and administered such that such payments comply to the fullest extent possible with Section 409A.
- (b) Each payment hereunder shall be deemed to be a separate and distinct payment for purposes of Section 409A.
- 3.5 General Assets/Trust. All amounts provided under the STIP shall be paid from the general assets of Centuri and no separate fund shall be established to secure payment.
- 3.6 No Warranties. Neither Centuri nor the Board warrants or represents that the value of any Participant's potential payout.
- 3.7 Beneficiary Designation. Reserved.
- 3.8 No Assignment and Unsecured Creditor. Neither a Participant nor any other person shall have any right to sell, assign, transfer, pledge, anticipate or otherwise encumber, transfer, hypothecate or convey any amounts payable hereunder prior to the date that such amounts are paid, except for the designation of beneficiaries. A Participant's rights to Plan benefits represent rights only of a Centuri general unsecured creditor. The Plan constitutes a mere promise by Centuri to make benefit payments in the future. It is the intention of Centuri that the Plan be unfunded for tax purposes and for purposes of Title I of ERISA.
- 3.9 Expenses. The costs of administering the STIP shall be paid by Centuri.
- 3.10 Severability. If any provision of the STIP is held to be invalid, illegal or unenforceable, whether in whole or in part, such provision shall be deemed modified to the extent of such invalidity, illegality or unenforceability and the remaining provisions shall not be affected.
- 3.11 Headings and Subheadings. Headings and subheadings in the STIP are for convenience only and are not to be considered in the construction of the provisions hereof.
- 3.12 Obligations of Non-Solicitation/Non-Compete/Non-Disparagement/Confidentiality
- (a) A precondition to eligibility under the STIP and payment of STIP award(s) shall be that of the Participant agreeing to the following obligations (which agreement shall be evidenced by Participant's signature to the "congratulations" letter (issued by the CEO, the VPHR, or the designee of either) with which the STIP was submitted for Participant's review):

- (1) For purposes of the Section 3.12, the term “Centuri” shall include its subsidiaries. At *no* time during Participant’s employment at Centuri (or any affiliate) or within a period of one year immediately following termination of same (for any reason and no matter by whom) shall Participant in any way:
 - A. solicit or persuade any officer, employee, consultant or agent of Centuri to leave the services thereof or, if Participant is no longer employed at Centuri, hire any such individual who was a Centuri employee at the time of such solicitation or hiring.
 - B. solicit or persuade any customer, prospective customer, licensee, vendor, consultant, referral source or other account of Centuri to not purchase, or reduce or discontinue purchasing any products or services from Centuri, or from providing any products or services to Centuri.
 - C. organize or operate in any way (or assist any person, organization or entity in organizing and operating) any business in the United States or Canada that in any way competes, directly or indirectly, with the products or services of Centuri.
- (2) Participant shall make no statement, orally or in writing, that in any manner disparages or impugns the reputation or goodwill of Centuri and/or any of its affiliates (subject to such rights as are protected under applicable law, such as but not intended to be limited to participant’s Section 7 rights under the National Labor Relations Act of 1935).
- (3) Participant also acknowledges that, irrespective of his or her eligibility under the STIP, and at all times while employed at Centuri and for all times after termination (voluntarily or involuntarily, with or without cause) he or she has an ongoing obligation to neither disclose nor use any confidential, trade secret and/or proprietary information (as hereinafter defined, any and all of which is also referred to herein as “**Protected Information**”) belonging to Centuri or any Customer, except as done in the course of Participant’s employment with Centuri or as expressly authorized by Centuri, it being understood and agreed:
 - A. Centuri’s Protected Information is one of its most important assets, the unauthorized disclosure or use of which would be highly detrimental to Centuri’s interests, and any and all such information is Centuri’s exclusive property having independent economic value.

- B. As an employee of Centuri, Participant will be exposed to Protected Information in the course of day to day business activities, inasmuch as such exposure is essential to the performance of Participant's job duties. The provisions of this Section 3.12 and each of its subparts are a condition of Participant's continued employment with Centuri, and Participant's employment and compensation by Centuri are induced by and in consideration of Participant's acknowledgement and fulfillment of his or her obligations described within this Section 3.12 and each of its subparts (and, if in supplementation, as stated elsewhere by Centuri, such as but not limited to its policies and procedures and its Code of Business Conduct and Ethics).
 - C. The business of Centuri and the nature of Participant's employment will also permit access to protected information belonging to Customers, which is the Customer's property and the unauthorized disclosure or use of which would be highly detrimental to Centuri, as well as the Customer.
 - D. At no time shall Participant disclose or use, directly or indirectly, any Protected Information, except as approved by Participant's supervisor and done in the course of Participant's employment with Centuri, or as expressly authorized by Centuri.
 - E. Should Participant's employment at Centuri be terminated (for voluntarily or involuntarily, with or without cause), Participant shall immediately return to Centuri any and all documents and tangible items (and all copies, facsimiles and specimens thereof) embodying or containing any Protected Information belonging to Centuri or any Customer or both, along with all copies, facsimiles and specimens thereof, and at no time following Participant's termination shall he or she disclose or use any Protected Information belonging to Centuri or the Customer, it being expressly understood that Participant has *no* right to use, practice or disclose the Protected Information for Participant's own benefit or for the benefit of any third party.
- (4) As used in this Section 3.12, "**Customer**" shall mean any person or entity for whom Centuri performs services or from whom Centuri, its employees, agents and consultants obtain protected information. "**Confidential, Trade Secret and/or Proprietary Information**" shall mean any information not generally known in the industries in which Centuri or any Customer is engaged

in, and includes but is not limited to information relating to any existing or contemplated services, costing data of any sort, technology, concepts, processes, methods, techniques, know-how, business plans, sales or marketing methods of doing business, customer lists, customer usages or requirements, or supplier/subcontractor information, which is owned or licensed by Centuri or its Customer, or is held by Centuri or its Customer in confidence and, to the extent not covered by the foregoing, includes the following:

- A. technical information and know-how on all Centuri products, equipment, processes, services, and systems;
 - B. Centuri business planning information, such as new services, customer strategy, expansion plans, relocation, downsizing, acquisition and mergers;
 - C. financial information on costs, investments, profit, margins and forecasts;
 - D. problems in any area of Centuri's business;
 - E. Centuri production information, progress reports and other productivity information;
 - F. marketing strategies, pricing, supplier/subcontractor information, bid information and Centuri developed bid programs;
 - G. quality and improvement program results; and
 - H. Centuri employee information (such as, but not limited to changes in staffing, relocation, wages and salaries, and bonus program results).
- (b) Nothing contained in this Section 3.12 shall be constructed as precluding the Participant from the use or practice of any skill or expertise generally associated with his or her employment but not special or unique to Centuri.
- (c) Any breach of Section 3.12 or any of its subparts shall constitute grounds for termination (if Participant is still employed at Centuri at time of breach), and shall provide Centuri the basis for obtaining injunctive relief by a court of law (whether permanent or preliminary or a temporary restraining order), and shall entitle Centuri to an action at law or in equity for any damages related to or arising out of any such breach, and shall automatically cause a forfeiture of any and all amounts paid, and a discontinuance of any and all amounts or otherwise due and owing to Participant under the STIP, none of which shall require prior notice.

3.13 Claims Procedures

- (a) Claims for Benefits. For the purpose of this procedure, a claim for benefits under this Plan is defined as: (a) a request for withdrawal or distribution of funds; or (b) a request for correction of a perceived administrative error.

Any claim for benefits under the Plan must be submitted in writing to the Committee within the “applicable limitations period.” The “applicable limitations period” shall be one year, beginning on the earliest of (a) in the case of any lump-sum payment, the date on which the payment was made, or (b) for all other claims, the date on which the action complained or grieved occurred. If such claim for benefits is wholly or partially denied, the Committee shall, within a reasonable period of time not to exceed ninety (90) days after receipt of the claim, notify the Participant or Beneficiary or other party making the claim (the “**Claimant**”) of the denial of the claim. Such notice of denial (a) shall be in writing, (b) shall be written in a manner calculated to be understood by the Claimant, and (c) shall contain (1) the specific reason or reasons for denial of the claim, (2) a specific reference to the pertinent Plan provisions upon which the denial is based, (3) a description of any additional material or information necessary to perfect the claim, along with an explanation of why such material or information is necessary, and (4) an explanation of the claim review procedures and the time limits applicable to such procedures and a statement of the Claimant’s right to bring a civil action under ERISA Section 502(a) following an adverse benefit determination upon review. The ninety (90) day period may, under special circumstances, be extended up to an additional ninety (90) days upon written notice of such extension to the Claimant which notice shall specify the special circumstances that require an extension of time and the date by which the Committee expects to communicate to the Claimant a decision on the claim. If the claim is denied the Claimant may file a request for review as provided in Section 3.13(b).

- (b) Request for Review. Within sixty (60) days after the receipt of the decision denying a claim by the Claimant, the Claimant may file a written request with the Committee that it conduct a full and fair review of the denial of the claim for benefits. The Claimant or his/her duly authorized representative may review pertinent documents and submit issues and comments in writing to the Committee in connection with the review.
- (1) Decision on Review of Denial. The Committee shall deliver to the Claimant a written decision on the review of the denial within a reasonable period of time not to exceed sixty (60) days after the receipt of the aforesaid request for review, except that if there are special circumstances (such as the need to hold a hearing, if necessary) which require an extension of time for

processing, the aforesaid sixty (60) day period shall, upon written notice to the Claimant be extended an additional sixty (60) days. Notice of an extension shall be given within the initial sixty (60) day review period. The extension notice shall indicate the special circumstances that require an extension of time and the date by which the Committee expects to render a decision upon review. Upon review the Claimant shall be given the opportunity to (1) submit written comments, documents, records, and other information relating to its claim and (2) request and receive, free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the Claimant's claim for benefits. Whether a document, record, or other information is relevant to a claim for benefits shall be determined by reference to applicable ERISA regulations. The review of a denied claim shall take into account all comments, documents, records, and other information submitted by the Claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination. The decision on review shall be written in a manner calculated to be understood by the Claimant and, if adverse, shall (1) include the specific reason or reasons for the decision, (2) contain a specific reference to the pertinent Plan provisions upon which the decision is based, (3) contain a statement that the Claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the Claimant's claim for benefits (whether a document, record, or other information is relevant to a claim for benefits shall be determined by reference to applicable ERISA regulations), and (4) contain a statement describing the Claimant's right to bring an action under ERISA Section 502(a).

- (2) Notice of Time Limits. When a Participant or a Beneficiary files a claim, the Committee, or its designee, shall notify him or her of the claim and review procedure including the time periods involved.

3.14 Limitation on Claims and Venue.

- (a) No action at law or in equity to recover under this Plan shall be commenced later than one year from the date of the Committee's decision on review (or if no decision is furnished within 120 days of the Committee's receipt of the request for review, one year after the 120th day after receipt of the request for review). Failure to file suit within this time period shall extinguish any and all rights to benefits under the Plan. Any lawsuit to recover benefits under this Plan shall be filed in Federal District Court in Maricopa County Arizona.



Form of Centuri Construction Group, Inc.
Executive Long-Term Incentive Plan (LTIP)

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Plan Objectives

- Retain key executives for the long-term.
- Connect long-term compensation to Centuri’s long-term strategy.
- Incentivize key executives to act like owners.

