

# Ameresco Reports Third Quarter 2013 Financial Results

- Third quarter revenue of \$161.6 million
- Third quarter net income of \$4.5 million
- Third quarter net income per diluted share of \$0.10

FRAMINGHAM, Mass.--(BUSINESS WIRE)-- Ameresco, Inc. (NYSE:AMRC) a leading energy efficiency and renewable energy company, today announced financial results for the fiscal quarter ended September 30, 2013. The Company has also furnished prepared remarks in conjunction with this press release in a Current Report on Form 8-K. The prepared remarks contain expanded and supplemental information, including non-GAAP financial metrics, and have been posted to the "Investor Relations" section of the Company's website at www.ameresco.com.

Total revenue for the third quarter of 2013 decreased to \$161.6 million from \$163.9 million, or 1%, for the same period in 2012. Third quarter operating income decreased from \$10.7 million in 2012 to \$7.6 million for 2013. Third quarter adjusted EBITDA, a non-GAAP financial measure, decreased from \$16.3 million in 2012 to \$13.6 million for 2013. Third quarter net income decreased from \$6.7 million in 2012 to \$4.5 million for 2013. Third quarter 2013 net income per diluted share was \$0.10, compared to \$0.15 for 2012.

"While we did not return to year-over-year revenue growth as expected in the third quarter, we did see some encouraging signs of improvement," stated George P. Sakellaris, President and Chief Executive Officer of Ameresco. "Most importantly, we experienced a 15% year-over-year increase in contracted backlog, the first increase in ten quarters; a return to year-to-date profitability; and 9% revenue growth from our other offerings."

For the nine months ended September 30, 2013, or year-to-date, total revenue decreased to \$398.0 million from \$474.6 million, or 16%, for the same period in 2012. Year-to-date operating income decreased from \$22.4 million in 2012 to \$3.6 million for 2013. Year-to-date adjusted EBITDA decreased from \$39.4 million in 2012 to \$21.2 million for 2013. Year-to-date net income decreased from \$13.3 million in 2012 to \$0.8 million for 2013. Net income per diluted share was \$0.02, compared to \$0.29 for 2012.

### Additional Third Quarter 2013 Operating Highlights:

- Revenue generated from backlog was \$114.7 million for the third quarter of 2013, a decrease of 5% year-over-year.
- All other revenue was \$46.9 million for the third quarter of 2013, an increase of 9% year-over-year.
- Operating cash flows were \$3.7 million for the third guarter of 2013.

- Total construction backlog was \$1.4 billion as of September 30, 2013 and consisted of:
  - \$366.0 million of fully-contracted backlog of signed customer contracts for installation or construction of projects, which we expect to convert into revenue over the next 12-24 months, on average; and
  - \$1.04 billion of awarded projects representing projects in development for which we do not have signed contracts. Historically, awarded projects have converted to signed contracts over 6-12 months on average. However, we have been experiencing an unusually sustained lengthening of conversion times of awarded projects to signed contracts, a trend we expect to continue.

### FY 2013 Guidance

Ameresco is revising guidance for the fiscal year ending December 31, 2013. We now expect to earn total revenue in the range of \$570 million to \$590 million. We expect net income for 2013 to be in the range of \$11 million to \$13 million. Our 2013 guidance is based upon the following assumptions: a substantial improvement in fully-contracted backlog in the fourth quarter; fourth quarter revenue related to the sale of six renewable energy projects; strong fourth quarter revenue growth in two segments and one region; more than 5% revenue growth from our all other offerings; and maintaining operating expenses at or slightly below the current run rate.

### Webcast Reminder

Ameresco will hold its earnings conference call today, November 7th, at 8:30 a.m. Eastern Time with President and Chief Executive Officer, George Sakellaris, and Vice President and Chief Financial Officer, Andrew Spence, to discuss details regarding the Company's third quarter 2013 results, business outlook and strategy. Participants may access it by dialing domestically 888.679.8034 or internationally 617.213.4847. The passcode is 64240281. Participants are advised to dial into the call at least ten minutes prior to the call to register. A live, listen-only webcast of the conference call will also be available over the Internet. Individuals wishing to listen can access the call through the "Investor Relations" section of the Company's website at <a href="www.ameresco.com">www.ameresco.com</a>. If you are unable to listen to the live call, the webcast will be archived on the Company's website shortly after the call and be available for one year.

Pre-Registration for the call is also available at: <a href="https://www.theconferencingservice.com/prereg/key.process?key=PKU97F64F">https://www.theconferencingservice.com/prereg/key.process?key=PKU97F64F</a>. Pre-registrants will be issued a pin number to use when dialing into the live call which will provide faster access to the conference by bypassing the operator upon connection.

#### **Use of Non-GAAP Financial Measures**

This press release and the accompanying tables include references to adjusted EBITDA, which is a non-GAAP financial measure. For a description of this non-GAAP financial measure, including the reasons management uses this measure, please see the section following the accompanying tables titled "Exhibit A: Non-GAAP Financial Measures". For a reconciliation of adjusted EBITDA to operating income, the most directly comparable financial measure prepared in accordance with GAAP, please see Other Non-GAAP

Disclosure in the accompanying tables.

