

LIME ENERGY CO.
Form 10-K
March 30, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

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

For the fiscal year ended: December 31, 2015

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

For the transition period from to

Commission file number 001-16265

LIME ENERGY CO.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of incorporation or organization)

36-4197337
(I.R.S. Employer Identification No.)

4 Gateway Plaza, 100 Mulberry Street, Newark NJ
(Address of principal executive offices)

07102
(Zip Code)

Registrant's telephone number, including area code **(201) 416-2559**

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

Title of each class
Common Stock \$0.0001 par value

Name of each exchange on which registered
NASDAQ

Securities registered pursuant to Section 12(g) of the Exchange Act: **None**

Indicate by checkmark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by checkmark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Act).

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Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller reporting company

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

The aggregate market value of the registrant's common stock held by non-affiliates was \$11,357,617 based on the reported last sale price of common stock on June 30, 2015, which was the last business day of the registrant's most recently completed second fiscal quarter. For purposes of this computation, all executive officers, directors and 10% stockholders were deemed affiliates. Such a determination should not be construed as an admission that such executive officers, directors or 10% stockholders are affiliates.

As of March 30, 2016, there were 9,612,062 shares of common stock, \$0.0001 par value, of the registrant issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its 2016 Annual Meeting of Stockholders, to be filed within 120 days after registrant's fiscal year end of December 31, 2015, are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

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Cautionary Statement on Forward-Looking Information

Our disclosure and analysis in this report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not purely historical may be forward-looking. You can identify these forward-looking statements by the use of words such as anticipate, believe, estimate, expect, hope, intend, may, project, plan, goal, target, should, and similar expressions in the negative.

Forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in these statements. The following are some of the factors that could affect our financial performance or could cause actual results to differ materially from estimates contained in or underlying the forward-looking statements:

- *our business model has changed significantly since our inception in response to a constantly changing and evolving market, which may make it difficult to evaluate our business and prospects, and may expose us to increased risks and uncertainties;*
- *we have incurred significant operating losses since our inception and may not achieve or sustain profitability in the future;*
- *we may not be able to raise additional capital to fund future operating losses;*
- *the SEC is investigating us and the results of that investigation could have a material adverse effect on our business, results of operations and financial condition;*
- *our customers and investors may lose confidence in us because of our restatement;*
- *it is difficult for us to estimate our future operating results;*
- *we operate in a highly competitive industry and if we are unable to compete successfully, our revenue and profitability will be adversely affected;*

- *we recently acquired EnerPath International Holding Company, and we may not realize the expected benefits of the acquisition should we encounter integration difficulties or other challenges;*
- *we depend upon a limited number of utility contracts to generate substantially all of our revenues; and*
- *failure of our subcontractors to properly and effectively perform their services in a timely manner could cause delays in the delivery of our energy efficiency solutions.*

The factors listed above should not be construed as exhaustive and should be read in conjunction with the risk factors that are included in Item 1A below. Any forward-looking statements speak only as of the date the statement is made and, except as otherwise required by federal securities laws, we do not undertake any obligation to publicly update, review or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason. It is not possible to identify all of the risks, uncertainties and other factors that may affect future results. In light of these risks and

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uncertainties, the forward-looking events and circumstances discussed in this report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Accordingly, users of this report are cautioned not to place undue reliance on the forward-looking statements.

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Part I

Item 1. Business.

Lime Energy Co. (Lime Energy and, together with its subsidiaries, the Company, we, us or our) provides utilities with the comprehensive customer relationship services that they need in order to satisfy their shareholders, regulators and customers. Lime is an acronym for Less Is More Efficient, which reflects our focus on reducing energy consumption. Working on behalf of utilities and with their business customers, Lime Energy delivers energy services that result in customer satisfaction, grid reliability, and cost-effective environmental compliance. Our innovative contracting methods and software platform enable the integrated delivery of energy efficiency, demand response, renewable energy, customer engagement, and behavioral change. We believe that the next century of energy infrastructure investment will focus on the customer side of the meter, and Lime Energy is helping utilities build the new business model that this energy future demands.

We are a leader in designing and implementing energy efficiency programs that enable our utility clients to reach their underserved markets and achieve their energy reduction goals. We offer utilities energy efficiency program delivery services targeted to their small- and mid-sized business customers. Our programs help these businesses use less energy by upgrading existing equipment with new, more energy efficient equipment. This service allows the utilities to delay investments in new power plants and transmission and distribution upgrades while cost-effectively complying with environmental regulations. The same programs provide benefits to their customers in the form of lower energy bills, improved equipment reliability, reduced maintenance costs, and a better overall operating environment.

