UNITED STATES SECURITIES AND EXCHANGE COMMISSION **WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 7, 2024

Ameresco, Inc. (Exact Name of Registrant as Specified in Charter)

001-34811

Delaware (State or Other Jurisdiction of Incorporation)

(Commission File Number)

04-3512838 (IRS Employer Identification No.)

111 Speen Street, **Suite 410,** Framingham, (Address of Principal Executive Offices)

MA

1701 (Zip Code)

Registrant's telephone number, including area code: (508) 661-2200

(Former Name or Former Address, if Changed Since Last Report)

	(Former Name of Former Nations), if Changed Since Last Report)	
Check	the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provision Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)	ns:
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))	
	Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1033 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).	1
	Emerging growth company	
	If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \square	

Item 2.02. Results of Operations and Financial Condition.

On May 7, 2024, Ameresco, Inc. ("we" or the "Company") announced its financial results for the quarter ended March 31, 2024. The Company also posted supplemental information with respect to its quarter ended March 31, 2024 results on the Investor Relations section of its website at www.ameresco.com. The press release and the supplemental information issued in connection with the announcement are furnished as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Index

	Exhibit fildex
Exhibit No.	Description
99.1	Press Release issued by Ameresco on May 7, 2024
99.2	Supplemental Information dated as of May 7, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)
#	Certain portions of this exhibit are considered confidential and have been omitted as permitted under SEC rules and regulations. Schedules and exhibits have been omitted pursuant to Item $601(b)(2)$ of Regulation S-K.

SIGNATURE

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

AMERESCO, INC.

May 7, 2024

/s/ Spencer Doran Hole
Spencer Doran Hole

Executive Vice President and Chief Financial Officer (duly authorized and principal financial officer)



Ameresco Reports First Quarter 2024 Financial Results

Solid Execution with Growth Across All Business Lines 45% Y/Y Growth in Contracted Backlog Over 750 MWe Ameresco Owned Energy Assets in Development Reaffirms 2024 Guidance

First Quarter 2024 Financial Highlights:

- · Revenues of \$298.4 million
- Net loss attributable to common shareholders of \$2.9 million
- GAAP EPS of (\$0.06)
- Non-GAAP EPS of (\$0.10)
- Adjusted EBITDA of \$30.8 million

FRAMINGHAM, MA – May 7, 2024 – Ameresco, Inc. (NYSE:AMRC), a leading cleantech integrator specializing in energy efficiency and renewable energy, today announced financial results for the fiscal quarter ended March 31, 2024. The Company also furnished supplemental information in conjunction with this press release in a Current Report on Form 8-K. The supplemental information, which includes Non-GAAP financial measures, has been posted to the "Investors" section of the Company's website at www.ameresco.com. Reconciliations of Non-GAAP measures to the appropriate GAAP measures are included herein. All financial result comparisons made are against the prior year period unless otherwise noted.

CEO George Sakellaris commented, "Ameresco's strong execution during the first quarter demonstrates the early results of the actions we have taken to optimize our organization and platform to capture the significant growth opportunities ahead of us. Our new corporate structure has brought greater uniformity and scalability across our geographies and enabled faster and better project conversion and execution, which helped to drive stronger than expected revenues in the first quarter. We are also seeing the early results from our strategic focus on better win rates and improved margins in our core Federal and MUSH markets.

"While compressing execution timelines remains a priority, we continued to further build our substantial long-term visibility, achieving record levels of Project Backlog and Assets in Development and Construction in the first quarter. Our total Project Backlog exceeded \$4 billion at the end of the quarter, an increase of 35% or over \$1 billion from one year ago. Our success

in converting awards to contracts drove a 45% increase in our contracted backlog. The Energy Asset business continued to add high return assets to our development pipeline, ending the quarter with a record 762 MWe, while also bringing 13 MWe into operation during the quarter. These metrics, along with our strong and growing O&M backlog, give the Company significant profitable revenue visibility for years to come."

First Quarter Financial Results

(All financial result comparisons made are against the prior year period unless otherwise noted.)

(in millions)		Q1 2024			Q1 2023	
	Revenue	Net Income (Loss)	Adj. EBITDA	Revenue	Net Income (Loss) (1)	Adj. EBITDA
Projects	\$204.3	(\$6.0)	\$3.2	\$183.2	(\$1.3)	\$4.0
Energy Assets	\$43.2	(\$0.5)	\$21.2	\$40.8	\$1.1	\$19.9
O&M	\$25.3	\$3.7	\$4.8	\$22.3	\$0.5	\$1.5
Other	\$25.6	(\$0.1)	\$1.6	\$24.8	\$0.7	\$1.9
Total (2)	\$298.4	(\$2.9)	\$30.8	\$271.0	\$1.1	\$27.4

⁽¹⁾ Net Income (Loss) represents net income (loss) attributable to common shareholders.

Total revenue increased 10.1% to \$298.4 million led by 11.5% growth in Projects revenue, as faster implementation and contract conversions allowed for continued execution on our growing contracted backlog. Energy Asset revenue grew 5.9% driven by growth in operating assets placed in service, improved production and stronger RIN prices. O&M revenue increased 13.8% reflecting timing of long-term O&M contracts. Other revenue increased 3.2% primarily due to strength in our consulting business. Gross margin of 15.7% was lower than expected as higher than normal project cost adjustments during the quarter outweighed higher margins in our O&M business. SG&A decreased 4.2% due to higher labor utilization which also resulted in lower project development costs. Net loss attributable to common shareholders was \$2.9 million compared to net income of \$1.1 million during the same period last year driven by higher interest expenses, with GAAP and Non-GAAP EPS of (\$0.06) and (\$0.10), respectively. Adjusted EBITDA of \$30.8 million increased 12.6%.

⁽²⁾ Numbers in table may not sum due to rounding.

Balance Sheet and Cash Flow Metrics

(\$ in millions)
Total Corporate Debt (1)
Corporate Debt Leverage Ratio (2)

Total Energy Asset Debt (3) Energy Asset Book Value (4) Energy Debt Advance Rate (5)

Q1 Cash Flows from Operating Activities

Plus: Q1 Proceeds from Federal ESPC Projects

Equals: Q1 Adjusted Cash from Operations

8-quarter rolling average Cash Flows from Operating Activities
Plus: 8-quarter rolling average Proceeds from Federal ESPC Projects

Equals: 8-quarter rolling average Adjusted Cash from Operations

The Company ended the quarter with \$77.7 million in cash. Our total corporate debt including our term loans and drawn amounts on our revolving line of credit continued to decline to \$268.1 million, with a corporate leverage ratio as calculated under our Sr. Secured Credit Facility of 3.0x, below our 3.5x bank covenant level. Our Energy Asset Debt was \$1.3 billion with an Energy Debt Advance rate of 72% on the Energy Asset Book Value. Our Adjusted Cash from Operations during the quarter was \$40.4 million. Our 8-quarter rolling average Adjusted Cash from Operations was \$29.5 million. We are providing this number given the volatility of quarterly Adjusted Cash from Operations as it better represents our average implementation cycle. The Company's access to attractive capital remained very strong during the quarter highlighted by numerous draws from our existing financings as well as an investment by Republic Services in the Roxana RNG plant.