#### **Prior Period Financial Results**

Certain prior period financial information included in this press release and the accompanying tables have been revised from amounts previously reported to reflect our previously reported restatement related to accounting treatment for certain derivative transactions. See note 2 to our consolidated financial statements included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 18, 2013 for further discussion.

### About Ameresco, Inc.

Founded in 2000, Ameresco, Inc. (NYSE:AMRC) is a leading independent provider of comprehensive services, energy efficiency, infrastructure upgrades, asset sustainability and renewable energy solutions for facilities throughout North America. Ameresco's services include upgrades to a facility's energy infrastructure and the development, construction and operation of renewable energy plants. Ameresco has successfully completed energy saving, environmentally responsible projects with federal, state and local governments, healthcare and educational institutions, housing authorities, and commercial and industrial customers. With its corporate headquarters in Framingham, MA, Ameresco provides local expertise through its 70 offices in 33 states, five Canadian provinces and the United Kingdom. Ameresco has more than 900 employees. For more information, visit <a href="https://www.ameresco.com">www.ameresco.com</a>.

### **Safe Harbor Statement**

Any statements in this press release about future expectations, plans and prospects for Ameresco, Inc., including statements about market conditions, pipeline and backlog, as well as estimated future revenues and net income, and other statements containing the words "projects," "believes," "anticipates," "plans," "expects," "will" and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including the timing of, and ability to, enter into contracts for awarded projects on the terms proposed; the timing of work we do on projects where we recognize revenue on a percentage of completion basis, including the ability to perform under recently signed contracts without unusual delay; demand for our energy efficiency and renewable energy solutions; our ability to arrange financing for our projects; changes in federal, state and local government policies and programs related to energy efficiency and renewable energy; the ability of customers to cancel or defer contracts included in our backlog; the effects of our recent acquisitions; seasonality in construction and in demand for our products and services; a customer's decision to delay our work on, or other risks involved with, a particular project; availability and costs of labor and equipment; the addition of new customers or the loss of existing customers; and other factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2012, filed with the U.S. Securities and Exchange Commission on March 18, 2013. In addition, the forward-looking statements included in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as

representing our views as of any date subsequent to the date of this press release.

### AMERESCO, INC. CONSOLIDATED BALANCE SHEETS

CONSOCIDATED BACANCE	September 30,	December 31,
	2013	2012
	(Unaudited)	
ASSETS	(Orlaudited)	
Current assets:		
Cash and cash equivalents	\$ 18,790,233	\$ 63,347,645
Restricted cash	25,817,232	26,358,908
Accounts receivable, net	79,043,751	84,124,627
Accounts receivable retainage	24,895,807	23,197,784
Costs and estimated earnings in excess of billings	64,020,703	62,096,284
Inventory, net	9,408,046	9,502,289
Prepaid expenses and other current assets	10,108,304	9,600,619
Income tax receivable	5,951,233	5,385,242
Deferred income taxes	4,503,551	5,190,718
Project development costs	11,877,141	9,038,725
Total current assets	254,416,001	297,842,841
Federal ESPC receivable	27,616,681	91,854,808
Property and equipment, net	9,362,245	9,387,218
Project assets, net	227,100,403	207,274,982
Deferred financing fees, net	5,554,225	5,746,177
Goodwill	55,615,137	48,968,390
Intangible assets, net	10,236,744	9,742,878
Other assets	7,255,009	4,654,709
	342,740,444	377,629,162
	\$ 597,156,445	\$ 675,472,003
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LIABILITIES AND STOCKHOLD	ERS' EQUITY	
Current liabilities:		
Current portion of long-term debt	\$ 15,653,453	\$ 12,452,678
Accounts payable	77,333,742	101,007,455
Accrued expenses and other current liabilities	11,847,160	13,157,024
Billings in excess of cost and estimated earnings	14,532,741	22,271,655
Total current liabilities	119,367,096	148,888,812
Long-term debt, less current portion	150,492,409	201,922,172
Deferred income taxes	22,677,085	24,888,229
Deferred grant income	7,736,754	7,590,730
Other liabilities	27,737,611	30,362,869
	\$ 208,643,859	\$ 264,764,000

## $\label{eq:ameresco} \mbox{AMERESCO, INC.} \\ \mbox{CONSOLIDATED BALANCE SHEETS} \mbox{$-$(Continued)$}$

	September 30, 2013	December 31, 2012	
	(Unaudited)		
Stockholders' equity:			
Preferred stock, \$0.0001 par value, 5,000,000 shares authorized, no shares issued and outstanding at September 30, 2013 and December 31, 2012	\$ —	\$ —	
Class A common stock, \$0.0001 par value, 500,000,000 shares authorized, 32,527,901 shares issued and 27,694,617 outstanding at September 30, 2013, 32,019,982 shares issued and 27,186,698 outstanding at December 31, 2012	3.253	3,202	
Class B common stock, \$0.0001 par value, 144,000,000 shares authorized, 18,000,000 shares	3,233	3,202	
issued and outstanding at September 30, 2013 and December 31, 2012	1,800	1,800	
Additional paid-in capital	97,360,315	93,141,432	
Retained earnings	178,010,011	177,169,717	
Accumulated other comprehensive income	2,949,677	713,194	
Non-controlling interest	3,005	(27,583)	
Less - treasury stock, at cost, 4,833,284 shares	(9,182,571)	(9,182,571)	
Total stockholders' equity	269,145,490	261,819,191	
	\$597,156,445	\$675,472,003	

