

BLACK HILLS CORP /SD/
Form 11-K
June 26, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Commission File Number 001-31303

BLACK HILLS CORPORATION
RETIREMENT SAVINGS PLAN

BLACK HILLS CORPORATION
7001 MOUNT RUSHMORE ROAD
RAPID CITY, SOUTH DAKOTA 57702

BLACK HILLS CORPORATION RETIREMENT SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Participants and Plan Administrator of
Black Hills Corporation Retirement Savings Plan

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of Black Hills Corporation Retirement Savings Plan (the “Plan”) as of December 31, 2017 and 2016, the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the year ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Emphasis of Matter

As discussed in Note 1 to the financial statements, the SourceGas Retirement Savings Plan merged into the Plan as of December 31, 2017. The net assets from the SourceGas Retirement Savings Plan are included in the net assets available for benefits in the accompanying financial statements.

Report on Supplemental Schedules

The supplemental schedule listed in the table of contents has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, such supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/DELOITTE & TOUCHE LLP

Minneapolis, Minnesota

June 25, 2018

We have served as the Plan's auditor since 2002.

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BLACK HILLS CORPORATION RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2017 and 2016

| | 2017 | 2016 |
|---|---------------|---------------|
| Assets: | | |
| Investments: | | |
| Participant-directed investments – at fair value | \$441,407,667 | \$286,366,875 |
| Participant-directed investments – at net asset value | 22,294,382 | 17,043,657 |
| Total investments | 463,702,049 | 303,410,532 |
| Cash | 44 | — |
| Receivables: | | |
| Employer contribution | 199,294 | 210,607 |
| Notes receivable from participants | 9,393,150 | 6,037,002 |
| Total receivables | 9,592,444 | 6,247,609 |
| Net assets available for benefits | \$473,294,537 | \$309,658,141 |

The accompanying Notes to Financial Statements are an integral part of these financial statements.

BLACK HILLS CORPORATION RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For The Year Ended December 31, 2017

| | 2017 |
|---|---------------|
| Additions to net assets | |
| Contributions: | |
| Participant contributions | \$ 17,182,313 |
| Participant rollover contributions | 1,419,071 |
| Employer contributions | 16,175,149 |
| Total contributions | 34,776,533 |
| Investment income: | |
| Net appreciation in fair value of investments | 39,780,876 |
| Interest and dividends | 8,282,896 |
| Total investment income | 48,063,772 |
| Other income: | |
| Interest received on notes receivable from participants | 264,227 |
| Total additions to net assets | 83,104,532 |
| Deductions from net assets: | |
| Administrative expenses | (62,839) |
| Benefits paid to participants | (24,295,380) |
| Total deductions from net assets | (24,358,219) |
| Increase in net assets available for benefits | 58,746,313 |
| Transfer from SourceGas Retirement Savings Plan | 104,890,083 |
| Net assets available for benefits: | |
| Beginning of year | 309,658,141 |
| End of year | \$473,294,537 |

The accompanying Notes to Financial Statements are an integral part of these financial statements.

BLACK HILLS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2017 and 2016 and for the Year Ended December 31, 2017

(1) DESCRIPTION OF THE PLAN

The following description of the Black Hills Corporation Retirement Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan’s information.

General — The Plan is a defined-contribution plan for eligible employees of Black Hills Corporation and certain subsidiary companies (the “Company” or “Plan Sponsor”). The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974, as amended (ERISA) and is designed to comply with the provisions of Section 401(k) of the Internal Revenue Code (IRC).

Plan Merger — On December 31, 2017, the SourceGas Retirement Savings Plan (the “SG Plan”) merged into the Black Hills Corporation Retirement Savings Plan. All participants of the SG Plan became eligible to participate in the Plan. The participants’ deferral rates that were in effect under the SG Plan at the time of the merger were transferred to the Plan. On December 31, 2017, the SG Plan’s assets available for benefits totaling \$104,890,083 were transferred to the Plan. The Plan was amended and restated effective January 1, 2018 and renamed the Black Hills Corporation 401(k) Retirement Savings Plan.

Plan Administration — Charles Schwab Trust Company (Charles Schwab), a division of Charles Schwab Bank serves as custodian and record keeper. The Plan is administered by the Black Hills Corporation Benefits Committee (the “Committee”). Charles Schwab is the trustee of the Plan.