March 31, 2024

\$268.1

3.0x

\$1,282.7

\$1,788.6

72%

\$20.8

\$19.6

\$40.4

(\$13.9)

\$43.4

\$29.5

⁽¹⁾ Term loans and drawn amounts on the revolving line of credit on our Sr. Secured Credit Facility

⁽²⁾ Debt to EBITDA, as calculated under our Sr. Secured Credit Facility

⁽³⁾ Term loans, sale-leasebacks and construction loan project financings for our Energy Assets in operations and in-construction and development

⁽⁴⁾ Book Value of our Energy Assets in operations and in-construction and development

⁽⁵⁾ Total Energy Asset Debt divided by Energy Asset Book Value

(\$ in millions)

Awarded Project Backlog (1) Contracted Project Backlog

Total Project Backlog

12-month Contracted Backlog (2)

O&M Revenue Backlog 12-month O&M Backlog Energy Asset Visibility (3) **Operating Energy Assets** Ameresco's Net Assets in Development (4)

, ,	
\$2,560	
\$1,460	
\$4,020	
\$775	

At March 31 2024

\$1,199
\$88
\$2,300
518 MWe
756 MWe

- Ameresco's Assets in Development ended the quarter at 762 MWe. After subtracting Ameresco's partners' minority interests, Ameresco's owned capacity of Assets in Development at quarter end was 756 MWe.
- Ameresco increased net assets in development by 45 MWe in the first quarter driven by increased solar and BESS activity.
- Ameresco continued to drive significant asset activity in the state of Hawaii with the award of a 40 MWe biofuel-powered facility in Maui. This marks Ameresco's fourth asset award with Hawaiian Electric, building on the success of Kūpono Solar, a 42 MWe AC solar and 42MWe/168MWh battery storage facility on Oahu expected to come online in Q2 2024, Pu'uloa Energy, a 99 MWe firm renewable generation facility on Oahu expected to come online in 2027, and Pu'uloa Solar, a 6MWe solar and 6MWe/30MWh battery storage facility on Oahu expected to come online in 2026.
- During the quarter Ameresco began operations of the 5.2 MWe RNG plant at Republic Services' Brickyard Landfill.
- The education market continued to show significant activity driven by the numerous available state and federal grants and incentives to provide comprehensive solutions including energy efficiency, renewable energy and energy storage technologies.

Summary and Outlook

"Our robust first quarter results represented a strong start to the year supporting our expectations for substantial growth in 2024. Demand for our solutions continues to be strong and broad based across technologies and our diversified customer base. Additionally, our strong projects backlog metrics, together with our substantial asset portfolio and growing O&M backlog provide Ameresco with multi-year visibility on profitable revenue growth," Mr. Sakellaris concluded.

⁽¹⁾ Customer contracts that have not been signed yet

⁽²⁾ We define our 12-month backlog as the estimated amount of revenues that we expect to recognize in the next twelve months from our fully-contracted

⁽³⁾ Estimated contracted revenue and incentives during PPA period plus estimated additional revenue from operating RNG assets over a 20-year period, assuming RINs at \$1.50/gallon and brown gas at \$3.50/MMBtu with \$3.00/MMBtu for LCFS on certain projects.

⁽⁴⁾ Net MWe capacity includes only our share of any jointly owned assets

Ameresco reaffirms its full year 2024 guidance which is included in the table below and reflects an expected revenue and Adjusted EBITDA growth of 20% and 38%, respectively, at the midpoints. The Company expects to place approximately 200 MWe of energy assets in service for all of 2024. Our expected capex for 2024 is \$350 million to \$400 million, the majority of which we expect to fund with project financing.

FY 2024 Guidance Ranges

Revenue	\$1.60 billion	\$1.70 billion
Gross Margin	17.5%	18.5%
Adjusted EBITDA	\$210 million	\$240 million
Interest Expense & Other	\$60 million	\$65 million
Non-GAAP EPS	\$1.30	\$1.50

The Company's Adjusted EBITDA and Non-GAAP EPS guidance excludes the impact of redeemable non-controlling interest activity, one-time charges, asset impairment charges, changes in contingent consideration, restructuring activities, as well as any related tax impact.

We have completed performance testing and are working closely with Southern California Edison Company on the final checklist for substantial completion for two of the three projects. Commissioning activities have begun on the third project, which was significantly impacted by the heavy rainfall in California in 2023. This last site is expected to reach substantial completion in the summer of 2024.

Conference Call/Webcast Information

The Company will host a conference call today at 4:30 p.m. ET to discuss first quarter 2024 financial results, business and financial outlook and other business highlights. Participants may access the earnings conference call by pre-registering here at least fifteen minutes in advance. 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 "Investors" section of the Company's website at www.ameresco.com. If you are unable to listen to the live call, an archived webcast will be available on the Company's website for one year.

Use of Non-GAAP Financial Measures

This press release and the accompanying tables include references to adjusted EBITDA, Non- GAAP EPS, Non-GAAP net income and adjusted cash from operations, which are Non-GAAP financial measures. For a description of these Non-GAAP financial measures, including the reasons management uses these measures, please see the section following the accompanying tables titled "Exhibit A: Non-GAAP Financial Measures". For a reconciliation of these Non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with GAAP, please see Non-GAAP Financial Measures and Non-GAAP Financial Guidance in the accompanying tables.

About Ameresco, Inc.

Founded in 2000, Ameresco, Inc. (NYSE:AMRC) is a leading cleantech integrator and renewable energy asset developer, owner and operator. Our comprehensive portfolio includes solutions that help customers reduce costs, decarbonize to net zero, and build energy resiliency

while leveraging smart, connected technologies. From implementing energy efficiency and infrastructure upgrades to developing, constructing, and operating distributed energy resources – we are a trusted sustainability partner. Ameresco has successfully completed energy saving, environmentally responsible projects with Federal, state and local governments, utilities, healthcare and educational institutions, housing authorities, and commercial and industrial customers. With its corporate headquarters in Framingham, MA, Ameresco has more than 1,500 employees providing local expertise in North America and Europe. For more information, visit www.ameresco.com.

Contact: Media Relations Leila Dillon, 508.661.2264, news@ameresco.com

Investor Relations Eric Prouty, AdvisIRy Partners, 212.750.5800,

eric.prouty@advisiry.com

Lynn Morgen, AdvislRy Partners, 212.750.5800,

lynn.morgen@advisiry.com

Safe Harbor Statement

Any statements in this press release about future expectations, plans and prospects for Ameresco, Inc., including statements about market conditions, pipeline, visibility, and backlog, as well as estimated future revenues, net income, adjusted EBITDA, Non-GAAP EPS, gross margin, effective tax rate, capital investments, other financial guidance and longer term outlook, statements about our financing plans including the status of discussion related to raising subordinated debt and our ability to finalize such a debt financing, the impact the IRA, supply chain disruptions, shortage and cost of materials and labor, and other macroeconomic and geopolitical challenges; our expectations related to our agreement with SCE including the impact of delays and any requirement to pay liquidated damages, 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: demand for our energy efficiency and renewable energy solutions; the timing of, and ability to, enter into contracts for awarded projects on the terms proposed or at all; the timing of work we do on projects where we recognize revenue on a percentage of completion basis; the ability to perform under signed contracts without delay and in accordance with their terms and related liquidated and other damages we may be subject to; the fiscal health of the government and the risk of government shutdowns; our ability to complete and operate our projects on a profitable basis and as committed to our customers; our cash flows from operations and our ability to arrange financing to fund our operations and projects our customers' ability to finance their projects and credit risk from our customers; our ability to comply with covenants in our existing debt agreements including the requirement to raise additional subordinated debt; the impact of macroeconomic challenges, weather related events and climate change on our business; our reliance on third parties for our construction and installation work; availability and cost of labor and equipment particularly given global supply chain challenges and global trade conflicts; global supply chain challenges, component shortages and inflationary pressures; 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 output and performance of our energy plants and energy projects; cybersecurity incidents and breaches; regulatory and other risks inherent to constructing and operating energy assets the effects of our acquisitions and joint ventures; 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; the addition of new customers or the loss of existing customers; market price of our Class A Common stock prevailing from time to time; the nature of other investment opportunities presented to our Company from time to time; risks related to our international operation and international growth strategy; and other factors discussed in our most recent Annual Report on Form 10-K. 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. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands, except share amounts)