### AMERESCO, INC. CONSOLIDATED STATEMENTS OF INCOME

Revenuer		Three Months Ended September 30,				
Revenue:         (Invalidate)         Restance           Energy efficiency revenue         \$ 108,872,457         \$ 108,418,955           Renewable energy revenue         \$ 108,6872,457         \$ 55,407,256           Direct expenses:         161,648.93         363,002,025           Direct expenses:         43,004,905         47,084,005           Renewable energy expenses         43,004,905         41,205,349           Renewable energy expenses         30,003,030         34,002,905           Gross profit         30,003,030         34,002,905           Operating expenses:         10,374,465         12,441,502           Salaries and benefits         10,374,465         42,481,607           General, administrative and other         8,003,004         4,288,607           General, administrative and other         8,003,004         4,288,607           Operating income         7,581,963         10,079,335           Other expenses, net         1,589,300         13,132,278           Income before provision for income taxes         1,474,801         2,683,936           Income per share attributable to common shareholders:         8,010         3,012,121           Basic         9,010         3,017,121           Sluited         45,621,52         44,788,						
Revenue:         108,872,457         \$ 108,478,955         55,477,250         56,477,250         56,477,250         56,477,250         56,477,250         57,471,250         57,47				(U	Inaudited and	
Benergy efficiency revenue         \$ 108,872,450         \$ 50,472,500           Renewable energy revenue         161,648,13         163,005,005           Direct expenses:         88,500,005         38,500,005           Renewable energy expenses         88,500,000         41,203,408           Renewable energy expenses         30,003,30         41,203,409           Gross profit         30,003,30         3,802,206           Opperating expenses:         10,374,465         12,411,502           Stadries and benefits         10,374,465         12,415,002           General, administrative and other         24,013,498         4,208,677           General, administrative and other         7,381,963         10,709,335           Operating income         31,589,360         10,709,335           Other expenses, net         11,589,360         13,13,278           Income before provision for income taxes         5,992,603         9,306,575           Income before provision for income taxes         1,447,486         2,631,212           Income before provision for income taxes         5,010         3,012           Income before provision for income taxes         5,010         3,012           Income parameteristributable to common sharefull         4,456,515         44,788,160			(Unaudited)		Restated)	
Renewable energy revenue         52,776,356         55,876,260           Direct expenses:         10,104,813         10,300,205           Energy efficiency expenses         88,500,003         87,898,506           Renewable energy expenses         43,084,908         120,103,009           Gross profit         30,063,30         24,010,309           Salaries and benefits         10,374,465         12,411,502           Salaries and benefits         4,013,498         4,288,677           Salaries and benefits         10,374,465         12,411,502           Salaries and benefits         4,013,498         4,288,677           Salaries and benefits         1,03,93,04         7,362,002           Project development costs         4,013,498         4,288,677           Salaries and benefits         1,589,300         7,362,002           Operating income         7,581,963         10,793,202           Operating income         1,589,300         13,13,278           Income before provision for income taxes         5,992,603         9,390,075           Income be provision for income taxes         1,417,486         2,683,306           Net income         2,002,000         3,002,202           Basic         1,010         3,015		_		_		
Direct expenses         161,648,813         163,906,205           Direct expenses         88,500,003         87,888,560           Renewable energy expenses         43,084,98         41,205,349           Gross profit         30,063,303         34,802,90           Operating expenses:         30,063,303         34,802,90           Salaries and benefits         10,374,465         12,441,502           Project development costs         40,13,498         4,288,657           General, administrative and other         8,093,904         7,362,802           Operating income         7,581,963         9,396,057           General, administrative and other         1,447,481         2,683,936           Other expenses, net         1,447,481         2,683,936           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,481         2,683,936           Selication come         2,010,	••	\$		\$		
Direct expenses:         88,500,003         87,888,504           Renewable energy expenses         43,084,980         41,205,349           Gross profit         30,063,830         34,802,296           Operating expenses:         10,374,465         12,441,502           Salaries and benefits         10,374,465         12,441,502           Project development costs         4,013,498         4,288,657           General, administrative and other         8,093,904         7,362,805           Operating income         7,581,963         10,709,335           Operating income         7,581,963         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,454,748         2,683,386           Net income         5,992,603         9,396,057           Income tax provision for income taxes         9,000         9,396,057           Income before provision for income taxes         9,000         9,396,057           Income before provision for income taxes         1,454,171         5,671,212           Net income per share attributable to common shareholders:         2,000         9,000         9,000           Basic         4,5621,552         44,788,160         10,159         10,159	Renewable energy revenue					
Energy efficiency expenses         88,500,003         87,898,500           Renewable energy expenses         43,084,808         41,200,3409           Gross profit         30,063,00         34,002,206           Operating expenses:         10,374,465         12,441,502           Project development costs         4,013,498         4,288,677           General, administrative and other         8,093,904         4,736,2802           Operating income         7,818,667         24,092,961           Operating income         1,589,360         1,313,278           Income before provision for income taxes         1,589,360         1,313,278           Income tax provision         1,447,460         2,689,360           Net income         3,010         3,071,212           Basic         9,010         3,015,212           Income per share attributable to common shareholders:         3,010         3,015,212           Basic         3,010         3,015,212           Income per share attributable to common shareholders:         3,010         3,015,212           Basic         3,010         3,015,21           Income per share attributable to common shareholders:         3,010         3,015,21           Basic         3,010         3,015,21			161,648,813		163,906,205	
Renewable energy expenses         43,084,980         41,205,349           Gross profit         30,063,803         32,002,096           Operating expenses:         30,063,803         12,401,502           Salaries and benefits         10,374,465         12,441,502           Project development costs         40,13,498         42,886,57           General, administrative and other         8,903,904         7,362,802           Operating income         7,818,603         10,709,305           Other expenses, net         1,589,306         1,313,278           Income before provision for income taxes         9,992,603         9,390,605           Not income         9,454,517         \$6,833,936           Not income per share attributable to common shareholders:         8,010         \$0,151,212           Not income per share attributable to common shareholders:         8,010         \$0,151,212           Billide         \$0,10         \$0,151,212           Profit income per share attributable to common shareholders:         \$0,10         \$0,151,212           Billide         \$0,10         \$0,15         \$0,15           Diluted         \$0,20         \$0,20         \$0,20         \$0,20         \$0,20         \$0,20         \$0,20         \$0,20         \$0,20         \$0,20	•					