We currently deliver energy efficiency programs for 12 of the 25 largest electric utilities in the United States, including the largest investor-owned utility and the largest public utility. We focus on deploying direct install energy efficiency solutions for small- and mid-size commercial customers that improve energy efficiency, reduce energy-related expenditures, and lessen the impact of energy use on the environment. These programs include energy efficient lighting upgrades, mechanical (HVAC) upgrades, water conservation measures, building controls, refrigeration, pool pumps, building shell improvements, and appliance recycling. Our small business energy solutions (SBES) programs provide a cost-effective avenue for our utility clients to offer products and services to a hard-to-reach customer base, while satisfying aggressive state-mandated energy reduction goals.

Our SBES integrated services model is an easy and affordable turnkey solution. We contract with our utility clients to design and market energy efficiency programs within a defined territory, perform technical audits, sell customized solutions to end-use customers, and oversee the implementation of the energy efficiency measures. We deliver these programs for our utility clients on a performance basis, where we are only paid for delivered energy efficiency resources and realized savings.

We believe the following factors drive demand for SBES programs within the utility marketplace:

- Magnitude: 96% of all commercial buildings in the U.S. have an electric peak demand of less than 400 kilowatts (kW).

- Consumption: These same businesses account for 43% of the electricity consumption and almost 50% of the electricity expenditures.
- Opportunity: The large majority of these customers have not yet participated in any demand-side management program and most are still using older, less efficient lighting and HVAC equipment.
- SBES Proliferation: U.S. customer-funded electricity efficiency budgets totaled \$7.7 billion in 2013, comprised of programs promoting energy efficiency, load management/demand response and

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evaluation, measurement, and verification. This market is forecasted to grow to \$15.6 billion by 2025. Our research of this segment indicates that current small business energy efficiency spending is approximately 5% of all U.S. energy efficiency programs. Given the cost-effectiveness of Lime's SBES programs and the associated benefits of customer engagement and customer satisfaction for the utilities, we believe that the small business energy efficiency market will grow to 10% of all customer-funded spending by 2020. As we continue to add services to our utility offerings, we believe that we will increase the market opportunity across other segments of the customer-funded electricity efficiency market.

- **Regulation:** Federal and state regulatory pressures are pushing utilities to increase the amount of energy efficiency and renewable energy in their integrated resource plans (IRPs). Twenty-four states now have some form of Energy Efficiency Resource Standard (EERS) or Energy Efficiency Portfolio Standard (EEPS) in place that requires utilities to achieve a target level of energy sales reductions through energy efficiency. These states make up around 60% of all U.S. electricity sales.

- **Resources:** Due to the small size and lower consumption of their small business customers, utilities have not actively managed these customers in the past. Utilities lack the internal resources to effectively bring products and services to these customers as internal customer relationship personnel are typically focused on large industrial, municipal, and commercial customers. This historical weakness in small business customer service, combined with an aging workforce, makes utilities ripe targets for the type of third-party customer service and energy efficiency delivery offered by Lime Energy.

History and Business Development

We were formed as a Delaware limited liability company in December 1997 under the name Electric City LLC. In June 1998, we reorganized as a Delaware corporation. In September 2006, we changed our name to Lime Energy Co.

On February 25, 2008, our stock began trading on the NASDAQ Capital Market under the trading symbol LIME. Prior to the listing of the Company's common stock on NASDAQ, the common stock was traded on the OTC Bulletin Board.

In June 2008, we expanded our business with the acquisition of Applied Energy Management, Inc. (AEM), a provider of energy engineering and consulting services and energy efficiency services similar to our then existing energy efficiency lighting solutions. In addition, it provided mechanical and electrical conservation services, water conservation services and renewable energy solutions primarily for government and municipal facilities.

We began serving utility services clients and providing utility energy efficiency program services in 2009. In 2013, we sold our energy service companies subcontracting business in order to focus all our resources on utility direct install programs. We also re-structured our executive management team to focus the Company on providing utilities with innovative program delivery services including integrated customer engagement, marketing and sales, and implementation of energy efficiency measures for utility end-use customers.

On March 24, 2015, we acquired EnerPath International Holding Company, a leading provider of software and technology solutions for utilities (EnerPath). This technology allows us to deliver energy efficiency at scale to hard-to-reach customers including small businesses and residential customers. EnerPath had a 23-year track record of working with many of the nation s leading utilities. With this addition, we combined the software and technology platform of EnerPath with our strengths in sales and

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project implementation creating the first-ever company dedicated to bringing energy efficiency at scale to hard-to-reach markets.