NSSETS		March 31, 2024		December 31, 2023	
Current assets: Current assets 7,7,681 \$ 79,211 Restricted cash 57,737 62,311 Accounts receivable, net 146,836 153,362 Accounts receivable retainage, net 32,158 33,826 Costs and estimated earnings in excess of billings 622,428 66,163 Inventory, net 13,076 13,637 Prepaid expenses and other current assets 118,813 13,391 Income tax receivable 4,836 5,775 Project development costs, net 2,2907 20,335 Total current assets 1,126,472 1,128,471 Federal ESPC receivable 577,61 609,265 Energy assets, net 1,788,569 1,689,424 Deferred income tax assets, net 7,71,70 1,739 Energy assets, net 6,91 6,808 Deferred income tax assets, net 6,91 6,808 Deferred income tax assets, net 6,93 5,80 Oberating leas assets 6,93 5,80 Restricted cash, non-current portion 12,53 1,90			(Unaudited)		
Cash and cash equivalents \$ 77,681 \$ 79,271 Restricted cash 57,737 62,311 Accounts receivable, net 146,836 53,362 Accounts receivable retainage, net 32,188 33,826 Costs and estimated earnings in excess of billings 62,428 66,163 Inventory, net 13,076 1,567 Project developments assets 118,813 223,907 Income tax receivable 4,836 5,775 Project development costs, net 22,907 20,735 Total current assets 57,661 60,926 Property and equipment, net 17,170 17,395 Energy assets, net 25,677 26,411 Goodwill, net 5,311 75,587 Intagible assets, net 6,197 6,808 Operating lease assets 6,934 58,86 Restricted cash, non-current portion 10,315 8,735 Other assets 104,318 8,937 Total assets 5,380,260 5,371,377 Current portions of long-term debt and financing lease liabilities,	ASSETS				
Restricted cash 57,737 62,311 Accounts receivable, net 146,836 133,626 Accounts receivable retainage, net 32,18 33,826 Costs and estimated earnings in excess of billings 652,428 636,163 Inventory, net 13,075 11,8813 123,991 Income tax receivable 4,836 5,775 Prepaid expenses and other current assets 11,26,472 20,735 Income tax receivable 57,651 609,265 Project development costs, net 22,977 20,735 Total current assets 1,126,472 1,128,471 Federal ESPC receivable 577,651 609,265 Property and equipment, net 17,170 17,395 Energy assets, net 25,677 20,411 Godwill, net 75,311 75,587 Intargible assets, net 6,197 6,889 Operating leas assets 6,948 8,586 Restricted cash, non-current portion 12,553 12,094 Other assets 5,380,206 5,371,377 Total curre	Current assets:				
Accounts receivable, net 146,836 153,302 Accounts receivable retainage, net 32,158 33,258 Costs and estimated earnings in excess of billings 652,428 63,6163 Inventory, net 13,076 13,076 13,073 Prepaid expenses and other current assets 118,813 23,391 Income tax receivable 4,836 5,775 Project development costs, net 2,2007 20,335 Total current assets 17,170 17,305 Total current assets 17,765 609,265 Property and equipment, net 1,770 1,735 Energy assets, en 1,785,59 1,898,241 Gederal ESPC receivable 7,511 7,535 Energy assets, en 1,787,50 1,898,241 Godwill, net 5,197,50 4,898,241 Intangible assets, net 6,197 6,808 Operating lease assets 6,197 6,808 Restricted cash, non-current portion 12,553 12,094 Other assets 1,253 3,713,705 Total assets </td <td>Cash and cash equivalents</td> <td>\$</td> <td>77,681</td> <td>\$ 79,271</td>	Cash and cash equivalents	\$	77,681	\$ 79,271	
Accounts receivable retainage, net 32,158 33,826 Costs and estimated earnings in excess of billings 652,428 63,636 Inventory, net 118,813 123,91 Prepaid expenses and other current assets 118,813 123,91 Income tax receivable 4,836 5,775 Project development costs, net 22,907 20,735 Total current assets 1,126,472 1,128,471 Federal ESPC receivable 577,651 609,265 Property and equipment, net 1,788,569 1,689,424 Deferred income tax assets, net 2,5677 26,411 Goodwill, net 5,577 5,887 Intagible assets, net 6,948 58,858 Operating lease assets 69,348 58,858 Retrieted cash, non-current portion 12,55 12,094 Other assets 104,318 39,733,776 Total assets 104,318 38,733,776 Current proting lease assets 5,38,202 3,313,776 Current proting of long-term debt and financing lease liabilities, net 8,38,202 3,31	Restricted cash		57,737	62,311	
Costs and estimated earnings in excess of billings 652,428 636,163 Inventory, net 13,076 13,637 Prepaid expenses and other current assets 118,813 23,931 Income tax receivable 4,836 5,775 Project development costs, net 22,907 20,735 Total current assets 112,6472 1,128,471 Federal ESPC receivable 577,651 609,265 Property and equipment, net 17,70 17,395 Energy assets, net 17,88,569 1,689,424 Deferred income tax assets, net 25,677 26,411 Goodwill, net 57,511 75,587 Intangible assets, net 6,197 6,808 Operating lease assets 6,197 6,808 Operating lease assets 6,197 6,808 Other asset 104,318 89,735 Total assets 5,303,260 3,713,776 Current protions of long-term debt and financing lease liabilities, net 5,393,20 3,713,776 Accrued expenses and other current liabilities 10,954 10,831	Accounts receivable, net		146,836	153,362	
Inventory, net	Accounts receivable retainage, net		32,158	33,826	
Prepaid expenses and other current assets 118,813 123,301 Income tax receivable 4,836 5,775 Project development costs, net 22,907 20,735 Total current assets 1,126,472 1,128,471 Federal ESPC receivable 577,651 609,265 Property and equipment, net 17,170 17,395 Benergy assets, net 25,677 26,411 Goodwill, net 75,311 75,881 Intangible assets, net 69,348 58,896 Operating lease assets 69,348 58,896 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets 104,318 89,735 Total assets \$ 380,3266 \$ 371,377 Current protions of long-term debt and financing lease liabilities, net \$ 39,201 \$ 322,247 Accuract expenses and other current liabilities \$ 39,201 \$ 322,47 Accuract expenses and other current liabilities 1 1,928 1 1,08 Current portions of operating lease liabilities 1 1,028 <td>Costs and estimated earnings in excess of billings</td> <td></td> <td>652,428</td> <td>636,163</td>	Costs and estimated earnings in excess of billings		652,428	636,163	
Project development costs, net 2,2,907 20,325 20,	Inventory, net		13,076	13,637	
Project development costs, net 22,907 20,735 Total current assets 1,126,472 1,128,471 Federal ESPC receivable 577,651 069,265 Property and equipment, net 17,170 17,395 Energy assets, net 1,888,569 1,689,424 Deferred income tax assets, net 55,677 26,411 Goodwill, net 61,917 6,808 Operating leas assets 60,934 8,858 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets 104,318 89,735 Total assets 5 38,036 3,713,776 Werrent portions of long-term debt and financing lease liabilities, net \$ 39,201 \$ 322,247 Accounts payable 437,240 400,752 Accounts payable 437,240 400,752 Accounts payable and other current liabilities 109,954 108,811 Account special payable and other current liabilities 10,954 108,811 Current portions of long-term debt and financing lease liabilities, net 1	Prepaid expenses and other current assets		118,813	123,391	
Total current assets 1,126,472 1,128,471 Federal ESPC receivable 577,651 609,265 Property and equipment, net 17,795 17,395 Incergy assets, net 1,788,569 1,689,424 Deferred income tax assets, net 25,677 26,411 Goodwill, net 6,197 6,808 Operating lease assets 6,197 6,808 Operating lease assets 69,348 58,586 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets 3,803,266 3,713,776 CLIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accorded expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 109,954 108,831 Current portions of operating lease liabilities 109,954 108,831 Current portions of operating lease liabilities 109,954 108,831	Income tax receivable		4,836	5,775	