Gross profit         131,584,983         129,103,909           Gross profit         30,063,830         34,802,296           Operating expenses:         10,374,465         12,441,502           Stairies and benefits         10,374,465         12,441,502           Project development costs         4,013,498         4,288,657           General, administrative and other         22,481,867         24,092,961           Operating income         7,581,963         10,703,305           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         3,01,0         3,01,0         3,01,0           Staice         9,01,0         3,01,0         3,01,0           Staice         9,01,0         3,01,0         3,01,0           Staice         9,01,0         3,01,0         3,0           Staice         9,01,0         3,0         3,0           Diluted         3,00         4,0         4,0         3,0         3,0         3,0         3,0         3,0         3,0         3,0         3,0         3,0         3,0         3,0						
Gross profit         30,063,80         34,802,296           Operating expenses:         10,374,465         12,441,502           Project development costs         4,013,498         4,288,657           General, administrative and other         8,093,904         7,362,802           Operating income         7,581,963         10,709,335           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income x provision         1,447,486         2,683,936           Net income         1,447,486         2,683,936           Net income per share attributable to common shareholders:         8         0,10         \$ 0,12           Basic         9,010         \$ 0,15         0,15           Diluted         \$ 0,10         \$ 0,15           Weighted average common shares outstanding:         \$ 45,621,552         44,788,160           Basic         45,601,552         44,788,160           Diluted         46,605,360         46,247,239           Cross margins:           Energy efficiency revenue         18.7         18.9%           Rota         18.0         21.2%           Operating expenses as a percent of revenue	Renewable energy expenses			_	_	
Operating expenses:         10,374,465         12,441,502           Project development costs         4,013,498         4,286,557           General, administrative and other         8,093,904         7,362,802           Operating income         7,581,963         10,709,335           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         \$ 0,10         \$ 0,115           Net income per share attributable to common shareholders:         \$ 0,10         \$ 0,15           Diluted         \$ 0,10         \$ 0,15           Weighted average common shares outstanding:         \$ 0,10         \$ 0,15           Basic         45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Cross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.7%         18.9%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         24.783,196						
Salaries and benefits         10,374,465         12,441,502           Project development costs         4,013,488         4,288,657           General, administrative and other         8,093,904         7,362,802           Operating income         7,581,963         10,709,335           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         \$ 0,10         \$ 0,15           Basic         9,010         \$ 0,15           Diluted         \$ 0,10         \$ 0,15           Use income share attributable to common shareholders:         \$ 0,10         \$ 0,15           Basic         9,010         \$ 0,15           Diluted         \$ 0,10         \$ 0,15           Basic         45,621,552         44,788,160           Diluted         \$ 18,75         44,788,160           Diluted         \$ 18,75         4,247,239           Tenergy efficiency revenue         \$ 18,75         18,78           Renewable energy revenue         \$ 18,75         21,72           Operating expenses as a percent of revenue         \$ 13,98         21,72<	Gross profit	_	30,063,830		34,802,296	
Project development costs         4,013,498         4,288,657           General, administrative and other         8,093,904         7,362,802           Operating income         7,581,963         10,709,335           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         3,010         6,712,121           Net income         9,010         6,712,121           Passic         9,010         9,015           Diluted         9,010         9,015           Weighted average common shares outstanding:         45,621,552         44,788,160           Basic         45,621,552         44,788,160           Diluted         45,621,552         44,788,160           Corss margins:         18,76         18,76           Energy efficiency revenue         18,76         18,78           Energy efficiency revenue         18,76         2,75           Total         18,76         2,25,76           Operating expenses as a percent of revenue         13,96         2,17           Operating expenses as a percent of revenue         13,96         2,17 </td <td></td> <td></td> <td></td> <td></td> <td></td>						
General, administrative and other         8,093,904         7,362,802           Operating income         7,581,963         10,709,335           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         4,545,117         6,712,121           Net income per share attributable to common shareholders:         \$ 0,10         0,15           Diluted         \$ 0,10         \$ 0,15           Diluted         \$ 0,10         \$ 0,15           Diluted         \$ 0,10         \$ 0,15           Weighted average common shares outstanding:         45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Cross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.7%         25.7%           Total         18.6%         25.7%           Operating expenses as a percent of revenue         13.9%         14.7%           Other NON-GAAP DISCLOSURES         4         25.7%           Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earnings						
Operating income         22,481,867         24,092,961           Operating income         7,581,963         10,709,335           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         \$ 4,545,117         6,712,121           Net income per share attributable to common shareholders:         \$ 0,10         0,15           Basic         0,10         0,15           Diluted         30,10         0,15           Weighted average common shares outstanding:         \$ 45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Penergy efficiency revenue         18,7%         18,9%           Renewable energy revenue         18,4%         25,7%           Total         18,6%         21,2%           Operating expenses as a percent of revenue         13,9%         14,7%           Operating expenses as a percent of revenue         13,9%         14,7%           Other tax provision         13,9%         14,7%           Operating expenses as a percent of revenue         13,9%         14,7%           Operating income<						
Operating income         7,581,963         10,709,335           Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         \$ 4,545,117         6,712,121           Net income per share attributable to common shareholders:         \$ 0,10         0.15           Basic         0,10         0.15           Diluted         45,621,552         44,788,160           Weighted average common shares outstanding:         46,605,360         46,247,239           Basic         45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Cross margins:           Energy efficiency revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES           Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earnings before interest, ta	General, administrative and other		8,093,904		7,362,802	
