Ameresco, Inc.
Form 10-Q
August 09, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q
(Mark One)

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

For the quarterly period ended June 30, 2013
OR

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

For the transition period from ___________ to ___________.
Commission File Number: 001-34811
Ameresco, Inc.
(Exact name of registrant as specified in its charter)

Delaware	04-3512838
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
111 Speen Street, Suite 410 Framingham, Massachusetts	01701
(Address of Principal Executive Offices)	(Zip Code)

(508) 661-2200
(Registrant’s Telephone Number, Including Area Code)
N/A
(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large Accelerated Filer o	Accelerated Filer þ	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

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

Class	Shares outstanding as of August 2, 2013
Class A Common Stock, $0.0001 par value per share	27,615,864
Class B Common Stock, $0.0001 par value per share	18,000,000

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FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2013
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PART I - FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

AMERESCO, INC.

CONSOLIDATED BALANCE SHEETS

	June 30, 2013 (Unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$17,629,963	$63,347,645
Restricted cash	26,239,829	26,358,908
Accounts receivable, net	76,760,410	84,124,627
Accounts receivable retainage	24,758,030	23,197,784
Costs and estimated earnings in excess of billings	52,564,885	62,096,284
Inventory, net	11,548,873	9,502,289
Prepaid expenses and other current assets	11,022,225	9,600,619
Income tax receivable	5,760,545	5,385,242
Deferred income taxes	4,480,218	5,190,718
Project development costs	11,458,555	9,038,725
Total current assets	242,223,533	297,842,841
Federal ESPC receivable	60,900,144	91,854,808
Property and equipment, net	9,422,097	9,387,218
Project assets, net	229,428,429	207,274,982
Deferred financing fees, net	6,103,850	5,746,177
Goodwill	55,239,777	48,968,390
Intangible assets, net	11,490,617	9,742,878
Other assets	5,140,628	4,654,709
	377,725,542	377,629,162
	$619,949,075	$675,472,003
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$13,921,986	$12,452,678
Accounts payable	67,318,276	101,007,455
Accrued expenses and other current liabilities	10,667,868	13,157,024
Billings in excess of cost and estimated earnings	22,525,255	22,271,655
Total current liabilities	114,433,385	148,888,812
Long-term debt, less current portion	186,354,568	201,922,172
Deferred income taxes	23,273,100	24,888,229
Deferred grant income	7,864,941	7,590,730
Other liabilities	26,001,304	30,362,869
	$243,493,913	$264,764,000
Commitments and contingencies (Note 7)		

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED BALANCE SHEETS — (Continued)

	June 30, 2013 (Unaudited)	December 31, 2012
Stockholders’ equity:		
Preferred stock, $0.0001 par value, 5,000,000 shares authorized, no shares issued and outstanding at June 30, 2013 and December 31, 2012	$—	$—
Class A common stock, $0.0001 par value, 500,000,000 shares authorized, 32,384,648 shares issued and 27,551,364 outstanding at June 30, 2013, 32,019,982 shares issued and 27,186,698 outstanding at December 31, 2012	3,238	3,202
Class B common stock, $0.0001 par value, 144,000,000 shares authorized, 18,000,000 shares issued and outstanding at June 30, 2013 and December 31, 2012	1,800	1,800
Additional paid-in capital	96,024,019	93,141,432
Retained earnings	173,464,894	177,169,717
Accumulated other comprehensive income	1,697,350	713,194
Non-controlling interest	13,047	(27,583)
Less - treasury stock, at cost, 4,833,284 shares	(9,182,571)	(9,182,571)
Total stockholders’ equity	262,021,777	261,819,191
	$619,949,075	$675,472,003

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENTS OF (LOSS) INCOME

	Three Months Ended June 30,	
	2013	2012
	(Unaudited)	(Unaudited and Restated)
Revenue:		
Energy efficiency revenue	$85,251,138	$119,819,117
Renewable energy revenue	41,001,556	44,280,788
	126,252,694	164,099,905
Direct expenses:		
Energy efficiency expenses	69,753,489	97,873,272
Renewable energy expenses	33,116,629	35,068,772
	102,870,118	132,942,044
Gross profit	23,382,576	31,157,861
Operating expenses:		
Salaries and benefits	10,774,591	11,558,732
Project development costs	5,039,217	3,830,866
General, administrative and other	9,477,788	7,509,639
	25,291,596	22,899,237
Operating (loss) income	(1,909,020)	8,258,624
Other expenses, net (Note 9)	448,732	1,412,744
(Loss) income before (benefit) provision for income taxes	(2,357,752)	6,845,880
Income tax (benefit) provision	(577,001)	2,026,630
Net (loss) income	$(1,780,751)	$4,819,250
Net (loss) income per share attributable to common shareholders:		
Basic	$(0.04)	$0.11
Diluted	$(0.04)	$0.10
Weighted average common shares outstanding:		
Basic	45,465,529	44,541,025
Diluted	45,465,529	46,359,323

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENTS OF (LOSS) INCOME

	Six Months Ended June 30, 2013 (Unaudited)	2012 (Unaudited and Restated)
Revenue:		
Energy efficiency revenue	$155,071,617	$233,201,787
Renewable energy revenue	81,316,600	77,471,487
	236,388,217	310,673,274
Direct expenses:		
Energy efficiency expenses	125,208,747	187,493,047
Renewable energy expenses	66,278,023	62,798,556
	191,486,770	250,291,603
Gross profit	44,901,447	60,381,671
Operating expenses:		
Salaries and benefits	21,787,892	25,927,944
Project development costs	9,320,382	8,047,218
General, administrative and other	17,784,690	14,723,095
	48,892,964	48,698,257
Operating (loss) income	(3,991,517)	11,683,414
Other expenses, net (Note 9)	913,045	2,520,483
(Loss) income before (benefit) provision for income taxes	(4,904,562)	9,162,931
Income tax (benefit) provision	(1,199,739)	2,608,517
Net (loss) income	$(3,704,823)	$6,554,414
Net (loss) income per share attributable to common shareholders:		
Basic	$(0.08)	$0.15
Diluted	$(0.08)	$0.14
Weighted average common shares outstanding:		
Basic	45,396,765	44,343,059
Diluted	45,396,765	46,143,932

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

	Three Months Ended June 30,	
	2013	2012
	(Unaudited)	(Unaudited and Restated)
Net (loss) income	$(1,780,751)	$4,819,250
Other comprehensive (loss) income:		
Unrealized gain (loss) from interest rate hedge, net of tax	1,606,645	(410,682)
Foreign currency translation adjustment	(595,042)	(659,513)
Total other comprehensive income (loss)	1,011,603	(1,070,195)
Comprehensive (loss) income	$(769,148)	$3,749,055

The accompanying notes are an integral part of these condensed consolidated financial statements.

AMERESCO, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

	Six Months Ended June 30,	
	2013	2012
	(Unaudited)	(Unaudited and Restated)
Net (loss) income	$(3,704,823)	$6,554,414
Other comprehensive (loss) income:		
Unrealized gain from interest rate hedge, net of tax	2,531,186	567,786
Foreign currency translation adjustment	(1,547,030)	(128,916)
Total other comprehensive income	984,156	438,870
Comprehensive (loss) income	$(2,720,667)	$6,993,284

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2013
(Unaudited)

	Preferred Stock		Class B Common Stock		Class A Common Stock		Additional Paid-in	Retained	Treasury Stock		Non-contr
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Earnings	Shares	Amount	Interest
Balance, December 31, 2012	—	$ —	18,000,000	$1,800	32,019,982	$3,202	$93,141,432	$177,169,717	4,833,284	$(9,182,571)	$(27,583)
Exercise of stock options	—	—		—	364,666	36	1,249,716	—	—	—	—
Stock-based compensation expense, including excess tax benefits of $297,011	—	—		—	—	—	1,632,871	—	—	—	—
Non-controlling interest	—	—		—	—	—	—	—	—	—	40,630
Foreign currency translation adjustment	—	—		—	—	—	—	—	—	—	—
Unrealized gain from interest rate hedge, net of tax	—	—		—	—	—	—	—	—	—	—
Net loss	—	—		—	—	—	—	(3,704,823)	—	—	—
Balance, June 30, 2013	—	$ —	18,000,000	$1,800	32,384,648	$3,238	$96,024,019	$173,464,894	4,833,284	$(9,182,571)	$13,047

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended June 30,	
	2013	2012
	(Unaudited)	(Unaudited and Restated)
Cash flows from operating activities:		
Net (loss) income	$(1,780,751)	$4,819,250
Adjustments to reconcile net (loss) income to cash provided by operating activities:		
Depreciation of project assets	2,868,716	2,850,977
Depreciation of property and equipment	813,708	603,501
Amortization of deferred financing fees	248,314	138,191
Amortization of intangible assets	898,038	1,314,778
Provision for bad debts	328,969	24,107
Unrealized (gain) loss on interest rate swap	(294,047)	349,618
Gain on sale of asset	—	(800,000)
Stock-based compensation expense	664,759	892,607
Deferred income taxes	(1,821,364)	43,697
Excess tax benefits from stock-based compensation arrangements	(158,231)	(448,916)
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Restricted cash draws	10,486,117	14,069,843
Accounts receivable	11,042,004	(11,967,540)
Accounts receivable retainage	(2,774,172)	(3,613,426)
Federal ESPC receivable	(4,110,910)	(11,705,599)
Inventory	(54,410)	(369,359)
Costs and estimated earnings in excess of billings	(8,688,672)	(5,583,166)
Prepaid expenses and other current assets	(2,402,095)	(4,504,563)
Project development costs	(785,712)	(324,126)
Other assets	(912,456)	(766,682)
Increase (decrease) in:		
Accounts payable, accrued expenses and other current liabilities	1,912,268	11,766,758
Billings in excess of cost and estimated earnings	(590,444)	7,346,139
Other liabilities	1,293,096	(345,461)
Income taxes payable	700,716	2,476,787
Net cash provided by operating activities	6,883,441	6,267,415
Cash flows from investing activities:		
Purchases of property and equipment	(446,197)	(1,105,037)
Purchases of project assets	(18,763,159)	(9,695,695)
Grant awards received on project assets	289,285	—
Proceeds from sales of assets	6,500	—
Acquisition, net of cash received	(7,537,516)	—
Net cash used in investing activities	$(26,451,087)	$(10,800,732)

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS — (Continued)

	Three Months Ended June 30,	
	2013	2012
	(Unaudited)	(Unaudited and Restated)
Cash flows from financing activities:		
Excess tax benefits from stock-based compensation arrangements	$158,231	$448,916
Payments of financing fees	(464,767)	—
Proceeds from exercises of options	394,603	735,839
Proceeds from (payments of) senior secured credit facility	15,000,000	(1,428,571)
Proceeds from long-term debt financing	9,434,434	—
Non-controlling interest	105,931	—
Restricted cash	(4,558,805)	(3,367,515)
Payments on long-term debt	(2,934,948)	(1,327,493)
Net cash provided by (used in) financing activities	17,134,679	(4,938,824)
Effect of exchange rate changes on cash	(900,330)	(53,234)
Net decrease in cash and cash equivalents	(3,333,297)	(9,525,375)
Cash and cash equivalents, beginning of period	20,963,260	38,435,362
Cash and cash equivalents, end of period	$17,629,963	$28,909,987
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$1,566,521	$1,300,558
Income taxes	$679,279	$481,209
Acquisition, net of cash received:		
Accounts receivable	$360,924	$—
Costs and estimated earnings in excess of billings	546,608	—
Property and equipment	75,054	—
Goodwill	5,089,049	—
Intangible assets	3,087,509	—
Accounts payable and accrued expenses	(654,563)	—
Income taxes payable	(256,938)	—
Deferred tax liabilities	(710,127)	—
	$7,537,516	$—

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30,	
	2013	2012
	(Unaudited)	(Unaudited and Restated)
Cash flows from operating activities:		
Net (loss) income	$(3,704,823)	$6,554,414
Adjustments to reconcile net (loss) income to cash (used in) provided by operating activities:		
Depreciation of project assets	6,879,151	5,456,007
Depreciation of property and equipment	1,610,254	1,281,474
Amortization of deferred financing fees	332,462	271,478
Amortization of intangible assets	1,789,075	2,971,022
Provision for bad debts	371,308	77,743
Unrealized (gain) loss on interest rate swap	(683,134)	119,752
Gain on sale of asset	—	(800,000)
Stock-based compensation expense	1,335,860	1,674,060
Deferred income taxes	(2,870,689)	(506,631)
Excess tax benefits from stock-based compensation arrangements	(297,011)	(1,651,513)
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Restricted cash draws	18,004,938	24,152,657
Accounts receivable	6,855,679	12,569,643
Accounts receivable retainage	(1,572,574)	2,079,382
Federal ESPC receivable	(13,784,645)	(25,775,736)
Inventory	(2,046,584)	(510,224)
Costs and estimated earnings in excess of billings	9,931,189	12,197,386
Prepaid expenses and other current assets	(1,526,332)	(1,679,160)
Project development costs	(2,430,350)	(1,156,085)
Other assets	(758,735)	(941,282)
Increase (decrease) in:		
Accounts payable, accrued expenses and other current liabilities	(36,185,982)	(8,760,740)
Billings in excess of cost and estimated earnings	371,453	8,243,890
Other liabilities	(75,507)	525,181
Income taxes payable	(365,038)	3,083,458
Net cash (used in) provided by operating activities	(18,820,035)	39,476,176
Cash flows from investing activities:		
Purchases of property and equipment	(1,540,577)	(2,381,570)
Purchases of project assets	(31,618,945)	(19,698,641)
Grant awards and rebates received on project assets	1,580,219	3,838,766
Proceeds from sales of assets	6,500	—
Acquisitions, net of cash received	(9,345,601)	—
Net cash used in investing activities	$(40,918,404)	$(18,241,445)

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS — (Continued)

	Six Months Ended June 30,	
	2013	2012
	(Unaudited)	(Unaudited and Restated)
Cash flows from financing activities:		
Excess tax benefits from stock-based compensation arrangements	$297,011	$1,651,513
Book overdraft	—	(7,297,122)
Payments of financing fees	(504,985)	(20,325)
Proceeds from exercises of options	1,249,752	1,799,271
Proceeds from (payments of) senior secured credit facility	15,000,000	(7,857,142)
Proceeds from long-term debt financing	9,434,434	—
Non-controlling interest	40,630	7,700
Restricted cash	(5,198,277)	(4,798,107)
Payments on long-term debt	(6,740,729)	(2,134,957)
Net cash provided by (used in) financing activities	13,577,836	(18,649,169)
Effect of exchange rate changes on cash	442,921	47,059
Net (decrease) increase in cash and cash equivalents	(45,717,682)	2,632,621
Cash and cash equivalents, beginning of year	63,347,645	26,277,366
Cash and cash equivalents, end of period	$17,629,963	$28,909,987
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$2,822,593	$2,026,403
Income taxes	$900,680	$506,921
Acquisitions, net of cash received:		
Accounts receivable	$558,621	$—
Accounts receivable retainage	248,072	—
Costs and estimated earnings in excess of billings	657,595	—
Prepaid expenses and other current assets	1,710	—
Property and equipment	137,952	—
Goodwill	6,010,177	—
Intangible assets	3,697,509	—
Accounts payable and accrued expenses	(968,539)	—
Billings in excess of cost and estimated earnings	(30,431)	—
Income taxes payable	(256,938)	—
Deferred tax liabilities	(710,127)	—
	$9,345,601	$—

The accompanying notes are an integral part of these condensed consolidated financial statements.

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AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. DESCRIPTION OF BUSINESS

Ameresco, Inc. (including its subsidiaries, the "Company") was organized as a Delaware corporation on April 25, 2000. The Company is a provider of energy efficiency solutions for facilities throughout North America. The Company provides solutions, both products and services, that enable customers to reduce their energy consumption, lower their operating and maintenance costs and realize environmental benefits. The Company's comprehensive set of services includes upgrades to a facility's energy infrastructure and the construction and operation of small-scale renewable energy plants. It also sells certain photovoltaic equipment worldwide. The Company operates in the United States, Canada and Europe.

The Company is compensated through a variety of methods, including: 1) direct payments based on fee-for-services contracts (utilizing lump-sum or cost-plus pricing methodologies); 2) the sale of energy from the Company's generating assets; and 3) direct payment for photovoltaic equipment and systems.

The condensed consolidated financial statements as of June 30, 2013 and December 31, 2012, and for the three and six months ended June 30, 2013 and 2012, include the accounts of Ameresco Inc., its wholly owned subsidiaries and one subsidiary for which there is a minority shareholder. All significant intercompany transactions have been eliminated. The condensed consolidated financial statements as of June 30, 2013, and for the three and six months ended June 30, 2013 and 2012, are unaudited. In addition, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been condensed or omitted. The interim condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair presentation in conformity with GAAP. The interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2012, and notes thereto, included in the Company's annual report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission on March 18, 2013 (the "2012 Form 10-K"). The results of operations for the interim periods should not be considered indicative of results to be expected for the full year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Restatement

As reported in the Company's 2012 Form 10-K, the Company restated its historical consolidated financial statements as of and for the years ended December 31, 2011 and 2010, and historical unaudited quarterly information for the quarters in the years ended December 31, 2012, 2011 and 2010. These restatements are the result of an error in the Company's accounting treatment for a certain derivative transaction under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 815, Derivatives and Hedging.

ASC 815-20-25 requires that all derivative instruments be recorded on the balance sheet as either an asset or liability measured at its fair value, and that changes in the derivatives' fair values be recognized currently in earnings unless specific hedge accounting criteria are met. The Company previously had designated a floating-to-fixed interest rate swap entered into in March 2010 as a hedge using the "short cut" method. The Company determined, however, that the March 2010 interest rate swap does not qualify for hedge accounting because the Company inappropriately applied the "short cut" method to evaluate this swap for hedge accounting purposes from the date of inception. Accordingly, the change in the fair value of this interest rate swap derivative is required to be recognized as a component of earnings for the periods commencing in March 2010. The accounting error has no effect on cash flows from operating, investing or financing activities or on the Company's debt covenant calculations.