Eligibility and Target Long-Term Incentive Opportunity

With a view towards rewarding those executives and managers with significant influence over Centuri’s performance, eligibility for the Plan will be based upon such pay-grades (including appropriate executives and managers) as are selected by the Centuri Compensation Steering Committee (the “**Committee**”) which group shall be comprised of the Centuri President & CEO (the “**Centuri CEO**”), the Centuri Executive Vice-President/Chief Financial Officer, and the Centuri Senior Vice-President/Human Resources.

Each eligible executive will be individually notified by letter of his or her [annual] LTIP target incentive opportunity expressed as a percentage of Base Salary at both “Target” and “Maximum” performance (see below), with incentives based on attainment of earnings growth. An eligible executive’s Base Salary will be based on the executive’s salary as of December 31, 2017, and the executive’s target percentage will be based on his/her position as of December 31, 2017.

The term “Plan Year” or “year” means the calendar year.

An executive eligible to participate in the LTIP must be employed by Centuri, or one of Centuri affiliated companies, on January 1 [of the Plan year / beginning of the measurement period]. Notwithstanding the foregoing, during the a measurement period for the LTIP, the Centuri CEO may designate one or more other executives as eligible to participate in the LTIP; provided, however, that any LTIP award payable to such designated executive shall be a prorated award, as determined by the Committee, with such proration based on the portion of the measurement period in which the designated executive actually participates in the LTIP.

Plan Design with Performance Measures and Goals

The purpose of the LTIP is to align the interests (and motivate the actions) of Centuri’s key executives and managers with the interests of Centuri’s owners in growing Centuri’s earnings. The LTIP award is determined based upon Centuri’s 3-Yr compounded Enterprise Value (EV) growth (%) rate. Where EV is defined as:

$$\text{Enterprise Value} = (\text{EBITDA} \times \text{Multiplier}) - \text{Net Debt}$$

The term “Net Debt” is defined as bank borrowings less cash. On an annual basis the management of Centuri will recommend a multiplier to the Board for approval. The multiplier will be a number approved by the Board for a particular Plan Year and shall be used in the calculation of Centuri’s 3-Yr compounded Enterprise Value (EV) growth (%) rate for such year.

All determinations of Centuri's 3-Yr compounded Enterprise Value (EV) growth (%) rate for a Plan Year shall be made by the Committee, subject to policies and procedures approved by the Board, and shall be final and conclusive with respect to all executives participating in the LTIP.

Plan Description

Three-Year Compounded EV Growth (%)

At the beginning of the Plan Year, the Committee shall set a target three-year growth in EV goal, as a percent for Centuri. At the end of the three-year measurement period, actual performance will be measured and compared against the pre-set goal.

In the event that actual performance produces an EV growth (%) that straddles two percentages set forth in the "Award" column of Appendix C, the award percentage for such performance shall be the interpolated value of the two award percentages.

If the three-year compounded EV growth (%) for Centuri for a measurement period is less than [threshold] (i.e., the "**Threshold**"), then the LTIP award shall be \$0 dollars. This means that there is no LTIP payout award for measurement period if Centuri's three-year compounded EV growth (%) comes in below Threshold. At or above the Threshold (6.1%), the award starts at 25% of Target. The award increases until it caps out at 200% for performing at Maximum or better.

Measures and Measurement Period

The objective of the LTIP is to grow Centuri's EV year over year. Therefore, the measurement period for compounded earnings growth is three-years. An award earned will generally be paid out, if at all, in a lump sum payment occurring during the first six calendar months following the end of the three-year measurement period (i.e., the LTIP Award for 2018 will be paid in the first six months of 2021).

A new LTIP for each Plan Year, with each such plan subject to a new three-year measurement period and revised Appendices, will be created and implemented in the discretion of the Committee and subject to approval by the Board.

Participants

Pre-established for each participant are target payout amounts stated as a percent of Base Salary. For purposes of this 2018 LTIP, the term "**Base Salary**" means a LTIP participant's base salary as of December 31 immediately prior to the measurement period, as shown on the participant's employer's payroll system; provided, however, that in no event will "Base Salary" include overtime pay, disability pay, bonuses or any other type incentive pay, cash or non-cash taxable or non-taxable fringe benefits including but not limited to car, club or other allowances, or any other supplemental compensation.

Vesting:

A LTIP participant's LTIP award will remain 0% vested unless the participant remains an employee of Centuri, or one of its affiliated companies, on the date that an LTIP award is paid to the participant. Vesting is accelerated in the event a participating executive incurs a Separation from Service due to death, Disability, or Retirement. The terms "Disability" "Retirement" and "Separation from Service" are defined in the Payment section below.

For example:

(1) At the beginning of 2018, the Committee sets the three-year target EV growth rate goal (subject to Board approval).

(2) Prior to the date in 2021 that a 2018 LTIP award is paid to a participant while he/she is still an employee of Centuri, or an affiliated company of Centuri, the participant will remain 0% vested in his/her potential 2018 LTIP award. Notwithstanding the foregoing, accelerated pro-rata vesting of a participating executive's 2018 LTIP award applies if, prior to the 2021 payment date for the 2018 LTIP award, the executive incurs a Separation from Service due to death, Disability, or Retirement.

(3) In the first six months of 2021 (once the Centuri books are closed, three-year compounded EV growth (%) can be determined, and the award can be calculated) an award that has been earned will be paid to the participating executive in a lump sum payment if, and only if, the executive remains employed by Centuri at the time of payment. The Centuri CEO shall have the discretion to pay an award to individuals who leave employment after the 3 year 2018-2020 measurement period but prior to the 2021 payment date. LTIP payments are taxable and subject to payroll withholding taxes when paid.

If during the 2018 to 2020 measurement period a participating executive incurs a Separation from Service due to death, Disability, or Retirement, the participating executive will, on such date, have his/her vesting accelerated on a pro-rata basis (to the nearest month of completed service) based on the percentage of the vesting period the executive has actually completed.

