UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2025

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

For the transition period from ___________ to ___________.

Commission File Number: 001-34811

Ameresco, Inc.

(Exact name of registrant as specified in its charter)

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

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of exchange on which registered
Class A Common Stock, par value $0.0001 per share	AMRC	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☑ Accelerated Filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

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. ☐

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

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

Class	Shares outstanding as of August 1, 2025
Class A Common Stock, $0.0001 par value per share	34,703,659
Class B Common Stock, $0.0001 par value per share	18,000,000

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Part I - Financial Information

Item 1. Condensed Consolidated Financial Statements

AMERESCO, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	June 30, 2025	December 31, 2024
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents [(1)]	$ 81,633	$ 108,516
Restricted cash [(1)]	88,808	69,706
Accounts receivable, net of allowance of $858 and $845, respectively [(1)]	245,852	256,961
Accounts receivable retainage, net	47,826	39,843
Unbilled revenue [(1)]	592,871	644,105
Inventory, net	12,389	11,556
Prepaid expenses and other current assets [(1)]	182,885	145,906
Income taxes receivable	2,868	1,685
Project development costs, net	25,298	22,856
Total current assets [(1)]	1,280,430	1,301,134
Federal ESPC receivable	609,066	609,128
Property and equipment, net [(1)]	10,775	11,040
Energy assets, net [(1)]	2,041,247	1,915,311
Deferred income tax assets, net	70,794	56,523
Goodwill, net	69,443	66,305
Intangible assets, net	8,745	8,814
Right-of-use assets, net [(1)]	77,181	80,149
Restricted cash, non-current portion [(1)]	21,576	20,156
Other assets [(1)]	106,023	89,948
Total assets [(1)]	$ 4,295,280	$ 4,158,508
LIABILITIES, REDEEMABLE NON-CONTROLLING INTERESTS, AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portions of long-term debt and financing lease liabilities, net [(1)]	$ 160,578	$ 149,363
Accounts payable [(1)]	451,571	529,338
Accrued expenses and other current liabilities [(1)]	105,305	107,293
Current portions of operating lease liabilities [(1)]	7,616	10,536
Deferred revenue	96,448	91,734
Income taxes payable	557	744
Total current liabilities [(1)]	822,075	889,008
Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs[(1)]	1,661,839	1,483,900
Federal ESPC liabilities	550,631	555,396
Deferred income tax liabilities, net	2,178	2,223
Deferred grant income	5,682	6,436
Long-term operating lease liabilities, net of current portion [(1)]	57,547	59,479
Other liabilities [(1)]	122,914	114,454
Commitments and contingencies (Note 10)		
Redeemable non-controlling interests, net	1,543	2,463

[(1)] Includes restricted assets of consolidated variable interest entities ("VIEs") at June 30, 2025 and December 31, 2024 of $233,193 and $158,548, respectively. Includes liabilities of consolidated VIEs at June 30, 2025 and December 31, 2024 of $104,183 and $16,871, respectively. See Note 13.

AMERESCO, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts) (Continued)

	June 30, 2025 (Unaudited)	December 31, 2024
Stockholders’ equity:		
Preferred stock, $0.0001 par value, 5,000,000 shares authorized, no shares issued and outstanding at June 30, 2025 and December 31, 2024	$ —	$ —
Class A common stock, $0.0001 par value, 500,000,000 shares authorized, 36,805,494 shares issued and 34,703,659 shares outstanding at June 30, 2025, 36,603,048 shares issued and 34,501,213 shares outstanding at December 31, 2024	3	3
Class B common stock, $0.0001 par value, 144,000,000 shares authorized, 18,000,000 shares issued and outstanding at June 30, 2025 and December 31, 2024	2	2
Additional paid-in capital	386,214	378,321
Retained earnings	659,888	652,561
Accumulated other comprehensive income (loss), net	240	(5,874)
Treasury stock, at cost, 2,101,835 shares at June 30, 2025 and December 31, 2024	(11,788)	(11,788)
Stockholders’ equity before non-controlling interest	1,034,559	1,013,225
Non-controlling interests	36,312	31,924
Total stockholders’ equity	1,070,871	1,045,149
Total liabilities, redeemable non-controlling interests, and stockholders’ equity	$ 4,295,280	$ 4,158,508

See notes to condensed consolidated financial statements.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues	$ 472,284	$ 437,982	$ 825,113	$ 736,388
Cost of revenues	398,926	372,813	699,836	624,226
Gross profit	73,358	65,169	125,277	112,162
Earnings from unconsolidated entities	150	10	411	565
Selling, general and administrative expenses	45,734	44,226	84,222	83,781
Operating income	27,774	20,953	41,466	28,946
Other expenses, net	15,156	15,759	33,266	29,930
Income (loss) before income taxes	12,618	5,194	8,200	(984)
Income tax benefit	(2,900)	—	(1,712)	—
Net income (loss)	15,518	5,194	9,912	(984)
Net (income) loss attributable to non-controlling interests and redeemable non-controlling interests	(2,654)	(184)	(2,531)	3,057
Net income attributable to common shareholders	$ 12,864	$ 5,010	$ 7,381	$ 2,073
Net income per share attributable to common shareholders:				
Basic	$ 0.24	$ 0.10	$ 0.14	$ 0.04
Diluted	$ 0.24	$ 0.09	$ 0.14	$ 0.04
Weighted average common shares outstanding:				
Basic	52,638	52,355	52,591	52,322
Diluted	52,821	53,113	52,897	53,016

See notes to condensed consolidated financial statements.

AMERESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands) (Unaudited)

	Three Months Ended June 30,	
	2025	**2024**
Net income	$ 15,518	$ 5,194
Other comprehensive income (loss):		
Unrealized (loss) gain from interest rate hedges, net of tax	(128)	75
Foreign currency translation adjustments	5,272	(189)
Total other comprehensive income (loss)	5,144	(114)
Comprehensive income	20,662	5,080
Comprehensive income attributable to non-controlling interests and redeemable non-controlling interests:		
Net (income) loss	(2,654)	(184)
Foreign currency translation adjustments	31	(94)
Comprehensive income attributable to non-controlling interests and redeemable non-controlling interests	(2,623)	(278)
Comprehensive income attributable to common shareholders	$ 18,039	$ 4,802

	Six Months Ended June 30,	
	2025	**2024**
Net income (loss)	$ 9,912	$ (984)
Other comprehensive income (loss):		
Unrealized (loss) gain from interest rate hedges, net of tax	(630)	614
Foreign currency translation adjustments	6,679	(1,351)
Total other comprehensive income (loss)	6,049	(737)
Comprehensive income (loss)	15,961	(1,721)
Comprehensive (income) loss attributable to non-controlling interests and redeemable non-controlling interests:		
Net (income) loss	(2,531)	3,057
Foreign currency translation adjustments	65	(18)
Comprehensive (income) loss attributable to non-controlling interests and redeemable non-controlling interests	(2,466)	3,039
Comprehensive income attributable to common shareholders	$ 13,495	$ 1,318

See notes to condensed consolidated financial statements.

AMERESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY
For the Three Months Ended June 30, 2025 and 2024
(In thousands, except share amounts) (Unaudited)

	Redeemable Non-controlling Interests ("RNCI")	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Non-controlling Interests ("NCI")	Total Stockholders' Equity
		Shares	Amount	Shares	Amount				Shares	Amount		
Balance, March 31, 2024	$ 43,908	34,320,161	$ 3	18,000,000	$ 2	$ 327,367	$ 592,947	$ (3,592)	2,101,795	$ (11,788)	$ 25,224	$ 930,163
Exercise of stock options	—	30,700	—	—	—	321	—	—	—	—	—	321
Stock-based compensation expense	—	—	—	—	—	3,678	—	—	—	—	—	3,678
Employee stock purchase plan	—	32,841	—	—	—	990	—	—	—	—	—	990
Restricted stock units released	—	18,813	—	—	—	—	—	—	—	—	—	—
Unrealized gain from interest rate hedges, net	—	—	—	—	—	—	—	75	—	—	—	75
Foreign currency translation adjustment	—	—	—	—	—	—	—	(283)	—	—	94	(189)
Distributions to RNCI	(158)	—	—	—	—	—	—	—	—	—	—	—
Accretion of tax equity financing fees	27	—	—	—	—	—	(27)	—	—	—	—	(27)
Contributions from NCI	—	—	—	—	—	—	—	—	—	—	1,928	1,928
Distributions to NCI	—	—	—	—	—	—	—	—	—	—	(941)	(941)
Net Income	—	—	—	—	—	—	5,010	—	—	—	184	5,194
Balance, June 30, 2024	$ 43,777	34,402,515	$ 3	18,000,000	$ 2	$ 332,356	$ 597,930	$ (3,800)	2,101,795	$ (11,788)	$ 26,489	$ 941,192
Balance, March 31, 2025	$ 1,966	34,603,581	$ 3	18,000,000	$ 2	$ 381,595	$ 647,051	$ (4,935)	2,101,835	$ (11,788)	$ 34,150	$ 1,046,078
Exercise of stock options	—	10,000	—	—	—	74	—	—	—	—	—	74
Stock-based compensation expense	—	—	—	—	—	3,750	—	—	—	—	—	3,750
Employee stock purchase plan	—	60,762	—	—	—	795	—	—	—	—	—	795
Restricted stock units released	—	29,316	—	—	—	—	—	—	—	—	—	—
Unrealized loss from interest rate hedges, net	—	—	—	—	—	—	—	(128)	—	—	—	(128)
Foreign currency translation adjustment	—	—	—	—	—	—	—	5,303	—	—	(31)	5,272
Accretion of tax equity financing fees	27	—	—	—	—	—	(27)	—	—	—	—	(27)
Contributions from NCI	—	—	—	—	—	—	—	—	—	—	938	938
Distributions to NCI	—	—	—	—	—	—	—	—	—	—	(1,849)	(1,849)
Net (loss) income	(450)	—	—	—	—	—	12,864	—	—	—	3,104	15,968
Balance, June 30, 2025	$ 1,543	34,703,659	$ 3	18,000,000	$ 2	$ 386,214	$ 659,888	$ 240	2,101,835	$ (11,788)	$ 36,312	$ 1,070,871

See notes to condensed consolidated financial statements.

AMERESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN REDEEMABLE NON-CONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY
For the Six Months Ended June 30, 2025 and 2024
(In thousands, except share amounts) (Unaudited)

	Redeemable Non-controlling Interests	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Non-controlling Interests	Total Stockholders' Equity
		Shares	Amount	Shares	Amount				Shares	Amount		
Balance, December 31, 2023	$ 46,865	34,277,195	$ 3	18,000,000	$ 2	$ 320,892	$ 595,911	$ (3,045)	2,101,795	$ (11,788)	$ 23,911	$ 925,886
Exercise of stock options	—	62,589	—	—	—	504	—	—	—	—	—	504
Stock-based compensation expense	—	—	—	—	—	6,704	—	—	—	—	—	6,704
Employee stock purchase plan	—	32,841	—	—	—	990	—	—	—	—	—	990
Restricted stock units released	—	29,890	—	—	—	—	—	—	—	—	—	—
Unrealized gain from interest rate hedges, net	—	—	—	—	—	—	—	614	—	—	—	614
Foreign currency translation adjustment	—	—	—	—	—	—	—	(1,369)		—	18	(1,351)
Distributions to RNCI	(287)	—	—	—	—	—	—	—	—	—	—	—
Accretion of tax equity financing fees	54	—	—	—	—	—	(54)	—	—	—	—	(54)
Contributions from NCI	—	—	—	—	—	3,040	—	—	—	—	27,752	30,792
Distributions to NCI	—	—	—	—	—	—	—	—	—	—	(1,004)	(1,004)
Purchase of shares from NCI	—	—	—	—	—	226	—	—	—	—	(23,986)	(23,760)
Net (loss) income	(2,855)	—	—	—	—		2,073	—	—	—	(202)	1,871
Balance, June 30, 2024	$ 43,777	34,402,515	$ 3	18,000,000	$ 2	$ 332,356	$ 597,930	$ (3,800)	2,101,795	$ (11,788)	$ 26,489	$ 941,192
Balance, December 31, 2024	$ 2,463	34,501,213	$ 3	18,000,000	$ 2	$ 378,321	$ 652,561	$ (5,874)	2,101,835	$ (11,788)	$ 31,924	$ 1,045,149
Exercise of stock options	—	80,178	—	—	—	503	—	—	—	—	—	503
Stock-based compensation expense	—	—	—	—	—	6,595	—	—	—	—	—	6,595
Employee stock purchase plan	—	60,762	—	—	—	795	—	—	—	—	—	795
Restricted stock units released	—	61,506	—	—	—	—	—	—	—	—	—	—
Unrealized loss from interest rate hedges, net	—	—	—	—	—	—	—	(630)	—	—	—	(630)
Foreign currency translation adjustment	—	—	—	—	—	—	—	6,744	—	—	(65)	6,679
Accretion of tax equity financing fees	54	—	—	—	—	—	(54)	—	—	—	—	(54)
Contributions from NCI	—	—	—	—	—	—	—	—	—	—	3,799	3,799
Distributions to NCI	—	—	—	—	—	—	—	—	—	—	(2,851)	(2,851)
Net (loss) income	(974)	—	—	—	—	—	7,381	—	—	—	3,505	10,886
Balance, June 30, 2025	$ 1,543	34,703,659	$ 3	18,000,000	$ 2	$ 386,214	$ 659,888	$ 240	2,101,835	$ (11,788)	$ 36,312	$ 1,070,871

See notes to condensed consolidated financial statements.

