

RENEWAL OF FRANCHISE AGREEMENT

This Renewal of Franchise Agreement ("this Renewal Agreement") is executed to be effective on the 21st day of October, 2009, by and between the City of Las Vegas, a municipal corporation of the State of Nevada (the "City"), and Southwest Gas Corporation, a California corporation ("Franchisee").

WHEREAS, Franchisee, a corporation organized and existing under and by virtue of the laws of the State of California, and duly qualified and authorized to transact a public utility business within the State of Nevada, is engaged in the business of distributing natural gas to users within the City; and

WHEREAS, the City and Franchisee entered into a Franchise Agreement dated October 17, 1984 (the "Franchise Agreement"), a copy of which is on file with the City Clerk, granting Franchisee the right to install, maintain and use a natural gas transmission and distribution system in, upon, along, across, above, over and under the public roads within the City for which it holds a certificate of public convenience and necessity issued by the Nevada Public Utilities Commission; and

WHEREAS, the term of the Franchise Agreement expires on October 21, 2009; and

WHEREAS, the City and Franchisee desire to renew the Franchise Agreement and extend the termination date thereof for a period of approximately one year, subject to the same terms and conditions of the Franchise Agreement, so that the parties may negotiate a new franchise agreement to replace the existing one.

NOW, THEREFORE, in consideration of the mutual covenants contained in this Renewal Agreement, the parties agree as follows:

1. The execution of this Renewal Agreement shall constitute a renewal of the Franchise Agreement between the parties and shall extend the termination date thereof until December 31, 2010.

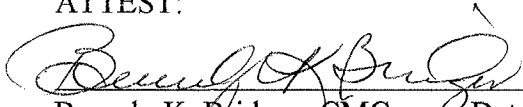
2. The City and Franchisee shall be bound by all of the terms and conditions contained in the Franchise Agreement through December 31, 2010, and any further renewal of the Franchise Agreement shall be the subject of separate negotiations between the parties.

EXECUTED to be effective on the date specified above.

CITY OF LAS VEGAS

By: 
Oscar B. Goodman, Mayor

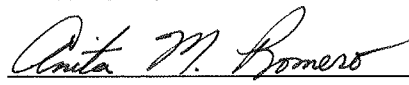
ATTEST:

 8/21/09
Beverly K. Bridges, CMC Date
City Clerk

APPROVED AS TO FORM:

 7/27/09
Deputy City Attorney Date

SOUTHWEST GAS CORPORATION

By: 
Anita M. Romero
V.P./ Southern Nevada Division