Payment:

Provided that an executive has complied with the non-solicitation, non-compete, and confidentiality requirements described in Section 3.12, any full or prorated LTIP award payable with respect to the participating executive will (subject to the Specified Employee rule set forth below and any existing timely and properly made deferral election made pursuant to the rules in the Centuri Construction Group, Inc. Executive Deferred Compensation Plan (the "**Centuri DC Plan**") and the election requirements of Treasury Regulation Section 1.409A-2(a)(8) and Section 409A (defined below)) be paid in one lump sum payment to the executive, or if the executive has died his/her beneficiary(ies), during the first six calendar months of the calendar year immediately following the end of the measurement period.

Notwithstanding the foregoing paragraph, if a participating executive incurs a Separation from Service due to Disability or Retirement, no award shall be paid to such executive, and such award shall be forfeited, if the executive is under age 70 and the executive has failed, prior to the end of the above-stated six-month payment period, to execute an agreement with Centuri that contains non-solicitation, non-compete, and confidentiality provisions that are acceptable to the Committee and substantially similar to the terms that the executive should have already agreed to pursuant to Section 3.12 Miscellaneous.

Payout amounts will be based upon complete service years only. For example, if an executive's Separation from Service due to death, Disability, or Retirement occurs on June 30th in year 2 of the three-year measurement period, the executive's service will yield a 50% payout of any actual LTIP award and such 50% prorated award will be multiplied by the executive's prorated 50% vesting resulting in a LTIP award equal to $50\% \times 50\% = 25\%$ of the any actual LTIP award that the executive would have earned if the executive's Separation from Service had not occurred until after the end of the three-year measurement period.

The time and form of LTIP payments, as set forth in this Payment section, may not be modified unless modification is:

(1) Allowed by Section 409A of the Internal Revenue Code of 1986 (the "**Code**") and the rules, regulations, and published guidance of the Internal Revenue Service (the "**IRS**") for Code Section 409A (hereinafter all collectively referred to as "**Section 409A**"), and

(2) Approved by the Committee or the Board.

Separation from Service for any reason other than death, Disability or Retirement will result in immediate and total forfeiture of any LTIP award payments that, at the time of Separation from Service, have not been paid.

Notwithstanding the forgoing rules, if a Change in Control (as defined below) occurs, the above described pro-rated vesting and payment methodology will apply to a participating executive if:

(1) The executive incurs an employer-initiated involuntary Separation from Service within 6 months following the Change in Control transaction, or

(2) The acquiring surviving/acquiring entity fails to assume the LTIP in its current form.

Notwithstanding the forgoing payment provisions, and subject to any deferral election made by the executive under the Centuri DC Plan, if a participating executive is a Specified Employee as of the date of his or her Separation from Service, no distribution on account of the executive's Separation From Service, due to Retirement, may be made with respect to such executive before the date that is six months after the executive's Separation From Service (or, if earlier than the end of the six-month period, the date of the executive's death). In such case, any payment that would be made within such six-month period will be accumulated and paid in a single lump sum on the earliest business day that complies with the requirements of Section 409A.

For purposes of this LTIP, a “**Change in Control**” shall be deemed to have occurred on the date that one of the following events has occurred: (a) any one person, or more than one person acting as a group, acquires (including through purchase or by merger or other business combination) ownership of stock of Centuri that, together with stock held by such person or group, constitutes more than fifty percent (50%) of the total voting power of the stock of Centuri; provided, that (i) if any one person or more than one person acting as a group, is considered to own more than fifty percent (50%) of the total voting power of the stock of Centuri, the acquisition of additional stock by the same person or persons is not considered to cause a Change in the Control, and (ii) no Change in Control shall be deemed to have occurred by virtue of the acquisition of additional stock by any person who is a Centuri stockholder on the LTIP’s effective date (or by any group including such person); or (b) any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from Centuri that have a total gross fair market value equal to all or substantially all of the total gross fair market value of all of the assets of Centuri immediately before such acquisition or acquisitions; provided, that (i) gross fair market value means the value of the assets of Centuri, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets, and (ii) there is no Change in Control when there is a transfer to an entity that is controlled by the stockholders of the Centuri immediately after such transfer. For purposes of the Plan, determinations of whether a Change in Control has occurred, whether more than one person is acting as a group, or whether an entity is controlled by the stockholders of Centuri shall all be made in accordance with Section 409A.

For purposes of this LTIP, an executive participant shall be deemed to be “**Disabled**” or incurred a “**Disability**” only if the executive has been determined to be disabled in accordance with the disability insurance maintained by Centuri.

For purposes of this LTIP, an executive will have “**Retired**” or incurred a Separation from Service due to “**Retirement**” when:

(1) With approval from the Centuri CEO, the executive elects to terminate his/her employment with Centuri, or one of its affiliated companies, after both attaining age 59 ½, and completing 12 complete calendar months of employment; or

(2) The executive has attained age 65 and elects to leave his/her employment with Centuri, or one of its affiliated companies.

The term “**Separation From Service**” means the termination of a participating executive’s employment by Centuri, or one of its affiliated companies, if the executive dies, retires, or otherwise has a termination of employment with Centuri, or one of its affiliated companies; provided, that an executive’s employment relationship is treated as continuing intact while on military leave, sick leave or other bona fide leave of absence if the period of such leave does not exceed six months or longer, if an executive’s right to reemployment is provided either by statute or by contract. A leave of absence constitutes a bona fide leave of absence only if there is a reasonable expectation that the executive will return to perform services for Centuri. If the period of leave exceeds six months and the executive does not retain a right to reemployment under an applicable statute or by

contract, the employment relationship is deemed to terminate on the first date immediately following such six-month period. Notwithstanding the foregoing, where a leave of absence is due to any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than six months, where such impairment causes the employee to be unable to perform the duties of his or her position of employment, or any substantially similar position of employment, a 29-month period of absence may be substituted for such six-month period. For purposes of the definition of "Separation from Service," the term "Centuri" includes all other organizations that together with Centuri are part of the Code Section 414(b-c) controlled group of organizations. Whether an executive has incurred a Separation from Service shall be determined based in accordance with Section 409A. Additionally, if an executive ceases to work as a Centuri employee, but is retained to provide services as an independent contractor of Centuri, the determination of whether the executive has incurred a Separation From Service shall be determined based in accordance with Section 409A.