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

	Six Months Ended June 30,	
	2025	**2024**
Cash flows from operating activities:		
Net income (loss)	$ 9,912	$ (984)
Adjustments to reconcile net income (loss) to net cash flows from operating activities:		
Depreciation of energy assets, net	46,839	35,685
Depreciation of property and equipment	1,180	2,452
Increase in contingent consideration	71	—
Accretion of ARO liabilities	216	154
Amortization of debt discount and debt issuance costs	2,849	2,322
Amortization of intangible assets	1,120	1,076
Provision for credit losses	9	1,211
(Gain) loss on disposal of assets	(1,343)	382
Non-cash project revenue related to in-kind leases	(4,509)	(2,347)
Earnings from unconsolidated entities	(411)	(565)
Net gain from derivatives	(2,967)	(3,968)
Stock-based compensation expense	6,595	6,704
Deferred income taxes, net	(2,916)	687
Unrealized foreign exchange (gain) loss	(3,224)	1,027
Changes in operating assets and liabilities:		
Accounts receivable	12,721	5,943
Accounts receivable retainage	(4,447)	(5,525)
Federal ESPC receivable	(36,661)	(85,788)
Inventory, net	(832)	1,153
Unbilled revenue	18,479	(27,779)
Prepaid expenses and other current assets	(17,241)	24,698
Income taxes receivable, net	(1,314)	21
Project development costs	(2,509)	(3,719)
Other assets	(4,472)	(3,118)
Accounts payable, accrued expenses and other current liabilities	(84,147)	72,777
Deferred revenue	7,207	46,969
Other liabilities	4,618	4,663
Cash flows from operating activities	(55,177)	74,131
Cash flows from investing activities:		
Purchases of property and equipment	(569)	(2,066)
Capital investments in energy assets	(208,126)	(227,383)
Capital investments in major maintenance of energy assets	(10,080)	(10,527)
Proceeds from sale of investment tax credits	70,788	—
Net proceeds from equity method investments	—	12,956
Contributions to equity method investments	(24,074)	(6,192)
Acquisitions, net of cash received	(3,972)	—
Cash flows from investing activities	(176,033)	(233,212)

See notes to condensed consolidated financial statements.

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

	Six Months Ended June 30,	
	2025	**2024**
Cash flows from financing activities:		
Payments on long-term corporate debt financings	$ (15,500)	$ (67,500)
Proceeds from long-term corporate debt financings	100,000	100,000
Payments on senior secured revolving credit facility, net	(32,000)	(34,900)
Proceeds from long-term energy asset debt financings	290,159	259,331
Payments on long-term energy asset debt and financing leases	(154,223)	(139,474)
Proceeds from termination of interest rate swaps	2,808	—
Payment on seller's promissory note	—	(29,441)
Payments of debt discount and debt issuance costs	(6,763)	(6,008)
Proceeds from Federal ESPC projects	35,415	120,128
Net (payments) proceeds from energy asset receivable financing arrangements	(207)	5,280
Proceeds from exercises of options and ESPP	1,298	1,494
Contributions from non-controlling interests	3,799	30,792
Distributions to non-controlling interest	(2,851)	(1,004)
Distributions to redeemable non-controlling interests, net	—	(263)
Cash flows from financing activities	221,935	238,435
Effect of exchange rate changes on cash	2,914	70
Net (decrease) increase in cash, cash equivalents, and restricted cash	(6,361)	79,424
Cash, cash equivalents, and restricted cash, beginning of period	198,378	153,676
Cash, cash equivalents, and restricted cash, end of period	$ 192,017	$ 233,100
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 49,861	$ 55,528
Cash paid for income taxes	$ 3,777	$ 824
Non-cash Federal ESPC settlement	$ 40,873	$ 143,936
Accrued purchases of energy assets	$ 61,484	$ 89,593
Non-cash financing for energy asset project acquisition	$ —	$ 32,500

See notes to condensed consolidated financial statements.

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited)

1. BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements of Ameresco, Inc. (including its subsidiaries, the "Company," "Ameresco," "we," "our," or "us") are unaudited, according to certain rules and regulations of the Securities and Exchange Commission, and include, in our opinion, normal recurring adjustments necessary for a fair presentation in conformity with accounting principles generally accepted in the United States ("GAAP") of the results for the periods indicated.

The results of operations for the three and six months ended June 30, 2025 are not necessarily indicative of results which may be expected for the full year. The December 31, 2024 consolidated balance sheet data was derived from audited financial statements, but certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. The interim condensed consolidated financial statements and accompanying notes should be read in conjunction with the audited consolidated financial statements and accompanying notes for the year ended December 31, 2024, included in our annual report on Form 10-K ("2024 Form 10-K") filed with the Securities and Exchange Commission on February 28, 2025.

Reclassification and Rounding

Certain prior period amounts were reclassified to conform to the presentation in the current period. We round amounts in the condensed consolidated financial statements to thousands and calculate all percentages and per-share data from the underlying whole-dollar amounts. Thus, certain amounts may not foot, crossfoot, or recalculate based on reported numbers due to rounding.

Significant Risks and Uncertainties

Global factors have continued to result in global supply chain disruptions.

We have considered the impact of general global economic conditions on the assumptions and estimates used, which may change in response to this evolving situation. Results of future operations and liquidity could be adversely impacted by a number of factors including supply chain disruptions, varying levels of inflation, payments of outstanding receivable amounts beyond normal payment terms, workforce disruptions, and uncertain demand. As of the date of issuance of these condensed consolidated financial statements, we cannot reasonably estimate the extent to which macroeconomic conditions may impact our financial condition, liquidity, or results of operations in the foreseeable future. The ultimate impact of the general global economic conditions on our business is highly uncertain and will depend on future developments, and such impacts could exist for an extended period of time.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Our accounting policies are set forth in Note 2 to the consolidated financial statements contained in our 2024 Form 10-K. We have included certain updates to those policies below.

Accounts Receivable and Allowance for Credit Losses

Changes in the allowance for credit losses are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Allowance for credit losses, beginning of period	$ 848	$ 898	$ 845	$ 903
Charges to costs and expenses, net	—	1,210	9	1,211
Account write-offs and other	10	(48)	4	(54)
Allowance for credit losses, end of period	$ 858	$ 2,060	$ 858	$ 2,060

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist primarily of other receivables, deferred project costs, and other short-term prepaid expenditures that will be expensed within one year.

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited) (Continued)

Prepaid expenses and other current assets comprised of the following:

	June 30, 2025	December 31, 2024
Other receivables	$ 31,451	$ 16,336
Deferred project costs	137,325	117,573
Prepaid expenses	14,109	11,997
Prepaid expenses and other current assets	$ 182,885	$ 145,906

Other Assets

Other assets include $26,683 in deposits paid to Powin LLC, one of our battery energy storage system suppliers, who filed for Chapter 11 bankruptcy protection on June 10, 2025. See Note 10 Commitments and Contingencies for additional information.

Recent Accounting Pronouncements

Business Combinations— Joint Venture Formations

In August 2023, the FASB issued ASU 2023-05, Business Combinations— Joint Venture Formations (Subtopic 805-60) Recognition and Initial Measurement, which addresses the accounting for contributions made to a joint venture, upon formation, in a joint venture's separate financial statements. ASU 2023-05 is effective prospectively for all joint venture formations with a formation date on or after January 1, 2025. We adopted this new accounting standard effective January 1, 2025 and the adoption did not have a material impact on our condensed consolidated financial statements.

Income Taxes (Topic 740) - Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, to enhance the income tax disclosures, including disaggregation of information in the rate reconciliation table and disaggregated information related to income taxes paid. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. We are currently evaluating the impact that adopting this new accounting standard would have on our annual condensed consolidated financial statements.

Codification Improvements—Amendments to Remove References to the Concepts Statements

In March 2024, the FASB issued ASU 2024-02, Codification Improvements—Amendments to Remove References to the Concepts Statements, to remove references to various FASB Concepts Statements based on suggestions received from stakeholders on the Accounting Standards Codification and other incremental improvements to GAAP. ASU 2024-02 is effective for fiscal years beginning after December 15, 2024. We adopted this accounting standard as of January 1, 2025 and the adoption did not have a material impact on our condensed consolidated financial statements.

Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, to improve the disclosures by requiring more detailed information about the types of expenses (including purchases of inventory, employee compensation, depreciation, amortization, and depletion) in commonly presented expense captions (such as cost of sales, SG&A, and research and development). ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. In January 2025, the FASB issued ASU 2025-01, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), to modify the effective date previously stated in ASU 2024-03 to clarify that all public business entities are required to adopt the guidance in annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. We are currently evaluating the impact that adopting ASU 2024-03 would have on our condensed consolidated financial statements and will adhere to the clarified effective date in ASU 2025-01 if implementation is necessary.

Business Combinations (Topic 805) and Consolidation (Topic 810) - Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity

In May 2025, the FASB issued ASU 2025-03, Business Combinations (Topic 805) and Consolidation (Topic 810) - Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity to enhance the ability to compare business combinations

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that do and do not involve variable interest entities by identifying the accounting acquirer. ASU 2025-03 is effective for fiscal years beginning after December 15, 2026. We are currently evaluating the impact that adopting this new accounting standard would have on our annual condensed consolidated financial statements.

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of Revenue

Our reportable segments for the three and six months ended June 30, 2025 and 2024 are North America Regions, U.S. Federal, Europe, Renewable Fuels, and All Other.

The following table presents our revenue disaggregated by line of business and reportable segment for the three months ended June 30, 2025:

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Total
Project revenue	$ 174,287	$ 37,459	$ 7,983	$ 138,359	$ —	$ 358,088
O&M revenue	10,474	15,063	1,762	656	—	27,955
Energy assets	22,669	6,780	33,071	389	—	62,909
Other	3,755	342	3	2,480	16,752	23,332
Total revenues	$ 211,185	$ 59,644	$ 42,819	$ 141,884	$ 16,752	$ 472,284

The following table presents our revenue disaggregated by line of business and reportable segment for the three months ended June 30, 2024:

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Total
Project revenue	$ 178,742	$ 68,080	$ 13,884	$ 70,064	$ (7)	$ 330,763
O&M revenue	8,511	14,628	2,136	895	—	26,170
Energy assets	19,746	3,724	29,728	189	29	53,416
Other	1,132	305	104	1,911	24,181	27,633
Total revenues	$ 208,131	$ 86,737	$ 45,852	$ 73,059	$ 24,203	$ 437,982

The following table presents our revenue disaggregated by line of business and reportable segment for the six months ended June 30, 2025:

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Total
Project revenue	$ 323,240	$ 43,497	$ 12,046	$ 230,766	$ —	$ 609,549
O&M revenue	18,930	28,793	3,777	1,301	—	52,801
Energy assets	41,639	12,137	65,168	658	—	119,602
Other	5,636	464	3	5,816	31,242	43,161
Total revenues	$ 389,445	$ 84,891	$ 80,994	$ 238,541	$ 31,242	$ 825,113

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The following table presents our revenue disaggregated by line of business and reportable segment for the six months ended June 30, 2024:

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Total
Project revenue	$ 294,953	$ 111,559	$ 17,047	$ 111,488		$ 535,047
O&M revenue	15,444	29,906	4,513	1,642	—	51,505
Energy assets	33,500	5,653	57,028	360	29	96,570
Other	2,519	509	123	3,691	46,424	53,266
Total revenues	$ 346,416	$ 147,627	$ 78,711	$ 117,181	$ 46,453	$ 736,388

The following table presents information related to our revenue recognized over time:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Percentage of revenue recognized over time	96%	96%	96%	95%

The remainder of our revenue is for products and services transferred at a point in time, at which point revenue is recognized.

We attribute revenues to customers based on the location of the customer. The following table presents information related to our revenues by geographicarea:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
United States	$ 301,923	$ 349,500	$ 534,536	$ 588,599
Canada	28,417	15,416	51,968	30,596
Europe	141,944	73,066	238,609	117,193
Total revenues	$ 472,284	$ 437,982	$ 825,113	$ 736,388

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Contract Balances

The following tables provide information about receivables, contract assets and contract liabilities from contracts with customers:

	June 30, 2025	December 31, 2024
Accounts receivable, net	$ 245,852	$ 256,961
Accounts receivable retainage, net	47,826	39,843
Contract Assets:		
Unbilled revenue	$ 592,871	$ 644,105
Contract Liabilities:		
Deferred revenue	$ 96,448	$ 91,734
Deferred revenue, non-current (1)	34,717	29,885
Total contract liabilities	$ 131,165	$ 121,619

	June 30, 2024	December 31, 2023
Accounts receivable, net	$ 154,665	$ 153,362
Accounts receivable retainage, net	39,225	33,826
Contract Assets:		
Unbilled revenue	$ 651,748	$ 636,163
Contract Liabilities:		
Deferred revenue	$ 97,493	$ 52,903
Deferred revenue, non-current (1)	20,340	18,393
Total contract liabilities	$ 117,833	$ 71,296

(1) Performance obligations that are expected to be completed beyond the next twelve months and are included in other liabilities in the condensed consolidated balance sheets.

The decrease in contract assets for the six months ended June 30, 2025 was primarily due to billings of $598,064, offset by revenue recognized of $527,653, as well as reclassifications, primarily from contract liabilities as a result of the timing of customer payments. The increase in contract liabilities was primarily driven by the receipt of advance payments from customers, and related billings, as well as reclassifications from contract assets as a result of timing of customer payments. The advance payments and reclassifications exceeded the recognition of revenue as performance obligations were satisfied. For the six months ended June 30, 2025, we recognized revenue of $239,308 and billed $217,506 to customers that had balances which were included in contract liabilities at December 31, 2024.