Eligibility and Vesting — Employees meeting certain criteria, as defined, are eligible to participate in the Plan one month following their date of employment. The Plan includes an automatic-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation and their contributions invested in a target retirement fund appropriate for their age until changed by the participant. The Plan includes an Automatic Savings Increase (ASI) feature where the participant’s savings rate will increase 1% annually until their savings rate reaches 10%, they have elected to change their savings rate, or they elected to opt-out of ASI.

Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the Company’s contribution portion of their accounts is based on years of service at a rate of 20% per year. A participant is 100% vested after five years of service. Certain Cheyenne Light, Fuel and Power participants are immediately vested in Company matching contributions. Participants also become fully vested in Company matching contributions if their employment with the Company is terminated due to retirement at or after attainment of age 65, total and permanent disability, or death.

Contributions — Contributions to the Plan include (i) salary reduction contributions authorized by participants, (ii) matching contributions made by the Company, (iii) discretionary contributions made by the Company; and (iv) participant rollovers from another plan.

Participants may contribute up to 50% of their eligible compensation to the Plan each year. These contributions are subject to certain IRC limitations with an annual maximum pre-tax contribution of \$18,000 for 2017 and 2016. Combined employee pre-tax, employee after-tax, employee Roth and employer matching contributions per participant (excluding catch-up contributions) were limited to the lesser of \$54,000 and \$53,000 in 2017 and 2016, respectively or 50% of the employee's available eligible annual pay. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. There is no limit to how often participants may change their contribution percentages. The Plan provides for Company matching contributions and Company Retirement Contributions for certain eligible participants.

Company Matching Contributions — The Company makes a standard matching contribution, equal to 100% of each eligible participant's pre-tax and after-tax deferral contributions up to 6% of the participant's compensation as provided under the Plan. All matching contributions are invested as directed by the participant.

Company Retirement Contributions — The Company Retirement Contributions are discretionary contributions made to eligible employees equal to a certain percent of their eligible compensation based upon their age and years of service at a certain date. All Company Retirement Contributions are invested as directed by the participant.

Rollover Contributions — Participants may also contribute amounts representing distributions from other qualified defined benefit or defined-contribution plans. Contributions are subject to certain Internal Revenue Code (IRC) limitations. The Plan received \$1,419,071 in rollover contributions from other qualified plans in 2017.

Participant Accounts — Individual accounts are maintained for each Plan participant. As applicable, each participant's account is credited with (i) the participant's contribution and related matching, (ii) Cheyenne Light profit-sharing non-elective contributions and (iii) Plan earnings. Cheyenne Light's non-elective contributions are based on a points system (age plus years of vesting service), which are a percentage of the participant's eligible base pay. Effective January 1, 2018, Cheyenne Light's non-elective contributions will no longer be based on the points system, but will be eligible for the Company Retirement Contribution. Participant accounts are also charged an allocation of Plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments — Participants may direct the investment of their contributions, the Company contributions and/or account balances into various investment options offered by the Plan and may change investments and transfer amounts between funds daily. The Plan offers 21 investment options, including a common collective trust stable value fund, Vanguard mutual funds, common stock of the Company, and a self-directed brokerage account feature, Schwab Personal Choice Retirement Account (PCRA). With respect to the PCRA, participants may direct up to 100% of their account balance in permitted investments of the PCRA (which excludes the Plan's investment offerings).

Notes Receivable from Participants — Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000, reduced by the highest outstanding loan balance during the one-year period ending the day before the request for a new loan, or one-half of the vested account balance. Loans are secured by an assignment of a participant's vested interest in the Plan, and bear interest at 1% over the prime interest rate on the date of the loan. Principal and interest are paid ratably through payroll deductions. Loan terms range from 1 to 5 years; however, terms may exceed 5 years for the purchase of a primary residence. Participants may not have more than one loan outstanding at any time. Loans are prohibited for terminated employees.

As of December 31, 2017, participant loans have maturities through November 29, 2032 at interest rates ranging from 4.25% to 5.50%.

Payment of Benefits — On termination of service with the Company (including termination of service due to death, disability, or retirement), a participant (or the participant's beneficiary in the case of death) may generally elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installment payments.