Other expenses, net         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         \$ 4,545,117         \$ 6,712,121           Net income per share attributable to common shareholders:         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Weighted average common shares outstanding:         \$ 45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           Other NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earnings before interest, taxes, depreciation and amortization of intangible assets         7,581,963         10,709,335			22,481,867		24,092,961	
Income before provision for income taxes         1,589,360         1,313,278           Income before provision for income taxes         5,992,603         9,396,577           Income tax provision         1,447,486         2,683,936           Net income         \$ 4,545,117         \$ 6,712,121           Net income per share attributable to common shareholders:         8         0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Diluted         \$ 45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           Other NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earlings)         27.581,963         10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264	Operating income		7,581,963		10,709,335	
Income before provision for income taxes         5,992,603         9,396,057           Income tax provision         1,447,486         2,683,936           Net income         \$ 4,545,117         \$ 6,712,121           Net income per share attributable to common shareholders:         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Weighted average common shares outstanding:         \$ 45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earnings before interest, taxes, depreciation and amortiz	Other expenses, net		1 589 360		1 313 278	
Income tax provision         1,447,486         2,683,936           Net income         \$ 4,545,117         \$ 6,712,121           Net income per share attributable to common shareholders:         \$ 0.10         \$ 0.15           Basic         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Weighted average common shares outstanding:         \$ 2,621,552         44,788,160           Diluted         46,605,360         46,247,239           Cross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earnings before interest, taxes, depreciatio	Income before provision for income taxes	_				
Net income         \$ 4,545,117         \$ 6,712,121           Net income per share attributable to common shareholders:         \$ 0.10         \$ 0.15           Basic         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Weighted average common shares outstanding:         \$ 25,00         \$ 25,00           Basic         45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted Earnings before interest, 4,758,264	•					
Net income per share attributable to common shareholders:           Basic         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Weighted average common shares outstanding:         \$ 2,621,552         44,788,160           Diluted         45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):         7,581,963         10,709,335           Operating income         7,581,963         10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264	·	2		<u>¢</u>		
Basic         \$ 0.10         \$ 0.15           Diluted         \$ 0.10         \$ 0.15           Weighted average common shares outstanding:         \$ 45,621,552         44,788,160           Basic         45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):         \$ 7,581,963         \$ 10,709,335           Operating income         \$ 7,581,963         \$ 10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264		Ψ	4,040,117	Ψ	0,7 12,121	
Diluted         \$ 0.10         0.15           Weighted average common shares outstanding:         45,621,552         44,788,160           Basic         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):         \$ 7,581,963         \$ 10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264	·	ď	0.10	φ	0.15	
Weighted average common shares outstanding:         Basic       45,621,552       44,788,160         Diluted       46,605,360       46,247,239						
Basic         45,621,552         44,788,160           Diluted         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES           Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):         7,581,963         10,709,335           Operating income         7,581,963         10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264		Ф	0.10	Ф	0.15	
Diluted         46,605,360         46,247,239           Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):         \$7,581,963         \$10,709,335           Operating income         \$7,581,963         \$10,709,335         Depreciation and amortization of intangible assets         5,226,314         4,738,264			<i>1</i> 5 621 552		<i>11</i> 788 160	
Gross margins:           Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):         Operating income         \$ 7,581,963         \$ 10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264						
Energy efficiency revenue         18.7%         18.9%           Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):           Operating income         \$ 7,581,963         \$ 10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264	Diluted		40,000,000		40,247,239	
Renewable energy revenue         18.4%         25.7%           Total         18.6%         21.2%           Operating expenses as a percent of revenue         13.9%         14.7%           OTHER NON-GAAP DISCLOSURES         Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):           Operating income         \$ 7,581,963         \$ 10,709,335           Depreciation and amortization of intangible assets         5,226,314         4,738,264	Gross margins:					
Total 18.6% 21.2% Operating expenses as a percent of revenue 13.9% 14.7% OTHER NON-GAAP DISCLOSURES Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA): Operating income \$7,581,963 \$10,709,335 Depreciation and amortization of intangible assets 5,226,314 4,738,264	Energy efficiency revenue		18.7%		18.9%	
Operating expenses as a percent of revenue OTHER NON-GAAP DISCLOSURES Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA): Operating income Operating income ST,581,963 Depreciation and amortization of intangible assets  13.9% 14.7% 14.7% 14.7% 14.7% 14.7% 14.7% 14.7% 14.7% 14.7% 14.7% 15.26,314 16.7% 16	Renewable energy revenue		18.4%		25.7%	
OTHER NON-GAAP DISCLOSURES  Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):  Operating income \$ 7,581,963 \$ 10,709,335   Depreciation and amortization of intangible assets 5,226,314 4,738,264	Total		18.6%		21.2%	
Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):  Operating income \$ 7,581,963 \$ 10,709,335	Operating expenses as a percent of revenue		13.9%		14.7%	
EBITDA): Operating income \$ 7,581,963 \$ 10,709,335 Depreciation and amortization of intangible assets 5,226,314 4,738,264	OTHER NON-GAAP DISCLOSURES					
Operating income\$ 7,581,963\$ 10,709,335Depreciation and amortization of intangible assets5,226,3144,738,264	Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):					
		\$	7,581,963	\$	10,709,335	
Stock-hased compensation 789 416 853 866	Depreciation and amortization of intangible assets		5,226,314		4,738,264	
000,000 100,410 000,000	Stock-based compensation		789,416		853,866	
Adjusted EBITDA \$ 13,597,693 \$ 16,301,465	Adjusted EBITDA	\$	13,597,693	\$	16,301,465	
Adjusted EBITDA margin 8.4% 9.9%	Adjusted EBITDA margin		8.4%	_	9.9%	
Construction backlog:						
Awarded \$1,041,682,101 \$1,142,847,053	-	\$1	,041,682,101	\$1	,142,847,053	
Fully-contracted 366,023,175 318,368,389	Fully-contracted		366,023,175		318,368,389	
Total construction backlog \$1,407,705,276 \$1,461,215,442	Total construction backlog	\$1	,407,705,276	\$1	,461,215,442	