Effective March 29, 2013, the Company has designated the March 2010 interest rate swap as a hedge using the "long-haul" method.

See Note 2 of "Notes to Consolidated Financial Statements" appearing in Item 8 of the Company's 2012 Form 10-K for additional information about the restatement.

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AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

The following table sets forth selected restated unaudited condensed consolidated statement of income data for the quarter and year-to-date periods ended June 30, 2012:

	Three Months Ended June 30, 2012			Six Months Ended June 30, 2012		
	As Reported	Restatement	As Restated	As Reported	Restatement	As Restated
Net revenue	$164,099,905	$—	$164,099,905	$310,673,274	$—	$310,673,274
Direct expenses	132,942,044	—	132,942,044	250,291,603	—	250,291,603
Operating expenses	22,899,237	—	22,899,237	48,698,257	—	48,698,257
Total expenses	155,841,281	—	155,841,281	298,989,860	—	298,989,860
Operating income	8,258,624	—	8,258,624	11,683,414	—	11,683,414
Other expenses, net	1,063,126	349,618	1,412,744	2,400,731	119,752	2,520,483
Income before provision for income taxes	7,195,498	(349,618)	6,845,880	9,282,683	(119,752)	9,162,931
Income tax provision	2,026,630	—	2,026,630	2,608,517	—	2,608,517
Net income	$5,168,868	$(349,618)	$4,819,250	$6,674,166	$(119,752)	$6,554,414
Net income per share attributable to common shareholders:						
Basic	$0.12	(0.01)	0.11	0.15	—	0.15
Diluted	$0.11	(0.01)	0.10	0.14	—	0.14
Weighted average common shares outstanding:						
Basic	44,541,025	44,541,025	44,541,025	44,343,059	44,343,059	44,343,059
Diluted	46,359,323	46,359,323	46,359,323	46,143,932	46,143,932	46,143,932

Codification

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board. The FASB sets generally accepted accounting principles that the Company follows to ensure its financial condition, results of operations, and cash flows are consistently reported. References to GAAP issued by the FASB in these notes to the condensed consolidated financial statements are to the FASB Accounting Standards Codification.

A summary of the significant accounting policies consistently applied in the preparation of the accompanying condensed consolidated financial statements follows.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of Ameresco, Inc., its wholly owned subsidiaries and one subsidiary for which there is a minority shareholder. All significant intercompany accounts and transactions have been eliminated. Gains and losses from the translation of all foreign currency financial statements are recorded in the accumulated other comprehensive income (loss) account within stockholders’ equity.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The most significant estimates and assumptions used in these condensed consolidated financial statements relate to management’s estimates of final construction contract profit in accordance with accounting for long-term contracts, allowance for doubtful accounts, inventory reserves, project development costs, fair value of

derivative financial instruments and stock-based awards,

impairment of long-lived assets, income taxes and potential liability in conjunction with certain commitments and contingencies. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash includes cash on deposit, overnight repurchase agreements and amounts invested in highly liquid money market funds. Cash equivalents consist of short term investments with original maturities of three months or less. The Company maintains accounts with financial institutions and the balances in such accounts, at times, exceed federally insured limits. This credit risk is divided among a number of financial institutions that management believes to be of high quality. The carrying amount of cash and cash equivalents approximates their fair value.

Restricted Cash

Restricted cash consists of cash held in an escrow account in association with construction draws for energy savings performance contracts (“ESPCs”) and construction of project assets, as well as cash required under term loans to be maintained in debt service reserve accounts until all obligations have been indefeasibly paid in full.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. An allowance for doubtful accounts is provided for those accounts receivable considered to be uncollectible based upon historical experience and management’s evaluation of outstanding accounts receivable at the end of the year. Bad debts are written off against the allowance when identified. Changes in the allowance for doubtful accounts for the six months ended June 30, 2013 and 2012 are as follows:

	Six Months Ended June 30,	
	2013	2012
Allowance for doubtful accounts, beginning of period	$1,174,458	$1,135,391
Charges to costs and expenses	371,308	77,743
Account write-offs and other	(25,134)	(111,721)
Allowance for doubtful accounts, end of period	$1,520,632	$1,101,413

At June 30, 2013 and December 31, 2012, no one customer accounted for more than 10% of the Company’s total accounts receivable.

During the three and six months ended June 30, 2013 and 2012, no one customer accounted for more than 10% of the Company’s total revenue.

Accounts Receivable Retainage

Accounts receivable retainage represents amounts due from customers, but where payments are withheld contractually until certain construction milestones are met. Amounts retained typically range from five percent to ten percent of the total invoice.

Inventory

Inventories, which consist primarily of photovoltaic solar panels, batteries and related accessories, are stated at the lower of cost (“first-in, first-out” method) or market (determined on the basis of estimated net realizable values). Provisions have been made to reduce the carrying value of inventory to the net realizable value.

Prepaid Expenses

Prepaid expenses consist primarily of short-term prepaid expenditures that will amortize within one year.

Federal ESPC Receivable

Federal ESPC receivable represents the amount to be paid by various federal government agencies for work performed and earned by the Company under specific ESPCs. The Company assigns certain of its rights to receive those payments to third-party lenders that provide construction and permanent financing for such contracts. The receivable is recognized as revenue as each project is constructed. Upon completion and acceptance of the project by the government, typically within 24 months of

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construction commencement, the assigned ESPC receivable and corresponding related project debt is eliminated from the Company's condensed consolidated financial statements.

Project Development Costs

The Company capitalizes as project development costs only those costs incurred in connection with the development of energy projects, primarily direct labor, interest costs, outside contractor services, consulting fees, legal fees and travel, if incurred after a point in time where the realization of related revenue becomes probable. Project development costs incurred prior to the probable realization of revenue are expensed as incurred. The Company classifies project development costs as a current asset as the development efforts are expected to proceed to construction activity in the twelve months that follow. The Company periodically reviews these balances and writes off any amounts where the realization of the related revenue is no longer probable.

Property and Equipment

Property and equipment consists primarily of office and computer equipment, and is recorded at cost. Major additions and improvements are capitalized as additions to the property and equipment accounts, while replacements, maintenance and repairs that do not improve or extend the life of the respective assets, are expensed as incurred. Depreciation and amortization of property and equipment are computed on a straight-line basis over the following estimated useful lives:

Asset Classification	Estimated Useful Life
Furniture and office equipment	Five years
Computer equipment and software costs	Five years
Leasehold improvements	Lesser of term of lease or five years
Automobiles	Five years
Land	Unlimited

Project Assets

Project assets consist of costs of materials, direct labor, interest costs, outside contract services and project development costs incurred in connection with the construction of small-scale renewable energy plants that the Company owns and the implementation of energy savings contracts. These amounts are capitalized and amortized over the lives of the related assets or the terms of the related contracts.

The Company capitalizes interest costs relating to construction financing during the period of construction. The interest capitalized is included in the total cost of the project at completion. The amount of interest capitalized for the three months ended June 30, 2013 and 2012 was $250,716 and $381,852, respectively. The amount of interest capitalized for the six months ended June 30, 2013 and 2012 was $715,394 and $434,426, respectively.

Routine maintenance costs are expensed in the current year's condensed consolidated statements of (loss) income to the extent that they do not extend the life of the asset. Major maintenance, upgrades and overhauls are required for certain components of the Company's assets. In these instances, the costs associated with these upgrades are capitalized and are depreciated over the shorter of the remaining life of the asset or the period until the next required major maintenance or overhaul. Gains or losses on disposal of property and equipment are reflected in general, administrative and other expenses in the condensed consolidated statements of (loss) income.

The Company evaluates its long-lived assets for impairment as events or changes in circumstances indicate the carrying value of these assets may not be fully recoverable. The Company evaluates recoverability of long-lived assets to be held and used by estimating the undiscounted future cash flows before interest associated with the expected uses and eventual disposition of those assets. When these comparisons indicate that the carrying value of those assets is greater than the undiscounted cash flows, the Company recognizes an impairment loss for the amount that the carrying value exceeds the fair value.

From time to time, the Company applies for and receives cash grant awards from the U.S. Treasury Department (the "Treasury") under Section 1603 of the American Recovery and Reinvestment Act of 2009 (the "Act"). The Act authorized

the Treasury to make payments to eligible persons who place in service qualifying renewable energy projects. The grants are paid in lieu of investment tax credits. All of the cash proceeds from the grants were used and recorded as a reduction in the cost basis of the applicable project assets. If the Company disposes of the property, or the property ceases to qualify as specified

energy property, within five years from the date the property is placed in service, then a prorated portion of the Section 1603 payment must be repaid.

The Company received $289,285 and $1,580,219 in Section 1603 grants during the three and six months ended June 30, 2013, respectively, and $2,551,766 in Section 1603 grants during the six months ended June 30, 2012. No grants were received during the three months ended June 30, 2012.

For tax purposes, the Section 1603 payments are not included in federal and certain state taxable income and the basis of the property is reduced by 50% of the payment received. Deferred grant income of $7,864,941 and $7,590,730 recorded in the accompanying condensed consolidated balance sheets at June 30, 2013 and December 31, 2012, respectively, represents the benefit of the basis difference to be amortized to income tax expense over the life of the related property.

The Company has received cash rebates from a utility company, which were accounted for as reductions in the book value of the related project assets. The rebates were one-time payments based on the cost and efficiency of the installed units, and are earned upon installation and inspection by the utility. The payments are not related to, or subject to adjustment based on, future operating performance. The rebates were payable from the utility to the Company and are applied against the cost of construction, thereby reducing the book value of the corresponding project assets and have been treated as an investing activity in the accompanying condensed consolidated statements of cash flows. No rebates were received during the six months ended June 30, 2013. The Company received a rebate of $1,287,000 during the six months ended June 30, 2012.

Deferred Financing Fees

Deferred financing fees relate to the external costs incurred to obtain financing for the Company. All deferred financing fees are amortized over the respective term of the financing using the effective interest method.

Goodwill and Intangible Assets

The Company has classified as goodwill the amounts paid in excess of fair value of the net assets (including tax attributes) of companies acquired in purchase transactions. The Company has recorded intangible assets related to customer contracts, customer relationships, non-compete agreements, trade names and technology, each with defined useful lives. The Company assesses the impairment of goodwill and intangible assets that have indefinite lives on an annual basis (December 31st) and whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. The Company would record an impairment charge if such an assessment were to indicate that the fair value of such assets was less than their carrying values. Judgment is required in determining whether an event has occurred that may impair the value of goodwill or identifiable intangible assets.

Factors that could indicate that an impairment may exist include significant underperformance relative to plan or long-term projections, significant changes in business strategy, significant negative industry or economic trends or a significant decline in the base price of the Company’s publicly traded stock for a sustained period of time. Although the Company believes goodwill and intangible assets are appropriately stated in the accompanying condensed consolidated financial statements, changes in strategy or market conditions could significantly impact these judgments and require an adjustment to the recorded balance. The Company recorded a goodwill impairment charge of $1,016,325 for the year ended December 31, 2012. See Note 4 for additional disclosure.

During the second quarter of 2013, the Company entered into a stock purchase agreement to acquire, through a wholly owned subsidiary, 100% of the capital stock of The Energy Services Partnership Limited and ESP Response Limited (together, “ESP”). During the first quarter of 2013, the Company acquired substantially all of the assets of Ennovate Corporation (“Ennovate”). During the third quarter of 2012, the Company’s wholly owned subsidiary Ameresco Canada Inc. entered into a stock purchase agreement to acquire 100% of the capital stock of FAME Facility Software Solutions, Inc. (“FAME”). The net purchase price for each acquisition has been allocated to the net identified assets acquired based on the respective fair values of such acquired assets at the dates of each acquisition. The residual

amounts were allocated to goodwill. The acquisition of ESP resulted in the Company recording goodwill totaling $5,089,049. The acquisition of Ennovate resulted in the Company recording goodwill totaling $921,128. The acquisition of FAME resulted in the Company recording goodwill totaling $1,886,945. Acquired intangible assets other than goodwill that are subject to amortization include customer contracts and customer relationships, as well as software/technology, trade names and non-compete agreements. The intangible assets are amortized over periods ranging from one to fourteen years from their respective acquisition dates. See Notes 3 and 4 for additional disclosures.

Other Assets
Other assets consist primarily of notes and contracts receivable due to the Company from various customers as well as the fair value of interest rate swaps. See Note 11 for additional disclosure.
Asset Retirement Obligations
The Company recognizes a liability for the fair value of required asset retirement obligations ("AROs") when such obligations are incurred. The liability is estimated on a number of assumptions requiring management's judgment, including equipment removal costs, site restoration costs, salvage costs, cost inflation rates and discount rates and is credited to its projected future value over time. The capitalized asset is depreciated using the convention of depreciation of plant assets. Upon satisfaction of the ARO conditions, any difference between the recorded ARO liability and the actual retirement cost incurred is recognized as an operating gain or loss in the condensed consolidated statements of (loss) income. As of June 30, 2013 and December 31, 2012, the Company had no AROs.
Other Liabilities
Other liabilities consist primarily of deferred revenue related to multi-year operation and maintenance contracts which expire as late as 2031. Other liabilities also include the fair value of interest rate swaps, as well as deferred compensation relating to 2011 acquisitions . See Notes 7 and 11 for additional disclosures.
Revenue Recognition
The Company derives revenue from energy efficiency and renewable energy products and services. Energy efficiency products and services include the design, engineering, and installation of equipment and other measures to improve the efficiency, and control the operation, of a facility's energy infrastructure. Renewable energy products and services include the construction of small-scale plants that produce electricity, gas, heat or cooling from renewable sources of energy, the sale of such electricity, gas, heat or cooling from plants that the Company owns, and the sale and installation of solar energy products and systems.
Revenue from the installation or construction of projects is recognized on a percentage-of-completion basis. The percentage-of-completion for each project is determined on an actual cost-to-estimated final cost basis. Maintenance revenue is recognized as related services are performed. In accordance with industry practice, the Company includes in current assets and liabilities the amounts of receivables related to construction projects realizable and payable over a period in excess of one year. The revenue associated with contract change orders is recognized only when the authorization for the change order has been properly executed and the work has been performed and accepted by the customer.
When the estimate on a contract indicates a loss, or claims against costs incurred reduce the likelihood of recoverability of such costs, the Company records the entire expected loss immediately, regardless of the percentage of completion.
At June 30, 2013 and December 31, 2012, billings in excess of cost and estimated earnings represents advanced billings on certain construction contracts. Costs and estimated earnings in excess of billings represent certain amounts under customer contracts that were earned and billable but not invoiced.
The Company sells certain products and services in bundled arrangements, where multiple products and/or services are involved. The Company divides bundled arrangements into separate deliverables and revenue is allocated to each deliverable based on the relative selling price. The relative selling price is determined using third party evidence or management's best estimate of selling price.
The Company recognizes revenue from the sale and delivery of products, including the output from renewable energy plants, when produced and delivered to the customer, in accordance with specific contract terms, provided that persuasive evidence of an arrangement exists, the Company's price to the customer is fixed or determinable and collectability is reasonably assured.
The Company recognizes revenue from operations and maintenance ("O&M") contracts and consulting services as the related services are performed.

For a limited number of contracts under which the Company receives additional revenue based on a share of energy savings, such additional revenue is recognized as energy savings are generated.

Direct Expenses

Direct expenses include the cost of labor, materials, equipment, subcontracting and outside engineering that are required for the development and installation of projects, as well as preconstruction costs, sales incentives, associated travel, inventory obsolescence charges, amortization of intangible assets related to customer contracts and, if applicable, costs of procuring financing. A majority of the Company’s contracts have fixed price terms; however, in some cases the Company negotiates protections, such as a cost-plus structure, to mitigate the risk of rising prices for materials, services and equipment.

Direct expenses also include the costs of maintaining and operating the small-scale renewable energy plants that the Company owns, including the cost of fuel (if any) and depreciation charges.

Income Taxes

The Company provides for income taxes based on the liability method. The Company provides for deferred income taxes based on the expected future tax consequences of differences between the financial statement basis and the tax basis of assets and liabilities calculated using the enacted tax rates in effect for the year in which the differences are expected to be reflected in the tax return.

The Company accounts for uncertain tax positions using a “more-likely-than-not” threshold for recognizing and resolving uncertain tax positions. The evaluation of uncertain tax positions is based on factors that include, but are not limited to, changes in tax law, the measurement of tax positions taken or expected to be taken in tax returns, the effective settlement of matters subject to audit, new audit activity and changes in facts or circumstances related to a tax position. The Company evaluates uncertain tax positions on a quarterly basis and adjusts the level of the liability to reflect any subsequent changes in the relevant facts surrounding the uncertain positions.

The Company’s liabilities for uncertain tax positions can be relieved only if the contingency becomes legally extinguished through either payment to the taxing authority or the expiration of the statute of limitations, the recognition of the benefits associated with the position meet the “more-likely-than-not” threshold or the liability becomes effectively settled through the examination process.

The Company considers matters to be effectively settled once the taxing authority has completed all of its required or expected examination procedures, including all appeals and administrative reviews; the Company has no plans to appeal or litigate any aspect of the tax position; and the Company believes that it is highly unlikely that the taxing authority would examine or re-examine the related tax position. The Company also accrues for potential interest and penalties, related to unrecognized tax benefits in income tax expense. See Note 5 for additional information on the Company’s income taxes.

Foreign Currency Translation

The local currency of the Company’s foreign operations is considered the functional currency of such operations. All assets and liabilities of the Company’s foreign operations are translated into U.S. dollars at period-end exchange rates. Income and expense items are translated at average exchange rates prevailing during the year. Translation adjustments are accumulated as a separate component of stockholders’ equity. Foreign currency translation gains and losses are reported in the condensed consolidated statements of comprehensive (loss) income.