The increase in contract assets for the six months ended June 30, 2024 was primarily due to revenue recognized of $490,125 offset by billings of $494,441. Contract assets also increased due to reclassifications, primarily from contract liabilities as a result of timing of customer payments. The increase in contract liabilities was primarily driven by the receipt of advance payments from customers, and related billings, as well as reclassifications from contract assets as a result of timing of customer payments. The advance payments and reclassifications exceeded the recognition of revenue as performance obligations were satisfied. For the six months ended June 30, 2024, we recognized revenue of $148,279 and billed $153,688 to customers that had balances which were included in contract liabilities at December 31, 2023.

(In thousands) (Unaudited) (Continued)

Performance Obligations

Our remaining performance obligations ("backlog") represent the unrecognized revenue value of our contract commitments. At June 30, 2025, we had contracted backlog of $3,761,721 of which approximately 35% is anticipated to be recognized as revenue in the nexttwelve months. The remaining performance obligations primarily relate to the energy efficiency and renewable energy construction projects, including long-term operations and maintenance ("O&M") services related to these projects. The long-term services have varying initial contract terms, up to 27 years.

Deferred Project Costs

Deferred project costs include costs incurred on active projects which will be reclassified either to contract assets or energy assets, as applicable, once a change order or other project resolution is finalized.

Project Development Costs

Project development costs of $4,045 and $3,164 were recognized in our condensed consolidated statements of income (loss) on projects that converted to customer contracts during the three months ended June 30, 2025 and 2024, respectively. Project development costs of $8,481 and $6,284 were recognized in the condensed consolidated statements of income (loss) on projects that converted to customer contracts during the six months ended June 30, 2025 and 2024, respectively.

No impairment charges in connection with our project development costs were recorded during the three or six months ended June 30, 2025 and 2024

4. BUSINESS ACQUISITIONS AND RELATED TRANSACTIONS

We account for acquisitions using the acquisition method in accordance with ASC 805, BusinessCombinations. The purchase price for each acquisition is allocated to the assets based on their estimated fair values at the date of acquisition. The excess purchase price over the estimated fair value of the net assets acquired, which is calculated using level 3 inputs per the fair value hierarchy as defined in Note 11, is recorded as goodwill. Intangible assets, if identified, are also recorded. See Note 5 for additional information.

ASA Controls, Inc.

On January 24, 2025, we entered into an asset purchase agreement to acquire ASA Controls, Inc., an Ohio-based energy services company that specializes as a regional controls contractor and systems integrator within the smart buildings sector. As of June 30, 2025, we paid $3,972 in cash. There isno contingent consideration related to this acquisition. We recorded goodwill and intangible assets in connection with this acquisition. See Note 5. The historical and pro-forma effects of this acquisition on our operations, contribution to revenue, and net income for the three and six months ended June 30, 2025 were not material.

5. GOODWILL AND INTANGIBLE ASSETS, NET

The changes in the carrying value of goodwill balances by reportable segment were as follows:

	North America Regions	U.S. Federal	Europe	Other	Total
Carrying Value of Goodwill					
Balance, December 31, 2024	$ 38,949	$ 3,981	$ 12,539	$ 10,836	$ 66,305
Goodwill acquired during the period	1,565			—	1,565
Currency effects	161		1,412	—	1,573
Balance, June 30, 2025	$ 40,675	$ 3,981	$ 13,951	$ 10,836	$ 69,443

Definite-lived intangible assets, net consisted of the following:

	As of June 30, 2025	As of December 31, 2024
Gross carrying amount	$ 35,991	33,960
Less - accumulated amortization	(27,246)	(25,146)
Intangible assets, net	$ 8,745	$ 8,814

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The table below sets forth amortization expense:

		Three Months Ended June 30,		Six Months Ended June 30,	
Asset type	Location	2025	2024	2025	2024
Intangible assets, net	Selling, general and administrative expenses	$ 595	$ 537	$ 1,120	$ 1,076

6. ENERGY ASSETS, NET

Energy assets, net consisted of the following:

	June 30, 2025	December 31, 2024
Energy assets (1)	$ 2,513,364	$ 2,338,680
Less - accumulated depreciation and amortization	(472,117)	(423,369)
Energy assets, net	$ 2,041,247	$ 1,915,311

(1) Includes financing lease assets (see Note 7), capitalized interest and asset retirement obligations ("ARO") assets (see tables below). Excludes energy assets held for sale. See section below and Note 19 for additional information.

Depreciation and Amortization Expense

The following table sets forth our depreciation and amortization expense on energy assets, net of deferred grant and ITC amortization:

	Three Months Ended June 30,		Six Months Ended June 30,	
Location	2025	2024	2025	2024
Cost of revenues (2)	$ 23,997	$ 18,561	$ 46,839	$ 35,685

(2) Includes depreciation and amortization on financing lease assets (see Note 7).

Capitalized Interest

The following table presents the interest costs relating to construction financing during the period of construction, which were capitalized as part of energy assets, net:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Capitalized interest	$ 9,842	$ 15,578	$ 17,952	$ 30,450

The following tables set forth information related to our ARO assets and ARO liabilities:

	Location	June 30, 2025	December 31, 2024
ARO assets, net	Energy assets, net	$ 5,061	$ 4,414
ARO liabilities, non-current	Other liabilities	$ 7,115	$ 6,136

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Depreciation expense of ARO assets	$ 31	$ 66	$ 106	$ 110
Accretion expense of ARO liabilities	$ 108	$ 88	$ 216	$ 154

(In thousands) (Unaudited) (Continued)

7. LEASES

The table below sets forth supplemental condensed consolidated balance sheet information related to our leases:

	June 30, 2025	December 31, 2024
Operating Leases:		
Right-of-use ("ROU") assets	$ 77,181	$ 80,149
Current portions of operating lease liabilities	$ 7,616	$ 10,536
Long-term portions of operating lease liabilities	57,547	59,479
Total operating lease liabilities	$ 65,163	$ 70,015
Weighted-average remaining lease term	18 years	19 years
Weighted-average discount rate	6.6 %	6.6 %
Financing Leases:		
Energy assets	$ 24,106	$ 25,158
Current portions of financing lease liabilities	$ 702	$ 637
Long-term financing lease liabilities, net of current portion, unamortized discount and debt issuance costs	11,967	12,267
Total financing lease liabilities	$ 12,669	$ 12,904
Weighted-average remaining lease term	12 years	12 years
Weighted-average discount rate	12.0 %	12.0 %

The costs related to our leases were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Operating Leases:				
Operating lease costs	$ 3,189	$ 3,176	$ 6,512	$ 6,232
Financing Leases:				
Amortization expense	526	526	1,052	1,052
Interest on lease liabilities	391	389	777	781
Total lease costs	$ 4,106	$ 4,091	$ 8,341	$ 8,065

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(In thousands) (Unaudited) (Continued)

Supplemental cash flow information related to our leases was as follows:

	Six Months Ended June 30,	
	2025	2024
Cash paid for amounts included in the measurement of operating lease liabilities	$ 8,665	$ 9,682
ROU assets obtained in exchange for new operating lease liabilities(1)	$ 1,563	$ 13,573

(1) Includes non-monetary lease transactions of $0 and $10,378 in 2025 and 2024, respectively. See disclosure below for additional information.

The table below sets forth our future lease obligations under our leases:

	Operating Leases	Financing Leases
Year ended December 31,		
2025	$ 6,214	$ 1,127
2026	10,268	2,054
2027	9,022	1,922
2028	7,601	1,955
2029	5,617	1,892
Thereafter	72,774	14,044
Total lease payments	111,496	22,994
Less: interest	46,333	10,325
Present value of lease liabilities	$ 65,163	$ 12,669

We have a future lease commitment for a project lease with the United States Navy ("Navy") which has not yet met the criteria for recording a right-of-use ("ROU") asset or ROU liability. The estimated net present value of this commitment totals $40,335 as of June 30, 2025. We will provide IKCPs over a thirty-six-year period, which the Navy will credit as consideration towards our lease obligation upon the Navy's final acceptance of the IKCPs. Once the lease commences, the ROU asset and liability will be recorded, which we estimate to be in late 2025 or early 2026.

Non-monetary Lease Transactions

We have six lease liabilities consisting of obligations that will be settled with non-monetary consideration. The lease liabilities relating to non-monetary consideration are based on the fair market value of the project services or back up power expected to be provided, which approximate the cash payments.

Financing Leases

Net gains from amortization expense recognized in cost of revenues relating to deferred gains and losses in connection with our sale-leaseback agreements were $7 and $114 for the three and six months ended June 30, 2025 and 2024, respectively.

(In thousands) (Unaudited) (Continued)

8. DEBT AND FINANCING LEASE LIABILITIES

Our debt and financing lease liabilities are comprised of the following:

	June 30, 2025	December 31, 2024
Senior secured corporate revolving credit facility [1]	$ 103,000	$ 135,000
Senior secured corporate term loans	97,500	13,000
Second lien corporate term loan	100,000	100,000
Energy asset construction facilities [2]	520,303	339,209
Energy asset operating facilities [2]	639,731	674,704
Other financing facilities [3]	397,456	399,370
Financing lease liabilities [4]	12,669	12,904
Total debt and financing lease liabilities	1,870,659	1,674,187
Less: current maturities	160,578	149,363
Less: unamortized discount and debt issuance costs	48,242	40,924
Long-term debt and financing lease liabilities, net of current portion, unamortized discount and debt issuance costs	$ 1,661,839	$ 1,483,900

[1] At June 30, 2025, funds of $9,797 were available for borrowing under this facility.

[2] Most of these agreements are now using the Secured Overnight Financing Rate (“SOFR”) as the primary reference rate used to calculate interest.

[3] These facilities are accounted for as failed sale-leasebacks and are classified as long-term financing facilities. See Note 7 for additional disclosures.

[4] Financing lease liabilities are sale-leaseback arrangements under previous guidance. See Note 7 for additional disclosures.

Senior Secured Corporate Credit Facility

On January 23, 2025, we refinanced our term loan and revolving credit facility by enterng into a sixth amended and restated senior secured credit agreement (“Restated Credit Agreement”) with the group of lenders thereto. The interest rate for borrowings is based on, at our option, either the Base Rate plus a margin of 0.75% to 1.75%, depending on our core leverage ratio; or the Term SOFR plus a margin of 1.75% to 2.75%, depending on our core leverage ratio. A commitment fee of between 0.25% and 0.375%, depending on our core leverage ratio, is payable quarterly on the undrawn portion of the revolver. As of June 30, 2025, the interest rates were 6.85% and 7.48% per annum for the term loan and revolving credit facility, respectively. At closing we paid $2,345 in lenders fees and debt issuance costs. Proceeds from this agreement in the amount of $180,000 and $13,000 were used to pay the balance of our revolving credit facility and the outstanding portion of the senior secured term loan, respectively, at closing.

The Restated Credit Agreement replaced and extended Ameresco's existing credit agreement dated March 4, 2022, and subsequently amended (the “Original Credit Agreement”). The Restated Credit Agreement refinanced the credit facilities under the Original Credit Agreement and replaced it with the following facilities:

- a $225,000 revolving credit facility, maturing on December 28, 2028, and
- a $100,000 term loan, maturing on December 28, 2028

The revolver may be increased by up to an additional $100,000 at Ameresco's option if lenders are willing to provide such increased commitments, subject to certain conditions.

Additional terms of the Restated Credit Agreement are as follows:

- the term loan requires quarterly principal payments of $1,250 starting March 31, 2025, with the balance due at maturity
- the revolving credit facility requires payment at maturity
- a debt service coverage ratio (as defined in the agreement) of at least 1.5 to 1.0
- a total funded debt to EBITDA of less than 3.5 to 1.0

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April 2025 Senior Secured Notes, 6.72%, due September 30, 2045 and Term Shelf Note

On April 30, 2025 we entered into a note purchase agreement and private shelf agreement which includes committed proceeds under series A notes of $78,000 to finance a battery energy storage asset in development, with a maturity date of September 30, 2045, and a fixed interest rate of 6.72% per annum. Gross proceeds from the initial issuance on April 30, 2025 were $67,708 with the remaining $10,291 issued on June 27, 2025. At closing, we incurred $3,126 in lenders fees and debt issuance costs. In connection with this note, we recorded one derivative instrument for make-whole provisions with an initial value of $3,040 which was recorded as debt discount. The agreement also includes a 20-year term $300,000 private shelf facility, as well as the ability to issue series B notes with a maturity date of September 30, 2045 on or before December 31, 2025. As part of this transaction, we signed a tax credit transfer agreement for the investment tax credits associated with the BESS asset. Upon the asset achieving commercial operations, we will receive proceeds from the ITC transfer and a $30,000 prepayment on the note purchase agreement will be required.

May 2025, Term Loan, 6.62%, due December 31, 2037

On May 27, 2025, we entered into a term loan agreement which provided a term loan in a principal amount of $12,221 with a maturity date of December 31, 2037. The term loan bears a fixed interest rate of 6.62%. Interest is payable quarterly. At closing, we incurred $402 in lenders fees and debt issuance costs. Proceeds from this term loan in the amount of $8,273 were used to pay a portion of the October 2012 term loan. In connection with this term loan we recorded one derivative instrument for a make-whole provision with an initial value of $347 which was recorded as debt discount.

See Note 12 for additional information about the derivative instruments.

October 2012, Term Loan, 6.87%, due June 30, 2025

On May 27, 2025, we paid off the term loan with a balance of $31,086, partially with $8,273 from the May 2025 term loan proceeds and the remainder with working capital cash. With this debt termination, we also terminated four interest rate swap contracts that were not previously designated as hedged instruments.

October 2022, Financing Facility, 6.70%, due August 31, 2039

On May 27, 2025 we entered into an omnibus amendment as part of a tax credit transfer agreement for investment tax credits. The amendment required a $7,000 principal payment, which was made during the three months ended June 30, 2025. During the six months ended June 30, 2025, we made no additional draw downs and at June 30, 2025, $345,173 was outstanding under this facility, net of unamortized debt discount and issuance costs.