The term "Specified Employee" means, for any year in which Centuri (or a Code Section 414(b-c) controlled group member of Centuri) is publicly traded, any executive who is determined to be a "key employee" (as defined under Code Section 416(i) without regard to paragraph (5) thereof) for the applicable period, as determined by the Committee in accordance with Section 409A and in particular, Treasury Regulations Section 1.409A-1(i) *Specified Employees*.

Deferral of a LTIP Award Payment and Payment of Deferred Amounts.

Payment of a Participant's LTIP award payment may be deferred if and only if the Participant makes a timely and proper deferral election pursuant to the rules in the Centuri DC Plan and such election is compliant with the election requirements of Treasury Regulation Section 1.409A-2 and Section 409A. If a deferral election is made, the amount deferred shall be paid out at the times and in the manner dictated by the terms of such election and the payment provisions of the Centuri DC Plan.

LTIP Calculation and Example

The goal of this LTIP is to provide a long-term incentive for key executives; accordingly, the 2018 LTIP includes a mix of time based and performance based award opportunities. This mix, the performance based award opportunities, and the classification by executive in either Group 1 or Group 2 is shown in Appendix B.

The time-based award is not subject to a threshold to generate a payment to the executive. Time-based award amounts, however, are impacted by the change in EV at the end of the measurement period. If the EV increases by 5% or more over the measurement period, the time-based award is increased by the percent of increase, similarly, if EV decreases by 3% or more at the end of the measurement period, the time-based award amount is decreased by the percentage decrease.

Time-based awards are capped at 33.1% (10% compounded over 3 years) so as to provide the Company a quantifiable maximum payout of the time-based awards at the beginning of each plan year. Additionally, the maximum for performance-based awards is capped at 200% of target.

The amount attributable to performance-based awards is dependent on the growth of EV achieved over the three-year measurement period. If at the end of the measurement period EV grows by the target level, then the payout is at target. If EV growth does not achieve threshold, then no amount is paid.

Sample Group 1 Individual with Target Award = \$100,000
 30% Time-Based = \$30,000
 70% Performance-Based = \$70,000
 Assumes a target of 5% annual growth in Enterprise Value (“EV”)

<u>Level of Performance</u>	<u>Performance Based</u>	<u>Time Based</u>	<u>Total</u>
Below Threshold	Award	Award	
(-5% three-year decline in EV)	0%	\$28,500 ¹	\$28,500 ¹
Threshold	\$17,500 ²		
(6.1% three-year growth in EV)	(25% payout)	\$31,830 ³	\$49,330
Target	\$70,000 ⁴		
(15.8% three-year growth in EV)	(100% payout)	\$34,740 ⁵	\$104,740
Maximum	\$140,000 ⁶		
(33.1% three-year growth in EV)	(200% payout)	\$39,930 ^{7,8}	\$179,930

E/N

1. $[(\$100,000 \times 30\%)] - [(\$100,000 \times 30\%) \times -5\%]^9 = \$28,500$
2. $[(\$100,000 \times 70\%) \times 25\%] = 17,500$
3. $[(\$100,000 \times 30\%) \times 6.1\%]^9 = \$31,830$
4. $[\$100,000 \times 70\%] = \$70,000$
5. $[(\$100,000 \times 30\%) \times 15.8\%]^9 = \$34,740$
6. $[(\$100,000 \times 200\%) \times 70\%] = \$140,000$
7. Subject to 133.1% cap
8. $[(\$100,000 \times 30\%) \times 133.1\%] = \$39,930$
9. Percentage increase in EV

Terms and Conditions

LTIP adoption, amendment or termination is at the sole discretion of the Board. Plan administration and interpretation is at the sole discretion of the Committee. Nothing herein should be interpreted to communicate any manner of a promise; no obligations are created beyond those expressly stated in this document, subject to the above-reserved discretion and all other reservations herein made. Neither this document (nor the LTIP it describes) amount to, or result in, any manner of an employment contract or rights to continued employment.

The LTIP and any participation thereto, are also subject to the additional terms and conditions contained in the following section, Governing Terms and Conditions.

Governing Terms and Conditions

1. LTIP Amendment and Termination.

The Board may, at any time, and in its discretion, alter, amend, modify, suspend or terminate the LTIP or any portion thereof; provided, however, that no such amendment, modification, suspension or termination shall, without the consent of an employee participating in the LTIP (a “**Participant**”), adversely affect such Participant’s rights with respect to future payouts under a previously approved plan, and provided further, that, no payment of benefits shall occur upon termination of the LTIP unless the requirements of Section 409A have been met.

2. Plan Administration.

2.1 **Administration by Committee.** The LTIP shall be administered by the Centuri Compensation Steering Committee or its express delegate, which shall have the authority to:

- (a) construe and interpret the LTIP and apply its provisions;
- (b) promulgate, amend and rescind rules and regulations relating to the administration of the LTIP;
- (c) authorize any person to execute, on behalf of the Centuri, any instrument required to carry out the purposes of the LTIP;
- (d) determine minimum or maximum Awards and payouts under the LTIP;
- (e) select, subject to the limitations set forth in the LTIP, those employees who shall be participants;
- (f) interpret, administer, reconcile any inconsistency in, correct any defect in and/or supply any omission in the LTIP and any instrument or agreement relating to the LTIP; and
- (g) exercise discretion to make any and all other determinations which it determines to be necessary or advisable for the administration of the LTIP.

2.2 **Non-Uniform Treatment.** Board/Committee determinations under the Plan need not be uniform and any such determinations may be made selectively among Participants.