Financial Instruments

Financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, long-term contract receivables, accounts payable, long-term debt and interest rate swaps. The estimated fair value of cash and cash equivalents, restricted cash, accounts receivable, long-term contract receivables and accounts payable approximates their carrying value. See below for fair value measurements of long-term debt. See Note 10 for fair value measurement of interest rate swaps.

Stock-Based Compensation Expense

Stock-based compensation expense results from the issuances of shares of restricted common stock and grants of stock options to employees, directors, outside consultants and others. The Company recognizes the costs associated

with restricted stock and option grants using the fair value recognition provisions of ASC 718, Compensation - Stock Compensation on a straight-line basis over the vesting period of the awards.

Stock-based compensation expense is recognized based on the grant-date fair value. The Company estimates the fair value of the stock-based awards, including stock options, using the Black-Scholes option-pricing model. Determining the fair value

of stock-based awards requires the use of highly subjective assumptions, including the fair value of the common stock underlying the award, the expected term of the award and expected stock price volatility.

The assumptions used in determining the fair value of stock-based awards represent management's estimates, which involve inherent uncertainties and the application of management judgment. As a result, if factors change, and different assumptions are employed, the stock-based compensation could be materially different in the future. The risk-free interest rates are based on the U.S. Treasury yield curve in effect at the time of grant, with maturities approximating the expected life of the stock options.

The Company has no history of paying dividends. Additionally, as of each of the grant dates, there was no expectation that the Company would pay dividends over the expected life of the options. The expected life of the awards is estimated using historical data and management's expectations. Because there was no public market for the Company's common stock prior to the Company's initial public offering, management lacked company-specific historical and implied volatility information. Therefore, estimates of expected stock volatility were based on that of publicly traded peer companies, and it is expected that the Company will continue to use this methodology until such time as there is adequate historical data regarding the volatility of the Company's publicly traded stock price.

The Company is required to recognize compensation expense for only the portion of options that are expected to vest. Actual historical forfeiture rate of options is based on employee terminations and the number of shares forfeited. These data and other qualitative factors are considered by the Company in determining the forfeiture rate used in recognizing stock compensation expense. If the actual forfeiture rate varies from historical rates and estimates, additional adjustments to compensation expense may be required in future periods. If there are any modifications or cancellations of the underlying unvested securities or the terms of the stock option, it may be necessary to accelerate, increase or cancel any remaining unamortized stock-based compensation expense.

The Company also accounts for equity instruments issued to non-employee directors and consultants at fair value. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date of the fair value of the equity instrument issued is the date on which the counterparty's performance is complete. No awards to individuals who were not either an employee or director of the Company occurred during the six months ended June 30, 2013 or during the year ended December 31, 2012.

Fair Value Measurements

The Company follows the guidance related to fair value measurements for all of its non-financial assets and non-financial liabilities, except for those recognized at fair value in the financial statements at least annually. These assets include goodwill and long-lived assets measured at fair value for impairment assessments, and non-financial assets and liabilities initially measured at fair value in a business combination.

The Company's financial instruments include cash and cash equivalents, accounts and notes receivable, interest rate swaps, accounts payable, accrued expenses, equity-based liabilities and short- and long-term borrowings. Because of their short maturity, the carrying amounts of cash and cash equivalents, accounts and notes receivable, accounts payable, accrued expenses and short-term borrowings approximate fair value. The carrying value of long-term variable-rate debt approximates fair value. As of June 30, 2013, the carrying value of the Company's fixed-rate long-term debt exceeds its fair value by approximately $2,089,347. This is based on quoted market prices or on rates available to the Company for debt with similar terms and maturities.

The Company accounts for its interest rate swaps as derivative financial instruments in accordance with the related guidance. Under this guidance, derivatives are carried on the Company's consolidated balance sheets at fair value. The fair value of the Company's interest rate swaps are determined based on observable market data in combination with expected cash flows for each instrument.

Derivative Financial Instruments

In the normal course of business, the Company utilizes derivatives contracts as part of its risk management strategy to manage exposure to market fluctuations in interest rates. These instruments are subject to various credit and market risks. Controls and monitoring procedures for these instruments have been established and are routinely reevaluated. Credit risk represents the potential loss that may occur because a party to a transaction fails to perform according to the terms of the contract. The measure of credit exposure is the replacement cost of contracts with a positive fair value. The Company seeks to

manage credit risk by entering into financial instrument transactions only through counterparties that the Company believes to be creditworthy.

Market risk represents the potential loss due to the decrease in the value of a financial instrument caused primarily by changes in interest rates. The Company seeks to manage market risk by establishing and monitoring limits on the types and degree of risk that may be undertaken. As a matter of policy, the Company does not use derivatives for speculative purposes. The Company considers the use of derivatives with all financing transactions to mitigate risk.

During 2007, the Company entered into two fifteen-year interest rate swap contracts under which the Company agreed to pay an amount equal to a specified fixed rate of interest times a notional principal amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The swaps cover initial notional amounts of $13,080,607 and $3,256,395, each a variable rate note at fixed interest rates of 5.4% and 5.3%, respectively, and expire in March 2024 and February 2021, respectively. These interest rate swaps qualified, but were not designated, as cash flow hedges until April 1, 2010. Since April 2010, they have been designated as hedges. Accordingly, the Company recognized the change in fair value of these derivatives in the condensed consolidated statements of (loss) income prior to April 1, 2010, and in the condensed consolidated statements of comprehensive (loss) income thereafter. Cash flows from derivative instruments were reported as operating activities in the condensed consolidated statements of cash flows.

In March 2010, the Company entered into a fourteen-year interest rate swap contract under which the Company agreed to pay an amount equal to a specified fixed rate of interest times a notional amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The swap covers an initial notional amount of approximately $27,900,000 variable rate note at a fixed interest rate of 6.99% and expires in December 2024. This swap was not designated as a hedge until March 2013.

In July 2011, the Company entered into a five-year interest rate swap contract under which the Company agreed to pay an amount equal to a specified fixed rate of interest times a notional amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The swap covers an initial notional amount of $38,571,429 variable rate note at a fixed interest rate of 1.965% and expires in June 2016.

In October 2012, the Company entered into two eight-year interest rate swap contracts under which the Company agreed to pay an amount equal to a specified fixed rate of interest times a notional amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The swaps cover an initial notional amount of $16,750,000 variable rate note at a fixed interest rate of 1.71%. This notional amount increases to $42,247,327 on September 30, 2013 and expires in March 2020.

In October 2012, the Company also entered into two eight-year forward starting interest rate swap contracts under which the Company agreed to pay an amount equal to a specified fixed rate of interest times a notional amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The swaps cover an initial notional amount of $25,377,063 variable rate note at a fixed interest rate of 3.70%, with an effective date of March 31, 2020, and expires in June 2028.

Following its entry into new interest rate swaps during the fourth quarter of 2012, the Company conducted a review of its portfolio of eight swaps. As a result of that review, the Company determined that the March 2010 interest rate swap does not qualify for hedge accounting because the Company inappropriately applied the “short cut” method to evaluate this swap for hedge accounting purposes from the date of inception. Accordingly, the change in the fair value of this interest rate swap derivative is required to be recognized as a component of earnings for the periods commencing in March 2010. The accounting error has no effect on cash flows from operating, investing or financing activities or on the Company’s debt covenant calculations. The unrealized gain or loss associated with the changes in fair value of this interest rate swap derivative is recorded as other expenses, net in the condensed consolidated statements of (loss) income. See also Restatement above.

See Note 11 for additional information on the Company’s derivative instruments.

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AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

Earnings Per Share

Basic earnings per share is calculated using the Company's weighted-average outstanding common shares, including vested restricted shares. When the effects are not anti-dilutive, diluted earnings per share is calculated using: the weighted-average outstanding common shares; the dilutive effect of convertible preferred stock, under the "if converted" method; and the treasury stock method with regard to warrants and stock options; all as determined under the treasury stock method.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012 (Restated)	2013	2012 (Restated)
Basic and diluted net (loss) income	$(1,780,751)	$4,819,250	$(3,704,823)	$6,554,414
Basic weighted-average shares outstanding	45,465,529	44,541,025	45,396,765	44,343,059
Effect of dilutive securities:				
Preferred stock	—	—	—	—
Stock options	—	1,818,298	—	1,800,873
Diluted weighted-average shares outstanding	45,465,529	46,359,323	45,396,765	46,143,932

As the Company was in a loss position for the three and six months ended June 30, 2013, certain shares have been excluded from the calculation of earnings per share, as the effect would be anti-dilutive. For the three and six months ended June 30, 2013, the total number of shares of common stock related to stock options excluded from the calculation of earnings per share as the effect would be anti-dilutive was 2,475,556 and 2,532,853, respectively. For the three and six months ended June 30, 2012, the total number of shares of common stock related to stock options excluded from the calculation of earnings per share as the effect would be anti-dilutive was 1,194,338 and 694,688, respectively.

Business Segments

The Company reports four segments: U.S. federal, central U.S. region, other U.S. regions and Canada. Each segment provides customers with energy efficiency and renewable energy solutions. The other U.S. regions segment is an aggregation of four regions: northeast U.S., southeast U.S., southwest U.S. and northwest U.S. These regions have similar economic characteristics — in particular, expected and actual gross profit margins. In addition, they sell products and services of a similar nature, serve similar types of customers and use similar methods to distribute their products and services. Accordingly, these four regions meet the aggregation criteria set forth in ASC 280, Segment Reporting. The "all other" category includes activities, such as certain O&M and sales of renewable energy and certain other renewable energy products, that are managed centrally at the Company's corporate headquarters. It also includes all amortization of intangible assets and all corporate operating expenses — salaries and benefits, project development costs and general, administrative and other — not specifically allocated to the segments. For the three months ended June 30, 2013 and 2012, unallocated corporate expenses were $11,890,808 and $9,996,615, respectively. Income before taxes and unallocated corporate expenses for all other for the three months ended June 30, 2013 and 2012, was $5,448,485 and $4,525,291, respectively. For the six months ended June 30, 2013 and 2012, unallocated corporate expenses were $23,310,753 and $22,654,749, respectively. Income before taxes and unallocated corporate expenses for all other for the six months ended June 30, 2013 and 2012, was $10,663,030 and $8,771,523, respectively. See Note 12 for additional disclosures.

3. BUSINESS ACQUISITIONS AND RELATED TRANSACTIONS

In June 2013, the Company acquired ESP, comprising two energy management consulting companies and located in Castleford, United Kingdom. The Company made an initial cash payment of $8,829,213 to acquire all of the outstanding stock of the ESP companies. The purchase price is subject to post-closing adjustments for working capital and for certain indemnity obligations of the selling stockholders. The Company deposited approximately $777,710 of

the initial cash payment with a third-party escrow agent as security for these matters.

In February 2013, the Company acquired substantially all of the assets of Ennovate Corporation, an energy service company active throughout Colorado, Nebraska, Kansas, Montana and Wyoming, serving customers that include schools, higher education facilities, municipalities and counties. The Company made an initial cash payment of approximately $1,800,000 to acquire these assets. The purchase price is subject to post-closing adjustments for working capital and for certain

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indemnity obligations of the seller. The Company deposited approximately $1,200,000 of the initial cash payment with a third-party escrow agent as security for these matters.

In July 2012, the Company's wholly owned subsidiary Ameresco Canada Inc. acquired FAME, a privately held company offering infrastructure asset management solutions serving both public and private sector customers primarily in western Canada. The Company made a cash payment of $4,486,950 to acquire all of the outstanding stock of FAME. The Company deposited approximately $900,000 of the purchase price with a third-party escrow agent as security for the selling stockholders' indemnification obligations under the terms of the acquisition agreement.

The Company's acquisitions in 2013 and 2012 were accounted for in accordance with ASC 805, Business Combinations. The purchase price for each has been allocated to the assets based on their estimated fair values at the date of each acquisition as set forth in the table below. The excess purchase price over the estimated fair value of the net assets acquired has been recorded as goodwill. Intangible assets identified have been recorded and are being amortized over periods ranging from one to fourteen years. See Note 4 for additional information.

	2013		2012
	ESP	Ennovate	FAME
Cash	$1,291,697	$—	$809,557
Accounts receivable and accounts receivable retainage	360,924	445,769	320,997
Costs and estimated earnings in excess of billings	546,608	110,987	—
Prepaid expenses and other current assets	—	1,710	107,715
Property and equipment and project assets	75,054	62,898	43,115
Goodwill	5,089,049	921,128	1,886,945
Intangible assets	3,087,509	610,000	2,099,990
Other assets	—	—	100
Accounts payable	(47,625)	(313,976)	(5,713)
Accrued liabilities	(606,938)	—	(617,731)
Billings in excess of cost and estimated earnings	—	(30,431)	(158,025)
Other liabilities	(967,065)	—	—
Purchase price	$8,829,213	$1,808,085	$4,486,950
Total, net of cash received	$7,537,516	$1,808,085	$3,677,393
Total fair value of consideration	$8,829,213	$1,808,085	$4,486,950

The allocation of the purchase price for each of the 2013 acquisitions is preliminary, based on management's current best estimates, and subject to revision.

The results of the acquired companies since the dates of the acquisitions have been included in the Company's operations as presented in the accompanying condensed consolidated statements of (loss) income, condensed consolidated statements of comprehensive (loss) income and condensed consolidated statements of cash flows.

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4. GOODWILL AND INTANGIBLE ASSETS
The following table presents goodwill balances included in total assets by segment. There were two acquisitions during the six months ended June 30, 2013. Goodwill consisted of the following at June 30, 2013 and December 31, 2012:

	December 31, 2012	Acquisitions	Foreign Currency Translation and Other Adjustments	June 30, 2013
U.S. Federal	$3,374,967	$—	$—	$3,374,967
Central U.S. Region	1,972,415	921,128	—	2,893,543
Other U.S. Regions	21,736,140	—	—	21,736,140
Canada	3,827,112	—	343,115	4,170,227
All Other	18,057,756	5,089,049	(81,905)	23,064,900
Total	$48,968,390	$6,010,177	$261,210	$55,239,777

Customer contracts are amortized ratably over the period of the acquired customer contracts (ranging in periods from approximately one to five years). All other intangible assets are amortized over periods ranging from approximately four to fourteen years, as defined by the nature of the respective intangible asset. The following table presents intangible asset balances included in total assets by segment. There were two acquisitions during the six months ended June 30, 2013. Intangible assets, net, consisted of the following as of June 30, 2013 and December 31, 2012:

	December 31, 2012	Acquisitions	2013 Amortization	Foreign Currency Translation	June 30, 2013
Central U.S. Region:					
Customer contracts	$—	$62,000	$—	$—	$62,000
Customer relationships	—	288,000	—	—	288,000
Non-compete agreements	—	260,000	—	—	260,000
Other U.S. Regions:					
Customer relationships	2,138,969	—	(493,973)	—	1,644,996
Non-compete agreements	843,235	—	(213,168)	—	630,067
Technology	148,662	—	(25,368)	—	123,294
Canada:					
Customer contracts	634,389	—	(100,544)	(35,980)	497,865
Customer relationships	305,477	—	(21,979)	(7,865)	275,633
Non-compete agreements	211,144	—	(56,080)	(20,067)	134,997
Technology	590,366	—	(73,504)	(26,302)	490,560
Trade names	70,189	—	(5,138)	(1,839)	63,212
All Other:					
Customer contracts	1,308,710	1,245,891	(353,389)	(27,699)	2,173,513
Customer relationships	1,916,334	1,420,099	(153,606)	(31,572)	3,151,255
Non-compete agreements	385,916	421,519	(57,682)	(9,371)	740,382
Technology	933,768	—	(177,686)	—	756,082
Trade names	255,719	—	(56,958)	—	198,761
Total	$9,742,878	$3,697,509	$(1,789,075)	$(160,695)	$11,490,617

Amortization expense for the three and six months ended June 30, 2013 related to customer contracts was $226,790 and $453,933, respectively, and is included in energy efficiency expenses in the condensed consolidated statements of (loss) income. Amortization expense for the three and six months ended June 30, 2013 related to customer relationships, non-

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

compete agreements, technology and trade names was $671,248 and $1,335,142, respectively, and is included in general, administrative and other expenses in the condensed consolidated statements of (loss) income.

5. INCOME TAXES

The (benefit) provision for income taxes was $(577,001) and $2,026,630, for the three months ended June 30, 2013 and 2012, respectively. The (benefit) provision for income taxes was $(1,199,739) and $2,608,517, for the six months ended June 30, 2013 and 2012, respectively. The estimated 2013 effective tax rate changed to 24.5% for the three months ended June 30, 2013 from a 29.6% estimated annual effective tax rate for the three months ended June 30, 2012. The estimated 2013 effective tax rate changed to 24.5% for the six months ended June 30, 2013 from a 28.5% estimated annual effective tax rate for the six months ended June 30, 2012.

At June 30, 2013 and December 31, 2012, the Company had approximately $4,900,000 of total gross unrecognized tax benefits. Of the total gross unrecognized tax benefits as of June 30, 2013 and December 31, 2012, approximately $3,400,000 (net of the federal benefit on state amounts) represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in any future periods.

6. STOCK INCENTIVE PLAN

In 2000, the Company's Board of Directors approved the Company's 2000 Stock Incentive Plan (the "2000 Plan") and between 2000 and 2010 authorized the Company to reserve a total of 28,500,000 shares of its then authorized common stock, par value $0.0001 per share ("Common Stock") for issuance under the 2000 Plan. The 2000 Plan provided for the issuance of restricted stock grants, incentive stock options and nonqualified stock options. The Company will grant no further stock options or restricted stock awards under the 2000 Plan.