August 2023, Construction Credit Facility, 8.32%, due December 15, 2027

During the six months ended June 30, 2025, we drew an additional $138,655, paid down $60,213, and at June 30, 2025, $390,574 was outstanding under this facility, net of unamortized debt discount and issuance costs. The Powin bankruptcy triggered a default under this facility, requiring us to move the project associated with the battery payment deposits we made to Powin out of this facility. We subsequently received a waiver effective July 31, 2025 of this default as well as of a default of certain lien provisions under the facility.

June 2020, Construction Credit Facility, 5.93%, due March 31, 2026

During the six months ended June 30, 2025, we entered into an amendment to extend this revolver, and the current maturity date is March 31, 2026.

During the three months ended June 30, 2025, there were no additional draw downs and as of June 30, 2025, $19,205 was outstanding and $80,795 was available for borrowing.

Other Financing Facilities

These facilities are accounted for as failed sale-leasebacks and are classified as long-term financing facilities.

August 2018 Master Sale-leaseback

We enter into amendments to our August 2018 master lease and participation agreement from time to time, which may extend the maturity date, increase the availability, or modify other covenants. During the six months ended June 30, 2025, we entered into an amended and restated participation agreement which extended the participation date from June 30, 2025 to March 31, 2026. During the three months ended June 30, 2025, we were default of certain lien provisions of this agreement. On June 30, 2025, we received a waiver of this default.

We sold and leased back five energy assets for $18,946 in cash proceeds under this facility during the six months ended June 30, 2025.

December 2020 Master Sale-leaseback

We enter into amendments to our December 2020 master lease and participation agreement from time to time, which may extend the maturity date, increase the availability, or modify other covenants. As of March 31, 2025, we were in default under this agreement as we had failed to satisfy the historical coverage ratio under this agreement. On May 5, 2025, we received a waiver of this default.

9. INCOME TAXES

We recorded an income tax benefit of $2,900 and $0 for the three months ended June 30, 2025 and 2024, respectively. We recorded an income tax benefit of $1,712 and $0 for the six months ended June 30, 2025 and 2024, respectively.

The effective tax rate benefit was 23.0% for the three months ended June 30, 2025, compared to the effective tax rate of 0.0% for the three months ended June 30, 2024. The effective tax rate benefit was 20.9% for the six months ended June 30, 2025, compared to effective tax rate of 0.0% for the six months ended June 30, 2024. The principal reasons for the lower effective rate for the three months and six months ended June 30, 2025 is due to the effects of higher investment tax credits from solar, and storage plants placed into service or are forecasted to be placed into service during 2025 and effects of foreign earnings, offset by a lower Section 179D Energy Efficient Building deduction.

10. COMMITMENTS AND CONTINGENCIES

From time to time, we issue letters of credit and performance bonds with our third-party lenders, to provide collateral.

Legal Proceedings

We are involved in a variety of other claims and other legal proceedings generally incidental to our normal business activities. When we conclude that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, it is accrued through a charge to earnings and, if material, disclosed below. When only a range of amounts is reasonably estimable and no amount within the range is more likely than another, the low end of the range is recorded. While the ultimate amount of liability incurred in any of these matters is dependent on future developments, in our opinion, the recorded liability is adequate to cover the future payment of such liability and claims. However, the final outcome of any of these claims and legal proceedings cannot be predicted with certainty, and unfavorable or unexpected outcomes could result in additional accruals that could be significant to results of operations in a particular year or quarter. Any adjustments to the recorded liability will be reflected in earnings in the periods in which such adjustments become known. For any other claims where a loss may be reasonably possible, but not probable, or is probable but not reasonably estimable, no accrual is established, but the matter, if potentially material, is disclosed below. We routinely review relevant information with respect to our matters and update our accruals, disclosures and estimates of reasonably possible loss based on such reviews. While the outcome of any of these matters cannot be accurately predicted, we do not believe the ultimate resolution of any of these existing matters would have a material adverse effect on our financial condition or results of operations.

In October 2021, we entered into a contract with SCE to design and build three grid scale battery energy storage system (“BESS”) at three sites near existing substation parcels throughout SCE’s service territory in California with an aggregate capacity of 537.5 megawatt (“MW”) (“the SCE Agreement”). As previously disclosed, due to supply chain delays, weather, and other events, we were unable to complete the projects by August 1, 2022 (the “Guaranteed Completion Date”) and made related force majeure claims. In late 2022, SCE also instructed us to adjust the completion of the sites into 2023. Under the SCE Agreement, a failure to reach the Guaranteed Completion Date could, under certain circumstances, result in liquidated damages up to a maximum amount of $89 million being applied. On August 30, 2024, we reached an agreement with SCE on the substantial completion of two out of three battery energy storage system projects. We received approximately $110 million on September 5, 2024 as milestone payments, reflecting a set-off of liquidated damages for these two projects. The agreement confirmed that the final resolution related to our obligation to pay the liquidated damages withheld and the applicability and scope of any force majeure relief as well as any cost recovery we may be entitled to remain subject to dispute. We are continuing discussions with SCE on these matters, and our view continues to be that liquidated damages should not be applied. It is at least reasonably possible we may incur an obligation to pay liquidated damages up to the maximum amount.

(In thousands) (Unaudited) (Continued)

Commitments as a Result of Acquisitions

In December 2021, we completed our acquisition of Plug Smart which provided for an earn-out based on future EBITDA targets beginning with EBITDA performance for the month of December 2021 and each fiscal year thereafter, over a five-year period through December 31, 2026. The maximum cumulative earn-out is $5,000 and we evaluated financial forecasts of the acquired business and concluded that the fair value of this earn-out was approximately $1,614 at December 31, 2024. As of June 30, 2025, the EBITDA targets and maximum cumulative earn-out were achieved, and the fair value of the remaining contingent consideration increased by $71 to $1,685. A payment of $1,685 was made as of June 30, 2025. See Note 11 for additional information.

Powin LLC

On June 10, 2025, Powin LLC ("Powin"), one of our BESS suppliers, voluntarily filed for protection under Chapter 11 of the U.S. Bankruptcy Code in the United States Bankruptcy Court. As of the date of this report, Ameresco paid Powin $26,683 in deposits for transactions that never materialized and are recorded within other assets in the accompanying condensed consolidated balance sheets. We are actively monitoring the proceedings, and the range of loss is between $0 and $26,683. Since it is early in the bankruptcy proceedings a loss cannot be reasonably estimated, therefore, no loss has been accrued at this time.

11. FAIR VALUE MEASUREMENT

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

Level 1: Inputs are based on unadjusted quoted prices for identical instruments traded in active markets.

Level 2: Inputs are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

The following table presents the input level used to determine the fair values of our financial instruments measured at fair value on a recurring basis:

		Fair Value as of	
	Level	June 30, 2025	December 31, 2024
Assets:			
Interest rate swap instruments	2	$ 757	$ 5,096
Liabilities:			
Interest rate swap instruments	2	$ 278	$ —
Make-whole provisions	2	14,992	15,574
Contingent consideration	3	—	1,614
Total liabilities		$ 15,270	$ 17,188

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited) (Continued)

The following table sets forth a summary of changes in the fair value of contingent consideration liability classified as level 3:

	Fair Value as of	
	June 30, 2025	December 31, 2024
Contingent consideration liability balance at the beginning of period	$ 1,614	$ 1,465
Changes in fair value included in earnings	71	149
Payment of contingent consideration	(1,685)	—
Contingent consideration liability balance at the end of period	$ —	$ 1,614

The following table sets forth the fair value and the carrying value of our long-term debt, excluding financing leases:

	As of June 30, 2025		As of December 31, 2024	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Long-term debt (Level 2)	$ 1,801,014	$ 1,809,748	$ 1,618,208	$ 1,620,359

The fair value of our long-term debt was estimated using discounted cash flows analysis, based on our current incremental borrowing rates for similar types of borrowing arrangements which are considered to be level two inputs. There have been no transfers in or out of level two or three financial instruments for the six months ended June 30, 2025 and the year ended December 31, 2024.

We are also required to periodically measure certain other assets at fair value on a nonrecurring basis, including long-lived assets, goodwill and other intangible assets. We calculated the fair value used in our annual goodwill impairment analysis utilizing a discounted cash flow analysis and determined that the inputs used were level 3 inputs. There were no assets recorded at fair value on a non-recurring basis as of June 30, 2025 or December 31, 2024.

12. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The following table presents information about the fair value amounts of our cash flow derivative instruments:

		Derivatives as of	
		June 30, 2025	December 31, 2024
	Balance Sheet Location	Fair Value	Fair Value
Derivatives Designated as Hedging Instruments:			
Interest rate swap contracts	Other assets	$ 757	$ 1,556
Derivatives Not Designated as Hedging Instruments:			
Interest rate swap contracts	Other assets	$ —	$ 3,540
Interest rate swap contracts	Other liabilities	$ 278	$ —
Make-whole provisions	Other liabilities	$ 14,992	$ 15,574

During the six months ended June 30, 2025, in connection with the payment in full of the October 2012 Term Loan, we terminated the related interest rate swap contracts that were not designated as hedging instruments and received $2,808 in proceeds upon settlement. We also added2 embedded derivatives for make-whole provisions with an initial fair value totaling $3,387. See Note 8 for additional information about the financings.

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited) (Continued)

The following table presents information about the effects of our derivative instruments on our condensed consolidated statements of income (loss) and condensed consolidated statements of comprehensive income (loss):

	Location of (Gain) Loss Recognized in Net Income (Loss)	Amount of (Gain) Loss Recognized in Net Income (Loss)			
		Three Months Ended June 30,		Six Months Ended June 30,	
		2025	2024	2025	2024
Derivatives Designated as Hedging Instruments:					
Interest rate swap contracts	Other expenses, net	$ (97)	$ (271)	$ (204)	$ (547)
Derivatives Not Designated as Hedging Instruments:					
Interest rate swap contracts	Other expenses, net	$ 84	$ (229)	$ 1,011	$ (1,331)
Make-whole provisions	Other expenses, net	$ (4,386)	$ (1,380)	$ (3,978)	$ (2,637)

The following table presents the changes in Accumulated Other Comprehensive Income ("AOCI"), net of taxes, from our hedging instruments:

	Six Months Ended June 30, 2025
Derivatives Designated as Hedging Instruments:	
Accumulated gain in AOCI at the beginning of the period	$ 1,140
Unrealized loss recognized in AOCI	(426)
Gain reclassified from AOCI to other expenses, net	(204)
Loss on derivatives	(630)
Accumulated gain in AOCI at the end of the period	$ 510

The following tables present all of our active derivative instruments as of June 30, 2025:

Active Interest Rate Swaps	Expiration Date	Initial Notional Amount ($)	Status
11-Year, 5.77% Fixed	October 2029	$ 9,200	Designated
15-Year, 5.24% Fixed	June 2033	$ 10,000	Designated
10-Year, 4.74% Fixed	December 2027	$ 14,100	Designated
17.75-Year, 3.16% Fixed	December 2040	$ 14,084	Designated
18-Year, 3.81% Fixed	July 2041	$ 32,021	Not Designated

Other Derivatives	Classification	Effective Date	Expiration Date	Fair Value ($)
Make-whole provisions	Liability	June/August 2018	December 2038	$ 111
Make-whole provisions	Liability	August 2016	April 2031	$ 15
Make-whole provisions	Liability	April 2017	February 2034	$ 8
Make-whole provisions	Liability	November 2020	December 2027	$ 5
Make-whole provisions	Liability	October 2011	May 2028	$ —
Make-whole provisions	Liability	May 2021	April 2045	$ 55
Make-whole provisions	Liability	March 2023	December 2047	$ 1,538
Make-whole provisions	Liability	June 2022	March 2042	$ 681
Make-whole provisions	Liability	July 2021	March 2046	$ 1,848
Make-whole provisions	Liability	April 2024	June 2042	$ 7,545
Make-whole provisions	Liability	April 2024	June 2042	$ 787
Make-whole provisions	Liability	April 2025	September 2045	$ 2,191
Make-whole provisions	Liability	May 2025	December 2037	$ 208

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited) (Continued)

13. VARIABLE INTEREST ENTITIES AND EQUITY METHOD INVESTMENTS

Variable Interest Entities

The table below presents a summary of amounts related to our consolidated investment funds and joint ventures, which we determined meet the definition of a variable interest entity ("VIE"), as of:

	June 30, 2025 [1]			December 31, 2024 [1]		
	Investment Funds	Other VIEs	Total VIEs	Investment Funds	Other VIEs	Total VIEs
Cash and cash equivalents	$ 76	$ 21,522	$ 21,598	$ 89	$ 8,691	$ 8,780
Restricted cash	—	11,183	11,183	—	—	—
Accounts receivable, net	—	15,318	15,318	—	14,607	14,607
Unbilled revenue	419	62,054	62,473	230	4,040	4,270
Prepaid expenses and other current assets	30	9,067	9,097	30	7,089	7,119
Income taxes receivable	—	1,982	1,982	—	672	672
Total VIE current assets	525	121,126	121,651	349	35,099	35,448
Energy assets, net	22,772	84,104	106,876	23,538	98,876	122,414
Deferred income tax assets, net	—	2,349	2,349	—	—	—
Intangible assets, net	—	—	—	—	20	20
Right-of-use assets, net	464	—	464	471	—	471
Restricted cash, non-current portion	—	1,746	1,746	—	—	—
Other assets	—	107	107	—	195	195
Total VIE assets	$ 23,761	$ 209,432	$ 233,193	$ 24,358	$ 134,190	$ 158,548
Current portions of long-term debt and financing lease liabilities	$ —	$ 25,773	$ 25,773	$ —	$ —	$ —
Accounts payable	15	60,987	61,002	27	5,140	5,167
Accrued expenses and other current liabilities	13	2,323	2,336	25	577	602
Current portions of operating lease liabilities	13	—	13	13	—	13
Deferred revenue	—	14,173	14,173	—	10,063	10,063
Income taxes payable	—	414	414	—	526	526
Total VIE current liabilities	41	103,670	103,711	65	16,306	16,371
Long-term operating lease liabilities, net of current portion	472	—	472	500	—	500
Total VIE liabilities	$ 513	$ 103,670	$ 104,183	$ 565	$ 16,306	$ 16,871

[1] The amounts in the above table are reflected in Note 1 on our condensed consolidated balance sheets.