Note: Awarded represents estimated future revenues from projects that have been awarded, though the contracts have not yet been signed.

# AMERESCO, INC. CONSOLIDATED STATEMENTS OF INCOME

	Nine Months Ended September 30,			
		2013		2012
Davanus	((	Jnaudited)	(L	Inaudited and Restated)
Revenue: Energy efficiency revenue	\$ 2	63,944,074	Ф	341,620,742
Renewable energy revenue		34,092,956	Ψ	132,958,737
Trailis wable chargy revenue		98,037,030	_	474,579,479
Direct expenses:		00,001,000		11 1,070,110
Energy efficiency expenses	2	13,708,750		275,391,607
Renewable energy expenses		09,363,003		104,003,905
		23,071,753	_	379,395,512
Gross profit		74,965,277	_	95,183,967
Operating expenses:		· · · · · · · · · · · · · · · · · · ·	_	
Salaries and benefits	;	32,162,357		38,369,446
Project development costs		13,333,880		12,335,875
General, administrative and other	:	25,878,594		22,085,897
		71,374,831		72,791,218
Operating income		3,590,446		22,392,749
Other expenses, net		2,502,405		3,833,761
Income before provision for income taxes		1,088,041		18,558,988
Income tax provision		247,747		5,292,453
Net income	\$	840,294	\$	13,266,535
Net income per share attributable to common shareholders:				
Basic	\$	0.02	\$	0.30
Diluted	\$	0.02	\$	0.29
Weighted average common shares outstanding:				
Basic		45,472,517		44,492,509
Diluted	•	46,390,468		46,010,138
Gross margins:				
Energy efficiency revenue		19.0%		19.4%
Renewable energy revenue		18.4%		21.8%
Total		18.8%		20.1%
Operating expenses as a percent of revenue OTHER NON-GAAP DISCLOSURES		17.9%		15.3%
Adjusted Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA):				
Operating income	\$	3,590,446	\$	22,392,749
Depreciation and amortization of intangible assets		15,504,794		14,446,767
Stock-based compensation		2,125,276	_	2,527,926
Adjusted EBITDA	\$	21,220,516	\$	39,367,442
Adjusted EBITDA margin	<del></del>	5.3%	_	8.3%