The Company's 2010 Stock Incentive Plan (the "2010 Plan"), which became effective upon the closing of the Company's initial public offering, was adopted by the Company's Board of Directors in May 2010 and approved by its stockholders in June 2010. The 2010 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards and other stock-based awards. Upon its effectiveness, 10,000,000 shares of the Company's Class A common stock were reserved for issuance under the 2010 Plan. As of June 30, 2013, the Company had granted options to purchase 1,068,504 shares of Class A common stock under the 2010 Plan.

Stock Option Grants

The Company has granted stock options to certain employees and directors, including its principal and controlling stockholder, under the 2000 Plan. The Company will grant no further stock options or restricted stock awards under the 2000 Plan. The Company has also granted stock options to certain employees and directors under the 2010 Plan.

At June 30, 2013, 9,016,528 shares were available for grant under the 2010 Plan. The following table summarizes the collective activity under the 2000 Plan and the 2010 Plan:

	Number of Options	Weighted-Average Exercise Price
Outstanding at December 31, 2012	4,778,143	$ 6.794
Granted	104,360	8.143
Exercised	(364,666)	3.427
Forfeited	(83,796)	11.769
Outstanding at June 30, 2013	4,434,041	$ 7.009
Options exercisable at June 30, 2013	3,190,465	$ 5.584
Expected to vest at June 30, 2013	1,216,227	$ 10.719
Options exercisable at December 31, 2012	3,309,722	$ 4.986

The weighted-average remaining contractual life of all options expected to vest at June 30, 2013 was 8.02 years. The total intrinsic value of options exercised during the six months ended June 30, 2013 was $1,942,087.

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The following table summarizes information about stock options outstanding at June 30, 2013:

		Outstanding Options			Exercisable Options	
Related Plan	Exercise Price	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
2000 Plan	$1.750	64,511	0.04	$ 1.750	64,511	$ 1.750
2000 Plan	1.875	112,500	0.23	1.875	112,500	1.875
2000 Plan	2.750	391,731	1.00	2.750	391,731	2.750
2000 Plan	3.000	13,600	1.58	3.000	13,600	3.000
2000 Plan	3.250	586,144	2.69	3.250	586,144	3.250
2000 Plan	3.410	446,562	3.55	3.410	446,562	3.410
2000 Plan	4.220	270,053	4.16	4.220	270,053	4.220
2000 Plan	6.055	973,750	6.00	6.055	727,250	6.055
2010 Plan	7.150	30,000	9.81	7.150	—	7.150
2010 Plan	8.390	50,000	9.92	8.390	—	8.390
2010 Plan	8.860	24,360	9.95	8.860	—	8.860
2010 Plan	10.750	55,399	8.92	10.750	15,399	10.750
2010 Plan	10.950	140,000	8.21	10.950	36,000	10.950
2010 Plan	11.630	155,093	8.96	11.630	5,015	11.630
2010 Plan	11.980	453,650	8.82	11.980	93,930	11.980
2000 Plan	13.045	578,000	6.83	13.045	392,300	13.045
2010 Plan	14.810	60,000	7.91	14.810	24,000	14.810
2010 Plan	16.290	28,688	7.57	16.290	11,470	16.290
		4,434,041			3,190,465	

During the six months ended June 30, 2013, a total of 364,666 shares were issued upon the exercise of options under the 2000 Plan at an average price of $3.427 per share. Cash received from option exercises under all stock-based payment arrangements for the six months ended June 30, 2013 and 2012 was $1,249,752 and $1,799,271, respectively.

Under the 2000 Plan and the 2010 Plan, all options expire if not exercised within ten years after the grant date. Historically, options generally provided for vesting over five years, with 20% vesting on the first anniversary of the grant date and five percent vesting every three months thereafter. During 2011, the Company began awarding options generally providing for vesting over five years, with 20% vesting on each of the first five anniversaries of the grant date. If the employee ceases to be employed by the Company for any reason before vested options have been exercised, the employee has 90 days to exercise options that have vested as of the date of such employee’s termination or they are forfeited.

The Company uses the Black-Scholes option pricing model to determine the weighted-average fair value of options granted. The Company will recognize the compensation cost of stock-based awards on a straight-line basis over the vesting period of the award.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

The determination of the fair value of stock-based payment awards utilizing the Black-Scholes model is affected by the stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends. The following table sets forth the significant assumptions used in the model during 2013 and 2012:

	Six Months Ended June 30, 2013	Year Ended December 31, 2012
Future dividends	$ -	$ -
Risk-free interest rate	1.03%-1.50%	0.82%-1.25%
Expected volatility	34%-36%	32%
Expected life	6.5 years	6.5 years

The Company will continue to use judgment in evaluating the expected term, volatility and forfeiture rate related to the stock-based compensation on a prospective basis, and incorporating these factors into the Black-Scholes pricing model. Higher volatility and longer expected lives result in an increase to stock-based compensation expense determined at the date of grant. In addition, any changes in the estimated forfeiture rate can have a significant effect on reported stock-based compensation expense, as the cumulative effect of adjusting the rate for all expense amortization is recognized in the period that the forfeiture estimate is changed. If a revised forfeiture rate is higher than the previously estimated forfeiture rate, an adjustment is made that will result in a decrease to the stock-based compensation expense recognized in the accompanying condensed consolidated financial statements. If a revised forfeiture rate is lower than the previously estimated rate, an adjustment is made that will result in an increase to the stock-based compensation expense recognized in the accompanying condensed consolidated financial statements. These expenses will affect the direct expenses, salaries and benefits and project development costs expenses.

For the three months ended June 30, 2013 and 2012, the Company recorded stock-based compensation expense of $664,759 and $892,607, respectively, in connection with stock-based payment awards. For the six months ended June 30, 2013 and 2012, the Company recorded stock-based compensation expense of $1,335,860 and $1,674,060, respectively, in connection with stock-based payment awards. The compensation expense is allocated between direct expenses, salaries and benefits and project development costs in the accompanying condensed consolidated statements of (loss) income based on the salaries and work assignments of the employees holding the options. As of June 30, 2013, there was $5,701,994 of unrecognized compensation expense related to non-vested stock option awards that is expected to be recognized over a weighted-average period of 2.88 years.

7. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

The Company is involved in a variety of claims and other legal proceedings generally incidental to its normal business activities. While the outcome of any of these proceedings cannot be accurately predicted, the Company does not believe the ultimate resolution of any of these existing matters would have a material adverse effect on its financial condition or results of operations.

Solar Tariff Contingency

In October 2012, the U.S. Department of Commerce (“Commerce”) announced its final determination in the anti-dumping and countervailing duty investigations of imports of solar cells manufactured in the People’s Republic of China (“PRC”), including solar modules containing such cells. Commerce’s final determination confirmed its previously published anti-dumping duty of 249.96%, in the case of the Company, and increased its countervailing duty from 3.61% to 15.24%; both duties are applied to the value of imports of solar modules containing PRC cells. Under Commerce’s determination, the anti-dumping and countervailing duties both were to apply retroactively 90 days from the date each preliminary decision was published to February 25, 2012 and December 21, 2011, respectively. On November 7, 2012, the International Trade Commission announced its final determination upholding the duties, but

eliminating the retroactive periods. Since early 2012, the Company has been importing solar modules containing PRC cells, though it ceased doing so in July 2012 in response to these duties. The Company is monitoring and evaluating its alternatives for obtaining a separate and reduced anti-dumping duty rate. Depending on whether the maximum anti-dumping duty rate of 249.96% or some lower rate applies, the Company may be liable for combined duties of up to approximately $3.3 million.

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The Company has established a reserve reflecting its current estimate of its ultimate exposure to these assessments.
Commitments as a Result of Acquisitions
Related to the Company's acquisition of FAME in the third quarter of 2012 (see Note 3), the former stockholders of FAME, who are now employees of the Company, may be entitled to receive up to an estimated $865,000 in additional consideration if FAME meets certain financial performance milestones. As of June 30, 2013 the Company had not recorded any accrual based on the valuation of the current commitment.
Related to the Company's acquisition of Applied Energy Group, Inc., ("AEG") in the third quarter of 2011, the former stockholders of AEG, who are now employees of the Company, may be entitled to receive up to $5,000,000 in additional consideration if AEG meets certain financial performance milestones. As of June 30, 2013 the Company had recorded $1,075,112 as a liability for the valuation of the current estimate.
8. GEOGRAPHIC INFORMATION
The Company attributes revenue to customers based on the location of the customer. The composition of the Company's assets at June 30, 2013 and December 31, 2012 and revenues from sales to unaffiliated customers for the three and six months ended June 30, 2013 and 2012 between those in the United States and those in other locations, is as follows:

	June 30, 2013	December 31, 2012
Assets:		
United States	$542,374,982	$597,558,426
Canada	66,987,336	77,055,425
Other	10,586,757	858,152
	$619,949,075	$675,472,003

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Revenue:				
United States	$109,697,837	$150,823,316	$205,311,654	$278,257,725
Canada	16,125,048	10,656,174	29,785,472	28,291,806
Other	429,809	2,620,415	1,291,091	4,123,743
	$126,252,694	$164,099,905	$236,388,217	$310,673,274

9. OTHER EXPENSES, NET
Other expenses, net, consisted of the following items for the three and six months ended June 30, 2013 and 2012:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012 (Restated)	2013	2012 (Restated)
Unrealized (gain) loss from derivatives	$(863,972)	349,618	$(1,253,059)	$119,752
Interest expense, net of interest income	1,064,390	924,935	$1,833,642	$2,129,253
Amortization of deferred financing fees	248,314	138,191	332,462	271,478
	$448,732	$1,412,744	$913,045	$2,520,483

10. FAIR VALUE MEASUREMENT
The Company recognizes its financial assets and liabilities at fair value on a recurring basis (at least annually). Fair value is defined as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Three levels of inputs that may be used to measure fair value are as follows:

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

Level 1: Inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.
Level 2: Inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3: Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.
The following table presents the input level used to determine the fair values of the Company's financial instruments measured at fair value on a recurring basis as of June 30, 2013 and December 31, 2012:

		Fair Value as of	
	Level	June 30, 2013	December 31, 2012
Assets:			
Interest rate swap instruments	2	$811,084	$—
Liabilities:			
Interest rate swap instruments	2	5,023,026	$8,214,582
Contingent consideration	3	1,147,408	1,147,408
Total liabilities		$6,170,434	$9,361,990

The fair value of the Company's interest rate swaps was determined using cash flow analysis on the expected cash flow of the contract in combination with observable market-based inputs, including interest rate curves and implied volatilities. As part of this valuation, the Company considered the credit ratings of the counterparties to the interest rate swaps to determine if a credit risk adjustment was required.
The fair value of the contingent consideration was estimated using probability assessments of expected future cash flows over the period in which the obligation is to be settled and applied a discount rate that appropriately captures a market participant's view of the risk associated with the obligation. The fair value of the contingent consideration is adjusted based on an updated assessment of the probability of achievement of the performance metrics and the discount factor reflecting the passage of time.
The fair value of financial instruments is determined by reference to observable market data and other valuation techniques as appropriate. The only category of financial instruments where the difference between fair value and recorded book value is notable is long-term debt. At June 30, 2013, the fair value of the Company's long-term debt was estimated using discounted cash flows analysis, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements which are considered to be level two inputs. There have been no transfers in or out of level two for the three month period ended June 30, 2013. Based on the analysis performed, the fair value and the carrying value of the Company's long-term debt are as follows:

	As of June 30, 2013		As of December 31, 2012	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Long-term debt value	$62,357,971	$64,447,318	$66,817,614	$70,539,703

The Company is also required periodically to measure certain other assets at fair value on a nonrecurring basis, including long-lived assets, goodwill and other intangible assets. The Company determined the fair value used in its annual impairment analysis with its own discounted cash flow analysis. The Company has determined the inputs used in such analysis as Level 3 inputs. The Company did not record any impairment charges on goodwill or other intangible assets as no significant events requiring non-financial assets and liabilities to be measured at fair value occurred for the six months ended June 30, 2013. The Company recorded an impairment charge on goodwill of

$1,016,325 for the year ended December 31, 2012.

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11. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

At June 30, 2013 and December 31, 2012, the following table presents information about the fair value amounts of the Company's derivative instruments:

	Derivatives as of June 30, 2013		December 31, 2012	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives Designated as Hedging Instruments:				
Interest rate swap contracts	Other assets	$811,084	Other assets	$—
Interest rate swap contracts	Other liabilities	$5,023,026	Other liabilities	$5,590,519
Derivatives Not Designated as Hedging Instruments:				
Interest rate swap contracts	Other liabilities	$—	Other liabilities	$2,624,063

All but one derivative were designated as hedging instruments for the year ended December 31, 2012 (see Note 2).
The following table presents information about the effects of the Company's derivative instruments on the condensed consolidated statements of (loss) income and condensed consolidated statements of comprehensive (loss) income:

	Location of (Gain) Loss Recognized in (Loss) Income	Amount of (Gain) Loss Recognized in (Loss) Income for the Three Months Ended June 30,		Amount of (Gain) Loss Recognized in (Loss) Income for the Six Months Ended June 30,	
		2013	2012	2013	2012
Derivatives Designated as Hedging Instruments:					
Interest rate swap contracts	Other expenses, net	$(863,972)	$—	$(986,645)	$—
Derivatives Not Designated as Hedging Instruments:					
Interest rate swap contracts	Other expenses, net	$—	$349,618	$(266,414)	$119,752

	For the Six Months Ended June 30, 2013	
	Gain Recognized in Accumulated Other Comprehensive Income	Interest Expense Reclassified from Accumulated Other Comprehensive Income
Derivatives Designated as Hedging Instruments:		
Interest rate swap contracts	$2,531,186	$900,883

12. BUSINESS SEGMENT INFORMATION

The Company reports four segments: U.S. federal, central U.S. region, other U.S. regions and Canada. Each segment provides customers with energy efficiency and renewable energy solutions. The other U.S. regions segment is an aggregation of four regions: northeast U.S., southeast U.S., southwest U.S. and northwest U.S. These regions have similar economic characteristics — in particular, expected and actual gross profit margins. In addition, they sell products

and services of a similar nature, serve similar types of customers and use similar methods to distribute their products and services. Accordingly, these four regions meet the aggregation criteria set forth in ASC 280, Segment Reporting. The “all other” category includes activities, such as certain O&M and sales of renewable energy and certain other renewable energy products, that are managed centrally at the Company’s corporate headquarters. It also includes all amortization of intangible assets and all corporate operating expenses — salaries and benefits, project development costs, and general, administrative and other — not specifically allocated to the segments. The Company does not allocate any indirect expenses to the segments. For the three months ended June 30,

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2013 and 2012, unallocated corporate expenses were $11,890,808 and $9,996,615, respectively. Income before taxes and unallocated corporate expenses for all other for the three months ended June 30, 2013 and 2012 was $5,448,485 and $4,525,291, respectively. For the six months ended June 30, 2013 and 2012, unallocated corporate expenses were $23,310,753 and $22,654,749, respectively. Income before taxes and unallocated corporate expenses for all other for the six months ended June 30, 2013 and 2012 was $10,663,030 and $8,771,523, respectively. The accounting policies are the same as those described in the summary of significant accounting policies (see Note 2).
The Company’s business segments had the following operational results for the three months ended June 30, 2013 and 2012:

Ameresco, Inc. and Subsidiaries
Segment Reporting
Three Months Ending June 30, 2013

	U.S. Federal	Central U.S. Region	Other U.S. Regions	Canada	All Other	Total
Total revenue	$12,832,574	$19,648,513	$40,722,038	$16,125,048	$36,924,521	$126,252,694
Interest income	$—	$—	$—	$11,629	$23,283	$34,912
Interest expense	$—	$—	$—	$514,793	$584,509	$1,099,302
Depreciation and amortization of intangible assets	$112,921	$10,283	$—	$192,508	$4,264,750	$4,580,462
Income (loss) before taxes	$(780,354)	$1,524,693	$4,544,167	$(1,203,935)	$(6,442,323)	$(2,357,752)
Total assets	$72,251,324	$23,685,122	$255,268,359	$50,336,156	$218,408,114	$619,949,075
Capital expenditures	$116,772	$9,400	$212,436	$225,021	$18,356,442	$18,920,071

Ameresco, Inc. and Subsidiaries
Segment Reporting
Three Months Ending June 30, 2012

	U.S. Federal	Central U.S. Region	Other U.S. Regions	Canada	All Other	Total
					(Restated)	(Restated)
Total revenue	$21,454,484	$27,273,433	$65,182,293	$10,630,056	$39,559,639	$164,099,905
Interest income	$—	$—	$—	$2,754	$1,388	$4,142
Interest expense	$—	$—	$—	$118,234	$811,383	$929,617
Depreciation and amortization of intangible assets	$32,487	$4,966	$—	$93,652	$4,638,151	$4,769,256
Income (loss) before taxes	$1,969,949	$3,706,625	$10,642,416	$(4,001,786)	$(5,471,324)	$6,845,880
Total assets	$153,902,746	$30,522,323	$266,603,024	$58,479,009	$151,168,687	$660,675,789
Capital expenditures	$10,816	$—	$744,435	$924,008	$9,121,473	$10,800,732

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AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - (Continued)

The Company's business segments had the following operational results for the six months ended June 30, 2013 and 2012:

Ameresco, Inc. and Subsidiaries
Segment Reporting
Six Months Ending June 30, 2013

	U.S. Federal	Central U.S. Region	Other U.S. Regions	Canada	All Other	Total
Total revenue	$25,936,975	$30,558,447	$76,821,589	$29,785,472	$73,285,734	$236,388,217
Interest income	$—	$—	$—	$25,575	$165,918	$191,493
Interest expense	$—	$—	$—	$672,427	$1,352,708	$2,025,135
Depreciation and amortization of intangible assets	$222,956	$15,019	$—	$385,631	$9,654,874	$10,278,480
Income (loss) before taxes	$(119,592)	$1,357,540	$8,439,204	$(1,933,991)	$(12,647,723)	$(4,904,562)
Total assets	$72,251,324	$23,685,122	$255,268,359	$50,336,156	$218,408,114	$619,949,075
Capital expenditures	$366,802	$72,297	$821,870	$386,695	$29,931,639	$31,579,303

Ameresco, Inc. and Subsidiaries
Segment Reporting
Six Months Ending June 30, 2012

	U.S. Federal	Central U.S. Region	Other U.S. Regions	Canada	All Other	Total
					(Restated)	(Restated)
Total revenue	$43,189,316	$42,721,177	$115,748,499	$28,265,688	$80,748,594	$310,673,274
Interest income	$—	$—	$—	$2,754	$6,323	$9,077
Interest expense	$—	$—	$—	$239,725	$1,898,605	$2,138,330
Depreciation and amortization of intangible assets	$135,057	$10,041	$—	$200,781	$9,362,624	$9,708,503
Income (loss) before taxes	$3,258,310	$4,496,889	$19,173,562	$(3,882,604)	$(13,883,226)	$9,162,931
Total assets	$153,902,746	$30,522,323	$266,603,024	$58,479,009	$151,168,687	$660,675,789
Capital expenditures	$700,954	$—	$1,199,211	$2,306,278	$14,035,002	$18,241,445

13. LONG-TERM DEBT

Variable-Rate Construction and Term Loans

In October 2012, the Company entered into a credit and guaranty agreement with two banks for use in providing limited recourse financing for certain of its landfill gas to energy and Solar PV projects. The credit and guaranty agreement provides for a $47,234,434 construction-to-term loan credit facility and bears interest at a variable rate. At December 31, 2012, $37,800,000 was drawn under the construction loans. During 2013, the Company drew an additional $9,434,434 under construction loans. In May 2013, the Company converted a portion of the construction loans into a term loan in accordance with the loan agreement. At June 30, 2013, $28,802,116 was outstanding under construction loans and $18,103,789 was outstanding under the term loan. The weighted average rate for these loans at June 30, 2013 was 3.27%.