Federal ESPC receivable 577,651 609,265 Property and equipment, net 17,170 17,395 Energy assets, net 1,788,569 1,689,424 Deferred income tax assets, net 25,677 26,411 Goodwill, net 75,311 75,587 Intangible assets, net 6,197 6,808 Operating lease assets 69,348 58,586 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets 3,803,266 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current liabilities Current portions of long-term debt and financing lease liabilities, net \$ 339,201 \$ 322,247 Accoruse appayable 437,240 402,752 Accurued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 13,96 13,86 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 3,98 1,109 <tr< td=""><td>Project development costs, net</td><td></td><td>22,907</td><td>20,735</td></tr<>	Project development costs, net		22,907	20,735	
Property and equipment, net 17,170 17,395 Energy assets, net 1,788,569 1,689,424 Deferred income tax assets, net 25,677 26,411 Goodwill, net 75,311 75,587 Intangible assets, net 6,197 6,808 Operating lease assets 69,348 58,586 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets 3,803,266 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current liabilities: Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accourd expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 15,269 Billings in excess of cost and estimated earnings 61,267 5,2903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt	Total current assets		1,126,472	1,128,471	
Energy assets, net 1,788,569 1,689,424 Deferred income tax assets, net 25,677 26,411 Goodwill, net 75,311 75,587 Intangible assets, net 6,197 6,808 Operating lease assets 69,348 58,868 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets \$ 3,803,266 \$ 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current liabilities: Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 10,954 10,881 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount	Federal ESPC receivable		577,651	609,265	
Deferred income tax assets, net	Property and equipment, net		17,170	17,395	
Goodwill, net 75,311 75,587 Intangible assets, net 6,197 6,808 Operating lease assets 69,348 58,586 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets \$ 3,803,266 \$ 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current liabilities Current portions of long-term debt and financing lease liabilities, net \$ 599,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 <td< td=""><td>Energy assets, net</td><td></td><td>1,788,569</td><td>1,689,424</td></td<>	Energy assets, net		1,788,569	1,689,424	
Intangible assets, net 6,197 6,808 Operating lease assets 69,348 58,586 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets \$ 3,803,266 \$ 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,162 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,479	Deferred income tax assets, net		25,677	26,411	
Operating lease assets 69,348 58,586 Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets \$ 3,803,266 \$ 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current liabilities: Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479	Goodwill, net		75,311	75,587	
Restricted cash, non-current portion 12,553 12,094 Other assets 104,318 89,735 Total assets \$ 3,803,266 \$ 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 10,954 108,831 Current portions of operating lease liabilities 14,220 13,869 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479	Intangible assets, net		6,197	6,808	
Other assets104,31889,735Total assets\$ 3,803,266\$ 3,713,776LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITYCurrent liabilities:Current portions of long-term debt and financing lease liabilities, net\$ 539,201\$ 322,247Accounts payable437,240402,752Accrued expenses and other current liabilities109,954108,831Current portions of operating lease liabilities14,22013,569Billings in excess of cost and estimated earnings61,26752,903Income taxes payable3981,169Total current liabilities1,162,280901,471Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs1,011,5761,170,075Federal ESPC liabilities504,689533,054Deferred income tax liabilities, net4,5844,479	Operating lease assets		69,348	58,586	
Total assets \$ 3,803,266 \$ 3,713,776 LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current liabilities Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479	Restricted cash, non-current portion		12,553	12,094	
LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY Current liabilities: Current portions of long-term debt and financing lease liabilities, net Accounts payable Accrued expenses and other current liabilities Current portions of operating lease liabilities Current portions of operating lease liabilities 109,954 108,831 Current portions of operating lease liabilities 61,267 52,903 Income taxes payable 70tal current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net	Other assets		104,318	89,735	
Current liabilities: Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479	Total assets	\$	3,803,266	\$ 3,713,776	
Current liabilities: Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479		_			
Current liabilities: Current portions of long-term debt and financing lease liabilities, net \$ 539,201 \$ 322,247 Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479	LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY				
Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479	, ,				
Accounts payable 437,240 402,752 Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 14,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net 4,584 4,479	Current portions of long-term debt and financing lease liabilities, net	\$	539.201	\$ 322,247	
Accrued expenses and other current liabilities 109,954 108,831 Current portions of operating lease liabilities 114,220 13,569 Billings in excess of cost and estimated earnings 61,267 52,903 Income taxes payable 398 1,169 Total current liabilities 1,162,280 901,471 Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs 1,011,576 1,170,075 Federal ESPC liabilities 504,689 533,054 Deferred income tax liabilities, net				,	
Current portions of operating lease liabilities14,22013,569Billings in excess of cost and estimated earnings61,26752,903Income taxes payable3981,169Total current liabilities1,162,280901,471Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs1,011,5761,170,075Federal ESPC liabilities504,689533,054Deferred income tax liabilities, net4,5844,479	· ·		109,954		
Billings in excess of cost and estimated earnings61,26752,903Income taxes payable3981,169Total current liabilities1,162,280901,471Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs1,011,5761,170,075Federal ESPC liabilities504,689533,054Deferred income tax liabilities, net4,5844,479	*				
Income taxes payable3981,169Total current liabilities1,162,280901,471Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs1,011,5761,170,075Federal ESPC liabilities504,689533,054Deferred income tax liabilities, net4,5844,479	1 1 0		61,267	52,903	
Total current liabilities1,162,280901,471Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs1,011,5761,170,075Federal ESPC liabilities504,689533,054Deferred income tax liabilities, net4,5844,479	· ·		398	1,169	
Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs1,011,5761,170,075Federal ESPC liabilities504,689533,054Deferred income tax liabilities, net4,5844,479			1.162.280	 901.471	
Federal ESPC liabilities504,689533,054Deferred income tax liabilities, net4,5844,479			, ,		
Deferred income tax liabilities, net 4,584 4,479			/ /		
,	Deferred income tax liabilities, net				
9,77				,	
Long-term operating lease liabilities, net of current portion 50,710 42,258	<u> </u>				
Other liabilities 88,619 82,714					