# AMERESCO, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months E	nded September 30,	
	2013	2012	
	(Unaudited)	(Unaudited and Restated)	
Cash flows from operating activities:			
Net income	\$ 4,545,117	\$ 6,712,121	
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation of project assets	2,902,714	2,903,901	
Depreciation of property and equipment	855,727	721,330	
Amortization of deferred financing fees	518,251	95,667	
Amortization of intangible assets	1,467,873	1,113,033	
Provision for bad debts	137,227	6,024	
Unrealized (gain) loss on interest rate swap	(124,980)	59,061	
Gain on sale of asset	(631,917)	_	
Stock-based compensation expense	789,416	853,866	
Deferred income taxes	(682,904)	(951,974)	
Excess tax benefits from stock-based compensation arrangements	(120,601)	(723,710)	
Changes in operating assets and liabilities:			
(Increase) decrease in:			
Restricted cash draws	11,013,725	5,688,561	
Accounts receivable	(2,106,271)	(5,633,607)	
Accounts receivable retainage	(37,866)	3,150,711	
Federal ESPC receivable	(10,533,232)	(2,569,522)	
Inventory	2,800,877	2,052,646	
Costs and estimated earnings in excess of billings	(11,352,008)	(5,950,854)	
Prepaid expenses and other current assets	931,682	2,564,642	
Project development costs	(412.705)	(1.079.090)	
Other assets	(412,795) (1,839,224)	(1,078,080) 312,248	
Increase (decrease) in:	(1,039,224)	312,240	
Accounts payable, accrued expenses and other current liabilities	10,831,805	(2,942,065)	
Billings in excess of cost and estimated earnings	(7,075,163)	(7,286,785)	
Other liabilities	1,882,477	2,826,363	
Income taxes payable	(52,156)	1,155,924	
• •	3,707,774	3,079,501	
Net cash provided by operating activities	3,707,774	3,079,501	
Cash flows from investing activities:	(700 407)	(4.745.440)	
Purchases of property and equipment	(790,427)	(1,715,410)	
Purchases of project assets	(4,136,438)	(11,604,966)	
Grant awards received on project assets	2 504 000	395,007	
Proceeds from sales of assets	3,504,000	(2.677.202)	
Acquisition, net of cash received	(599,375)	(3,677,393)	
Net cash used in investing activities	(2,022,240)	(16,602,762)	
Cash flows from financing activities:	100.004	700 740	
Excess tax benefits from stock-based compensation arrangements	120,601	723,710	
Payments of financing fees	_	(164,753)	
Proceeds from exercises of options	426,294	1,216,985	
Proceeds from senior secured credit facility	3,000,000	12,017,429	
Non-controlling interest	(10,042)	- (4.454.400)	
Restricted cash	(2,349,555)	(1,454,199)	
Payments on long-term debt	(1,643,787)	(1,245,455)	
Net cash (used in) provided by financing activities	(456,489)	11,093,717	
Net cash (used in) provided by financing activities  Effect of exchange rate changes on cash	(456,489) (68,775)	(303,643)	
Effect of exchange rate changes on cash	(68,775)	(303,643)	