Senior Secured Credit Facility - Revolver and Term Loan

On June 30, 2011, the Company amended and restated the credit and security agreement and continues as the sole borrower under the agreement. The amended and restated facility extends and expands the Company’s prior facility. The facility consists of a $60,000,000 revolving credit facility and a $40,000,000 term loan. The revolving credit facility may be increased up to an additional $25,000,000 at the Company’s option, if the lenders agree. The facility matures on June 30, 2016, and all remaining unpaid amounts outstanding under the facility will be due at that time. At June 30, 2013, $28,571,427 was outstanding under the term loan and $15,000,000 was outstanding under the revolving credit facility. Payments on the term loan are due in quarterly principal installments of $1,428,571 together with accrued but unpaid interest, with all remaining unpaid

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principal amounts due June 30, 2016. The obligations under the facility are guaranteed by certain of the Company's subsidiaries and are secured by a lien on all of the assets of the Company other than renewable energy projects that the Company owns and that are financed by others. The agreement contains certain financial covenants. In light of the Company's results during the second half of 2012 and continuing into the first half of 2013, the minimum EBITDA covenant has been suspended for interim periods during 2013. At June 30, 2013 the Company was in compliance with all financial covenants.

14. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date of this filing. There were no subsequent events to report.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and the related notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2012 included in our Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 18, 2013 with the U.S. Securities and Exchange Commission, or SEC. This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements, other than statements of historical fact, including statements that refer to projections regarding our future financial performance, our anticipated growth and trends in our businesses, our future capital needs and capital expenditures; our future market position and competitive changes in the marketplace for our services; our ability to integrate new technologies into our services; our ability to access credit or capital markets; our reliance on subcontractors; potential acquisitions or divestitures; the continued availability of key personnel; and other characterizations of future events or circumstances are forward-looking statements. These statements are often, but not exclusively, identified by the use of words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimat "target," "project," "predict" or "continue," and similar expressions or variations. These forward-looking statements are based on current expectations and assumptions that are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially and adversely from future results expressed or implied by such forward-looking statements. Risks, uncertainties and factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled "Risk Factors," set forth in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012 and elsewhere in this Report. The forward-looking statements in this Quarterly Report on Form 10-Q represent our views as of the date of this Quarterly Report on Form 10-Q. Subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we undertake no obligation to do so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report on Form 10-Q.

Overview

Ameresco is a leading provider of energy efficiency solutions for facilities throughout North America. We provide solutions that enable customers to reduce their energy consumption, lower their operating and maintenance costs and realize environmental benefits. Our comprehensive set of services includes upgrades to a facility's energy infrastructure and the construction and operation of small-scale renewable energy plants.

We report results under ASC 280, Segment Reporting, for four segments: U.S. federal, central U.S. region, other U.S. regions and Canada. Each segment provides customers with energy efficiency and renewable energy solutions. These segments do not include results of other activities, such as certain operations and maintenance, or O&M, and sales of renewable energy and certain other renewable energy products, that are managed centrally at our corporate headquarters, or corporate operating expenses not specifically allocated to the segments. See Note 12 to our unaudited condensed consolidated financial statements appearing in Part I, Item 1 of this Quarterly Report on Form 10-Q.

In addition to organic growth, strategic acquisitions of complementary businesses and assets have been an important part of our historical development. Since inception, we have completed numerous acquisitions, which have enabled us to broaden our service offerings and expand our geographical reach. Our acquisition of the energy services business of Duke Energy in 2002 expanded our geographical reach into Canada and the southeastern United States and enabled us to penetrate the federal government market for energy efficiency projects. The acquisition of the energy services business of Exelon in 2004 expanded our geographical reach into the Midwest. Our acquisition of the energy services business of Northeast Utilities in 2006 substantially grew our capability to provide services for the federal market and in Europe. Our acquisition of Southwestern Photovoltaic in 2007 significantly expanded our offering of solar energy products and services. Our acquisition of energy services company Quantum Engineering and Development, Inc., or

Quantum, in 2010 expanded our geographical reach into the northwest U.S.

We made three acquisitions in 2011. Our acquisition of energy efficiency and demand side management consulting services provider Applied Energy Group, Inc., or AEG, expanded our service offering to utility customers. Our acquisition of APS Energy Services Company, Inc., which we renamed Ameresco Southwest, a company that provides a full range of integrated energy efficiency and renewable energy solutions, strengthened our geographical position in the southwest U.S. Our

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acquisition of the xChangePoint® and energy projects businesses from Energy and Power Solutions, Inc., which we operate as Ameresco Intelligent Systems, or AIS, expanded our service offerings to private sector commercial and industrial customers. AIS offers energy efficiency solutions to customers across North America encompassing the food and beverage, meat, dairy, paper, aerospace, oil and gas and REIT industries.

Our acquisition of infrastructure asset management solutions provider FAME Facility Software Solutions Inc. in 2012 expanded our asset planning consulting and software services offerings and our geographical position in western Canada. Our acquisition of the business of Ennovate Corporation, or Ennovate, in the first quarter of 2013 increased our footprint and penetration in the Rocky Mountain area. Our acquisition of energy management consulting companies The Energy Services Partnership Limited and ESP Response Limited, or together ESP, in the second quarter of 2013 added a local presence in the United Kingdom, expertise and seasoned energy industry professionals to support multi-national customers of our enterprise energy management service offerings.

Energy Savings Performance and Energy Supply Contracts

For our energy efficiency projects, we typically enter into energy savings performance contracts, or ESPCs, under which we agree to develop, design, engineer and construct a project and also commit that the project will satisfy agreed-upon performance standards that vary from project to project. These performance commitments are typically based on the design, capacity, efficiency or operation of the specific equipment and systems we install. Our commitments generally fall into three categories: pre-agreed, equipment-level and whole building-level. Under a pre-agreed energy reduction commitment, our customer reviews the project design in advance and agrees that, upon or shortly after completion of installation of the specified equipment comprising the project, the commitment will have been met. Under an equipment-level commitment, we commit to a level of energy use reduction based on the difference in use measured first with the existing equipment and then with the replacement equipment. A whole building-level commitment requires demonstration of energy usage reduction for a whole building, often based on readings of the utility meter where usage is measured. Depending on the project, the measurement and demonstration may be required only once, upon installation, based on an analysis of one or more sample installations, or may be required to be repeated at agreed upon intervals generally over up to 20 years.

Under our contracts, we typically do not take responsibility for a wide variety of factors outside our control and exclude or adjust for such factors in commitment calculations. These factors include variations in energy prices and utility rates, weather, facility occupancy schedules, the amount of energy-using equipment in a facility, and the failure of the customer to operate or maintain the project properly. Typically, our performance commitments apply to the aggregate overall performance of a project rather than to individual energy efficiency measures. Therefore, to the extent an individual measure underperforms, it may be offset by other measures that overperform during the same period. In the event that an energy efficiency project does not perform according to the agreed-upon specifications, our agreements typically allow us to satisfy our obligation by adjusting or modifying the installed equipment, installing additional measures to provide substitute energy savings, or paying the customer for lost energy savings based on the assumed conditions specified in the agreement. See "We may have liability to our customers under our ESPCs if our projects fail to deliver the energy use reductions to which we are committed under the contract" in Item 1A, Risk Factors in our Annual Report on Form 10-K.

Payments by the federal government for energy efficiency measures are based on the services provided and the products installed, but are limited to the savings derived from such measures, calculated in accordance with federal regulatory guidelines and the specific contract's terms. The savings are typically determined by comparing energy use and other costs before and after the installation of the energy efficiency measures, adjusted for changes that affect energy use and other costs but are not caused by the energy efficiency measures.

For projects involving the construction of a small-scale renewable energy plant that we own and operate, we enter into long-term contracts to supply the electricity, processed landfill gas, or LFG, heat or cooling generated by the plant to the customer, which is typically a utility, municipality, industrial facility or other large purchaser of energy. The rights to use the site for the plant and purchase of renewable fuel for the plant are also obtained by us under long-term agreements with terms at least as long as the associated output supply agreement. Our supply agreements typically

provide for fixed prices or prices that escalate at a fixed rate or vary based on a market benchmark. See “We may assume responsibility under customer contracts for factors outside our control, including, in connection with some customer projects, the risk that fuel prices will increase” in Item 1A, Risk Factors in our Annual Report on Form 10-K.

Project Financing

To finance projects with federal governmental agencies, we typically sell to third-party lenders our right to receive a portion of the long-term payments from the customer arising out of the project for a purchase price reflecting a discount to the aggregate amount due from the customer. The purchase price is generally advanced to us over the implementation period based on completed work or a schedule predetermined to coincide with the construction of the project. Under the terms of these financing arrangements, we are required to complete the construction or installation of the project in accordance with the contract with our customer, and the debt remains on our consolidated balance sheet until the completed project is accepted by the customer. Once the completed project is accepted by the customer, the financing is treated as a true sale and the related receivable and financing liability are removed from our consolidated balance sheet.

Institutional customers, such as state, provincial and local governments, schools and public housing authorities, typically finance their energy efficiency and renewable energy projects through either tax-exempt leases or issuances of municipal bonds. We assist in the structuring of such third-party financing.

In some instances, customers prefer that we retain ownership of the renewable energy plants and related project assets that we construct for them. In these projects, we typically enter into a long-term supply agreement to furnish electricity, gas, heat or cooling to the customer's facility. To finance the significant upfront capital costs required to develop and construct the plant, we rely either on our internal cash flow or, in some cases, third-party debt. For project financing by third-party lenders, we typically establish a separate subsidiary, usually a limited liability company, to own the project assets and related contracts. The subsidiary contracts with us for construction and operation of the project and enters into a financing agreement directly with the lenders. Additionally, we will provide assurance to the lender that the project will achieve commercial operation. Although the financing is secured by the assets of the subsidiary and a pledge of our equity interests in the subsidiary, and is non-recourse to Ameresco, Inc., we may from time to time determine to provide financial support to the subsidiary in order to maintain rights to the project or otherwise avoid the adverse consequences of a default. The amount of such financing is included on our consolidated balance sheet.

In addition to project-related debt, we currently maintain a $100 million senior secured credit facility with a group of commercial banks to finance our working capital needs. See "—Senior Secured Credit Facility—Revolver and Term Loan" below.

Effects of Seasonality

We are subject to seasonal fluctuations and construction cycles, particularly in climates that experience colder weather during the winter months, such as the northern United States and Canada, or at educational institutions, where large projects are typically carried out during summer months when their facilities are unoccupied. In addition, government customers, many of which have fiscal years that do not coincide with ours, typically follow annual procurement cycles and appropriate funds on a fiscal-year basis even though contract performance may take more than one year. Further, government contracting cycles can be affected by the timing of, and delays in, the legislative process related to government programs and incentives that help drive demand for energy efficiency and renewable energy projects. As a result, our revenue and operating income in the third quarter are typically higher, and our revenue and operating income in the first quarter are typically lower, than in other quarters of the year. As a result of such fluctuations, we may occasionally experience declines in revenue or earnings as compared to the immediately preceding quarter, and comparisons of our operating results on a period-to-period basis may not be meaningful.

Our annual and quarterly financial results are also subject to significant fluctuations as a result of other factors, many of which are outside our control. See "Our operating results may fluctuate significantly from quarter to quarter and may fall below expectations in any particular fiscal quarter" in Item 1A, Risk Factors in our Annual Report on Form 10-K.

Backlog and Awarded Projects

Total construction backlog represents projects that are active within our ESPC sales cycle. Our sales cycle begins with the initial contact with the customer and ends, when successful, with a signed contract, also referred to as fully-contracted backlog. Historically, our sales cycle typically has averaged 12 to 36 months. Awarded backlog is

created when a potential customer awards a project to Ameresco following a request for proposal. Once a project is awarded but not yet contracted, we typically conduct a detailed energy audit to determine the scope of the project as well as identify the savings that may be expected to be generated from upgrading the customer's energy infrastructure. At this point, we also determine the sub-contractor, what equipment will be used, and assist in arranging for third party financing, as applicable. Historically, awarded projects typically have taken 6 to 12 months to result in a signed contract and thus convert to fully-contracted backlog. It may take longer,

however, depending upon the size and complexity of the project. Further, at times in the past we have experienced periods during which the portion of the sales cycle for converting awarded project to signed contracts has lengthened. Recently, we have been experiencing an unusually sustained lengthening of conversion times. Continued U.S. federal fiscal uncertainty not only has contributed to a lengthening of our sales cycle for U.S. federal projects, but also has adversely affected both municipal and commercial customers across most geographic regions. We have observed among our existing and prospective customer base increased scrutiny of decisions about spending and about incurring debt to finance projects. For example, we have observed increased use of outside consultants and advisors, as well as adoption of additional approval steps, by many of our customers, which has resulted in a lengthening of the sales cycle. We expect this trend to continue in 2013. After the customer and Ameresco agree to the terms of the contract and the contract becomes executed, the project moves to fully-contracted backlog. The contracts reflected in our fully-contracted backlog typically have a construction period of 12 to 24 months and we typically expect to recognize revenue for such contracts over the same period. Fully-contracted backlog begins converting into revenue generated from backlog on a percentage-of-completion basis once construction has commenced. See "We may not recognize all revenue from our backlog or receive all payments anticipated under awarded projects and customer contracts" and "In order to secure contracts for new projects, we typically face a long and variable selling cycle that requires significant resource commitments and requires a long lead time before we realize revenue" in Item 1A, Risk Factors in our Annual Report on Form 10-K.

As of June 30, 2013, we had backlog of approximately $324 million in expected future revenue under signed customer contracts for the installation or construction of projects, which we sometimes refer to as fully-contracted backlog; and we also had been awarded projects for which we do not yet have signed customer contracts with estimated total future revenue of an additional $1.113 billion. As of June 30, 2012, we had fully-contracted backlog of approximately $391 million in expected future revenue under signed customer contracts for the installation or construction of projects; and we also had been awarded projects for which we had not yet signed customer contracts with estimated total future revenue of an additional $909 million.

Financial Operations Overview

Revenue

We derive revenue from energy efficiency and renewable energy products and services. Our energy efficiency products and services include the design, engineering and installation of equipment and other measures to improve the efficiency and control the operation of a facility's energy infrastructure. Our renewable energy products and services include: the construction of small-scale plants that produce electricity, gas, heat or cooling from renewable sources of energy and the sale of such electricity, processed LFG, heat or cooling from plants that we own, which, for those plants that we own and operate, we refer to collectively as small scale infrastructure; and the sale and installation of photovoltaic solar energy products and systems, or integrated-PV.

While in any particular quarter a single customer may account for more than ten percent of revenue, for the three and six months ended June 30, 2013 and 2012, no one customer accounted for more than ten percent of our total revenue.

Direct Expenses and Gross Margin

Direct expenses include the cost of labor, materials, equipment, subcontracting and outside engineering that are required for the development and installation of our projects, as well as preconstruction costs, sales incentives, associated travel, inventory obsolescence charges, amortization of intangible assets related to customer contracts, and, if applicable, costs of procuring financing. A majority of our contracts have fixed price terms; however, in some cases we negotiate protections, such as a cost-plus structure, to mitigate the risk of rising prices for materials, services and equipment.

Direct expenses also include O&M costs for the small-scale renewable energy plants that we own, including the cost of fuel (if any) and depreciation charges.

As a result of several of our acquisitions, we have intangible assets related to customer contracts; these are amortized over a period of approximately one to five years from the respective date of acquisition. This amortization is recorded as a direct expense for energy efficiency. For the three months ended June 30, 2013 and 2012, we recorded

amortization expense of $0.2 million and $0.6 million, respectively, related to customer contracts. For the six months ended June 30, 2013 and 2012, we recorded amortization expense of $0.5 million and $1.6 million, respectively, related to customer contracts. Amortization expense related to these intangible assets is included in energy efficiency expenses in the condensed consolidated statements of (loss) income.

Gross margin, which is gross profit as a percent of revenue, is affected by a number of factors, including the type of services performed and the geographic region in which the sale is made. Renewable energy projects that we own and operate typically have higher margins than energy efficiency projects, and sales in the United States typically have higher margins than in Canada due to the typical mix of products and services that we sell there.