	1	March 31, 2024	December 31, 2023
Redeemable non-controlling interests, net	\$	43,908	\$ 46,865
Stockholders' equity:			
Preferred stock, \$0.0001 par value, 5,000,000 shares authorized, no shares issued and outstanding at March 31, 2024 and December 31, 2023		_	_
Class A common stock, \$0.0001 par value, 500,000,000 shares authorized, 36,421,956 shares issued and 34,320,161 shares outstanding at March 31, 2024, 36,378,990 shares issued and 34,277,195 shares outstanding at December 31, 2023		3	3
Class B common stock, \$0.0001 par value, 144,000,000 shares authorized, 18,000,000 shares issued and outstanding at March 31, 2024 and December 31, 2023		2	2
Additional paid-in capital		327,367	320,892
Retained earnings		592,947	595,911
Accumulated other comprehensive loss, net		(3,592)	(3,045)
Treasury stock, at cost, 2,101,795 shares at March 31, 2024 and December 31, 2023		(11,788)	(11,788)
Stockholders' equity before non-controlling interest		904,939	901,975
Non-controlling interests		25,224	23,911
Total stockholders' equity		930,163	925,886
Total liabilities, redeemable non-controlling interests and stockholders' equity	\$	3,803,266	\$ 3,713,776

AMERESCO, INC. CONDENSED CONSOLIDATED STATEMENTS OF (LOSS) INCOME (In thousands, except per share amounts) (Unaudited)

		Three Months Ended March 31,		
		2024		2023
Revenues	\$	298,406	\$	271,042
Cost of revenues		251,413		221,094
Gross profit	·	46,993		49,948
Earnings from unconsolidated entities		555		450
Selling, general and administrative expenses		39,555		41,301
Operating income		7,993		9,097
Other expenses, net		14,171		8,043
(Loss) income before income taxes		(6,178)		1,054
Income tax provision (benefit)		_		(503)
Net (loss) income		(6,178)		1,557
Net loss (income) attributable to non-controlling interests and redeemable non-controlling interests		3,241		(455)
Net (loss) income attributable to common shareholders	\$	(2,937)	\$	1,102
Net (loss) income per share attributable to common shareholders:				
Basic	\$	(0.06)	\$	0.02
Diluted	\$	(0.06)	\$	0.02
Weighted average common shares outstanding:				
Basic		52,289		51,963
Diluted		52,289		53,261

AMERESCO, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (Unaudited)

CONDUINDED CONSOCIDATED STATEMENTS OF CASH FER	CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (Unaudited) Three Months Ended		
	2024	2023	
Cash flows from operating activities:			
Net (loss) income	\$ (6,178)	\$ 1,557	
Adjustments to reconcile net (loss) income to net cash flows from operating activities:			
Depreciation of energy assets, net	17,124	13,341	
Depreciation of property and equipment	1,175	644	
Increase in contingent consideration	_	121	
Accretion of ARO liabilities	66	66	
Amortization of debt discount and debt issuance costs	982	790	
Amortization of intangible assets	539	302	
Provision for bad debts	1	93	
Loss on write-off of long-lived assets	_	18	
Non-cash project revenue related to in-kind leases	(775)	_	
Earnings from unconsolidated entities	(555)	(450)	
Net (gain) loss from derivatives	(2,359)	163	
Stock-based compensation expense	3,026	4,037	
Deferred income taxes, net	687	(7,142)	
Unrealized foreign exchange loss (gain)	806	(29)	
Changes in operating assets and liabilities:	000	(2))	
Accounts receivable	5,899	58,954	
Accounts receivable retainage	1,580	2,439	
Federal ESPC receivable	(26,395)	(33,736)	
Inventory, net	561	608	
Costs and estimated earnings in excess of billings	(7,842)	85,748	
Prepaid expenses and other current assets	104	929	
Income taxes receivable, net	180	6,380	
Project development costs	(1,728)	(1,812)	
Other assets	(1,413)	(1,903)	
Accounts payable, accrued expenses and other current liabilities	23,849	(82,266)	
Billings in excess of cost and estimated earnings	9,160	9,398	
Other liabilities	2,323	522	
Cash flows from operating activities	20,817	58,772	
Cash flows from investing activities:	20,617	36,772	
Purchases of property and equipment	(962)	(1,657)	
Capital investment in energy assets	(105,633)	(89,787)	
Capital investment in energy assets Capital investment in major maintenance of energy assets	(5,355)	(589)	
Net proceeds from equity method investment	12,956	(369)	
Contributions to equity method investments	(4,776)		
Acquisitions, net of cash received	(4,770)	(9,182)	
Loans to joint venture investments	_		
Cash flows from investing activities	(103,770)	(38)	
e e	(103,770)	(101,253)	
Cash flows from financing activities: Payments of debt discount and debt issuance costs	(500)	(266)	
	(590)	(366)	
Proceeds from exercises of options and ESPP	183	571	
Proceeds from senior secured revolving credit facility, net	20,100	 50 100	
Proceeds from long-term debt financings	89,321	58,188	
Proceeds from Federal ESPC projects	19,581	42,309	
Net proceeds from energy asset receivable financing arrangements	4,748	4,438	
Contributions from non-controlling interests	28,864	16,308	
Distributions to non-controlling interest	(63)	(1.51)	
Distributions to redeemable non-controlling interests, net	(133)	(161)	
Payment on seller's promissory note	(29,441)		
Payments on long-term debt and financing leases	(55,196)	(15,159)	
Cash flows from financing activities	77,374	106,128	

	Three Months E	Ended March 31,
	2024	2023
Effect of exchange rate changes on cash	(126)	42
Net (decrease) increase in cash, cash equivalents, and restricted cash	(5,705)	63,689
Cash, cash equivalents, and restricted cash, beginning of period	153,676	149,888
Cash, cash equivalents, and restricted cash, end of period	\$ 147,971	\$ 213,577

Non-GAAP Financial Measures (Unaudited, in thousands)

Adjusted EBITDA:

Net income (loss) attributable to common shareholders Impact from redeemable non-controlling interests

Plus: Other expenses, net

Plus: Depreciation and amortization Plus: Stock-based compensation

Plus: Contingent consideration, restructuring and other charges

Adjusted EBITDA
Adjusted EBITDA margin

Adjusted EBITDA:

Net income attributable to common shareholders Impact from redeemable non-controlling interests

Plus (less): Income tax provision (benefit)

Plus: Other expenses, net

Plus: Depreciation and amortization Plus: Stock-based compensation

Plus: Restructuring and other changes

Adjusted EBITDA

Adjusted EBITDA margin

Three Months Ended March 31, 2024

Thi of Months Ended March 61, 2027								
Projects	Energy Assets		O&M		Other		Consolidated	
\$ (5,965)	\$ (496)	\$	3,659	\$	(135)	\$	(2,937)	
_	(2,855)		_		_		(2,855)	
5,656	7,246		545		724		14,171	
995	16,847		322		674		18,838	
2,072	438		257		259		3,026	
481	16		5		86		588	
\$ 3,239	\$ 21,196	\$	4,788	\$	1,608	\$	30,831	
1.6 %	49.1 %		18.9 %		6.3 %		10.3 %	