2.3 Board Decisions Final. All decisions made by the Board pursuant to the provisions of the LTIP shall be final and binding on the executives participating in the LTIP.

3. Miscellaneous.

3.1 No Employment or Other Service Rights. Nothing in the LTIP or any instrument executed pursuant thereto shall confer upon any Participant any right to continue to be employed by Centuri or interfere in any way with the right of the Centuri to terminate the Participant's employment or service at any time with or without notice and with or without cause.

3.2 Tax Withholding. Centuri shall have the right to deduct from any amounts otherwise payable under the LTIP any federal, state, local, or other applicable taxes required to be withheld.

3.3 Governing Law. The LTIP shall be administered, construed and governed in all respects under and by the laws of Arizona, without reference to the principles of conflicts of law (except and to the extent preempted by applicable Federal law).

3.4 Section 409A. The payments and benefits provided hereunder are intended to be structured in a manner to avoid the implication of any penalty taxes under Section 409A. In no event shall Centuri or any of its affiliates be liable for any additional tax, interest or penalties that may be imposed on a Participant as a result of Section 409A or any damages for failing to comply with Section 409A (other than for withholding obligations or other obligations applicable to employers, if any, under Section 409A). Notwithstanding any provision in the Agreement to the contrary:

(a) If any LTIP payment is determined to be subject to Section 409A, the LTIP shall be interpreted and administered such that such payments comply to the fullest extent possible with Section 409A.

(b) Each payment hereunder shall be deemed to be a separate and distinct payment for purposes of Section 409A.

3.5 General Assets/Trust. All amounts provided under the LTIP shall be paid from the general assets of Centuri and no separate fund shall be established to secure payment.

3.6 No Warranties. Neither Centuri nor the Board warrants or represents that the value of any Participant's potential payout.

3.7 Beneficiary Designation. Subject to the provisions of any Committee approved LTIP Beneficiary Designation Form, each executive participating in this LTIP (a "**Participant**") may from time to time name any beneficiary or beneficiaries to receive the Participant's interest in the LTIP in the event of the Participant's death. Each designation will revoke all prior

designations by the same Participant, shall be in a form reasonably prescribed by the Committee and shall be effective only when filed by the Participant in writing with Centuri during the Participant's lifetime. If a Participant fails to designate a beneficiary, then the Participant's designated beneficiary shall be deemed to be the Participant's lawful spouse and if the Participant has no lawful surviving spouse then the Participant's estate.

3.8 No Assignment and Unsecured Creditor. Neither a Participant nor any other person shall have any right to sell, assign, transfer, pledge, anticipate or otherwise encumber, transfer, hypothecate or convey any amounts payable hereunder prior to the date that such amounts are paid, except for the designation of beneficiaries. A Participant's rights to Plan benefits represent rights of only a Centuri general unsecured creditor. The Plan constitutes a mere promise by Centuri to make benefit payments in the future. It is the intention of Centuri that the Plan be unfunded for tax purposes and for purposes of Title I of ERISA.

3.9 Expenses. The costs of administering the LTIP shall be paid by Centuri.

3.10 Severability. If any provision of the LTIP is held to be invalid, illegal or unenforceable, whether in whole or in part, such provision shall be deemed modified to the extent of such invalidity, illegality or unenforceability and the remaining provisions shall not be affected.

3.11 Headings and Subheadings. Headings and subheadings in the LTIP are for convenience only and are not to be considered in the construction of the provisions hereof.

3.12 Obligations of Non-Solicitation/Non-Compete/Confidentiality

(a) A precondition to eligibility under the LTIP and payment of LTIP award(s), shall be that of the Participant agreeing to the following obligations (which agreement shall be evidenced by Participant's signature to the "congratulations" letter, issued by the Centuri CEO, with which the LTIP was submitted for Participant's review):

1. For purposes of the Section 3.12, the term "Centuri" shall include its subsidiaries. At no time during Participant's employment at Centuri (or any affiliate) or within a period of one year immediately following termination of same (for any reason and no matter by whom) shall Participant in any way:

i. solicit or persuade any officer, employee, consultant or agent of Centuri to leave the services thereof or, if Participant is no longer employed at Centuri, hire any such individual who was a Centuri employee at the time of such solicitation or hiring.

ii. solicit or persuade any customer, prospective customer, licensee, vendor, consultant, referral source or other account of Centuri to not purchase, or reduce or discontinue purchasing any products or services from Centuri, or from providing any products or services to Centuri.

iii. organize or operate in any way (or assist any person, organization or entity in organizing and operating) any business in the United States or Canada that in any way competes, directly or indirectly, with the products or services of Centuri.

2. Participant also acknowledges that, irrespective of his or her eligibility under the LTIP, and at all times while employed at Centuri and for all times after termination (voluntarily or involuntarily, with or without cause) he or she has an ongoing obligation to neither disclose nor use any confidential, trade secret and/or proprietary information (as hereinafter defined, any and all of which is also referred to herein as “**Protected Information**”) belonging to Centuri or any Customer, except as done in the course of Participant’s employment with Centuri or as expressly authorized by Centuri, it being understood and agreed:

i. Centuri’s Protected Information is one of its most important assets, the unauthorized disclosure or use of which would be highly detrimental to Centuri’s interests, and any and all such information is Centuri’s exclusive property having independent economic value.

ii. As an employee of Centuri, Participant will be exposed to Protected Information in the course of day to day business activities, inasmuch as such exposure is essential to the performance of Participant’s job duties. The provisions of this Section 3.12 and each of its subparts are a condition of Participant’s continued employment with Centuri, and Participant’s employment and compensation by Centuri are induced by and in consideration of Participant’s acknowledgement and fulfillment of his or her obligations described within this Section 3.12 and each of its subparts (and, if in supplementation, as stated elsewhere by Centuri, such as but not limited to its policies and procedures and its Code of Business Conduct and Ethics).