In addition, gross margin frequently varies across the construction period of a project. Our expected gross margin on, and expected revenue for, a project are based on budgeted costs. From time to time, a portion of the contingencies reflected in budgeted costs are not incurred due to strong execution performance. In that case, and generally at project completion, we recognize revenue for which there is no further corresponding direct expense. As a result, gross margin tends to be back-loaded for projects with strong execution performance; this explains the gross margin improvement that occurs from time to time at project closeout. We refer to this gross margin improvement at the time of project completion as a project closeout.

Operating Expenses

Operating expenses consist of salaries and benefits, project development costs, and general, administrative and other expenses.

Salaries and benefits. Salaries and benefits consist primarily of expenses for personnel not directly engaged in specific project or revenue generating activity. These expenses include the time of executive management, legal, finance, accounting, human resources, information technology and other staff not utilized in a particular project. We employ a comprehensive time card system which creates a contemporaneous record of the actual time by employees on project activity.

Project development costs. Project development costs consist primarily of sales, engineering, legal, finance and third-party expenses directly related to the development of a specific customer opportunity. This also includes associated travel and marketing expenses.

General, administrative and other expenses. These expenses consist primarily of rents and occupancy, professional services, insurance, unallocated travel expenses, telecommunications, office expenses and amortization of intangible assets not related to customer contracts. Professional services consist principally of recruiting costs, external legal, audit, tax and other consulting services. For the three months ended June 30, 2013 and 2012, we recorded amortization expense of $0.7 million and $0.7 million, respectively, related to customer relationships, non-compete agreements, technology and trade names. For the six months ended June 30, 2013 and 2012, we recorded amortization expense of $1.3 million and $1.3 million, respectively, related to customer relationships, non-compete agreements, technology and trade names. Amortization expense related to these intangible assets is included in general, administrative and other expenses in the condensed consolidated statements of (loss) income.

Other Expenses, Net

Other expenses, net consists primarily of interest income on cash balances, interest expense on borrowings, amortization of deferred financing costs and unrealized gains and losses on derivatives not accounted for as hedges. Interest expense will vary periodically depending on the amounts drawn on our revolving senior secured credit facility and the prevailing short-term interest rates.

Provision for Income Taxes

The provision for income taxes is based on various rates set by federal and local authorities and is affected by permanent and temporary differences between financial accounting and tax reporting requirements.

Critical Accounting Policies and Estimates

This discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expense and related disclosures. The most significant estimates with regard to these condensed consolidated financial statements relate to estimates of final contract profit in accordance with long-term contracts, project development costs, project assets, impairment of goodwill, impairment of long-lived assets, fair value of derivative financial

instruments, income taxes and stock-based compensation expense. Such estimates and assumptions are based on historical experience and on various other factors that management believes to be reasonable under the circumstances. Estimates and assumptions are made on an ongoing basis, and accordingly, the actual results may differ from these estimates under different assumptions or conditions.

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The following are certain critical accounting policies that among others, affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements. For a more complete discussion of our critical accounting policies and estimates, please read Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K.

Revenue Recognition

For each arrangement we have with a customer, we typically provide a combination of one or more of the following services or products:

- installation or construction of energy efficiency measures, facility upgrades and/or a renewable energy plant to be owned by the customer;
- sale and delivery, under long-term agreements, of electricity, gas, heat, chilled water or other output of a renewable energy or central plant that we own and operate;
- sale and delivery of photovoltaic, or PV, equipment and other renewable energy products for which we are a distributor, whether under our own brand name or for others; and
- O&M services provided under long-term O&M agreements, as well as consulting services.

Often, we will sell a combination of these services and products in a bundled arrangement. We divide bundled arrangements into separate deliverables and revenue is allocated to each deliverable based on the relative selling price. The relative selling price is determined using third party evidence or management’s best estimate of selling price.

We recognize revenue from the installation or construction of a project on a percentage-of-completion basis. The percentage-of-completion for each project is determined on an actual cost-to-estimated final cost basis. In accordance with industry practice, we include in current assets and liabilities the amounts of receivables related to construction projects that are payable over a period in excess of one year. We recognize revenue associated with contract change orders only when the authorization for the change order has been properly executed and the work has been performed and accepted by the customer.

When the estimate on a contract indicates a loss, or claims against costs incurred reduce the likelihood of recoverability of such costs, our policy is to record the entire expected loss immediately, regardless of the percentage of completion.

Deferred revenue represents circumstances where (i) there has been a receipt of cash from the customer for work or services that have yet to be performed, (ii) receipt of cash where the product or service may not have been accepted by the customer or (iii) when all other revenue recognition criteria have been met, but an estimate of the final total cost cannot be determined. Deferred revenue will vary depending on the timing and amount of cash receipts from customers and can vary significantly depending on specific contractual terms. As a result, deferred revenue is likely to fluctuate from period to period. Unbilled revenue, presented as costs and estimated earnings in excess of billings, represent amounts earned and billable that were not invoiced at the end of the fiscal period.

We recognize revenue from the sale and delivery of products, including the output of our renewable energy plants, when produced and delivered to the customer, in accordance with the specific contract terms, provided that persuasive evidence of an arrangement exists, our price to the customer is fixed or determinable and collectability is reasonably assured.

We recognize revenue from O&M contracts and consulting services as the related services are performed.

For a limited number of contracts under which we receive additional revenue based on a share of energy savings, we recognize such additional revenue as energy savings are generated.

Project Assets

We capitalize interest costs relating to construction financing during the period of construction. The interest capitalized is included in the total cost of the project at completion. The amount of interest capitalized for the three months ended June 30, 2013 and 2012 was $0.3 million and $0.4 million, respectively. The amount of interest capitalized for the six months ended June 30, 2013 and 2012 was $0.7 million and $0.4 million, respectively.

Routine maintenance costs are expensed in the current year’s condensed consolidated statements of (loss) income to the extent that they do not extend the life of the asset. Major maintenance, upgrades and overhauls are required for

certain components of our assets. In these instances, the costs associated with these upgrades are capitalized and are depreciated over the shorter of the life of the asset or until the next required major maintenance or overhaul period. Gains or losses on disposal

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of property and equipment are reflected in general, administrative and other expenses in the condensed consolidated statements of (loss) income.

We evaluate our long-lived assets for impairment as events or changes in circumstances indicate the carrying value of these assets may not be fully recoverable. We evaluate recoverability of long-lived assets to be held and used by estimating the undiscounted future cash flows before interest associated with the expected uses and eventual disposition of those assets. When these comparisons indicate that the carrying value of those assets is greater than the undiscounted cash flows, we recognize an impairment loss for the amount that the carrying value exceeds the fair value.

Derivative Financial Instruments

We account for our interest rate swaps as derivative financial instruments in accordance with the related guidance. Under this guidance, derivatives are carried on our consolidated balance sheet at fair value. The fair value of our interest rate swaps is determined based on observable market data in combination with expected cash flows for each instrument.

We follow the guidance which expands the disclosure requirements for derivative instruments and hedging activities. In the normal course of business, we utilize derivative contracts as part of our risk management strategy to manage exposure to market fluctuations in interest rates. These instruments are subject to various credit and market risks. Controls and monitoring procedures for these instruments have been established and are routinely reevaluated. Credit risk represents the potential loss that may occur because a party to a transaction fails to perform according to the terms of the contract. The measure of credit exposure is the replacement cost of contracts with a positive fair value. We seek to manage credit risk by entering into financial instrument transactions only through counterparties that we believe to be creditworthy. Market risk represents the potential loss due to the decrease in the value of a financial instrument caused primarily by changes in interest rates. We seek to manage market risk by establishing and monitoring limits on the types and degree of risk that may be undertaken. As a matter of policy, we do not use derivatives for speculative purposes.

We are exposed to interest rate risk through our borrowing activities. A portion of our project financing includes four credit facilities, both project related and corporate, that utilize a variable rate swap instrument.

- Prior to December 31, 2009, we entered into two 15-year interest rate swap contracts under which we agreed to pay an amount equal to a specified fixed rate of interest times a notional principal amount, and to, in turn, receive an amount equal to a specified variable rate of interest times the same notional principal amount.
- During the year ended December 31, 2010, we entered into a 14-year interest rate swap contract under which we agreed to pay an amount equal to a specified fixed rate of interest times a notional principal amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount.
- In July 2011, we entered into a five-year interest rate swap contract under which we agreed to pay an amount equal to a specified fixed rate of interest times a notional amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The 2011 swap covers an initial notional amount of approximately $38.6 million variable rate note at a fixed interest rate of 1.965% and expires in June 2016.
- In October 2012, and in connection with a construction and term loan, we entered into two eight-year interest rate swap contracts under which we agreed to pay an amount equal to a specified fixed rate of interest times a notional principal amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The swaps have an initial notional amount of $16.8 million, which increases to $42.2 million on September 30, 2013, at a fixed rate of 1.71%, and expires in March 2020.
- In October 2012, we also entered into two eight-year forward starting interest rate swap contracts under which we agreed to pay an amount equal to specified fixed rate of interest times a notional amount, and to in turn receive an amount equal to a specified variable rate of interest times the same notional principal amount. The swaps cover an initial notional amount of $25.4 million variable rate note at a fixed interest rate of 3.70%, with an effective date of March 31, 2020, and expires in June 2028.

We entered into each of the interest rate swap contracts as an economic hedge.

We recognize all derivatives in our condensed consolidated financial statements at fair value.
The interest rate swaps that we entered into prior to December 31, 2009 qualified, but were not designated as cash flow hedges until April 1, 2010. Accordingly, any changes in fair value through March 31, 2010 were reported in other income

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(expense) in our condensed consolidated statements of (loss) income at fair value, and in the condensed consolidated statements of comprehensive (loss) income thereafter. Cash flows from these derivative instruments are reported as operating activities on the condensed consolidated statements of cash flows.
The interest rate swap that we entered into in March 2010 was a floating-to-fixed interest rate swap. Effective March 29, 2013, we have designated the March 2010 interest rate swap as a hedge using the "long-haul" method. See Note 2, Restatement, of "Notes to Condensed Consolidated Financial Statements" appearing in Item 1 of this Form 10-Q.
The interest rate swaps that we entered into during 2011 and 2012 qualify, and have been designated, as cash flow hedges.
We recognize the fair value of derivative instruments designated as hedges in our consolidated balance sheets and any changes in the fair value are recorded as adjustments to other comprehensive income (loss).

Business Segments

We report four segments: U.S. federal, central U.S. region, other U.S. regions and Canada. Each segment provides customers with energy efficiency and renewable energy solutions. The other U.S. regions segment is an aggregation of four regions: northeast U.S., southeast U.S., southwest U.S. and northwest U.S. These regions have similar economic characteristics — in particular, expected and actual gross profit margins. In addition, they sell products and services of a similar nature, serve similar types of customers and use similar methods to distribute their products and services. Accordingly, these four regions meet the aggregation criteria set forth in ASC 280. The "all other" category includes activities, such as certain O&M and sales of renewable energy and certain other renewable energy products, that are managed centrally at our corporate headquarters. It also includes all amortization of intangible assets and all corporate operating expenses — salaries and benefits, project development costs, and general, administrative and other — not specifically allocated to the segments. We do not allocate any indirect expenses to the segments.

Results of Operations

Three Months Ended June 30, 2013 and 2012

The following table sets forth certain financial data from the condensed consolidated statements of (loss) income, that data expressed as a percentage of revenue and percentage changes in that data for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,				
(in $'000s)	2013 (a)	% of Revenue	2012 (Restated) (b)	% of Revenue	% change ((a-b)/b)
Revenue:					
Energy efficiency revenue	$85,251	67.5 %	$119,819	73.0 %	(28.9)%
Renewable energy revenue	41,002	32.5 %	44,281	27.0 %	(7.4)%
	126,253	100.0 %	164,100	100.0 %	(23.1)%
Direct expenses:					
Energy efficiency expenses	69,753		97,873		(28.7)%
Renewable energy expenses	33,117		35,069		(5.6)%
	102,870	81.5 %	132,942	81.0 %	(22.6)%
Gross profit	23,383	18.5 %	31,158	19.0 %	(25.0)%
Total operating expenses	25,292	20.0 %	22,899	14.0 %	10.4 %
Operating (loss) income	(1,909)	(1.5)%	8,259	5.0 %	(123.1)%
Other expenses, net	449	0.4 %	1,413	0.9 %	(68.2)%
(Loss) income before (benefit) provision for income taxes	(2,358)	(1.9)%	6,846	4.2 %	(134.4)%
Income tax (benefit) provision	(577)	(0.5)%	2,027	1.2 %	(128.5)%
Net (loss) income	$(1,781)	(1.4)%	$4,819	2.9 %	(137.0)%

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Revenue

The following table sets forth a comparison of our revenue by mix for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
Revenue:				
Energy efficiency revenue	$85,251	$119,819	$(34,568)	(28.9)%
Renewable energy revenue	41,002	44,281	(3,279)	(7.4)%
	$126,253	$164,100	$(37,847)	(23.1)%

Total revenue. We derive a majority of our revenue from energy efficiency products and services, which accounted for approximately 67.5% and 73.0% of total revenue for the second quarter of 2013 and 2012, respectively. Total revenue was down for the second quarter of 2013 compared to the second quarter of 2012 primarily due to the lagged effect of the unusually sustained lengthening of conversion times from awarded projects to signed contracts that we have been experiencing since 2012. We believe this has resulted from continued U.S. federal fiscal uncertainty, which not only has contributed to a lengthening of our sales cycle for U.S. federal projects, but also has adversely affected both municipal and commercial customers across most geographic regions. We have observed among our existing and prospective customer base increased scrutiny of decisions about spending and about incurring debt to finance projects. For example, we have observed increased use of outside consultants and advisors, as well as adoption of additional approval steps, by many of our customers, which has resulted in a lengthening of the sales cycle. We expect this trend to continue through 2013.

Energy efficiency revenue. Energy efficiency revenue decreased by $34.6 million, or 28.9%, in the second quarter of 2013 compared to the second quarter of 2012. Declines in our U.S. federal, central U.S. region and other U.S. regions segments during the second quarter reflect the lagged effect of delays in converting awarded projects to signed contracts.

Renewable energy revenue. Renewable energy revenue decreased by 7.4%, or $3.3 million, in the second quarter of 2013 compared to the second quarter of 2012 primarily due to a decline in revenue from integrated-PV and delays in renewable energy projects for customers.

Revenue from customers outside the United States, principally Canada, was $16.6 million in the second quarter of 2013, compared with $13.3 million in the second quarter of 2012.

Business Segment Revenue

The following table sets forth a comparison of our business segment revenue for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
U.S. Federal	$12,833	$21,455	$(8,622)	(40.2)%
Central U.S. Region	19,648	27,273	(7,625)	(28.0)%
Other U.S. Regions	40,722	65,182	(24,460)	(37.5)%
Canada	16,125	10,630	5,495	51.7%
All Other	36,925	39,560	(2,635)	(6.7)%
Total	$126,253	$164,100	$(37,847)	(23.1)%

- Total revenue for the U.S. federal segment decreased from the second quarter of 2012 to the second quarter of 2013 by $8.6 million, or 40.2%, to $12.8 million primarily due to the lagged effect of fewer projects entering the construction phase during 2012 and continuing in the first half of 2013 resulting from delays in converting awarded projects to signed contracts as discussed above.
-

Total revenue for the central U.S. region segment decreased from the second quarter of 2012 to the second quarter of 2013 by $7.6 million, or 28.0%, to $19.6 million primarily due to the timing of awarded conversion activity and an unseasonably strong second quarter in 2012.

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- Total revenue for the other U.S. regions segment decreased from the second quarter of 2012 to the second quarter of 2013 by $24.5 million, or 37.5%, to $40.7 million, primarily due to most regions within the segment experiencing a lengthening of conversion times from awarded projects to signed contracts in the last half of 2012 and continuing in 2013.
- Total revenue for the Canada segment increased from the second quarter of 2012 to the second quarter of 2013 by $5.5 million, or 51.7%, to $16.1 million primarily due to implementation of a large project that entered construction in the first quarter of 2013.
- Total revenue not allocated to segments and presented as all other decreased from the second quarter of 2012 to the second quarter of 2013 by $2.6 million, or 6.7%, to $36.9 million primarily due to decreases in integrated-PV, AIS and AEG.

Direct Expenses and Gross Profit

The following table sets forth a comparison of our direct expenses and gross profit for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
Revenue:				
Energy efficiency revenue	85,251	119,819	$(34,568)	(28.9)%
Renewable energy revenue	41,002	44,281	(3,279)	(7.4)%
	126,253	164,100	(37,847)	(23.1)%
Direct expenses:				
Energy efficiency expenses	69,753	97,873	(28,120)	(28.7)%
Renewable energy expenses	33,117	35,069	(1,952)	(5.6)%
	102,870	132,942	(30,072)	(22.6)%
Gross profit:	$23,383	$31,158	$(7,775)	(25.0)%
Energy efficiency gross margin	18.2%	18.3%		(0.1)%
Renewable energy gross margin	19.2%	20.8%		(1.6)%
Gross profit %	18.5%	19.0%		(0.5)%

Total direct expenses. The majority of our expenses are incurred in connection with energy efficiency projects for which expenses represented approximately 81.8% and 81.7% of corresponding revenue for the three months ended June 30, 2013 and 2012, respectively. Total direct expenses decreased by $30.1 million, or 22.6%, from the second quarter of 2012 to the second quarter of 2013, consistent with the decline in revenue.

Energy efficiency. Energy efficiency gross margin decreased slightly from 18.3% in the second quarter of 2012 to 18.2% in the second quarter of 2013, attributable to a slight shift toward lower margin projects and offerings.

Renewable energy. Renewable energy gross margin decreased from 20.8% in the second quarter of 2012 to 19.2% in the second quarter of 2013 primarily due to additional project costs in excess of budget combined with lower revenue.