Three Months Ended March 31, 2023

	Tillee Molitis Linded March 31, 2023												
Projects		Energy Assets		O&M		Other	Consolidated						
\$	(1,300)	\$ 1,149	\$	532	\$	721	\$	1,102					
	_	32		_		_		32					
	(884)	72		127		182		(503)					
	2,490	4,905		236		412		8,043					
	660	13,122		304		201		14,287					
	2,729	607		332		369		4,037					
	337	20		7		7		371					
\$	4,032	\$ 19,907	\$	1,538	\$	1,892	\$	27,369					
	2.2 %	48.8 %		6.9 %		7.6 %		10.1 %					

	Th	ree Months E	nded March 31,
		2024	2023
Non-GAAP net (loss) income and EPS:			
Net (loss) income attributable to common shareholders	\$	(2,937)	\$ 1,102
Adjustment for accretion of tax equity financing fees		(27)	(27
Impact from redeemable non-controlling interests		(2,855)	32
Plus: Contingent consideration, restructuring and other charges		588	371
(Less) Plus: Income tax effect of Non-GAAP adjustments		(153)	(96
Non-GAAP net (loss) income		(5,384)	1,382
Diluted net (loss) income per common share	\$	(0.06)	\$ 0.02
Effect of adjustments to net (loss) income		(0.04)	0.01
Non-GAAP EPS	\$	(0.10)	\$ 0.03
Adjusted cash from operations:			
Cash flows from operating activities	\$	20,817	\$ 58,772
Plus: proceeds from Federal ESPC projects		19,581	42,309
Adjusted cash from operations	\$	40,398	\$ 101,081

Other Financial Measures (Unaudited, in thousands)

	Three Months Ended March 31,					
	2024	2023				
New contracts and awards:						
New contracts	\$ 334,533 \$	146,960				
New awards ⁽¹⁾	\$ 339,798 \$	472,100				

(1) Represents estimated future revenues from projects that have been awarded, though the contracts have not yet been signed

Non-GAAP Financial Guidance

Adjusted earnings before interest, taxes, depreciation and amortization (adjusted EBITDA): Year Ended December 31, 2024

	Low	High
Operating income (1)	\$113 million	\$141 million
Depreciation and amortization	\$85 million	\$86 million
Stock-based compensation	\$14 million	\$15 million
Restructuring and other charges	\$(2) million	\$(2) million
Adjusted EBITDA	\$210 million	\$240 million

(1) Although net income is the most directly comparable GAAP measure, this table reconciles adjusted EBITDA to operating income because we are not able to calculate forward-looking net income without unreasonable efforts due to significant uncertainties with respect to the impact of accounting for our redeemable non-controlling interests and taxes.

Exhibit A: Non-GAAP Financial Measures

We use the Non-GAAP financial measures defined and discussed below to provide investors and others with useful supplemental information to our financial results prepared in accordance with GAAP. These Non-GAAP financial measures should not be considered as an alternative to any measure of financial performance calculated and presented in accordance with GAAP. For a reconciliation of these Non-GAAP measures to the most directly comparable financial measures prepared in accordance with GAAP, please see Non-GAAP Financial Measures and Non-GAAP Financial Guidance in the tables above.

We understand that, although measures similar to these Non-GAAP financial measures are frequently used by investors and securities analysts in their evaluation of companies, they have limitations as analytical tools, and investors should not consider them in isolation or as a substitute for the most directly comparable GAAP financial measures or an analysis of our results of operations as reported under GAAP. 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.

Adjusted EBITDA and Adjusted EBITDA Margin

We define adjusted EBITDA as net income attributable to common shareholders, including impact from redeemable non-controlling interests, before income tax (benefit) provision, other expenses net, depreciation, amortization of intangible assets, accretion of asset retirement obligations, contingent consideration expense, stock-based compensation expense, energy asset impairment, restructuring and other charges, gain or loss on sale of equity investment, and gain or loss upon deconsolidation of a variable interest entity. 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, accretion of asset retirement obligations, contingent consideration expense, stock-based compensation expense, impact from redeemable non-controlling interests, restructuring and asset impairment charges. We define adjusted EBITDA margin as adjusted EBITDA stated as a percentage of revenue.

Our management uses adjusted EBITDA and adjusted EBITDA margin as measures of operating performance, because they do 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.

Non-GAAP Net Income and EPS

We define Non-GAAP net income and earnings per share (EPS) to exclude certain discrete items that management does not consider representative of our ongoing operations, including energy asset impairment, restructuring and other charges, impact from redeemable non-controlling interest, gain or loss on sale of equity investment, and gain or loss upon

deconsolidation of a variable interest entity. We consider Non-GAAP net income and Non-GAAP EPS to be important indicators of our operational strength and performance of our business because they eliminate the effects of events that are not part of the Company's core operations.

Adjusted Cash from Operations

We define adjusted cash from operations as cash flows from operating activities plus proceeds from Federal ESPC projects. Cash received in payment of Federal ESPC projects is treated as a financing cash flow under GAAP due to the unusual financing structure for these projects. These cash flows, however, correspond to the revenue generated by these projects. Thus, we believe that adjusting operating cash flow to include the cash generated by our Federal ESPC projects provides investors with a useful measure for evaluating the cash generating ability of our core operating business. Our management uses adjusted cash from operations as a measure of liquidity because it captures all sources of cash associated with our revenue generated by operations.



Safe Harbor

Forward Looking Statements

Any statements in this presentation about future expectations, plans and prospects for Ameresco, Inc., including statements about market conditions, pipeline, visibility, and backlog, as well as estimated future revenues, net income, adjusted EBITDA, Non-GAAP EPS, gross margin, effective tax rate, capital investments, other financial guidance and longer term outlook, statements about our financing plans including the status of discussion related to raising subordinated debt and our ability to finalize such a debt financing, the impact the IRA, supply chain disruptions, shortage and cost of materials and labor, and other macroeconomic and geopolitical challenges; our expectations related to our agreement with SCE including the impact of delays and any requirement to pay liquidated damages, 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: demand for our energy efficiency and renewable energy solutions; the timing of, and ability to, enter into contracts for awarded projects on the terms proposed or at all; the timing of work we do on projects where we recognize revenue on a percentage of completion basis; the ability to perform under signed contracts without delay and in accordance with their terms and related liquidated and other damages we may be subject to; the fiscal health of the government and the risk of government shutdowns; our ability to complete and operate our projects on a profitable basis and as committed to our customers; our cash flows from operations and our ability to arrange financing to fund our operations and projects our customers' ability to finance their projects and credit risk from our customers; our ability to comply with covenants in our existing debt agreements including the requirement to raise additional subordinated debt; the impact of macroeconomic challenges, weather related events and climate change on our business; our reliance on third parties for our construction and installation work; availability and cost of labor and equipment particularly given global supply chain challenges and global trade conflicts; global supply chain challenges, component shortages and inflationary pressures; 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 output and performance of our energy plants and energy projects; cybersecurity incidents and breaches; regulatory and other risks inherent to constructing and operating energy assets the effects of our acquisitions and joint ventures; 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; the addition of new customers or the loss of existing customers; market price of our Class A Common stock prevailing from time to time; the nature of other investment opportunities presented to our Company from time to time; risks related to our international operation and international growth strategy; and other factors discussed in our most recent Annual Report on Form 10-K. The forward-looking statements included in this presentation represent our views as of the date of this presentation. 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 presentation.

Use of Non-GAAP Financial Measures

This presentation and the accompanying tables include references to adjusted EBITDA, Non-GAAP EPS, Non-GAAP ent income and adjusted cash from operations, which are Non-GAAP financial measures. For a description of these Non-GAAP financial measures, including the reasons management uses these measures, please see the section in the back of this presentation titled "Non-GAAP Financial measures". For a reconciliation of these Non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with GAAP, please see the table at the end of this presentation titled "GAAP to Non-GAAP Reconciliation."