iii. The business of Centuri and the nature of Participant’s employment will also permit access to protected information belonging to Customers, which is the Customer’s property and the unauthorized disclosure or use of which would be highly detrimental to Centuri, as well as the Customer.

iv. At no time shall Participant disclose or use, directly or indirectly, any Protected Information, except as approved by Participant’s supervisor and done in the course of Participant’s employment with Centuri, or as expressly authorized by Centuri.

v. Should Participant’s employment at Centuri be terminated (for voluntarily or involuntarily, with or without cause), Participant shall immediately return to Centuri any and all documents and tangible items (and all copies, facsimiles and specimens thereof) embodying or containing any

Protected Information belonging to Centuri or any Customer or both, along with all copies, facsimiles and specimens thereof, and at no time following Participant's termination shall he or she disclose or use any Protected Information belonging to Centuri or the Customer, it being expressly understood that Participant has *no* right to use, practice or disclose the Protected Information for Participant's own benefit or for the benefit of any third party.

3. As used in this Section 3.12, "Customer" shall mean any person or entity for whom Centuri performs services or from whom Centuri, its employees, agents and consultants obtain protected information. "Confidential, Trade Secret and/or Proprietary Information" shall mean any information not generally known in the industries in which Centuri or any Customer is engaged in, and includes but is not limited to information relating to any existing or contemplated services, costing data of any sort, technology, concepts, processes, methods, techniques, know-how, business plans, sales or marketing methods of doing business, customer lists, customer usages or requirements, or supplier/subcontractor information, which is owned or licensed by Centuri or its Customer, or is held by Centuri or its Customer in confidence and, to the extent not covered by the foregoing, includes the following:

- i. technical information and know-how on all Centuri products, equipment, processes, services, and systems;
 - ii. Centuri business planning information, such as new services, customer strategy, expansion plans, relocation, downsizing, acquisition and mergers;
 - iii. financial information on costs, investments, profit, margins and forecasts;
 - iv. problems in any area of Centuri's business;
 - v. Centuri production information, progress reports and other productivity information;
 - vi. marketing strategies, pricing, supplier/subcontractor information, bid information and Centuri developed bid programs;
 - vii. quality and improvement program results; and
 - viii. Centuri employee information (such as, but not limited to changes in staffing, relocation, wages and salaries, and bonus program results).
- ii. Nothing contained in this Section 3.12 shall be constructed as precluding the Participant from the use or practice of any skill or expertise generally associated with his or her employment but not special or unique to Centuri.

iii. Any breach of Section 3.12 or any of its subparts shall constitute grounds for termination (if Participant is still employed at Centuri at time of breach), and shall provide Centuri the basis for obtaining injunctive relief by a court of law (whether permanent or preliminary or a temporary restraining order), and shall entitle Centuri to an action at law or in equity for any damages related to or arising out of any such breach, and shall automatically cause a forfeiture of any and all amounts paid, and a discontinuance of any and all amounts or otherwise due and owing to Participant under the LTIP, none of which shall require prior notice.

3.13 Claims Procedures

(a) Claims for Benefits. For the purpose of this procedure, a claim for benefits under this Plan is defined as: (a) a request for withdrawal or distribution of funds; or (b) a request for correction of a perceived administrative error.

(b) Any claim for benefits under the Plan must be submitted in writing to the Committee within the “applicable limitations period.” The “applicable limitations period” shall be one year, beginning on the earliest of (a) in the case of any lump-sum payment, the date on which the payment was made, or (b) for all other claims, the date on which the action complained or grieved occurred. If such claim for benefits is wholly or partially denied, the Committee shall, within a reasonable period of time not to exceed ninety (90) days after receipt of the claim, notify the Participant or Beneficiary or other party making the claim (the “**Claimant**”) of the denial of the claim. Such notice of denial (a) shall be in writing, (b) shall be written in a manner calculated to be understood by the Claimant, and (c) shall contain (1) the specific reason or reasons for denial of the claim, (2) a specific reference to the pertinent Plan provisions upon which the denial is based, (3) a description of any additional material or information necessary to perfect the claim, along with an explanation of why such material or information is necessary, and (4) an explanation of the claim review procedures and the time limits applicable to such procedures and a statement of the Claimant’s right to bring a civil action under ERISA Section 502(a) following an adverse benefit determination upon review. The ninety (90) day period may, under special circumstances, be extended up to an additional ninety (90) days upon written notice of such extension to the Claimant which notice shall specify the special circumstances that require an extension of time and the date by which the Committee expects to communicate to the Claimant a decision on the claim. If the claim is denied the Claimant may file a request for review as provided in Section 3.13(B).

(c) Request for Review. Within sixty (60) days after the receipt of the decision denying a claim by the Claimant, the Claimant may file a written request with the Committee that it conduct a full and fair review of the denial of the claim for benefits. The Claimant or his/her duly authorized representative may review pertinent documents and submit issues and comments in writing to the Committee in connection with the review.

i. Decision on Review of Denial. The Committee shall deliver to the Claimant a written decision on the review of the denial within a reasonable period of time not to exceed sixty (60) days after the receipt of the aforesaid request for review, except that if there are special circumstances (such as the need to hold a hearing, if necessary) which require an extension of time for processing, the aforesaid sixty (60) day period shall, upon written notice to the Claimant be extended an additional sixty (60) days. Notice of an extension shall be given within the initial sixty (60) day review period. The extension notice shall indicate the special circumstances that require an extension of time and the date by which the Committee expects to render a decision upon review. Upon review the Claimant shall be given the opportunity to (1) submit written comments, documents, records, and other information relating to its claim and (2) request and receive, free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the Claimant's claim for benefits. Whether a document, record, or other information is relevant to a claim for benefits shall be determined by reference to applicable ERISA regulations. The review of a denied claim shall take into account all comments, documents, records, and other information submitted by the Claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination. The decision on review shall be written in a manner calculated to be understood by the Claimant and, if adverse, shall (1) include the specific reason or reasons for the decision, (2) contain a specific reference to the pertinent Plan provisions upon which the decision is based, (3) contain a statement that the Claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the Claimant's claim for benefits (whether a document, record, or other information is relevant to a claim for benefits shall be determined by reference to applicable ERISA regulations), and (4) contain a statement describing the Claimant's right to bring an action under ERISA Section 502(a).

ii. Notice of Time Limits. When a Participant or a Beneficiary files a claim, the Committee, or its designee, shall notify him or her of the claim and review procedure including the time periods involved.