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Operating Expenses

The following table sets forth a comparison of our operating expenses as a percentage of revenue for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,					
	2013	% of	2012	% of	$ change	% change
(in $'000s)	(a)	Revenue	(b)	Revenue	(a-b)	((a-b)/b)
Revenue	$126,253		$164,100			
Operating expenses:						
Salaries and benefits	$10,775	8.5 %	11,559	7.0 %	$(784)	(6.8)%
Project development costs	5,039	4.0 %	3,831	2.3 %	1,208	31.5 %
General, administrative and other	9,478	7.5 %	7,509	4.6 %	1,969	26.2 %
	$25,292	20.0 %	$22,899	14.0 %	$2,393	10.5 %

Salaries and benefits. Salaries and benefits decreased by $0.8 million, or 6.8%, from the second quarter of 2012 to the second quarter of 2013 primarily due to continued improved utilization rates and fine-tuning of the organization during 2012.

Project development costs. Project development costs increased by $1.2 million, or 31.5%, from the second quarter of 2012 to the second quarter of 2013, reflecting our efforts to increase project development activity and convert awarded projects to signed contracts.

General, administrative and other. General, administrative and other expenses increased by $2.0 million, or 26.2%, from the second quarter of 2012 to the second quarter of 2013 primarily due to professional fees and other expenses.

Other Expenses, Net

The following table shows the activity in other expenses, net for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,	
(in $'000s)	2013	2012 (Restated)
Unrealized (gain) loss from derivatives	$(864)	350
Interest expense, net of interest income	1,064	925
Amortization of deferred financing costs	248	138
	$449	$1,413

Other expenses, net, in the second quarter of 2013 decreased by $1.0 million from the second quarter of 2012 primarily due to unrealized gains from derivatives related to the favorable effect of rising interest rates on our interest rate swaps, as compared with an unrealized loss in the second quarter of 2012.

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(Loss) Income Before Taxes

The following table sets forth a comparison of our (loss) income before taxes for the three months ended June 30, 2013 and 2012:

	Three Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
U.S. Federal	$(780)	$1,970	$(2,750)	(139.6)%
Central U.S. Region	1,525	3,707	(2,182)	(58.9)%
Other U.S. Regions	4,544	10,642	(6,098)	(57.3)%
Canada	(1,204)	(4,002)	2,798	(69.9)%
All Other	(6,442)	(5,471)	(971)	17.7%
Total	$(2,358)	$6,846	$(9,203)	(134.4)%

(Loss) income before taxes decreased from the second quarter of 2012 to the second quarter of 2013 by $9.2 million, or 134.4%, due primarily to the decrease in revenue and increase in operating expenses, both described above.

Business Segment (Loss) Income Before Taxes

- Loss before taxes for the U.S. federal segment decreased from the second quarter of 2012 to the second quarter of 2013 by $2.8 million, or 139.6%, to $(0.8) million. The decrease was primarily due to lower revenue as described above combined with a decrease in operating leverage.
- Income before taxes for the central U.S. region segment decreased from the second quarter of 2012 to the second quarter of 2013 by $2.2 million, or 58.9%, to $1.5 million. The decrease was primarily due to lower revenue as described above combined with a decrease in operating leverage.
- Income before taxes for the other U.S. regions segment decreased from the second quarter of 2012 to the second quarter of 2013 by $6.1 million, or 57.3%, to $4.5 million. The decrease was primarily due to lower revenue as described above combined with a decrease in operating leverage.
- Loss before taxes for the Canada segment improved from the second quarter of 2012 to the second quarter of 2013 by $2.8 million, or 69.9%, to $(1.2) million. The improvement was primarily due to the increase in revenue described above.
- The loss before taxes not allocated to segments and presented as all other widened from the second quarter of 2012 to the second quarter of 2013 by $1.0 million, or 17.7%, to $(6.4) million. The decrease in revenue described above and unallocated corporate expenses were partially offset by improved operating margin.

Provision for Income Taxes

The (benefit) provision for income taxes was $(0.6) million in the second quarter of 2013, compared to $2.0 million for the second quarter of 2012. The estimated annual effective tax rate applied in the second quarter of 2013 was 24.5%, compared to 29.6% in 2012, due to an increase in the relative impact on the estimated annual effective tax rate of the deduction under Section 179D of the Internal Revenue Code, or Section 179D. The principal reasons for the difference between the statutory rate and the estimated annual effective rate were the effects of deductions permitted under Section 179D, which relate to the installation of certain energy efficiency equipment in federal, state, provincial and local government-owned buildings, as well as tax credits to which we are entitled from plants we own.

Net (Loss) Income

Net (loss) income decreased in the second quarter of 2013 by $6.6 million, or 137.0%, to a loss of $1.8 million compared to income of $4.8 million in the second quarter of 2012 due primarily to the decline in pre-tax income as explained above. Earnings per share in the second quarter of 2013 was $(0.04) per basic share, representing a decrease of $0.15, or 136.4%, and $(0.04) per diluted share, representing a decrease of $0.14, or 140.0%.

Six Months Ended June 30, 2013 and 2012

The following table sets forth certain financial data from the condensed consolidated statements of income, that data expressed as a percentage of revenue and percentage changes in that data for the six months ended June 30, 2013 compared with the same period in 2012:

	Six Months Ended June 30,				
	2013	% of	2012 (Restated)	% of	% change
(in $'000s)	(a)	Revenue	(b)	Revenue	((a-b)/b)
Revenue:					
Energy efficiency revenue	$155,072	65.6 %	$233,202	75.1 %	(33.5)%
Renewable energy revenue	81,317	34.4 %	77,471	24.9 %	5.0 %
	236,388	100.0 %	310,673	100.0 %	(23.9)%
Direct expenses:					
Energy efficiency expenses	125,209		187,493		(33.2)%
Renewable energy expenses	66,278		62,799		5.5 %
	191,487	81.0 %	250,292	80.6 %	(23.5)%
Gross profit	44,901	19.0 %	60,381	19.4 %	(25.6)%
Total operating expenses	48,893	20.7 %	48,698	15.7 %	0.4 %
Operating (loss) income	(3,992)	(1.7)%	11,683	3.8 %	(134.2)%
Other expenses, net	913	0.4 %	2,520	0.8 %	(63.8)%
(Loss) income before (benefit) provision for income taxes	(4,905)	(2.1)%	9,163	2.9 %	(153.5)%
Income tax (benefit) provision	(1,200)	(0.5)%	2,609	0.8 %	(146.0)%
Net (loss) income	$(3,705)	(1.6)%	$6,554	2.1 %	(156.5)%

Revenue

The following table sets forth a comparison of our revenue by mix for the six months ended June 30, 2013 and 2012:

	Six Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
Revenue:				
Energy efficiency revenue	$155,072	$233,202	$(78,130)	(33.5)%
Renewable energy revenue	81,317	77,471	3,846	5.0 %
	$236,388	$310,673	$(74,285)	(23.9)%

Total revenue. We derive our revenue primarily from energy efficiency products and services, which accounted for approximately 65.6% and 75.1% of total revenue in the first six months of 2013 and 2012, respectively. Total revenue decreased by $74.3 million, or 23.9%, in the first six months of 2013 compared to the first six months of 2012 due to lower energy efficiency revenue partially offset by an increase in renewable energy revenue.

Energy efficiency revenue. Energy efficiency revenue decreased by $78.1 million, or 33.5%, from the first six months of 2012 to the first six months of 2013. Energy efficiency revenue decreased in our U.S. federal, central U.S. region and other U.S. regions segments, reflecting the continued lagged effect of delays in converting awarded projects to signed contracts.

Renewable energy revenue. Renewable energy revenue increased by $3.8 million, or 5.0%, in the first six months of 2013 compared to the first six months of 2012. The decline in renewable energy revenue in the second quarter of 2013 described above was more than offset by the improvement in the first quarter of 2013 attributable to renewable energy projects for customers, O&M and small-scale infrastructure.

Revenue from customers outside the United States, principally Canada, was $31.1 million in the first six months of 2013, compared with $32.4 million in the same period of 2012.

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Business Segment Revenue

The following table sets forth a comparison of our business segment revenue for the six months ended June 30, 2013 and 2012:

	Six Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
U.S. Federal	$25,937	$43,189	$(17,252)	(39.9)%
Central U.S. Region	30,558	42,721	(12,163)	(28.5)%
Other U.S. Regions	76,822	115,748	(38,926)	(33.6)%
Canada	29,785	28,266	1,519	5.4%
All Other	73,286	80,749	(7,463)	(9.2)%
Total	$236,388	$310,673	$(74,285)	(23.9)%

- Total revenue for the U.S. federal segment decreased from the first six months of 2012 to the first six months of 2013 by $17.3 million, or 39.9%, to $25.9 million primarily for the reasons described above for the second quarter of 2013.
- Total revenue for the central U.S. region segment decreased from the first six months of 2012 to the first six months of 2013 by $12.2 million, or 28.5%, to $30.6 million primarily for the reasons described above for the second quarter of 2013 together with the effect of the timing of awarded conversion activity in 2012, which resulted in fewer newly signed contracts during the year to replace installation activity in the first quarter of 2013.
- Total revenue for the other U.S. regions segment decreased from the first six months of 2012 to the first six months of 2013 by $38.9 million, or 33.6%, to $76.8 million primarily for the reasons described above for the second quarter of 2013.
- Total revenue for the Canada segment increased from the first six months of 2012 to the first six months of 2013 by $1.5 million, or 5.4%, to $29.8 million primarily for the reasons described above for the second quarter of 2013, partially offset by the effects in the first quarter of fewer projects entering the construction phase and delays in converting both proposals to awarded projects and awarded projects to signed contracts.
- Total revenue not allocated to segments and presented as all other, decreased from the first six months of 2012 to the first six months of 2013 by $7.5 million, or 9.2%, to $73.3 million primarily for the reasons described above for the second quarter of 2013.

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Direct Expenses and Gross Profit

The following table sets forth a comparison of our direct expenses and gross profit for the six months ended June 30, 2013 and 2012:

	Six Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
Revenue:				
Energy efficiency revenue	$155,072	$233,202	$(78,130)	(33.5)%
Renewable energy revenue	81,317	77,471	3,845	5.0%
	236,388	310,673	(74,285)	(23.9)%
Direct expenses:				
Energy efficiency expenses	125,209	187,493	(62,284)	(33.2)%
Renewable energy expenses	66,278	62,799	3,479	5.5%
	191,487	250,292	(58,805)	(23.5)%
Gross profit:	$44,901	$60,381	$15,480	(25.6)%
Energy efficiency gross margin	19.3%	19.6%		(0.3)%
Renewable energy gross margin	18.5%	18.9%		(0.4)%
Gross profit %	19.0%	19.4%		(0.4)%

Total direct expenses. The majority of our expenses are incurred in connection with energy efficiency projects for which expenses represented approximately 80.7% and 80.4% of corresponding revenue for the six months ended June 30, 2013 and 2012, respectively. Total direct expenses decreased by $58.8 million, or 23.5%, in the first six months of 2013 compared to the same period in 2012 consistent with the decline in revenue.

Energy efficiency. Energy efficiency gross margin decreased from 19.6% in the first six months of 2012 to 19.3% in the first six months of 2013 primarily due to a greater portion of lower margin projects within several regions, partially offset by margin improvement from project closeouts within our U.S. federal segment during the first quarter.

Renewable energy. Renewable energy gross margin decreased from 18.9% in the first six months of 2012 to 18.5% in the first six months of 2013 primarily due to additional project costs in excess of budget combined with lower revenue, partially offset by a project closeout in the first quarter.

Operating Expenses

The following table sets forth a comparison of our operating expenses and operating expenses as a percentage of revenue for the six months ended June 30, 2013 and 2012:

	Six Months Ended June 30,					
	2013	% of	2012	% of	$ change	% change
(in $'000s)	(a)	Revenue	(b)	Revenue	(a-b)	((a-b)/b)
Revenue	$236,388		$310,673			
Operating expenses:						
Salaries and benefits	$21,788	9.2%	$25,928	8.3%	$(4,140)	(16.0)%
Project development costs	9,320	3.9%	8,047	2.6%	1,273	15.8%
General, administrative and other	17,785	7.5%	14,723	4.7%	3,062	20.8%
	$48,893	20.7%	$48,698	15.6%	$195	0.4%

Salaries and benefits. Salaries and benefits decreased by $4.1 million, or 16.0%, from the first six months of 2012 to the first six months of 2013 primarily for the reasons described above for the second quarter of 2013.

Project development costs. Project development costs increased by $1.3 million, or 15.8%, from the first six months of 2012 to the first six months of 2013 primarily for the reasons described above for the second quarter of 2013.

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General, administrative and other. General, administrative and other expenses increased by $3.1 million, or 20.8%, from the first six months of 2012 to the first six months of 2013 primarily for the reasons described above for the second quarter of 2013 above, together with acquisition expenses, including amortization of intangible assets, as well as higher professional fees and development costs in the first quarter.

Other Expenses, Net

The following table shows the activity in other expense, net from the first six months of 2012 compared to the first six months of 2013:

(in $'000s)	Six Months Ended June 30, 2013	2012 (Restated)
Unrealized (gain) loss from derivatives	$(1,253)	$120
Interest expense, net of interest income	1,834	2,129
Amortization of deferred financing costs	332	271
	$913	$2,520

Other expenses, net decreased by $1.6 million in the first six months of 2013 as compared to first six months of 2012 primarily for the reasons described above for the second quarter of 2013.

(Loss) Income Before Taxes

The following table sets forth a comparison of our (loss) income before taxes for the six months ended June 30, 2013 and 2012:

	Six Months Ended June 30,			
	2013	2012	$ change	% change
(in $'000s)	(a)	(b)	(a-b)	((a-b)/b)
U.S. Federal	$(120)	$3,258	$(3,378)	(103.7)%
Central U.S. Region	1,358	4,497	(3,139)	(69.8)%
Other U.S. Regions	8,439	19,174	(10,735)	(56.0)%
Canada	(1,934)	(3,883)	1,949	(50.2)%
All Other	(12,648)	(13,883)	1,235	(8.9)%
Total	$(4,905)	$9,163	$(14,068)	(153.5)%

(Loss) income before taxes decreased from the first six months of 2012 to the first six months of 2013 by $14.1 million, or 153.5%, due primarily to the decrease in revenue described above combined with a decrease in operating leverage.

Business Segment Income Before Taxes

- Loss before taxes for the U.S. federal segment decreased from the first six months of 2012 to the first six months of 2013 by $3.4 million, or 103.7%, to $(0.1) million. The decrease was primarily due to lower revenue as described above combined with a decrease in operating leverage.
- Income before taxes for the central U.S. region segment decreased from the first six months of 2012 to the first six months of 2013 by $3.1 million, or 69.8%, to $1.4 million. The decrease was primarily due to lower revenue as described above combined with a decrease in operating leverage.
- Income before taxes for the other U.S. regions segment decreased from the first six months of 2012 to the first six months of 2013 by 56.0%, or $10.7 million, to $8.4 million. The decrease was primarily due to lower revenue as described above combined with a decrease in operating leverage.
- Loss before taxes for the Canada segment improved from the first six months of 2012 to the first six months of 2013 by $1.9 million, or 50.2%, to $(1.9) million primarily due to increased revenue as described above.

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The loss before taxes not allocated to segments and presented as all other, improved from the first six months of 2012 to the first six months of 2013 by $1.2 million, or 8.9%, to $(12.6) million primarily due to a decrease in overall expenses.

Provision for Income Taxes

The (benefit) provision for income taxes was $(1.2) million in the first six months of 2013, compared to $2.6 million in the first six months of 2012. The estimated annual effective tax rate applied in the first six months of 2013 was 24.5%, compared to 28.5% in the first six months of 2012, for the same reason described above for the second quarter of 2012. The principal reasons for the difference between the statutory rate and the estimated annual effective rate were the effects of deductions permitted under Section 179D of the Internal Revenue Code, which relate to the installation of certain energy efficiency equipment in federal, state, provincial and local government-owned buildings, as well as tax credits to which we are entitled from plants that we own.

Net (Loss) Income

Net (loss) income decreased in the first six months of 2013 by $10.3 million, or 156.5% to a loss of $3.7 million compared to income of $6.6 million in the first six months of 2012 due to a decline in pre-tax income as explained above. Earnings per share in the first six months of 2013 was $(0.08) per basic share, representing a decrease of $0.23, or 153.3%, and $(0.08) per diluted share, representing a decrease of $0.22, or 157.1%.

Liquidity and Capital Resources

Sources of liquidity. Since inception, we have funded operations primarily through cash flow from operations and various forms of debt. We believe that available cash and cash equivalents and availability under our revolving senior secured credit facility, combined with our access to credit markets, will be sufficient to fund our operations through 2014 and thereafter.

Three Months Ended June 30, 2013 and 2012

Cash flows from operating activities. Operating activities provided $6.9 million of net cash during the three months ended June 30, 2013. During that period, we had a net loss of $1.8 million, which is net of non-cash compensation, depreciation, amortization, deferred income taxes and other non-cash items totaling $3.5 million. Restricted cash draws (net of federal ESPC financing), accounts receivable including retainage, accounts payable, accrued expenses and other current liabilities, other liabilities and income taxes payable provided $18.5 million. These were offset by net decreases in prepaid expenses and other current assets, total billings and costs in excess of estimated earnings, project development costs, inventory and other assets, which used $13.4 million in cash.

Operating activities provided $6.3 million of net cash during the three months ended June 30, 2012. During that period, we had net income of $4.8 million, which is net of non-cash compensation, depreciation, amortization, deferred income taxes and other non-cash items totaling $5.0 million. Restricted cash draws (net of federal ESPC financing), accounts payable, accrued expenses and other current liabilities, total billings and costs in excess of estimated earnings, and income taxes payable provided $18.4 million. These were offset by net decreases in accounts receivable including retainage, inventory, project development costs, prepaid expenses and other current assets, other assets, and other liabilities which used $21.9 million in cash.