Participants are also eligible to make hardship withdrawals from their deferred contributions in the event of certain financial hardships. Following a hardship withdrawal, participants are not allowed to contribute to the Plan for a period of six months.

Forfeited Accounts — When certain terminations of participation in the Plan occur, the non-vested portion of the participant's account as defined by the Plan, represents a forfeiture. The plan document permits the use of forfeitures to either reduce future employer contributions or plan administrative expenses for the plan year. However, if a participant is reemployed and fulfills certain requirements, as defined in the plan document, the account will be

reinstated. During 2017, Company contributions were reduced by \$447,239 from forfeited non-vested accounts.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investment contracts held by a defined-contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits that is attributable to fully benefit-responsive investment contracts. Contract value is the amount Plan participants

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would receive if they were to initiate permitted transactions under the terms of the Plan. See Note 3 for discussion on fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

Administrative Expenses — Plan administrative expenses of approximately \$334,604 in 2017 were paid by the Company. Administrative expenses for loan fees are paid by the individual plan participant and are reflected in the Statement of Changes in Net Assets Available for Benefits within Administrative expenses.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

Roth 401(k) Option — A Roth 401(k) feature was implemented into the Plan effective January 1, 2014. Roth 401(k) employee contributions are made on an after-tax basis. The Company match applies to the Roth 401(k) contributions.

Subsequent Events — On January 1, 2018, the Plan was amended and restated to the Black Hills Corporation 401(k) Retirement Savings Plan.

Use of Estimates — The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan provides various investment options to its participants. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of the participants' account balances and the amounts reported in the financial statements.

Recent Accounting Pronouncements

In February 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2017-06, Employee Benefit Plan Master Trust Reporting. This update will require plans to disclose the following held by the master trust: (a) the fair value of investments by general type of investment; (b) the net change in the fair value of investments; (c) the total investment income by type; (d) a description of the basis used to allocate net assets, (e) the net investment income or loss; (f) gains or losses to participating plans; and (g) the plan's percentage interest in the master trust. This guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. Due to the Plan not having a master trust, the Plan does not anticipate any impact from ASU 2017-06 on the Plan's financial statements and disclosures.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. This ASU requires equity investments (except those accounted for under the equity method of accounting, or those that result in the consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. This ASU also requires entities to use the exit price notion when measuring the fair value instruments for disclosure purposes. This guidance is effective for

fiscal years beginning after December 15, 2018. The Plan does not anticipate any impact from ASU 2016-01 on the Plan's financial statements and disclosures.

(3) FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements and Disclosures, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation methodologies used to measure fair value, as follows:

Level 1 refers to securities valued using unadjusted quoted prices from active markets for identical assets;

Level 2 refers to securities not traded on an active market but for which observable market inputs are readily available; and

Level 3 refers to securities valued based on significant unobservable inputs.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Additional information about plan assets, including methods and assumptions used to estimate the fair value of these assets, is as follows:

Money markets are primarily cash equivalents held in short-term commingled funds that are categorized as Level 1. They are valued at cost plus accrued interest, which approximates fair value.

Common collective investment trusts are funds based upon the redemption price of units held by the Plan, which is based on the current net asset value (NAV) of the common collective trust fund's underlying assets. Unit values are determined by the financial institution sponsoring such funds by dividing the net assets by its units outstanding at the valuation dates. See Note 6 for further disclosure.

Mutual funds are categorized as Level 1 and are valued at the closing price reported on the active market on which the individual securities are traded.

Common stock and preferred stock are valued at the closing price reported on the active market on which the securities are traded. Common stock and preferred stock are categorized as Level 1.

Bonds are valued by evaluated pricing from observable market prices, and are categorized as Level 2.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis as of December 31, 2017 and 2016:

| | December 31, 2017 | | | Total | Net Asset | Total |
|--------------------------------------|-------------------|-------------|---------|------------------------------------|--------------|---------------|
| | Level 1 | Level 2 | Level 3 | Investments Measured at Fair Value | Value | Investments |
| Registered investment companies | \$410,622,009 | \$— | \$— | \$410,622,009 | \$— | \$410,622,009 |
| Black Hills Corporation common stock | 18,484,586 | — | — | 18,484,586 | — | 18,484,586 |
| Self-directed brokerage accounts | 10,464,505 | 1,834,598 | — | 12,299,103 | — | 12,299,103 |
| Money market | 1,969 | — | — | 1,969 | — | 1,969 |
| Collective trust fund | — | — | — | — | 22,294,382 | 22,294,382 |
| Total investments | \$439,573,069 | \$1,834,598 | \$— | \$441,407,667 | \$22,294,382 | \$463,702,049 |