Sources of Revenue - Q1 2024







\$204.3M

\$68.5M

\$25.6M

Projects

Energy efficiency and renewable energy projects

Recurring

Energy & incentive revenue from owned energy assets; plus recurring O&M from projects

Other

Services, software and integrated PV

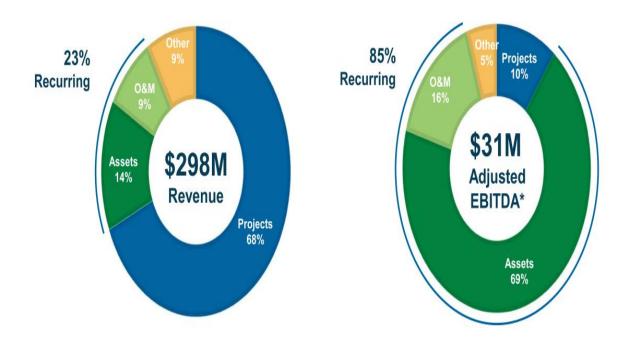
AMERESCO 4

3

85% of Adjusted EBITDA Came From Recurring Lines of Business

Q1 2024

* Adjusted EBITDA percentages allocate corporate expenses according to revenue share



AMERESCO 🖗

4

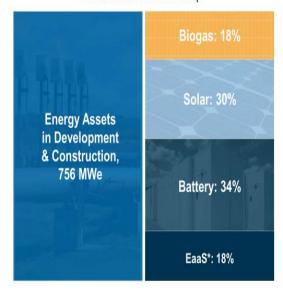
Energy Asset Portfolio – 3/31/2024



518 MWe of Energy Assets in operation. 92 MW of non-RNG biogas, 49 MW of RNG, Solar is 325 MW, Other is 53 MW

Numbers may not sum due to rounding

Ameresco's Ownership



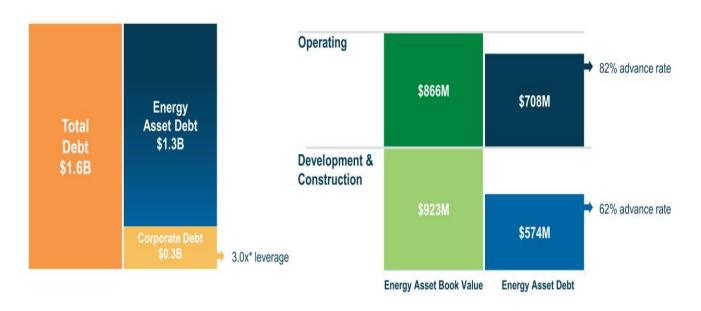
762 MWe of total assets in development.
756 MWe of Ameresco-owned capacity after minority interest

*\$5M of our anticipated Assets in Development spending is for Energy as a Service assets which do not include generation assets that can be measured in MWe. This metric also includes Puuloa and Ukiu Energy engine plants.



ŧ

Energy Asset Balance Sheet – 3/31/2024



\$1.3B of the \$1.6B** of total debt on our balance sheet is debt associated with our energy assets ("Energy Asset Debt").

\$708M** of our Energy Asset Debt is associated with operating energy assets.

\$574M** of our Energy Asset Debt is associated with energy assets still in development & construction.

*Debt to EBITDA, as calculated under our Sr. Secured Credit agreement
**Net of unamortized debt discount and debt issuance costs of \$0.6M on Corporate Debt and \$19.9M on Energy Debt



6

Adjusted Cash from Operations Trend



Tremendous Forward Visibility: Backlog & Recurring Revenue Business



¹ Project backlog after minority interests



8

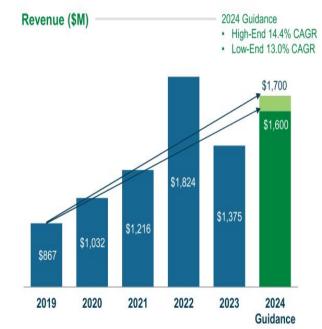
² Estimated contracted revenue and incentives during PPA period

³ Estimated additional revenue from operating RNG assets over a 20-year period, assuming RINs at \$1.50/gallon and brown gas at \$3.50/MMBtu with \$3.00/MMBtu for LCFS on certain projects

Sustainable & Profitable Business Model

Expected to Expand Earnings at a Faster Rate than Revenue by Growing Higher Margin Recurring Lines of Business

FY 2024 guidance, as reaffirmed May 7, 2024





Adjusted EBITDA (\$M)

2019

2020

2021

2022

2023

2024

Guidance

2024 Guidance

· High-End 21.4% CAGR

· Low-End 18.2% CAGR

AMERESCO 2

9

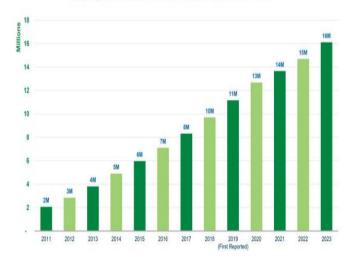
Destination: Net Zero

AMERESCO 🕏

Since 2010, Ameresco's renewable energy assets & customer projects delivered a Carbon Emission Reduction equivalent to:

110+ Million Metric Tons of CO₂

Aggregate Metric Tons of CO2 Avoided per Year



Ameresco's 2023 Carbon Emission Reduction of approximately 16M Metric Tons of ${\rm CO_2}$ is equal to one of...



Carbon dioxide emissions from...
41 billion miles driven by
an average passenger vehicle





Carbon sequestered by... 19 million acres of U.S. forests in one year

Note: Annual figures rounded from historic reporting. These preliminary data estimates are derived from a methodology that leverages data captured on Ameresco assets owned and operating and customer projects.

The annual carbon impact is calculated using these Ameresco inputs and source GHG emission factors published by the US EPA eGrid database to calculate the avoided carbon emissions of any given asset or project.



Non-GAAP Financial Measures

We use the Non-GAAP financial measures defined and discussed below to provide investors and others with useful supplemental information to our financial results prepared in accordance with GAAP. These Non-GAAP financial measures should not be considered as an alternative to any measure of financial performance calculated and presented in accordance with GAAP. For a reconciliation of these Non-GAAP measures to the most directly comparable financial measures prepared in accordance with GAAP, please see the table at the end of this presentation titled "GAAP to Non-GAAP Reconciliation." We understand that, although measures similar to these Non-GAAP financial measures are frequently used by investors and securities analysts in their evaluation of companies, they have limitations as analytical tools, and investors should not consider them in isolation or as a substitute for the most directly comparable GAAP financial measures or an analysis of our results of operations as reported under GAAP. To properly and prudently evaluate our business, we encourage investors to review our GAAP financial statements and not to rely on any single financial measure to evaluate our business.

Adjusted EBITDA and Adjusted EBITDA Margin

We define adjusted EBITDA as net income attributable to common shareholders, including impact from redeemable non-controlling interests, before income tax (benefit) provision, other expenses net, depreciation, amortization of intangible assets, accretion of asset retirement obligations, contingent consideration expense, stock-based compensation expense, energy asset impairment, restructuring and other charges, gain or loss on sale of equity investment, and gain or loss upon deconsolidation of a variable interest entity. 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 companing our adjusted EBITDA in different historical periods, investors can evaluate our operating results without the additional variations of depreciation and amortization expense, accretion of asset retirement obligations, contingent consideration expense, stock-based compensation expense, impact from redeemable non-controlling interests, restructuring and asset impairment charges. We define adjusted EBITDA margin as adjusted EBITDA stated as a percentage of revenue. Our management uses adjusted EBITDA and adjusted EBITDA margin as measures of operating performance, because they do 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.