Cash flows from investing activities. Cash used for investing activities during the three months ended June 30, 2013 totaled $26.5 million. Development of our renewable energy plants used $18.8 million. In addition, we invested $0.4 million in purchases of other property and equipment, and $7.5 million was used for the acquisition of ESP. These were partially offset by $0.3 million relating to grant awards received on project assets.

Cash used for investing activities during the three months ended June 30, 2012 totaled $10.8 million. Development of our renewable energy plants used $9.7 million; in addition, we invested $1.1 million in purchases of other property and equipment.

Cash flows from financing activities. Net cash provided by financing activities during the three months ended June 30, 2013 totaled $17.1 million. This was primarily due to draws on the revolving credit facility totaling $15.0 million and proceeds from long-term debt financing of $9.4 million. These were partially offset by payments on long-term debt of $2.9 million and investments in restricted cash of $4.6 million.

Net cash used by financing activities during the three months ended June 30, 2012 totaled $4.9 million. Most of this was due to investments in restricted cash of $3.4 million, payments of $1.4 million on the term loan portion of our senior secured credit facility and payments on long term debt of $1.3 million. These were partially offset by excess tax benefits from stock-based compensation arrangements and proceeds from exercises of options.

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Six Months Ended June 30, 2013 and 2012

Cash flows from operating activities. Operating activities used $18.8 million of net cash during the six months ended June 30, 2013. During that period, we had a net loss of $3.7 million, which is net of non-cash compensation, depreciation, amortization, deferred income taxes and other non-cash items totaling $8.5 million. Inventory, prepaid expenses and other current assets, project development costs, other assets, accounts payable, accrued expenses and other current liabilities, income taxes payable and other liabilities used $43.4 million in cash. Restricted cash draws (net of federal ESPC financing), accounts receivable including retainage, and total billings and costs in excess of estimated earnings provided $19.8 million.

Operating activities provided $39.5 million of net cash during the six months ended June 30, 2012. During that period, we had net income of $6.6 million, which is net of non-cash compensation, depreciation, amortization, deferred income taxes and other non-cash items totaling $8.9 million. Accounts receivable including retainage, estimated earnings in excess of billings, other liabilities and income taxes payable provided $38.7 million. However, net decreases in restricted cash draws (net of Federal ESPC financing), inventory, prepaid expenses and other current assets, project development costs, other assets and accounts payable and accrued expenses used $14.7 million in cash.

Cash flows from investing activities. Cash used for investing activities during the six months ended June 30, 2013 totaled $40.9 million, and consisted of capital investments of $31.6 million related to the development of renewable energy plants, $1.5 million related to purchases of other property and equipment, and $9.3 million was used for the acquisitions of Ennovate and ESP. Offsetting these amounts were $1.6 million of Section 1603 grants received during the period.

Cash used for investing activities during the six months ended June 30, 2012 totaled $18.2 million, and consisted of capital investments of $19.7 million related to the development of renewable energy plants and $2.4 million related to purchases of other property and equipment. Offsetting these amounts were $3.8 million of Section 1603 grants and other rebates received during the period.

Cash flows from financing activities. Net cash provided by financing activities during the six months ended June 30, 2013 totaled $13.6 million. This was primarily due to draws on the revolving credit facility totaling $15.0 million, proceeds from long-term debt financing of $9.4 million, and proceeds from exercises of options of $1.2 million. These were partially offset by payments on long-term debt of $6.7 million and investments in restricted cash of $5.2 million.

Net cash used by financing activities during the six months ended June 30, 2012 totaled $18.6 million. This was due to payments of $7.9 million on the term loan portion of our renewed senior secured credit facility, settlement of the book overdraft of $7.3 million, investments in restricted cash of $4.8 million, and repayment of $2.1 million of long-term project debt. These were partially offset by excess tax benefits from stock-based compensation arrangements of $1.7 million and proceeds from exercises of options of $1.8 million.

Senior Secured Credit Facility — Revolver and Term Loan

On June 30, 2011, we amended and restated the credit and security agreement with Bank of America, adding Webster Bank as an additional lender. The new credit facility extended and expanded our prior existing credit facility, and consists of a $60.0 million revolving credit facility and a $40.0 million term loan. At June 30, 2013, $28.6 million was outstanding under the term loan and $15.0 million was outstanding under the revolving credit facility. The revolving credit facility may be increased by up to an additional $25.0 million at our option, if the lenders agree. The term loan requires quarterly principal payments of $1.4 million, with the balance due at maturity. Ameresco, Inc. remains the sole borrower under the credit facility. The credit facility is secured by a lien on all of our assets other than renewable energy projects that we own that were financed by others, and limits our ability to enter into other financing arrangements. Availability under the revolving credit facility is based on two times our EBITDA for the preceding four quarters, and we are required to maintain a minimum EBITDA of $40.0 million on a rolling four-quarter basis. EBITDA for purposes of the facility excludes the results of renewable energy projects that we own that were financed by others. In light of our results during the second half of 2012 and continuing into the first half of 2013, the minimum EBITDA covenant has been suspended for interim periods during 2013. The credit facility matures on June 30, 2016,

when all amounts will be due and payable in full.

Project Financing

Construction and Term Loans. We have entered into a number of construction and term loan agreements for the purpose of constructing and owning certain renewable energy plants. The physical assets and the operating agreements related to the renewable energy plants are owned by wholly owned, single member special purpose subsidiaries. These construction and term loans are structured as project financings made directly to a subsidiary, and upon acceptance of a project, the related

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construction loan converts into a term loan. While we are required under generally accepted accounting principles to reflect these loans as liabilities on our consolidated balance sheet, they are generally nonrecourse and not direct obligations of Ameresco, Inc. As of June 30, 2013, we had outstanding $95.2 million in aggregate principal amount under these loans, bearing interest at rates ranging from 6.1% to 8.7% and maturing at various dates from 2013 to 2028. One loan with an outstanding balance at June 30, 2013 totaling $4.6 million, does require Ameresco, Inc. to provide assurance to the lender of the project performance. A second loan, entered into during 2012, with an outstanding balance at June 30, 2013 of $46.9 million requires Ameresco, Inc. to provide assurance to the lender of construction completion with respect to those projects still in construction and of reimbursement upon any recapture of certain renewable energy government cash grants upon the occurrence of events that cause the recapture of such grants. As of December 31, 2012, we had outstanding $88.6 million in aggregate principal amount under these loans, bearing interest at rates ranging from 6.1% to 8.7% and maturing at various dates from 2013 to 2028.

Federal ESPC Receivable Financing. We have arrangements with certain lenders to provide advances to us during the construction or installation of projects for certain customers, typically federal governmental entities, in exchange for our assignment to the lenders of our rights to the long-term receivables arising from the ESPCs related to such projects. These financings totaled $61.5 million and $93.0 million in principal amounts at June 30, 2013 and December 31, 2012, respectively. Under the terms of these financing arrangements, we are required to complete the construction or installation of the project in accordance with the contract with our customer, and the debt remains on our consolidated balance sheet until the completed project is accepted by the customer.

Our revolving senior secured credit facility and construction and term loan agreements require us to comply with a variety of financial and operational covenants. As of June 30, 2013 we were in compliance with all of our financial and operational covenants. We do not consider it likely that we will fail to comply with these covenants during the term of these agreements.

Contractual Obligations

The following table summarizes our significant contractual obligations and commitments as of June 30, 2013:

	Payments due by Period				
(in $'000s)	Total	Less than One Year	One to Three Years	Three to Five Years	More than Five Years
Senior Secured Credit Facility:					
Revolver	$15,000	$—	$15,000	$—	$—
Term Loan	28,571	5,714	22,857	—	—
Project Financing:					
Construction and term loans	95,235	8,208	14,755	14,056	58,216
Federal ESPC receivable financing (1)	61,470	—	61,470	—	—
Interest obligations (2)	40,920	5,200	9,819	7,697	18,204
Operating leases	6,694	2,166	3,061	1,454	13
Total	$247,890	$21,288	$111,962	$23,207	$76,433

(1) Federal ESPC receivable financing arrangements relate to the installation and construction of projects for certain customers, typically federal governmental entities, where we assign to the lenders our right to customer receivables. We are relieved of the financing liability when the project is completed and accepted by the customer. We typically expect to be relieved of the financing liability between one and three years from the date of project construction commencement. The table does not include, for our federal ESPC receivable financing arrangements, the difference between the aggregate amount of the long-term customer receivables sold by us to the lender and the amount received by us from the lender for such sale.

(2) For both the revolver and term loan portion of our senior secured credit facility, the table above assumes that the variable interest rate in effect at June 30, 2013 remains constant for the term of the facility.

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Off-Balance Sheet Arrangements

We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined under SEC rules, such as relationships with unconsolidated entities or financial partnerships, which are often referred to as structured finance or special purpose entities, established for the purpose of facilitating financing transactions that are not required to be reflected on our balance sheet.

Recent Accounting Pronouncements

There have been no new accounting pronouncements during the six months ended June 30, 2013, as compared to the recent accounting pronouncements described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, that are of significance, or potential significance, to us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to changes in interest rates and foreign currency exchange rates because we finance certain operations through fixed and variable rate debt instruments and denominate our transactions in U.S. and Canadian dollars. Changes in these rates may have an impact on future cash flows and earnings. We manage these risks through normal operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments.

Interest Rate Risk

We had cash and cash equivalents totaling $17.6 million as of June 30, 2013 and $63.3 million as of December 31, 2012. Our exposure to interest rate risk primarily relates to the interest expense paid on our senior secured credit facility.

Derivative Instruments

We do not enter into financial instruments for trading or speculative purposes. However, through our subsidiaries we do enter into derivative instruments for purposes other than trading purposes. Certain of the term loans that we use to finance our renewable energy projects bear variable interest rates that are indexed to short-term market rates. We have entered into interest rate swaps in connection with these term loans in order to seek to hedge our exposure to adverse changes in the applicable short-term market rate. In some instances, the conditions of our renewable energy project term loans require us to enter into interest rate swap agreements in order to mitigate our exposure to adverse movements in market interest rates. The interest rate swaps that we have entered into qualify, and, effective as of March 29, 2013, have been designated, as fair value hedges. See Note 2.

By using derivative instruments, we are subject to credit and market risk. The fair market value of the derivative instruments is determined by using valuation models whose inputs are derived using market observable inputs, including interest rate yield curves, and reflects the asset or liability position as of the end of each reporting period. When the fair value of a derivative contract is positive, the counterparty owes us, thus creating a receivable risk for us. We are exposed to counterparty credit risk in the event of non-performance by counterparties to our derivative agreements. We minimize counterparty credit (or repayment) risk by entering into transactions with major financial institutions of investment grade credit rating.

Our exposure to market interest rate risk is not hedged in a manner that completely eliminates the effects of changing market conditions on earnings or cash flow.

Foreign Currency Risk

We have revenue, expenses, assets and liabilities that are denominated in foreign currencies, principally the Canadian dollar and beginning in June of 2013 in British pounds (“GBP”). Also, a significant number of employees are located in Canada and the United Kingdom (“U.K.”), and the companies transact business in those respective currencies. As a result, we have designated the Canadian dollar as the functional currency for Canadian operations. Similarly, the GBP has been designated as the functional currency for our operations in the U.K. When we consolidate the operations of these foreign subsidiaries into our financial results, because we report our results in U.S. dollars, we are required to translate the financial results and position of our foreign subsidiaries from their respective functional currencies into U.S. dollars. We translate the revenues, expenses, gains, and losses from our Canadian and U.K. subsidiaries into U.S. dollars using a weighted average exchange rate for the applicable fiscal period. We translate the assets and liabilities of our Canadian and U.K. subsidiaries into U.S. dollars at the exchange rate in effect at the applicable

balance sheet date. Translation adjustments are not included in determining net income for the period but are disclosed and accumulated in a separate component of consolidated equity until

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sale or until a complete or substantially complete liquidation of the net investment in our foreign subsidiary takes place. Changes in the values of these items from one period to the next which result from exchange rate fluctuations are recorded in our consolidated statements of changes in stockholders' equity as accumulated other comprehensive income (loss). For the six months ended June 30, 2013, due to the strengthening of the U.S. dollar versus both the Canadian dollar and the GBP, our foreign currency translation resulted in a loss of $1.5 million which we recorded as a decrease in accumulated other comprehensive income. For the year ended December 31, 2012, due to changes in the U.S.-Canadian exchange rate that were favorable to the value of the Canadian dollar versus the U.S. dollar, our foreign currency translation resulted in a gain of $0.7 million, which we recorded as an increase in accumulated other comprehensive income.

As a consequence, gross profit, operating results, profitability and cash flows are impacted by relative changes in the value of the Canadian dollar and GBP. We have not repatriated earnings from our foreign subsidiaries, but have elected to invest in new business opportunities there. We do not hedge our exposure to foreign currency exchange risk.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2013. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our management, after evaluating the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, or the evaluation date, have concluded that as of the evaluation date, our disclosure controls and procedures were not effective due to material weaknesses in our internal control over financial reporting disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on March 18, 2013, and discussed below.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting, other than those stated below, during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Material Weakness Discussion and Remediation

As previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC on March 18, 2013, we identified two material weaknesses in our internal control over financial reporting:

- insufficient personnel in place for an adequate amount of time and ineffectively operating internal control procedures to ensure timely and accurate reviews necessary to provide reasonable assurance that financial statements and related disclosures could be prepared in accordance with generally accepted accounting principles; and
- inadequate and ineffective controls for reviewing and analyzing the quarterly and annual tax provision calculations, which creates the potential for misstatement of our income tax expense, income tax receivable and income tax payable accounts.

In connection with our fiscal 2012 audit, we concluded that we had not fully remediated the first weakness, which had been previously identified, and that we also had a material weakness regarding accounting for and disclosure of income taxes as described above.
During 2013, we have undertaken the following actions designed to contribute to remediating the material weaknesses identified above:

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- we hired three regional controllers to facilitate the internal flow of financial information and improve supervision of operations and other business activity;
- we have conducted a more comprehensive risk assessment, as a result of which we implemented a number of new controls over financial reporting and accounting for revenue and inventory;
- we have provided training to project managers regarding review of budgets and job cost details to more timely capture complete and accurate financial information;
- we have conducted a control design effectiveness assessment and identified opportunities to improve the adequacy of supporting documentation for reconciliations; and
- we have established a corporate controller and chief accounting officer role with increased oversight responsibility and operating authority, which we expect to fill in the third quarter of 2013.

During the remainder of 2013, we expect to undertake the following additional actions to remediate the material weaknesses identified above:

- provide further education and training on accounting processes, policies, procedures and systems to business unit personnel;
- hire additional accounting and tax personnel as appropriate;
- perform operating effectiveness testing sufficiently in advance to afford adequate time for any further remediation implementation;
- monitor the extent to which operating effectiveness testing improves accuracy and timeliness of financial reporting;
- implement new and improved processes and controls over accounting for income taxes; and
- increase the frequency of review and discussion of significant tax matters and supporting documentation with senior finance management.

The Audit Committee is monitoring management’s continuing development and implementation of its plan for undertaking the foregoing remedial measures. In addition, under the direction of the Audit Committee, management will continue to review and make necessary changes to the overall design of our internal control environment, as well as policies and procedures to improve the overall effectiveness of internal control over financial reporting.
Management is committed to continuous improvement of our internal control processes and will continue to diligently review our reporting controls and procedures. As management continues to evaluate and work to improve internal control over financial reporting, we may determine to take additional measures to address control deficiencies or determine to modify, or in appropriate circumstances not to complete, certain of the remediation measures described above. We expect that our remediation efforts will continue throughout fiscal year 2013.
For the near-term future, the matters identified above will continue to constitute material weaknesses in our internal control over financial reporting that could result in material misstatements in our financial statements not being prevented or detected.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary conduct of our business we are subject to periodic lawsuits, investigations and claims. Although we cannot predict with certainty the ultimate resolution of such lawsuits, investigations and claims against us, we do not believe that any currently pending or threatened legal proceedings to which we are a party will have a material adverse effect on our business, results of operations or financial condition.

For additional information about certain proceedings, please refer to Note 7, Commitments and Contingencies, to our condensed consolidated financial statements included in this report, which is incorporated into this item by reference.

Item 1A. Risk Factors

As of June 30, 2013, there have been no material changes to the risk factors described in Item 1A to our Annual Report on Form 10-K for the year ended December 31, 2012.

Item 6. Exhibits

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed (other than exhibits 32.1 and 32.2) as part of this Quarterly Report on Form 10-Q and such Exhibit Index is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

	AMERESCO, INC.
Date: August 9, 2013	By: /s/ Andrew B. Spence
	Andrew B. Spence
	Vice President and Chief Financial Officer
	(duly authorized and principal financial officer)

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Exhibit Index

Exhibit Number	Description
10.1*	Amendment No. 3 to Second Amended and Restated Credit and Security Agreement dated April 22, 2013 among Ameresco, Inc., certain guarantors party thereto, certain lenders party thereto from time to time and Bank of America, N.A. as Administrative Agent.
10.2*	Amendment No. 4 to Second Amended and Restated Credit and Security Agreement dated June 24, 2013 among Ameresco, Inc., certain guarantors party thereto, certain lenders party thereto from time to time and Bank of America, N.A. as Administrative Agent.
10.3*	Sixth Amendment to Lease dated June 18, 2103 by and between 111 MPA LLC and Ameresco, Inc.
31.1*	Principal Executive Officer Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Principal Financial Officer Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Principal Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Principal Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101***	The following condensed consolidated financial statements from Ameresco, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets (ii) Consolidated Statements of (Loss) Income, (iii) Consolidated Statements of Comprehensive (Loss) Income, (iv) Consolidated Statement of Changes in Stockholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.

* Filed herewith.

** Furnished herewith.

*** Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.