See Note 14 for additional information on the call and put options related to our investment funds.

Non-controlling Interests

Non-controlling interests represents the equity owned by the other joint venture members of consolidated joint ventures. On February 9, 2024, we entered into an agreement to sell a 40% interest in an energy asset, thus forming a joint venture, and we received $28,864 in cash. We also received additional contributions totaling $6,543 during the year ended December 31, 2024 and $3,799 during the six months ended June 30, 2025.

Equity and Cost Method Investments

Unconsolidated joint ventures are accounted for under the equity method. For these unconsolidated joint ventures, our investment balances are included in other assets on the condensed consolidated balance sheets, and our pro rata share of net income or loss is included in earnings from unconsolidated entities on the condensed consolidated statements of income (loss).

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited) (Continued)

The following table provides information about our equity and cost method investments in joint ventures:

	As of	
	June 30, 2025	December 31, 2024
Equity and cost method investments	$ 42,983	$ 16,987

14. REDEEMABLE NON-CONTROLLING INTERESTS

Our subsidiaries with membership interests in the investment funds we formed have the right to elect to require the non-controlling interest holder to sell all of its membership units to our subsidiaries, a call option. Our investment funds also include rights for the non-controlling interest holder to elect to require our subsidiaries to purchase all of the non-controlling membership interests in the fund, a put option.

We had one investment fund remaining as of June 30, 2025 and December 31, 2024.

We initially record our redeemable non-controlling interests at fair value on the date of acquisition and subsequently adjust to redemption value. At both June 30, 2025 and December 31, 2024, the remaining redeemable non-controlling interest was reported at its carrying values, as the carrying value at each reporting period was greater than the estimated redemption value.

15. EARNINGS PER SHARE

Earnings Per Share

The following is a reconciliation of the numerator and denominator for the computation of basic and diluted loss per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands, except per share data)	2025	2024	2025	2024
Numerator:				
Net income attributable to common shareholders	$ 12,864	$ 5,010	$ 7,381	$ 2,073
Adjustment for accretion of tax equity financing fees	(27)	(27)	(54)	(54)
Income attributable to common shareholders	$ 12,837	$ 4,983	$ 7,327	$ 2,019
Denominator:				
Basic weighted-average shares outstanding	52,638	52,355	52,591	52,322
Effect of dilutive securities: (1)				
Stock options	183	758	306	694
Diluted weighted-average shares outstanding	52,821	53,113	52,897	53,016
Net Income per share attributable to common shareholders:				
Basic	$ 0.24	$ 0.10	$ 0.14	$ 0.04
Diluted	$ 0.24	$ 0.09	$ 0.14	$ 0.04
Potentially dilutive shares (1)	3,649	2,228	2,566	2,092

(1) Dilutive securities and potentially dilutive shares attributable to stock options were excluded from the computation of diluted earnings per share as the effect would have been anti-dilutive.

16. STOCK-BASED COMPENSATION

We recorded stock-based compensation expense, including expenses related to the estimated achievement of the performance metrics of performance-based stock options ("PSOs") granted during the three and six months ended June 30, 2025, and employee stock purchase plan, as follows:

(In thousands) (Unaudited) (Continued)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Stock-based compensation expense	$ 3,750	$ 3,678	$ 6,595	$ 6,704

Our stock-based compensation expense is included in selling, general and administrative expenses in the condensed consolidated statements of income (loss). As of June 30, 2025, there was $27,735 of unrecognized compensation expense related to non-vested stock option awards that is expected to be recognized over a weighted-average period of 2.8 years. This includes $4,236 of unrecognized compensation expense related to PSOs based on our current assessment of probability. There is an additional $7,646 of unrecognized compensation expense if the PSOs were to achieve 100% probability.

Stock Option and Restricted Stock Units ("RSUs") Grants

During the six months ended June 30, 2025, we granted 1,388 common stock options to certain employees under our 2020 Stock Incentive Plan ("2020 Plan"), which have a contractual life of ten years and vest over a three or five-year period. We also granted awards of 137 RSUs to certain employees and directors under our 2020 Plan. RSUs for directors cliff vest after one year and RSUs for employees vest 25% every six months for two years. We did not grant awards to individuals who were not either an employee or director of ours during the six months ended June 30, 2025 and 2024.

17. BUSINESS SEGMENT INFORMATION

Our reportable segments are North America Regions, U.S. Federal, Europe, Renewable Fuels, and All Other.

Our North America Regions, U.S. Federal, and Europe segments offer energy efficiency products and services which include the design, engineering, and installation of equipment and other measures to improve the efficiency and control the operation of a facility's energy infrastructure, renewable energy solutions, and services which include the construction of small-scale plants that Ameresco owns or develops for customers that produce electricity, gas, heat, or cooling from renewable sources of energy and O&M services.

Our Renewable Fuels segment sells electricity, processed renewable gas fuel, heat or cooling, produced from renewable sources of energy, other than solar, and generated by small-scale plants that we own and O&M services for customer owned small-scale plants. Our North America Regions segment also includes certain small-scale solar grid-tie plants developed for customers.

The "All Other" category offers consulting services and the sale of solar PV energy products and systems which we refer to as integrated-PV.

These segments do not include results of other activities, such as corporate operating expenses not specifically allocated to the segments. Certain reportable segments are an aggregation of operating segments.

Our Chief Executive Officer and President is our chief operating decision maker ("CODM"). The CODM is responsible for making operating decisions, allocating resources, and assessing performance of the business segments. The CODM uses the segments' income before income taxes as the profitability measure in making these decisions.

The tables below present our business segment information recast for the prior-year period and a reconciliation to the condensed consolidated financial statements:

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited) (Continued)

Three Months Ended June 30, 2025

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Corporate	Total
Revenues	$ 211,185	$ 59,644	$ 42,819	$ 141,884	$ 16,752		$ 472,284
Cost of revenues	175,894	49,338	35,296	127,871	10,527		398,926
Gross profit	35,291	10,306	7,523	14,013	6,225		73,358
Add:							
Earnings from unconsolidated entities	34	—	—	116	—	—	150
Less:							
Selling, general and administrative expenses	14,501	3,704	1,439	5,245	3,519	17,326	45,734
(Gain) loss on derivatives	(4,246)	179	(235)	—	—	—	(4,302)
Interest expense, net of interest income	3,683	803	8,079	927	—	6,397	19,889
Other expense (income)	275	177	142	974	—	(1,999)	(431)
Income (loss) before income taxes	$ 21,112	$ 5,443	$ (1,902)	$ 6,983	$ 2,706	$ (21,724)	$ 12,618
Other Non-cash Segment Disclosures:							
Depreciation and intangible asset amortization [1]	10,685	4,894	8,574	585	32	429	25,199
Amortization of debt discount & debt issuance costs [1]	585	177	142	—	—	494	1,398

[1] These amounts disclosed by reportable segment are included within the other segment expense captions.

Three Months Ended June 30, 2024

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Corporate	Total
Revenues	$ 208,131	$ 86,737	$ 45,852	$ 73,059	$ 24,203		$ 437,982
Cost of revenues	183,695	72,925	34,675	65,430	16,088		372,813
Gross profit	24,436	13,812	11,177	7,629	8,115		65,169
Add:							
Earnings from unconsolidated entities	9	1	—	—	—	—	10
Less:							
Selling, general and administrative expenses	13,829	2,983	468	4,730	5,189	17,027	44,226
(Gain) loss on derivatives	(1,381)	(231)	3	—	—	—	(1,609)
Interest expense, net of interest income	2,514	1,416	5,749	859	—	4,271	14,809
Other expense	640	261	111	207	6	1,334	2,559
Income (loss) before income taxes	$ 8,843	$ 9,384	$ 4,846	$ 1,833	$ 2,920	$ (22,632)	$ 5,194
Other Non-cash Segment Disclosures:							
Depreciation and intangible asset amortization [1]	8,796	2,859	7,019	514	716	471	20,375
Amortization of debt discount & debt issuance costs [1]	501	259	112	—	—	468	1,340

[1] These amounts disclosed by reportable segment are included within the other segment expense captions.

AMERESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands) (Unaudited) (Continued)

Six Months Ended June 30, 2025

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Corporate	Total
Revenues	$ 389,445	$ 84,891	$ 80,994	$ 238,541	$ 31,242		$ 825,113
Cost of revenues	331,098	67,139	65,157	215,716	20,726		699,836
Gross profit	58,347	17,752	15,837	22,825	10,516		125,277
Add:							
Earnings from unconsolidated entities	55	—	—	356	—	—	411
Less:							
Selling, general and administrative expenses	27,210	6,439	2,123	10,221	6,978	31,251	84,222
(Gain) loss on derivatives	(3,837)	733	137	—	—	—	(2,967)
Interest expense, net of interest income	7,304	1,646	16,153	892	—	12,348	38,343
Other (income) expense	(1,520)	355	261	1,651	1	(2,858)	(2,110)
Income (loss) before income taxes	$ 29,245	$ 8,579	$ (2,837)	$ 10,417	$ 3,537	$ (40,741)	$ 8,200
Other Non-cash Segment Disclosures:							
Depreciation and intangible asset amortization [1]	21,041	9,765	16,274	1,109	62	888	49,139
Amortization of debt discount & debt issuance costs [1]	1,166	355	261	—	—	1,067	2,849

[1] These amounts disclosed by reportable segment are included within the other segment expense captions.

Six Months Ended June 30, 2024

	North America Regions	U.S. Federal	Renewable Fuels	Europe	All Other	Corporate	Total
Revenues	$ 346,416	$ 147,627	$ 78,711	$ 117,181	$ 46,453		$ 736,388
Cost of revenues	303,516	123,799	60,383	105,790	30,738		624,226
Gross profit	42,900	23,828	18,328	11,391	15,715		112,162
Add:							
Earnings from unconsolidated entities	13	552	—	—	—	—	565
Less:							
Selling, general and administrative expenses	25,589	6,209	954	7,927	10,346	32,756	83,781
Gain on derivatives	(2,637)	(1,026)	(305)	—	—	—	(3,968)
Interest expense, net of interest income	4,211	2,191	11,431	1,776	—	9,435	29,044
Other expense	1,314	265	226	447	18	2,584	4,854
Income (loss) before income taxes	$ 14,436	$ 16,741	$ 6,022	$ 1,241	$ 5,351	$ (44,775)	$ (984)
Other Non-cash Segment Disclosures:							
Depreciation and intangible asset amortization [1]	16,870	4,875	14,215	1,010	1,312	931	39,213
Amortization of debt discount & debt issuance costs [1]	904	264	227	—	—	927	2,322

[1] These amounts disclosed by reportable segment are included within the other segment expense captions.

See Note 3 for additional information about our revenues by product line.

(In thousands) (Unaudited) (Continued)

18. OTHER EXPENSES, NET

The following table presents the components of other expenses, net:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Gain on derivatives	$ (4,302)	$ (1,609)	$ (2,967)	$ (3,968)
Interest expense, net of interest income	19,889	14,809	38,343	29,044
Amortization of debt discount and debt issuance costs	1,398	1,340	2,849	2,322
Foreign currency transaction (gain) loss	(2,980)	546	(4,431)	1,678
Other expense (income)	1,151	673	(528)	854
Other expenses, net	$ 15,156	$ 15,759	$ 33,266	$ 29,930

19. ASSETS HELD FOR SALE

As of June 30, 2025, we determined that there werethree energy asset projects under construction that were considered to be assets held for sale, since these assets were being marketed for sale and all the criteria to be classified as held for sale under ASC 360, Property, Plant and Equipment—Impairment or Disposal of Long-Lived Assets, had been met. Assets held for sale are measured at the lower of their carrying value or the fair value less cost to sell. The carrying value of these assets was $1,741, with liabilities directly associated with assets classified as held for sale of $793 as of June 30, 2025.

Assets held for sale are measured at the lower of their carrying value or the fair value less cost to sell.