Non-GAAP Net Income and EPS

We define Non-GAAP net income and earnings per share (EPS) to exclude certain discrete items that management does not consider representative of our ongoing operations, including energy asset impairment, restructuring and other charges, impact from redeemable non-controlling interests, gain or loss on sale of equity investment, and gain or loss upon deconsolidation of a variable interest entity. We consider Non-GAAP net income and Non-GAAP EPS to be important indicators of our operational strength and performance of our business because they eliminate the effects of events that are not part of the Company's core operations.

Adjusted Cash from Operations

We define adjusted cash from operations as cash flows from operating activities plus proceeds from Federal ESPC projects. Cash received in payment of Federal ESPC projects is treated as a financing cash flow under GAAP due to the unusual financing structure for these projects. These cash flows, however, correspond to the revenue generated by these projects. Thus we believe that adjusting operating cash flow to include the cash generated by our Federal ESPC projects provides investors with a useful measure for evaluating the cash generating ability of our core operating business. Our management uses adjusted cash from operations as a measure of liquidity because it captures all sources of cash associated with our revenue generated by operations.

GAAP to Non-GAAP Reconciliation

		Three Months Ended March 31,					
		2024					
	(Ui	naudited)	(U	naudited)			
Adjusted EBITDA:							
Net income attributable to common shareholders	\$	(2,937)	\$	1,102			
mpact from redeemable non-controlling interests	\$	(2,855)		32			
Plus (Less): Income tax provision (benefit)	\$			(503)			
Plus: Other expenses, net	\$	14,171		8,043			
Plus: Depreciation and amortization	\$	18,838		14,287			
Plus: Stock-based compensation	\$	3,026		4,037			
Plus: Restructuring and other charges	\$	588		371			
Adjusted EBITDA	\$	30,831	\$	27,369			
Adjusted EBITDA margin	J9	10.3%		10.1%			
Non-GAAP net income and EPS:							
Net income attributable to common shareholders	\$	(2,937)	\$	1,102			
Adjustment for accretion of tax equity financing fees	\$	(27)		(27)			
mpact of redeemable non-controlling interests	\$	(2,855)		32			
Plus: Contingent consideration, restructuring and other charges	\$	588		371			
ncome Tax effect of Non-GAAP adjustments	\$	(153)		(96			
Non-GAAP net income	\$	(5,384)	\$	1,382			
Earnings per share:							
Diluted net income per common share	\$	(0.06)	\$	0.02			
Effect of adjustments to net income		(0.04)	100	0.01			
Non-GAAP EPS	\$	(0.10)	\$	0.03			
Adjusted cash from operations							
Cash flows from operating activities	\$	20,817	\$	58,772			
Plus: proceeds from Federal ESPC projects	7 <u>6</u>	19,581	54 2	42,309			
Adjusted cash from operations	\$	40,398	\$	101,081			

GAAP to Non-GAAP Reconciliation (continued)

	Three Months Ended March 31, 2024											
\$000 USD	F	Projects	0	perating Assets		0&M		Other	Cor	nsolidated		
Adjusted EBITDA:				DOUBLING SOLA		200 (200/200)		ACTION AND ACTION ACTION AND ACTION ACTION AND ACTION ACTION AND ACTION ACTI				
Net (loss) income attributable to common shareholders	\$	(5,965)	\$	(496)	\$	3,659	\$	(135)	\$	(2,937)		
Impact from redeemable non-controlling interests	\$		\$	(2,855)	\$		\$		\$	(2,855)		
(Less) plus: Income tax provision (benefit)	\$		\$		\$		\$	9	\$			
Plus: Other expenses, net	\$	5,656	\$	7,246	\$	545	\$	724	\$	14,171		
Plus: Depreciation and amortization	\$	995	\$	16,847	\$	322	\$	674	\$	18,838		
Plus: Stock-based compensation	\$	2,072	\$	438	\$	257	\$	259	\$	3,026		
Plus: Restructuring and other charges	\$	481	\$	16	\$	5	\$	86	\$	588		
Adjusted EBITDA	\$	3,239	\$	21,196	\$	4,788	\$	1,608	\$	30,831		
Adjusted EBITDA margin	9	1.6%		49.1%		18.9%		6.3%		10.3%		

^{*} Adjusted EBITDA by Line of Business includes corporate expenses allocated according to revenue share

GAAP to Non-GAAP Reconciliation (continued)

(\$ in Thousands)	2014			2015				2016				2017				2018			
W = W	QZ	Q3	Q4	Q1	QZ	Q3	Q4	Q1	Q2	Q3	Q4	Q1	QZ	Q3	Q4	Q1	Q2	Q3	Q4
							637				7,11								
Cash Flow from Operations	3,582	(18,027)	12,347	(22,083)	(14,877)	4,341	(16,919)	(15,069)	(24,653)	(7,654)	(10,696)	(31,786)	(19,633)	(39,337)	(45,803)	(37,071)	(20,066)	25,097	(21,160)
Proceeds from Federal ESPC projects	10,454	18,910	18,279	18,015	22,855	20,976	16,125	16,385	22,374	26,316	24,964	35,167	38,869	48,303	42,673	36,582	33,082	43,906	44,667
Adjusted Cash from Operations	14,036	883	30,626	(4,068)	7,978	25,317	(794)	1,316	(2,279)	18,662	14,268	3,381	19,237	8,966	(3,130)	(489)	13,016	69,003	23,506
Rolling 8-quarter Adjusted Cash from Operations							9,981	9,412	7,372	9,595	7,550	8,481	9,888	7,845	7,553	7,327	9,239	15,531	16,686

(\$ in Thousands)	2019				2020				2021				2022				2023				2024
	Q1	Q2	Q3	Q4	Q1	QZ	03	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
Annual Property Committee of the Committ	1000,110,000,410			1000100000								0.000.00000									
Cash Flow from Operations	(58,094)	(51,160)	(11,471)	(75,568)	(51,640)	(21,955)	(10,193)	(18,796)	(38,724)	(57,758)	(19,862)	(55,952)	(276,122)	(31,722)	34,674	(65,118)	58,772	(92,621)	(6,572)	(29,570)	20,820
Proceeds from Federal ESPC projects	39,598	43,189	32,769	83,802	61,198	72,402	60.987	54,331	33,520	36,640	44,026	45,031	64,788	56,943	52,134	64,495	42,309	34,390	30,604	47,035	19,581
Adjusted Cash from Operations	(18,496)	(7,971)	21,298	8,234	9,558	50,447	50,794	35,535	(5,204)	(21,118)	24,163	(10,921)	(211,333)	25,220	86,808	(623)	101,081	(58,231)	24,032	17,464	40,401
Rolling 8-quarter Adjusted Cash from Operations	13,952	10,551	12,092	13,513	14,769	19,447	17,171	18,675	20,336	18,693	19,051	16,657	(10,955)	(14,108)	(9,606)	(14,126)	(840)	(5,479)	(5,496)	(1,948)	29,519

AMERESCO 🕏