3.14 Limitation on Claims and Venue.

(a) No action at law or in equity to recover under this Plan shall be commenced later than one year from the date of the Committee's decision on review (or if no decision is furnished within 120 days of the Committee's receipt of the request for review, one year after the 120th day after receipt of the request for review). Failure to file suit within this time period shall extinguish any and all rights to benefits under the Plan. Any lawsuit to recover benefits under this Plan shall be filed in Federal District Court in Maricopa County Arizona.

SOUTHWEST GAS HOLDINGS, INC.
COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
(Thousands of dollars)

	Mar 31, 2018	For the Twelve Months Ended			
		December 31,			
		2017	2016	2015	2014
Continuing operations					
1. Fixed charges:					
A) Interest expense	\$ 82,044	\$ 77,824	\$ 73,000	\$ 71,661	\$ 71,234
B) Amortization	1,964	1,906	1,835	1,884	2,063
C) Interest portion of rentals	23,561	22,412	19,438	16,678	11,802
Total fixed charges	<u>\$107,569</u>	<u>\$102,142</u>	<u>\$ 94,273</u>	<u>\$ 90,223</u>	<u>\$ 85,099</u>
2. Earnings (as defined):					
D) Pretax income from continuing operations	\$256,982	\$259,030	\$231,523	\$219,332	\$219,521
Fixed Charges (1. above)	107,569	102,142	94,273	90,223	85,099
Total earnings as defined	<u>\$364,551</u>	<u>\$361,172</u>	<u>\$325,796</u>	<u>\$309,555</u>	<u>\$304,620</u>
3. Ratio of earnings to fixed charges	<u>3.39</u>	<u>3.54</u>	<u>3.46</u>	<u>3.43</u>	<u>3.58</u>

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

	Mar 31, 2018	For the Twelve Months Ended			
		December 31,			
		2017	2016	2015	2014
Continuing operations					
1. Fixed charges:					
A) Interest expense	\$ 71,952	\$ 69,576	\$ 66,337	\$ 63,877	\$ 67,464
B) Amortization	1,853	1,823	1,835	1,884	2,063
C) Interest portion of rentals	1,758	1,642	1,453	1,395	1,777
Total fixed charges	<u>\$ 75,563</u>	<u>\$ 73,041</u>	<u>\$ 69,625</u>	<u>\$ 67,156</u>	<u>\$ 71,304</u>
2. Earnings (as defined):					
D) Pretax income from continuing operations	\$219,800	\$219,953	\$178,007	\$172,980	\$180,469
Fixed Charges (1. above)	75,563	73,041	69,625	67,156	71,304
Total earnings as defined	<u>\$295,363</u>	<u>\$292,994</u>	<u>\$247,632</u>	<u>\$240,136</u>	<u>\$251,773</u>
3. Ratio of earnings to fixed charges	<u>3.91</u>	<u>4.01</u>	<u>3.56</u>	<u>3.58</u>	<u>3.53</u>

Certification of Southwest Gas Holdings, Inc.

I, John P. Hester, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southwest Gas Holdings, Inc.;
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: May 8, 2018

/s/ JOHN P. HESTER

John P. Hester
President and Chief Executive Officer
Southwest Gas Holdings, Inc.

Certification of Southwest Gas Holdings, Inc.

I, Gregory J. Peterson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Southwest Gas Holdings, Inc.;
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: May 8, 2018

/s/ GREGORY J. PETERSON

Gregory J. Peterson
Senior Vice President/Chief Financial Officer
Southwest Gas Holdings, Inc.

Certification of Southwest Gas Corporation

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: May 8, 2018

/s/ JOHN P. HESTER

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

Certification of Southwest Gas Corporation

I, Gregory J. Peterson, 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: May 8, 2018

/s/ GREGORY J. PETERSON

Gregory J. Peterson
Senior Vice President/Chief Financial Officer
Southwest Gas Corporation

SOUTHWEST GAS HOLDINGS, INC.

CERTIFICATION

In connection with the periodic report of Southwest Gas Holdings, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2018 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: May 8, 2018

/s/ John P. Hester

John P. Hester

President and Chief Executive Officer

CERTIFICATION

In connection with the periodic report of Southwest Gas Holdings, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2018 as filed with the Securities and Exchange Commission (the "Report"), I, Gregory J. Peterson, 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: May 8, 2018

/s/ Gregory J. Peterson

Gregory J. Peterson

Senior Vice President/Chief Financial Officer

SOUTHWEST GAS CORPORATION

CERTIFICATION

In connection with the periodic report of Southwest Gas Corporation on Form 10-Q for the period ended March 31, 2018 as filed with the Securities and Exchange Commission (the "Report"), I, John P. Hester, the President and Chief Executive Officer of Southwest Gas Corporation, 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 Southwest Gas Corporation 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: May 8, 2018

/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 on Form 10-Q for the period ended March 31, 2018 as filed with the Securities and Exchange Commission (the "Report"), I, Gregory J. Peterson, Senior Vice President/Chief Financial Officer of Southwest Gas Corporation, 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 Southwest Gas Corporation 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: May 8, 2018

/s/ Gregory J. Peterson

Gregory J. Peterson

Senior Vice President/Chief Financial Officer