| | December 31, 2016 | | | Total Investments Measured at Fair Value | Net Asset Value | Total Investments |
|--------------------------------------|-------------------|-------------|------------|---|--------------------|----------------------|
| | Level 1 | Level 2 | Level 3 | | | |
| Registered investment companies | \$255,442,967 | \$— | \$— | -\$255,442,967 | \$— | \$255,442,967 |
| Black Hills Corporation common stock | 19,693,882 | — | — | 19,693,882 | — | 19,693,882 |
| Self-directed brokerage accounts | 9,709,333 | 1,514,455 | — | 11,223,788 | — | 11,223,788 |
| Money market | 6,238 | — | — | 6,238 | — | 6,238 |
| Collective trust fund | — | — | — | — | 17,043,657 | 17,043,657 |
| Total investments | \$284,852,420 | \$1,514,455 | \$— | -\$286,366,875 | \$17,043,657 | \$303,410,532 |

For the years ended December 31, 2017 and 2016, there were no transfers between levels.

The following tables set forth a summary of the Plan's investments with a reported NAV at:

| Investment | Fair Value Estimated Using Net Asset Value per Share December 31, 2017 | | | |
|--|---|------------------------|-------------------------|-----------------------------|
| | Fair Value | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Galliard Retirement Income Fund CL 35 | \$22,294,382 | — | Daily or Immediate | None |

| Investment | Fair Value Estimated Using Net Asset Value per Share December 31, 2016 | | | |
|--|---|------------------------|-------------------------|-----------------------------|
| | Fair Value | Unfunded Commitment | Redemption Frequency | Redemption Notice Period |
| Galliard Retirement Income Fund CL 35 | \$17,043,657 | — | Daily or Immediate | None |

(4) PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to amend or discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

(5) FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated July 8, 2010, that the Plan and related trust were designed in accordance with the applicable provisions of the IRC and regulations thereunder. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. However, the trust is subject to unrelated business income tax (UBIT) on income derived from certain partnership investments pursuant to Section 511(a) of the IRC. No provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the

IRS. No uncertain positions were taken by the Plan that would require recognizing a tax liability or asset. The Plan is subject to routine audits by taxing authorities however, there are currently no audits for any tax periods in progress. The Plan administrator believes it may not be subject to income tax examinations for years prior to 2014.

(6) FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

The Galliard Retirement Income Fund CL 35 (the “Fund”) is a collective trust fund sponsored by Wilmington Trust Retirement and Institutional Services Company. The beneficial interest of each participant is represented by units which represent undivided proportionate interest in all of the Fund’s assets and liabilities. Units are issued and redeemed daily at the Fund’s NAV determined as of the close of business each day. It is the policy of the Fund to use its best efforts to seek safety of principal and consistency of returns while attempting to maintain minimal volatility.

Participants ordinarily may direct either the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that affect its ability to transact at contract value. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

Limitations on the Ability of the Fund to Transact at Contract Value

Restrictions on the Plan — Participant-initiated transactions are those transactions allowed by the Plan, including withdrawals for benefits, loans, or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. The following employer-initiated events may limit the ability of the Fund to transact at contract value:

• A failure of the Plan or its trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

• Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.

• Any transfer of assets from the Fund directly into a competing investment option.

• The establishment of a defined-contribution plan that competes with the Plan for employee contributions.

• Complete or partial termination of the Plan or its merger with another plan.

Circumstances That Affect the Fund — The Fund invests in assets, typically fixed income securities or bond funds, and enters into “wrapper” contracts issued by third parties. A wrapper contract is an agreement by another party, such as a bank or insurance company to make payments to the Fund in certain circumstances. Wrapper contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrapper contract, the issuer of the wrapper contract agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

The wrapper contracts generally contain provisions that limit the ability of the Fund to transact at contract value upon the occurrence of certain events. These events include:

• Any substantive modification of the Fund or the administration of the Fund that is not consented to by the issuer of the wrapper contract.