In June 2015, we relocated our headquarters to Newark, NJ as part of our continued refocus on our SBES programs. We also started a major corporate rebranding that involved the overhaul of our logo, our website, and our brand identity. Together, these changes will help Lime Energy transform into a more modern, more agile company better able to meet the evolving needs of both utilities and small- and mid-sized businesses.

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Products and Services

Utility Program Management Services

As part of our Utility Program Management and Implementation services, we provide utilities with a single point solution for acquiring energy efficiency resources in their customers' facilities. Our wide range of services includes program design, program administration, marketing and sales, customer recruitment, auditing and implementation, and energy measurement and verification (EM&V) of energy efficiency projects. These services provide our utility clients with a reliable and economically attractive means to meet state-mandated Energy Efficiency Resource Standards. They also provide targeted relief to overburdened distribution systems, stimulate local economies, create local jobs, and reduce the environmental impacts of utility operations.

We typically provide these services in a bundled offering, although they have historically been provided in the industry as stand-alone services. The services include:

Program Design

We design SBES programs that utilize our technology platform and historical energy efficiency program data. These SBES programs enable utilities to more cost effectively utilize their demand-side management budgets to acquire energy efficiency resources in customer facilities. Our primary focus has been the small business customer segment, where we have a great deal of historical program data. Since 2009, we have invested heavily in the tools and processes that make the implementation of these programs cost-effective in a customer segment that has been traditionally ignored due to the high fixed cost of acquiring each small project.

Program Administration

We provide administration of utility SBES programs, managing all aspects of program implementation. In this role, we work closely with the utility on areas including customer data management, program data tracking, coordination with utility protocols and standards and program reporting. Our engagements typically include heavy involvement by our technology team with our utility client's IT team for data gathering and reporting, including end-use customer data security.

Customer Recruitment - Marketing and Sales

To recruit customers to participate in our SBES programs, we design and implement marketing campaigns including telemarketing, brochures and mailers, traditional media, hosted events, social media, and neighborhood canvassing. We have a sales force in each program that is responsible for identifying prospects, managing the audit and proposal process, and obtaining signed contracts for energy efficiency project

implementation within our contracted territory.

Auditing and Customer Project Implementation

We have a technical team that provides audits of a customer's facilities in support of customer proposals. This technical staff is responsible for calculating projected customer energy savings, constructability review, and equipment specification. Our construction management team manages our relationships with equipment vendors and installation subcontractors with the responsibility for customer satisfaction and turnkey project implementation through closeout.

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We have a national presence in key states that have instituted mandates and initiatives to support utility energy efficiency programs. We have approximately 270 employees in 14 offices across seven states and three regional operation centers in Woodbridge, NJ, Redlands, CA, and Huntersville, NC. Our offices are staffed with professionals who have significant expertise in utility energy efficiency program implementation, marketing, sales, energy auditing, and construction. Each program team is supported by corporate resources from dedicated functional areas. The majority of our professionals are hired locally in the service territory for our applicable utility client. We are able to maintain a highly scalable business model that deploys our professional employees to both work on ongoing programs and quickly launch programs in new markets.

Our program delivery model is comprised of:

- *Program Startup:* We provide program design services that include development of a go-to-market strategy, cost-benefit analysis, energy conservation measure selection and implementation plans. At this stage, we also conduct in-depth territory analysis and put in place the resources and infrastructure needed to successfully operate the program. We deploy our technology-enabled programs by working with utilities on data analytics of specific customer information.
- *Customer Engagement & Market Segmentation:* Our customer engagement services include creation of a comprehensive program marketing plan and market segmentation analysis as well as development of a customer database, efficiency measure database, and customized cloud-based audit, proposal, job tracking and real-time reporting tools utilizing our proprietary technology platform. Our commitment to customer satisfaction fosters long-term customer engagement which has been useful for generating word-of-mouth discussion of our programs and potential for remarketing to satisfied customers.
- *Implementation Services:* We provide complete turnkey implementation services through a network of trade allies comprised of thoroughly vetted local contractors. Energy efficiency measures offered under current programs include lighting upgrades, mechanical (HVAC) upgrades, water conservation measures, building controls, refrigeration, pool pumps, building shell improvements, and appliance recycling. Our field teams of energy advisors consider factors such as current facility infrastructure, best available technologies, building environmental conditions, hours of operation, energy costs, available incentives and covered measures in selecting the best measure to implement at a customer's facility. Once a customer has signed a contract, we purchase the required equipment and supervise the installation performed by one of our trade allies.