The table below reflects the assets and liabilities associated with assets held for sale by segment:

	June 30, 2025			December 31, 2024		
Balance Sheet Location	North America Regions	U.S. Federal	Total	North America Regions	U.S. Federal	Total
Other assets	$ 721	$ 401	$ 1,122	$ 7,778	$ 401	$ 8,179
Right-of-use assets, net	619	—	619	193	—	193
Assets classified as held for sale	$ 1,340	$ 401	$ 1,741	$ 7,971	$ 401	$ 8,372
Accounts payable	$ 157	$ —	$ 157	$ 482	$ —	$ 482
Current portions of operating lease liabilities	—	—	—	11	—	11
Deferred revenue	—	—	—	60	—	60
Long-term operating lease liabilities, net of current portion	636	—	636	218	—	218
Liabilities directly associated with assets classified as held for sale	$ 793	$ —	$ 793	$ 771	$ —	$ 771

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

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and the notes related thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto and management’s discussion and analysis of financial condition and results of operations for the year ended December 31, 2024 included in our Annual Report on Form 10-K (“2024 Form 10-K”) for the year ended December 31, 2024 filed on February 28, 2025 with the U.S. Securities and Exchange Commission (“SEC”). This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward looking statements include statements regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans, objectives of management, expected market growth, the impact of changes in the U.S. administration and other characterizations of future events or circumstances. All statements, other than statements of historical fact, including statements that refer to our expectations as to the future growth of our business and associated expenses; our expectations as to revenue generation; the future availability of borrowings under our revolving credit facility; the expected future growth of the market for energy efficiency and renewable energy solutions; our backlog, awarded projects and recurring revenue and the timing of such matters; our expectations as to financing and acquisition activity; the impact of any restructuring; the uses of future earnings; our intention to repurchase shares of our Class A common stock; the expected energy and cost savings of our projects; the expected energy production capacity of our renewable energy plants; the impact of 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 any delays; the impact of a possible U.S. federal government shutdown; the U.S. Department of Commerce’s solar panel import investigation; the imposition of additional tariffs, and other characterizations of future events or circumstances are forward-looking statements. Forward looking statements are often, but not exclusively, identified by the use of words such as “may,” “will,” “expect,” “believe,” “anticipate,” “intend,” “could,” “estimate,” “target,” “project,” “predict” or “continue,” and similar expressions or variations. These forward-looking statements are based on current expectations and assumptions that are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially and adversely from future results expressed or implied by such forward-looking statements. Risks, uncertainties, and factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled “Risk Factors,” set forth in Part I, Item 1A of our 2024 Form 10-K. Subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so and undertake no obligation to do so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Quarterly Report on Form 10-Q.

Overview

Ameresco is a leading energy solutions provider dedicated to helping customers navigate the energy transition. Our comprehensive portfolio includes implementing smart energy efficiency solutions, upgrading aging infrastructure, and developing, constructing, and operating distributed energy resources.

Drawing from decades of experience, Ameresco reduces energy use and delivers diversified generation solutions to Federal, state and local governments, utilities, educational and healthcare institutions, housing authorities, and commercial and industrial customers.

We provide solutions primarily throughout North America and Europe, and our revenues are derived principally from energy efficiency projects, which entail the design, engineering, and installation of equipment and other measures that incorporate a range of innovative technology and techniques to improve the efficiency and control the operation of a facility’s energy infrastructure; this can include designing and constructing a central plant or cogeneration system for a customer providing power, heat and/or cooling to a building, or other small-scale plant that produces electricity, gas, heat or cooling from renewable sources of energy. We also derive revenue from long-term O&M contracts, energy supply contracts for renewable energy operating assets that we own, integrated-PV, and consulting and enterprise energy management services.

In addition to organic growth, strategic acquisitions of complementary businesses and assets, and joint venture arrangements have been an important part of our growth enabling us to broaden our service offerings and expand our geographical reach.

Key Factors and Trends

Regulatory Environment and Federal Policies

Federal policies play an important role in our business and we benefit from regulatory measures and various clean energy tax incentives, including those implemented under the Inflation Reduction Act (the “IRA”). These credits were modified by the One Big Beautiful Bill Act (the “OBBB”), which was enacted on July 4, 2025.

Among other provisions, the OBBB introduces new timing requirements for solar-only projects seeking eligibility for Investment Tax Credits (the "ITC") under Section 48 of the Internal Revenue Code (the "Code"). To qualify, such projects must commence construction by July 4, 2026, and be placed in service by December 31, 2027. The OBBB also phases down ITCs for energy storage projects beginning in 2034, with a complete phase-out by 2036. Additionally, it increases the requirements for the domestic content bonus credit and introduces new compliance obligations under the Foreign Entity of Concern ("*FEOC*") provisions for solar and energy storage projects beginning construction in 2026. On July 7, 2025, the President issued an Executive Order directing the Secretary of the Treasury to issue updated guidance within 45 days regarding the "beginning of construction" criteria applicable to clean energy projects and mandating implementation of the FEOC restrictions under the OBBB.

These legislative and regulatory developments may adversely impact our eligibility for certain tax credits, the attractiveness of our solar and energy storage system offerings, and overall demand for our products. If we are unable to meet the revised domestic content or FEOC requirements, our ability to qualify for these incentives could be impaired, which may adversely affect our revenue, gross margins, business operations and competitive position.

See "Our business depends in part on federal, state, provincial and local government support or the imposition of additional taxes, tariffs, duties, or other assessments on renewable energy or the equipment necessary to generate or deliver it, for energy efficiency and renewable energy, and a decline in such support could harm our business" and "Compliance with environmental laws could adversely affect our operating results" in Item 1A, Risk Factors in our 2024 Form 10-K.

Supply Chain Disruptions and Other Global Factors

We continue to monitor the impact of global economic conditions on our operations, financial results, and liquidity, such as the impact of tariffs, supply chain challenges, the wars in Ukraine and the Middle East, evolving relations between the U.S. and China, and other geopolitical tensions. Import duties, tariffs and other import restrictions, including the Uyghur Forced Labor Protection Act, restrict the global supply of, and raise prices for, supplies needed for our business. In addition, tariffs and trade restrictions that have been introduced and may be introduced as part of the 'America First' trade policy may further increase the cost of components needed for our offerings and may strain trade relations, create inflationary pressures and cause additional supply chain disruptions. The impact to our future operations and results of operations as a result of these global trends remains uncertain and the challenges we face, including increases in costs for logistics and supply chains, intermittent supplier delays, and shortages of certain components needed for our business, such as electrical equipment, steel and aluminum as well as BESS equipment or components required for our projects and clean energy solutions may continue or become more pronounced.

During the six months ended June 30, 2025, we continued to face supply chain disruptions and varying levels of inflation driven by macroeconomic conditions. This caused some delays in the timely delivery of material to customer sites and in the timely completion of certain projects and increased shipping, transportation, component and labor costs, negatively impacting our results of operations during the six months ended June 30, 2025. We expect these challenges will persist and they may intensify. We continue to monitor macroeconomic conditions to remain flexible and to optimize and evolve our business as appropriate to address the challenges presented from these conditions.

These tariffs, restrictions, and strained trade relations may affect our ability to source materials and products, potentially leading to increased costs, supply chain disruptions and operational challenges, and decreased demand for our offerings. We are closely monitoring the regulatory environment and actions of the current administration that could impact our business.

Climate Change and Effects of Seasonality

Global emphasis on climate change and reducing carbon emissions has created opportunities for our industry. Sustainability has been at the forefront of our business since its inception, and we are committed to staying at the leading edge of innovation taking place in the energy sector. We believe the next decade will be marked by dramatic changes in the power infrastructure with resources shifting to more distributed assets, storage, and microgrids to increase overall reliability and resiliency.

Climate change also brings risks, as the impacts have caused us to experience more frequent and severe weather interferences, and this trend is expected to continue. We are subject to seasonal fluctuations and construction cycles, particularly in climates that experience colder weather during the winter months, such as the northern United States and Canada, and climates that experience extreme weather events, such as wildfires, storms or flooding, hurricanes, or at educational institutions, where large projects are typically carried out during summer months when their facilities are unoccupied. In addition, government customers, many of which have fiscal years that do not coincide with ours, typically follow annual procurement cycles and appropriate funds on a fiscal-year basis even though contract performance may take more than one year. Further, government contracting cycles can be affected by the timing of, and delays in, the legislative process related to government programs and incentives that help drive demand for energy efficiency and renewable energy projects. As a result, our revenues and operating income in the third and fourth quarter are typically higher, and our revenues and operating income in the first quarter are typically lower, than in other quarters of the year, however, this may become harder to predict with the potential effects of climate change. As a result of such fluctuations, we may occasionally experience declines in revenues or earnings as compared to the immediately preceding quarter, and comparisons of our operating results on a period-to-period basis may not be meaningful.

Our annual and quarterly financial results are also subject to significant fluctuations as a result of other factors, many of which are outside our control. See “Our business is affected by seasonal trends and construction cycles, and these trends and cycles could have an adverse effect on our operating results” and “Extreme weather events and other natural disasters, particularly those exacerbated by climate change, could materially affect our ability to complete our projects and develop our assets” in Item 1A, Risk Factors in our 2024 Form 10-K.

The Southern California Edison (“SCE”) Agreement

In October 2021, we entered into a contract with SCE to design and build three grid scale BESS at three sites near existing substation parcels throughout SCE’s service territory in California with an aggregate capacity of 537.5 MW (the “SCE Agreement”). The engineering, procurement and construction price is approximately $892.0 million in the aggregate, including two years of O&M revenues, subject to customary potential adjustments for changes in the work. As previously disclosed, due to supply chain delays, weather and other events, we were unable to complete the projects by August 1, 2022 (the “Guaranteed Completion Date”). On August 30, 2024, we reached an agreement with SCE on the substantial completion of two out of three battery energy storage system projects. We received approximately $110 million on September 5, 2024 as milestone payments, reflecting both an offset of liquidated damages which are still in dispute and $3 million that SCE withheld for additional work SCE required. Upon final acceptance of these two projects, we will invoice SCE for the remaining final acceptance milestone payments for these projects. We have provided SCE notice for substantial completion of the third project and are in discussions with SCE to reach agreement on the achievement of this milestone. We continue to expect all three projects to be finalized this year.

The August 2024 agreement with SCE confirmed that the final resolution related to our obligation to pay the liquidated damages withheld and the applicability and scope of any force majeure relief as well as any cost recovery we may be entitled to remain subject to dispute. We are continuing discussions with SCE on these matters, and our view continues to be that liquidated damages should not be applied. If we fail to come to an agreement with SCE about the applicability and scope of force majeure relief and liquidated damages, we may be required to pay liquidated damages up to an aggregate maximum of $89 million and may not be able to recover costs associated with the force majeure events.

A majority of our revenues under this contract were recognized in 2022 based upon costs incurred in 2022 relative to total expected costs on this project.

Stock-based Compensation

During the six months ended June 30, 2025, we granted 1,388,000 common stock options and 136,770 restricted stock units (“RSUs”) to certain employees under our 2020 Plan. Our unrecognized stock-based compensation expense was $27.7 million at June 30, 2025, compared to $28.0 million at December 31, 2024, and is expected to be recognized over a weighted-average period of three years. See Note 16 “Stock-based Compensation” for additional information.

Backlog and Awarded Projects

Backlog is an important metric for us because we believe strong order backlogs indicate growing demand and a healthy business over the medium to long term, conversely, a declining backlog could imply lower demand.

The following table presents our backlog:

(In Thousands)	As of June 30, 2025	As of June 30, 2024
Project Backlog		
Fully-contracted backlog	$ 2,415,369	$ 1,650,562
Awarded, not yet signed customer contracts	2,688,537	2,762,481
Total project backlog	$ 5,103,906	$ 4,413,043
12-month project backlog	$ 1,219,471	$ 817,369
O&M Backlog		
Fully-contracted backlog	$ 1,346,352	$ 1,185,890
12-month O&M backlog	$ 101,272	$ 89,773

Total project backlog represents energy efficiency projects that are active within our sales cycle. Our sales cycle begins with the initial contact with the customer and ends, when successful, with a signed contract, also referred to as fully-contracted backlog. Our sales cycle averages 18 to 42 months. Awarded backlog is created when a potential customer awards a project to Ameresco following a request for proposal. Once a project is awarded but not yet contracted, we typically conduct a detailed energy audit to determine the scope of the project as well as identify the savings that may be expected to be generated from upgrading the customer's energy infrastructure. At this point, we also determine the subcontractors, what equipment will be used, and assist in arranging for third party financing, as applicable. It takes an average of 12 to 24 months to convert our awarded backlog to fully-contracted backlog. It may take longer, as it depends on the size and complexity of the project. Historically, approximately 90% of our awarded backlog projects have resulted in a signed contract. After the customer and Ameresco agree to the terms of the contract and the contract is executed, the project moves to fully-contracted backlog. The contracts reflected in our fully-contracted backlog typically have a construction period of 12 to 36 months and we typically expect to recognize revenue for such contracts over the same period.

Our O&M backlog represents expected future revenues under signed, multi-year customer contracts for the delivery of O&M services, primarily for energy efficiency and renewable energy construction projects completed by us for our customers.

We define our 12-month backlog as the estimated amount of revenue that we expect to recognize in the next twelve months from our fully-contracted backlog. See "We may not recognize all revenues from our backlog or receive all payments anticipated under awarded projects and customer contracts" and "In order to secure contracts for new projects, we typically face a long and variable selling cycle that requires significant resource commitments and requires a long lead time before we realize revenues" in Item 1A, Risk Factors in our 2024 Form 10-K.

Assets in Development

Assets in development, which represents the potential design/build project value of renewable energy plants that have been awarded or for which we have secured development rights, were estimated at $2.25 billion and $2.34 billion, net of amount attributable to a non-controlling interest at June 30, 2025 and 2024, respectively. This is another important metric because it helps us gauge our future capital expenditure needs and develop-and-sell opportunities as well as our capacity to generate electricity or deliver renewable gas fuel, which contributes to our recurring revenue stream.

Results of Operations

All financial result comparisons made below are against the same prior year period unless otherwise noted.