### AMERESCO, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,		
	2013	2012	
	(Unaudited)	(Unaudited and Restated)	
Cash flows from operating activities:			
Net income Adjustments to reconcile net income to cash (used in) provided by operating	\$ 840,294	\$ 13,266,535	
activities:	0.701.065	9 250 009	
Depreciation of project assets	9,781,865 2,465,981	8,359,908	
Depreciation of property and equipment	2,465,961 850,713	2,002,804 367,145	
Amortization of deferred financing fees  Amortization of intangible assets	3,256,948	4,084,055	
Provision for bad debts	508,535	4,064,055 83,767	
Unrealized (gain) loss on interest rate swap	(1,378,039)	178,813	
Gain on sale of asset	(631,917)	(800,000)	
Stock-based compensation expense	2,125,276	2,527,926	
Deferred income taxes	(3,553,593)	(1,458,605)	
Excess tax benefits from stock-based compensation arrangements	(417,612)	(2,375,223)	
Changes in operating assets and liabilities: (Increase) decrease in:	(417,012)	(2,010,220)	
Restricted cash draws	29,018,663	29,841,218	
Accounts receivable	4,749,408	6,936,036	
Accounts receivable retainage	(1,610,440)	5,230,093	
Federal ESPC receivable	(24,317,877)	(28,345,258)	
Inventory	754,293	1,542,422	
Costs and estimated earnings in excess of billings	(1,420,819)	6,246,532	
Prepaid expenses and other current assets	(594,650)	885,482	
Project development costs	(2,843,145)	(2,234,165)	
Other assets	(2,597,959)	(629,034)	
Increase (decrease) in:	(2,007,000)	(020,004)	
Accounts payable, accrued expenses and other current liabilities	(25,354,177)	(11,702,805)	
Billings in excess of cost and estimated earnings	(6,703,710)	957,105	
Other liabilities	2,376,895	3,351,544	
Income taxes payable	(417,194)	4,239,382	
Net cash (used in) provided by operating activities	(15,112,261)	42,555,677	
Cash flows from investing activities:	(:0,::2,20:)	,000,0	
Purchases of property and equipment	(2,331,004)	(4,096,980)	
Purchases of project assets	(35,755,383)	(31,303,607)	
Grant awards and rebates received on project assets	1,580,219	4,233,773	
Proceeds from sales of assets	3,510,500	_	
Acquisitions, net of cash received	(9,944,976)	(3,677,393)	
Net cash used in investing activities	(42,940,644)	(34,844,207)	
Cash flows from financing activities:			
Excess tax benefits from stock-based compensation arrangements	417,612	2,375,223	
, , , , , , , , , , , , , , , , , , ,	_	(7,297,122)	
Book overdraft			
Payments of financing fees	(504,985)	(185,078)	
Proceeds from exercises of options	1,676,046	3,016,256	
Proceeds from senior secured credit facility	18,000,000	4,160,287	
Proceeds from long-term debt financing	9,434,434	_	
Non-controlling interest	30,588	7,700	
Restricted cash	(7,547,832)	(6,252,306)	
Payments on long-term debt	(8,384,516)	(3,380,412)	
Net cash provided by (used in) financing activities	13,121,347	(7,555,452)	
Effect of exchange rate changes on cash	374,146	(256,584)	
Net decrease in cash and cash equivalents	(44,557,412)	(100,566)	
Cash and cash equivalents, beginning of year	63,347,645	26,277,366	
Cash and cash equivalents, end of period	\$ 18,790,233	\$ 26,176,800	

#### **Exhibit A: Non-GAAP Financial Measures**

We define adjusted EBITDA as operating income before depreciation, amortization of intangible assets, impairment and share-based compensation expense. Adjusted EBITDA is a non-GAAP financial measure and should not be considered as an alternative to operating income or any other measure of financial performance calculated and presented in accordance with GAAP. For a reconciliation of adjusted EBITDA to operating income, the most directly comparable financial measure prepared in accordance with GAAP, please see Other Non-GAAP Disclosure in the tables above.

We believe adjusted EBITDA is useful to investors in evaluating our operating performance for the following reasons: adjusted EBITDA and similar non-GAAP measures are widely used by investors to measure a company's operating performance without regard to items that can vary substantially from company to company depending upon financing and accounting methods, book values of assets, capital structures and the methods by which assets were acquired; securities analysts often use adjusted EBITDA and similar non-GAAP measures as supplemental measures to evaluate the overall operating performance of companies; and by comparing our adjusted EBITDA in different historical periods, investors can evaluate our operating results without the additional variations of depreciation and amortization expense, and share-based compensation expense.

Our management uses adjusted EBITDA: as a measure of operating performance, because it does not include the impact of items that we do not consider indicative of our core operating performance; for planning purposes, including the preparation of our annual operating budget; to allocate resources to enhance the financial performance of the business; to evaluate the effectiveness of our business strategies; and in communications with the board of directors and investors concerning our financial performance.

We understand that, although measures similar to adjusted EBITDA are frequently used by investors and securities analysts in their evaluation of companies, adjusted EBITDA has limitations as an analytical tool, and investors should not consider it in isolation or as a substitute for GAAP operating income or an analysis of our results of operations as reported under GAAP. Some of these limitations are: adjusted EBITDA does not reflect the Company's cash expenditures or future requirements for capital expenditures or other contractual commitments; adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs; adjusted EBITDA does not reflect stock-based compensation expense; adjusted EBITDA does not reflect cash requirements for income taxes; adjusted EBITDA does not reflect net interest income (expense); although depreciation, amortization and impairment are non-cash charges, the assets being depreciated, amortized or impaired will often have to be replaced in the future, and adjusted EBITDA does not reflect any cash requirements for these replacements; and other companies in our industry may calculate adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

To properly and prudently evaluate our business, we encourage investors to review our GAAP financial statements included above, and not to rely on any single financial measure to evaluate our business. Please refer to the above reconciliation of adjusted EBITDA to operating income, the most directly comparable GAAP measure.

Ameresco, Inc.
Media Relations
CarolAnn Hibbard, 508-661-2264
news@ameresco.com
or
Investor Relations
Suzanne Messere, 508-598-3044
ir@ameresco.com

Source: Ameresco, Inc.