• Any change in law, regulation, or administrative ruling applicable to a plan that could have a material adverse effect on the Fund’s cash flow.

Employer-initiated transactions by participating plans as described above.

In the event that wrapper contracts fail to perform as intended, the Fund's NAV may decline if the market value of their assets decline. The Fund's ability to receive amounts due pursuant to these wrapper contracts is dependent on the third-party issuer's ability to meet their financial obligations. The ability of the issuer of the wrapper contract to meet its contractual obligations under the wrapper contracts may be affected by future economic and regulatory developments.

The Fund is unlikely to maintain a stable NAV if, for any reason, they cannot obtain or maintain wrapper contracts covering all of their underlying assets. This could result from the Fund's inability to promptly find a replacement wrapper contract following termination of a wrapper contract. Wrapper contracts are not transferable and have no trading market. There are a limited number of brokers who issue wrapper contracts. The Fund may lose the benefit of wrapper contracts on any portion of their assets in default in excess of a certain percentage of portfolio assets.

(7) EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in a fund offered by Charles Schwab and Black Hills Corporation common stock. These transactions qualify as exempt party-in-interest transactions.

At December 31, 2017 and 2016, the Plan held 307,513 and 321,061 shares, respectively, of common stock of Black Hills Corporation, the sponsoring employer, with a cost basis of \$12,939,492 and \$12,488,013, respectively. The market value of these shares totaled \$18,484,586 and \$19,693,882 at December 31, 2017 and 2016, respectively. During the year ended December 31, 2017, the Plan recorded dividend income from this investment of \$540,740.

SUPPLEMENTAL SCHEDULE

BLACK HILLS CORPORATION RETIREMENT SAVINGS PLAN
(EIN: 46-0458824) (Plan No. 003)FORM 5500, SCHEDULE H, PART IV, LINE 4i —
SCHEDULE OF ASSETS (held at end of year)
As of December 31, 2017

| Description | Cost** | Current Value |
|---|--------|---------------|
| Money market fund: | | |
| Schwab U.S. Treasury Money Fund* | | 1,969 |
| Collective trust: | | |
| Galliard Retirement Income Fund CL 35 | | 22,294,382 |
| Mutual funds: | | |
| Vanguard Extended Market Index Fund | | 36,844,454 |
| Vanguard Inflation-Protected Securities Fund | | 8,300,409 |
| Vanguard Institutional Index Fund | | 73,390,261 |
| Vanguard REIT Index Fund | | 4,849,839 |
| Vanguard Total Bond Market Index Fund | | 19,303,482 |
| Vanguard Total International Stock Index | | 28,010,330 |
| Vanguard Target Retirement Income Fund | | 3,700,625 |
| Vanguard Target Retirement 2015 Fund | | 10,472,574 |
| Vanguard Target Retirement 2020 Fund | | 39,355,228 |
| Vanguard Target Retirement 2025 Fund | | 49,705,809 |
| Vanguard Target Retirement 2030 Fund | | 34,883,822 |
| Vanguard Target Retirement 2035 Fund | | 30,874,775 |
| Vanguard Target Retirement 2040 Fund | | 25,016,856 |
| Vanguard Target Retirement 2045 Fund | | 23,740,566 |
| Vanguard Target Retirement 2050 Fund | | 16,245,125 |
| Vanguard Target Retirement 2055 Fund | | 4,967,515 |
| Vanguard Target Retirement 2060 Fund | | 960,339 |
| Total mutual funds | | 410,622,009 |
| Common stock - Black Hills Corporation* | | 18,484,586 |
| Cash* | | 44 |
| Self-directed brokerage accounts - PCRA | | 12,299,103 |
| Participant loans, with interest rates ranging from 4.25% - 5.50% - Maturity dates extending through November 29, 2032* | | 9,393,150 |
| | | \$473,095,243 |

* Denotes party-in-interest to the Plan

** Cost information is not required for participant-directed accounts and therefore is not included.

See accompanying Report of Independent Registered Public Accounting Firm

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EXHIBIT INDEX

Exhibit Number Description

23 Consent of Deloitte & Touche LLP

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

Black Hills Corporation Retirement Savings Plan

By: /s/ RICHARD W. KINZLEY

Richard W. Kinzley
Senior Vice President and
Chief Financial Officer

Date: June 25, 2018