The following tables set forth certain financial data from the condensed consolidated statements of income (loss) for the periods indicated:

	Three Months Ended June 30,					
	2025		2024		Year-Over-Year Change	
(In Thousands)	Amount	% of Revenues	Amount	% of Revenues	Dollar Change	% Change
Revenues	$ 472,284	100.0 %	$ 437,982	100.0 %	$ 34,302	7.8 %
Cost of revenues	398,926	84.5 %	372,813	85.1 %	26,113	7.0 %
Gross profit	73,358	15.5 %	65,169	14.9 %	8,189	12.6 %
Earnings from unconsolidated entities	150	— %	10	— %	140	1,400.0 %
Selling, general and administrative expenses	45,734	9.7 %	44,226	10.1 %	1,508	3.4 %
Operating income	27,774	5.9 %	20,953	4.8 %	6,821	32.6 %
Other expenses, net	15,156	3.2 %	15,759	3.6 %	(603)	(3.8)%
Income before income taxes	12,618	2.7 %	5,194	1.2 %	7,424	142.9 %
Income tax benefit	(2,900)	(0.6)%	—	— %	2,900	100.0 %
Net income	15,518	3.3 %	5,194	1.2 %	10,324	198.8 %
Net income attributable to non-controlling interests and redeemable non-controlling interests	(2,654)	(0.6)%	(184)	— %	(2,470)	(1,342.4)%
Net income attributable to common shareholders	$ 12,864	2.7 %	$ 5,010	1.1 %	$ 7,854	156.8 %

Our results of operations for the three months ended June 30, 2025 are due to the following:

- ***Revenues:*** total revenues for the three months ended June 30, 2025 increased over 2024 primarily due to a $27.3 million, or 8%, increase in our project revenues attributed to the timing of revenue recognized based upon costs incurred to date relative to total expected costs on active projects, and a $9.5 million, or 18% increase in energy asset revenue resulting from the continued growth of our operating portfolio.
- ***Cost of Revenues and Gross Profit:*** the increase in cost of revenues is primarily due to the increase in project revenues described above and higher depreciation expenses from the continued growth in our operating assets portfolio.
- ***Selling, General and Administrative Expenses ("SG&A"):*** SG&A expenses for the three months ended June 30, 2025 increased from 2024 primarily due to increases in payroll and related benefits and restructuring charges and professional fees, partially offset by lower miscellaneous other charges.
- ***Other Expenses, Net:*** Other expenses, net for the three months ended June 30, 2025 decreased over 2024 primarily due to increased gains from derivatives transactions of $2.7 million and gains from foreign currency transactions of $3.0 million compared to losses of $0.5 million last year, partially offset by higher interest expenses, net of $5.1 million related to an increase in the amount of energy asset financings and corporate debt outstanding and higher interest rates.
- ***Income Tax Benefit:*** the benefit for income taxes is based on various rates set by federal, state, provincial and local authorities and is affected by differences between financial accounting and tax reporting requirements. We expect the effective tax rate benefit will be lower in 2025 as compared to 2024 primarily due to higher profit over fixed tax benefits, including lower investment tax credits from solar, and storage plants placed into service or are forecasted to be placed into service during 2025 and lower Section 179D Energy Efficient Building deduction, offset by the effects of foreign earnings.
- ***Net Earnings Per Share:*** Net income increased due to the reasons described above. Basic and diluted earnings per share for the three months ended June 30, 2025 were $0.24, an increase of $0.14 per share compared to the same period of 2024.

	Six Months Ended June 30,					
	2025		2024		Year-Over-Year Change	
(In Thousands)	Amount	% of Revenues	Amount	% of Revenues	Dollar Change	% Change
Revenues	$ 825,113	100.0 %	$ 736,388	100.0 %	$ 88,725	12.0 %
Cost of revenues	699,836	84.8 %	624,226	84.8 %	75,610	12.1 %
Gross profit	125,277	15.2 %	112,162	15.2 %	13,115	11.7 %
Earnings from unconsolidated entities	411	— %	565	0.1 %	(154)	(27.3)%
Selling, general and administrative expenses	84,222	10.2 %	83,781	11.4 %	441	0.5 %
Operating income	41,466	5.0 %	28,946	3.9 %	12,520	43.3 %
Other expenses, net	33,266	4.0 %	29,930	4.1 %	3,336	11.1 %
Income (loss) before income taxes	8,200	1.0 %	(984)	(0.1)%	9,184	933.3 %
Income tax benefit	(1,712)	(0.2)%	—	— %	1,712	100.0 %
Net income (loss)	9,912	1.2 %	(984)	(0.1)%	10,896	1,107.3 %
Net (income) loss attributable to non-controlling interests and redeemable non-controlling interests	(2,531)	(0.3)%	3,057	0.4 %	(5,588)	(182.8)%
Net income attributable to common shareholders	$ 7,381	0.9 %	$ 2,073	0.3 %	$ 5,308	256.1 %

Our results of operations for the six months ended June 30, 2025 are due to the following:

- ***Revenues:*** total revenues for the six months ended June 30, 2025 increased over 2024 primarily due to a $ 75 million, or 14%, increase in our project revenues attributed to the timing of revenue recognized based upon costs incurred to date relative to total expected costs on active projects, and a $23.0 million, or 24% increase in energy asset revenue resulting from the continued growth of our operating portfolio.
- ***Cost of Revenues and Gross Profit:*** the increase in cost of revenues is primarily due to the increase in project revenues described above and higher depreciation expenses from the continued growth in our operating assets portfolio. Gross profit as a percentage of revenues remained stable.
- ***Selling, General and Administrative Expenses ("SG&A"):*** SG&A expenses for the six months ended June 30, 2025 increased from 2024 primarily due to increases in payroll and related benefits, restructuring charges and professional fees, partially offset by lower other miscellaneous charges and an additional gain of $1.4 million recognized in 2025 from the sale of an energy technology and advisory services company late in 2024.
- ***Other Expenses, Net:*** Other expenses, net for the six months ended June 30, 2025 increased over 2024 primarily due to higher interest expenses, net of $9.3 million related to an increase in the amount of energy asset financings and corporate debt outstanding and higher interest rates, partially offset by gains from foreign currency transactions of $4.4 million compared to losses of $1.7 million last year.
- ***Income Tax Benefit:*** the benefit for income taxes is based on various rates set by federal, state, provincial and local authorities and is affected by differences between financial accounting and tax reporting requirements. We expect the effective tax rate benefit will be lower in 2025 as compared to 2024 primarily due to higher profit over fixed tax benefits, including lower investment tax credits from solar, and storage plants placed into service or are forecasted to be placed into service during 2025 and lower Section 179D Energy Efficient Building deduction, offset by the effects of foreign earnings.
- ***Net Earnings Per Share:*** Net income increased due to the reasons described above. This year there is net income attributable to non-controlling interests and redeemable non-controlling interests compared to a loss in the prior year. Basic and diluted earnings per share for the six months ended June 30, 2025 were $0.14, an increase of $0.10 per share compared to the same period of 2024.

Business Segment Analysis

Our reportable segments three and six months ended June 30, 2025 are North America Regions, U.S. Federal, Europe, Renewable Fuels, and All Other. These segments do not include results of other activities, such as corporate operating expenses not specifically allocated to the segments. See Note 17 "Business Segment Information" for additional information about our segments.

All financial result comparisons made below relate to the three and six-month period and are against the same prior year period unless otherwise noted.

Revenues

	Three Months Ended June 30,				Six Months Ended June 30,			
(In Thousands)	2025	2024	Dollar Change	% Change	2025	2024	Dollar Change	% Change
North America Regions	$ 211,185	$ 208,131	$ 3,054	1.5 %	$ 389,445	$ 346,416	$ 43,029	12.4 %
U.S. Federal	59,644	86,737	(27,093)	(31.2)	84,891	147,627	(62,736)	(42.5)
Renewable Fuels	42,819	45,852	(3,033)	(6.6)	80,994	78,711	2,283	2.9
Europe	141,884	73,059	68,825	94.2	238,541	117,181	121,360	103.6
All Other	16,752	24,203	(7,451)	(30.8)	31,242	46,453	(15,211)	(32.7)
Total revenues	$ 472,284	$ 437,982	$ 34,302	7.8 %	$ 825,113	$ 736,388	$ 88,725	12.0 %

- ***North America Regions:*** revenues increased during the three months ended June 30, 2025 primarily due to increased energy assets revenue resulting from the continued growth of our operating portfolio, higher O&M and consulting revenue, partially offset by decreased project revenues. The increased revenues during the six months ended June 30, 2025 is primarily due to higher project revenues resulting from the timing of revenue recognized based upon costs incurred to date relative to total expected costs on active projects and higher energy asset revenue.
- ***U.S. Federal:*** the decrease in revenue versus the prior year is primarily due to lower project revenue attributed to the timing of revenue recognized based upon costs incurred to date relative to total expected costs on active projects and the reversal of previously recognized revenue as it was determined that the closing of a sale of a solar photovoltaic energy project was no longer probable.
- ***Renewable Fuels:*** revenues decreased during the three months ended June 30, 2025 primarily due to decreased project revenues resulting from the timing of revenue recognized based upon costs incurred to date relative to total expected costs, partially offset by increased energy asset revenues resulting from the continued growth of our operating portfolio. The increased revenues during the six months ended June 30, 2025 is primarily due to an increase in energy asset revenues resulting from the continued growth of our operating portfolio and increased production levels partially offset by lower project revenue.
- ***Europe:*** revenues increased primarily due to higher project revenues resulting from the timing of revenue recognized based upon costs incurred to date relative to total expected costs on active projects primarily related to increased activity under our joint venture in Greece compared to the prior period.
- ***All Other:*** All other revenues decreased year-over-year primarily due to the divestiture of an energy technology and advisory services company in the fourth quarter of 2024.

Income (Loss) before Taxes and Unallocated Corporate Activity

	Three Months Ended June 30,				Six Months Ended June 30,			
(In Thousands)	2025	2024	Dollar Change	% Change	2025	2024	Dollar Change	% Change
North America Regions	$ 21,112	$ 8,843	$ 12,269	138.7 %	$ 29,245	$ 14,436	$ 14,809	102.6 %
U.S. Federal	5,443	9,384	(3,941)	(42.0)	8,579	16,741	(8,162)	(48.8)
Renewable Fuels	(1,902)	4,846	(6,748)	(139.2)	(2,837)	6,022	(8,859)	(147.1)
Europe	6,983	1,833	5,150	281.0	10,417	1,241	9,176	739.4
All Other	2,706	2,920	(214)	(7.3)	3,537	5,351	(1,814)	(33.9)
Unallocated corporate activity	(21,724)	(22,632)	908	4.0	(40,741)	(44,775)	4,034	9.0
Income (loss) before taxes	$ 12,618	$ 5,194	$ 7,424	142.9 %	$ 8,200	$ (984)	$ 9,184	933.3 %

- ***North America Regions:*** the increase is primarily due to the increased revenues noted above, increased gains on derivatives, partially offset by higher interest expenses, net.
- ***U.S. Federal:*** the decrease is primarily due to the lower revenues noted above.
- ***Renewable Fuels:*** the decrease is primarily due to higher interest expenses and increased depreciation expense.

- ***Europe:*** the increase is primarily due to the increased revenues noted above, partially offset by higher SG&A expenses.
- ***All Other:*** the decrease is primarily due to the divestiture of an energy technology and advisory services company in the fourth quarter of 2024.
- Unallocated corporate activity includes all corporate level selling, general and administrative expenses and other expenses not allocated to the segments. We do not allocate any indirect expenses to the segments. Corporate activity decreased primarily due to foreign currency transaction gains this year versus losses last year and an additional gain of $1.4 million recognized in 2025 from the sale of an energy technology and advisory services company late in 2024, partially offset by higher interest expenses, net.

Liquidity and Capital Resources

Overview

Since inception, we have funded operations primarily through cash flow from operations, advances from Federal ESPC projects, our senior secured credit facility, second lien term loan and various forms of other debt. See Note 8 “Debt and Financing Lease Liabilities” for additional information.

Working capital requirements can be susceptible to fluctuations during the year due to timing differences between costs incurred, the timing of milestone-based customer invoices and actual cash collections. Working capital may also be affected by seasonality, growth rate of revenue, long lead-time equipment purchase patterns, advances from Federal ESPC projects, and payment terms for payables relative to customer receivables.

We expect to incur additional expenditures in connection with the following activities:

- equity investments, project asset acquisitions, and business acquisitions that we may fund from time to time
- capital investment in current and future energy assets
- material, equipment, and other expenditures for large projects

We regularly monitor and assess our ability to meet funding requirements. We believe that cash and cash equivalents, working capital and availability under our revolving senior secured credit facility, combined with our right (subject to lender consent) to increase our revolving credit facility by $100.0 million, plus develop and sell asset transactions, sales of tax attributes, and our general access to credit and equity markets, will be sufficient to fund our operations through at least August 2026 and thereafter.

We continue to evaluate and take action, as necessary, to preserve adequate liquidity and ensure that our business can continue to operate and that we can meet our capital and debt service requirements. This may include limiting discretionary spending across the organization and re-prioritizing our capital projects amid times of political unrest, the duration of supply challenges, and the rate and duration of the inflationary pressures, and other events affecting our liquidity. For example, recent increases in inflation and interest rates have impacted overall market returns on assets. We have therefore been particularly prudent in our capital commitments over the past few quarters, ensuring that our assets in development continue to align with our hurdle rates.

Senior Secured Corporate Credit Facility

On January 23, 2025, we refinanced our term loan and revolving credit facility by entering into a sixth amended and restated senior secured credit agreement (“Restated Credit Agreement”) with the group of lenders thereto. The interest rate for borrowings is based on, at our option, either the Base Rate plus a margin of 0.75% to 1.75%, depending on our core leverage ratio; or the Term SOFR plus a margin of 1.75% to 2.75%, depending on our core leverage ratio. A commitment fee of between 0.25% and 0.375%, depending on our core leverage ratio, is payable quarterly on the undrawn portion of the revolver. As of June 30, 2025, the interest rates were 6.85% and 7.48% per annum for the term loan and revolving credit facility, respectively. At closing we paid $2.3 million in lenders fees and debt issuance costs. Proceeds from this agreement in the amount of $180.0 million and $13.0 million were used to pay the balance of our revolving credit facility and the outstanding portion of the senior secured term loan, respectively, at closing.

The Restated Credit Agreement replaced and extended the prior credit agreement dated March 4, 2022, and subsequently amended (the “Original Credit Agreement”). The Restated Credit Agreement refinanced the credit facilities under the Original Credit Agreement and replaced it with the following facilities:

- a $225.0 million revolving credit facility, maturing on December 28, 2028, and
- a $100.0 million term loan, maturing on December 28, 2028.

The revolver may be increased by up to an additional$100.0 million at our option if lenders are willing to provide such increased commitments, subject to certain conditions.

As of June 30, 2025, the balance on the senior secured term loans was $97.5 million, the balance on the senior secured revolving credit facility was $103.0 million, and we had funds available of $9.8 million.

Energy Asset Financing

Energy Asset Construction Facilities, Financing Facilities, and Term Loans

We have entered into a number of construction and term loan agreements for the purpose of constructing and owning certain renewable energy plants. The physical assets and the operating agreements related to the renewable energy plants are generally owned by wholly owned, single member "special purpose" subsidiaries of Ameresco. These construction and term loans are structured as project financings made directly to a subsidiary, and upon commercial operation and achieving certain milestones in the credit agreement, the related construction loan converts into a term loan. While we are required under generally accepted accounting principles ("GAAP") to reflect these loans as liabilities on our condensed consolidated balance sheets, they are generally non-recourse and not direct obligations of Ameresco, Inc., except to the extent of completion guarantees and EPC contracts and certain equity contribution obligations under our August 2023 Construction Credit Facility.

Our project financing facilities contain various financial and other covenant requirements which include debt service coverage ratios and total funded debt to EBITDA, as defined in the facilities. Any failure to comply with the financial or other covenants of our project financings would result in inability to distribute funds from the wholly-owned subsidiary to Ameresco, Inc. or constitute an event of default in which the lenders may have the ability to accelerate the amounts outstanding, including all accrued interest and unpaid fees.

On April 30, 2025 we entered into a note purchase agreement and private shelf agreement which includes committed proceeds under series A notes of $78.0 million to finance a battery energy storage asset in development, with a maturity date of September 30, 2045, and a fixed interest rate of 6.72% per annum. Gross proceeds from the initial issuance on April 30, 2025 were $67.7 million and the remaining balance of $10.3 million was issued on June 27, 2025. The agreement also includes a 20-year term $300.0 million private shelf facility as well as the ability to issue series B notes on or before December 31, 2025. As part of this transaction, we signed a tax credit transfer agreement for the investment tax credits associated with the BESS asset. Upon the asset achieving commercial operations, we will receive payment for the ITC transfer and a $30.0 million prepayment on the note purchase agreement will be required.

During the six months ended June 30, 2025, we drew an additional $138.7 million and paid down $60.2 million on our August 2023 Construction Credit Facility. The Powin bankruptcy triggered a default under this facility, requiring us to move the project associated with the battery payment deposits we made to Powin out of this facility. We subsequently received a waiver effective July 31, 2025 of this default as well as of a default of certain lien provisions under the facility.

We also paid off our October 2012, Term Loanin the amount of $31.1 million, partially with $8.3 million in proceeds from our new $12.2 million May 2025, Term Loan and the remainder from working capital.

Other Financing Facilities and Financing Leases

During the six months ended June 30, 2025, we sold and leased back five energy assets for $18.9 million in cash proceeds under our master sale-leaseback agreements. During the three months ended June 30, 2025, we were default of certain lien provisions of this agreement. On June 30, 2025, we received a waiver of this default.

As of June 30, 2025, we were in default under our December 2020 Master Sale-leaseback agreement as we had failed to satisfy the historical coverage ratio under this agreement. On May 5, 2025, we received a waiver of this default.

Federal ESPC Liabilities

We have arrangements with certain third-parties to provide advances to us during the construction or installation of projects for certain customers, typically federal governmental entities, in exchange for our assignment to the lenders of our rights to the long-term receivables arising from the ESPCs related to such projects. These financings totaled $550.6 million as of June 30, 2025. Under the terms of these financing arrangements, we are required to complete the construction or installation of the project in accordance with the contract with our customer, and the liability remains on our condensed consolidated balance sheets until the completed project is accepted by the customer.

We are the primary obligor for financing received, but only until final acceptance of the work by the customer. At this point recourse to us ceases and the ESPC receivables are transferred to the investor. The transfers of receivables under these agreements do not qualify for sales accounting until final customer acceptance of the work, so the advances from the investors are not classified as operating cash flows. Cash draws that we received under these ESPC agreements were $35.4 million during the six months ended June 30, 2025, and are recorded as financing cash inflows. The use of the cash received under these arrangements is to pay project costs classified as operating cash flows and totaled $36.7 million during the six months ended June 30, 2025. Due to the manner in which the ESPC contracts with the third-party investors are structured, our reported operating cash flows are materially impacted by the fact that operating cash flows only reflect the ESPC contract expenditure outflows and do not reflect any inflows from the corresponding contract revenues. Upon acceptance of the project by the federal customer the ESPC receivable and corresponding ESPC liability are removed from our condensed consolidated balance sheets as a non-cash settlement.

Other

We issue letters of credit and performance bonds, from time to time, with our third-party lenders, to provide collateral.

Cash Flows

The following table summarizes our cash flows from operating, investing, and financing activities:

	Six Months Ended June 30,		
(In Thousands)	2025	2024	$ Change
Cash flows from operating activities	$ (55,177)	$ 74,131	$ (129,308)
Cash flows from investing activities	(176,033)	(233,212)	57,179
Cash flows from financing activities	221,935	238,435	(16,500)
Effect of exchange rate changes on cash	2,914	70	2,844
Total net cash flows	$ (6,361)	$ 79,424	$ (85,785)

Our service offering also includes the development, construction, and operation of small-scale renewable energy plants. Small-scale renewable energy projects, or energy assets, can either be developed for the portfolio of assets that we own and operate or designed and built for customers. Expenditures related to projects that we own are recorded as cash outflows from investing activities. Expenditures related to projects that we build for customers are recorded as cash outflows from operating activities as cost of revenues.

Cash Flows from Operating Activities

Our cash flows from operating activities during the six months ended June 30, 2025 decreased over the same period last year primarily due to increases in cash outflows of $156.9 million in accounts payable, accrued expenses and other current liabilities, $39.8 million in deferred revenue, and $41.9 million in prepaid expenses and other current assets, partially offset by increases in cash inflows of $46.3 million in unbilled revenue (costs and estimated earnings in excess of billings) due to the timing of when certain projects are invoiced when compared to the prior year period and $6.8 million in accounts receivable.

Cash Flows from Investing Activities

During the six months ended June 30, 2025 we made capital investments of $208.1 million in new energy assets and $10.1 million in major maintenance of energy assets compared to $227.4 million and $10.5 million, respectively, in 2024.

We currently plan to invest approximately $150 million to $200 million in additional capital expenditures during the remainder of 2025, principally for the construction or acquisition of new renewable energy plants, the majority of which we expect to fund with project finance debt.

Cash Flows from Financing Activities

Our primary sources of financing for the six months ended June 30, 2025 were proceeds from energy asset financings of $290.2 million, proceeds from long-term corporate debt financings of $100.0 million, net proceeds received from Federal ESPC projects and energy asset receivable financing arrangements of $35.2 million, partially offset by payments on long-term debt and debt fees of $176.5 million, and net payments on our senior secured revolving credit facility of $32.0 million.

Our primary sources of financing for the six months ended June 30, 2024 were proceeds from energy asset financings of $259.3 million, proceeds from long-term corporate debt financings of $100.0 million, net proceeds received from Federal ESPC projects and energy asset receivable financing arrangements of $125.4 million, net proceeds from our senior secured revolving credit facility of $34.9 million, contributions from a non-controlling interest of $30.8 million, partially offset by payments on long-term debt and debt fees of $213.0 million, and payments on seller’s promissory note of $29.4 million.

We currently plan additional project financings of approximately $100 million to $150 million during the remainder of 2025 to fund the construction or the acquisition of new renewable energy plants as discussed above.

Critical Accounting Estimates

Preparing our condensed consolidated financial statements in accordance with GAAP involves us making estimates and assumptions that affect reported amounts of assets and liabilities, net sales and expenses, and related disclosures in the accompanying notes at the date of our financial statements. We base our estimates on historical experience, industry and market trends, and on various other assumptions that we believe to be reasonable under the circumstances. However, by their nature, estimates are subject to various assumptions and uncertainties, and changes in circumstances could cause actual results to differ from these estimates, sometimes materially.

There have been no material changes in our critical accounting estimates from those disclosed in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of our 2024 Form 10-K. In addition, refer to Note 2 "Summary of Significant Accounting Policies" for updates to critical accounting policies.

Recent Accounting Pronouncements

See Note 2, "Summary of Significant Accounting Policies" for a discussion of recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As of June 30, 2025, there have been no significant changes in market risk exposures that materially affected the quantitative and qualitative disclosures as described in Item 7A to our 2024 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this quarterly report, or the evaluation date. Disclosure controls and procedures are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosures. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our management, after evaluating the effectiveness of our disclosure controls and procedures as of the evaluation date, concluded that as of the evaluation date, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control over Financial Reporting

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

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

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

For additional information about certain proceedings, please refer to Note 10, Commitments and Contingencies, to our condensed consolidated financial statements included under Part I, Item 1 of this Quarterly Report on Form 10-Q, which is incorporated into this item by reference.

Item 1A. Risk Factors

Our business is subject to numerous risks, a number of which are described below and under “Risk Factors” in Part I, Item 1A of our 2024 Form 10-K.

You should carefully consider these risks together with the other information set forth in this report, which could materially affect our business, financial condition and future results. The risks described in Part I, Item 1A of our 2024 Form 10-K are not the only risks we face. Risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and operating results.

Item 2. Unregistered Sales of Equity and Use of Proceeds

Stock Repurchase Program

We did not repurchase any shares of our common stock under our stock repurchase program authorized by the Board of Directors on April 27, 2016 (the “Repurchase Program”) during the three months ended June 30, 2025. Under the Repurchase Program, we are authorized to repurchase up to $17.6 million of our Class A common stock. As of June 30, 2025, there were shares having a dollar value of approximately $5.7 million that may yet be purchased under the Repurchase Program.

Item 5. Other Information

Director and Officer Trading Arrangements

A portion of the compensation of our directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) is in the form of equity awards and, from time to time, directors and officers engage in open-market transactions with respect to the securities acquired pursuant to such equity awards or other shares of Class A common stock held by such individuals. Transactions in our securities by directors and officers are required to be made in accordance with our insider trading policy, which requires that the transactions be in accordance with applicable U.S. federal securities laws that prohibit trading while in possession of material nonpublic information. Rule 10b5-1 under the Exchange Act provides an affirmative defense that enables directors and officers to prearrange transactions in a company’s securities in a manner that avoids concerns about initiating transactions while in possession of material nonpublic information.

The following table describes contracts, instructions or written plans for the sale or purchase of our Class A common stock adopted or terminated by our directors and officers during the quarter ended June 30, 2025, that are either (1) a contract, instruction or written plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (a “Rule 10b5-1 trading arrangement”) or (2) a “non-Rule 10b5-1 trading arrangement” (as defined in Item 408(c) of Regulation S-K)):

Name (Title)	Action Taken (Date of Action)	Type of Trading Arrangement	Nature of Trading Arrangement	Duration of Trading Arrangement	Aggregate Number of Securities
Mark A. Chiplock, Executive Vice President, Chief Financial Officer	Adoption (June 5, 2025)	Rule 10b5-1 Trading Plan	Sale	Until May 1, 2026 or such earlier date upon which all transactions are completed or expire without execution	58,998

Item 6. Exhibits

Exhibit Index

Exhibit Number	Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation. Filed as Exhibit 3.1 to our Current Report on Form 8-K filed with the Commission on June 10, 2025 and incorporated herein by reference.
31.1*	Principal Executive Officer Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Principal Financial Officer Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following condensed consolidated financial statements from Ameresco, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2025, formatted in Inline XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets (ii) Condensed Consolidated Statements of Income (Loss), (iii) Condensed Consolidated Statements of Comprehensive Income (Loss), (iv) Condensed Consolidated Statement of Changes in Redeemable Non-Controlling Interests and Stockholders' Equity, (v) Condensed Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

*Filed herewith.
**Furnished herewith.

+ Identifies a management contract or compensatory plan or arrangement in which an executive officer or director of Ameresco participates.

SIGNATURES

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, thereunto duly authorized.

			AMERESCO, INC.
Date:	August 5, 2025	By:	/s/ Mark Chiplock
			Mark Chiplock
			Executive Vice President, Chief Financial Officer and Chief Accounting Officer (duly authorized and principal financial officer)

Exhibit 31.1

PRINCIPAL EXECUTIVE OFFICER CERTIFICATION

I, George P. Sakellaris, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ameresco, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 5, 2025

/s/ George P. Sakellaris

George P. Sakellaris
President and Chief Executive Officer
(principal executive officer)

Exhibit 31.2

PRINCIPAL FINANCIAL OFFICER CERTIFICATION

I, Mark Chiplock, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ameresco, Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: August 5, 2025

/s/ Mark Chiplock

Mark Chiplock
Executive Vice President, Chief Financial Officer and Chief Accounting Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Ameresco, Inc. (the “Company”) to which this certification is attached and as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Company hereby certifies, pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 5, 2025

/s/ George P. Sakellaris
George P. Sakellaris
President and Chief Executive Officer
(principal executive officer)

Date: August 5, 2025

/s/ Mark Chiplock
Mark Chiplock
Executive Vice President, Chief Financial Officer and Chief Accounting Officer
(Principal Financial and Accounting Officer)