Technology

Our collaborative and secure technology platform combines cloud-based computing technology with data analytics to provide real-time customer relationship management (CRM), field audit data, and customer tracking. The platform is integrated throughout our SBES process, from marketing campaigns through purchase orders, material pick lists, waste management, and reporting. Our utility clients have access to dashboard views and reporting, which enables them to track program process in real-time. We offer the following solutions as part of our

technology suite:

- **Territory Analytics:** Targeted utility customers are analyzed and scored to create an energy reduction profile. We can then implement targeted marketing plans and identify sales opportunities by selected metrics such as behaviors, business type, and available efficiency measures.
- **Program Auditing:** Mobile technology allows energy auditors to access a utility program's full list of efficiency measures, select the correct measures for the application, produce a customer proposal and obtain a signature for approval, all in one step.

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- **Project Delivery:** Once a proposal is signed, material and subcontractor purchase orders and scope of work documents are automatically generated. Document management, change order management and vendor management are all built into the project area of the technology platform.
- **Real-time Reporting:** We track all program activities on a daily basis to quickly identify problems and allocate resources as needed.
- **Measurement and Verification:** We have started to implement new EM&V technology, giving us, the utilities, and small business customers a more detailed understanding of the energy savings generated through our programs. These EM&V capabilities are currently being piloted through our ongoing partnership with National Grid, an electricity and natural gas delivery company that connects millions of customers to vital energy sources through its networks in New York, Massachusetts, and Rhode Island.

Sales and Marketing

Our sales and marketing efforts are focused on three key areas:

- **Developing and deploying SBES programs in states that are driving energy efficiency programs and regulations**
- **Expanding existing programs into new territories with affiliates of existing utility clients**
- **Expanding product and service sets within existing programs and new program opportunities**

Our key competitive advantage involves a risk-mitigated, performance-based offering to our utility clients whereby we bundle the costs of administering these programs and price the installed measures on a holistic basis. By integrating the costs of program administration, customer sales and marketing, project scoping and implementation, and reporting into a single cost, we eliminate upfront costs for our utility clients and only charge for delivered savings. Our utility clients incur lower program costs and achieve a more attractive cost/benefit result with a higher level of outcome predictability.

Our primary core competencies and market differentiation include a deep expertise in customer identification and acquisition and project implementation for the small- to mid-sized business segments. This involvement in all aspects of the program gives us a second competitive advantage providing a uniform experience to the business customer on behalf of the utility. These deep customer touch points allow us to deliver additional services on behalf of our utility clients (e.g., multi-measure energy conservation measures, demand response, telemetry, and distributed generation). By reducing the upfront sales acquisition costs for these products and services, we can deliver a lower cost to the utilities. Similarly, by delivering these products and services through a consistent and existing sales channel, we realize higher margins.

We leverage the advantages of our predictable delivery model by marketing these cost/benefit advantages to utilities and their regulatory commissions, driving new program funding and increasing our likelihood of securing contracts for these programs. We expect these funding sources to come from newly-formed cost recovery mechanisms as well as the reallocation of funds from existing programs that fail to achieve the cost/benefit advantages provided by our small- to mid-sized business program model.

Clients

During 2015 we had 13 active direct install programs, 12 of which are with utilities that are ranked as one of the 25 largest electric utilities in the country. We derived approximately 69% of our 2015 consolidated revenue from continuing operations from our four largest utility programs including the New

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Jersey Board of Public Utilities, Iberdrola, and SCPPA that generated 16%, 12% and 12% of our revenue, respectively. During 2014 our four largest utility clients were responsible for 78% of our consolidated revenue, with the New Jersey Board of Public Utilities, Niagara Mohawk (National Grid), and Central Hudson Gas & Electric, accounting for 22%, 17% and 12% of our consolidated revenue, respectively. The following is a summary of some of our existing customer relationships. Substantially all of our business is dependent on our contracts with these customers:

Lime Program	Client	Eligible Customers	Contract Term
O&R SBDI	Consolidated Edison	25,000 Small Businesses	2016
NYSEG/RGE SBDI	Iberdrola	80,000 Small Businesses	2016
LADWP SBDI	Southern California Public Power Authority	100,000 Small Businesses	2016
TVA SBDI	TVA Members	5,000 Small Businesses	2016 - 2017
RPU	Riverside Public Utility - SCPPA	10,000 Small Businesses	2016
National Grid SBDI	National Grid	60,000 Small Businesses	2014 - 2016
New Jersey Direct Install	TRC	50,000 Small Businesses	2011 - 2015
PSE&G Municipal DI	PSE&G	1,000 Municipalities and Non-profits	2016- 2017
Long Island Power Authority SBDI	Long Island Power Authority	90,000 Small Businesses	2011 - 2015
Central Hudson Gas & Electric SBDI	Central Hudson Gas & Electric	50,000 Small & Medium Businesses	2012 - 2016
Eversource SBDI	EverSource Energy	8,300 Small Businesses	2016 - 2017
AEP Ohio SBDI	AEP Ohio	88,000 Small Businesses	2014 - 2016

Orange and Rockland Utilities

In November 2013, Orange and Rockland Utilities enlisted us to roll out a Small Business Direct Install program across its two-county territory. We have since provided lead generation, marketing, sales, auditing and installation for this initiative. By enrolling in the program, small business customers under 110 kW can receive upgrades to their lighting and commercial refrigeration, with the utility paying up to 70% of the cost. Measures include LEDs, exit signs, pole tops, wall packs, canopies and commercial refrigeration. Since 2013, we have enrolled over 1,000 customers in the program who together are expected to save over 1,546,000 kWh.

NYSEG and RG&E

We are the sole provider for the Small Business Energy Efficiency Program of New York State Electric & Gas (NYSEG) and Rochester Gas and Electric (RG&E). This program, which is designed to provide energy efficiency solutions to NYSEG and RG&E 's hard-to-reach small business customers, began in 2010 and spans 44 counties across New York State. Through this program, customers with usage under 110 kW are eligible to receive up to 50% incentive towards energy efficiency upgrades. The offerings in this program began as CFLs and exit lighting and have expanded to a wide variety of measures. Customers can now receive interior LEDs and exterior pole tops, canopies, wall packs and more. In addition, customers with commercial refrigeration are eligible to receive control measures to reduce their refrigeration costs. Since inception, we have managed all elements of the program including marketing, sales, auditing, and installation resulting in the enrollment of over 18,000 small business customers. These upgrades collectively should save customers over 208,000 MWh of electricity on an annual basis. On March 8, 2016, we received a one-year contract extension for the program, with an estimated value of \$12 million, continuing our successful partnership with the utility.

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LADWP

We are delivering a small business lighting program for the Los Angeles Department of Water and Power (LADWP). Since 2008, we have enrolled over 51,000 small businesses saving LADWP and its customers 224 million kWh per year, 47MW of peak demand and \$34 million in electric bills. We have also provided lead generation identifying roughly 9,000 HVAC tune-ups and 6,000 programmable thermostats. Our door-to-door marketing approach effectively installs efficiency upgrades at over 98% of all the sites audited with over 99% customer satisfaction to date.

TVA

We are the sole administrator of the Main Street Efficiency Program for the Tennessee Valley Authority (TVA). A pilot was launched under the direction of TVA in conjunction with its power distributor, Knoxville Utilities Board in January 2013. After several years of successful operation, the program was expanded to accommodate the area served by Memphis Light, Gas and Water utility (MLGW). The program offers incentives of 50% to customers with demand up to 100 kW to upgrade their exterior lighting. We provide sales, lead development, auditing, customer enrollment, and installation management services. The underlying \$20 million agreement has a term ending on August 2, 2017.

Riverside Public Utilities (RPU), Residential Electric & Gas Main Street Efficiency Project

In November 2014, we were awarded the Small Business Direct Install contract from Riverside Public Utilities in California (RPU). Through this program we, together with RPU, offer a large variety of efficiency upgrades including LEDs, HVAC tune-ups, low flow toilets and low flow spray valves. Customers can receive \$1,000 for energy upgrades and \$500 for water-saving measures. Between 2014 and 2015, we delivered energy solutions to 272 customers through this program. Together, those customers are saving 810,480 kWh, 1,155 gallons of water and 236 kW of electricity. Lime Energy has partnered with RPU since 2003, delivering energy solutions to over 2,000 total customers.

National Grid, Small Business Direct Install Program

We are providing program management and implementation services for National Grid's Small Business Energy Efficiency Program, one of the nation's most successful demand-side management (DSM) programs. We are the exclusive provider for the Western New York and Frontier regions of National Grid's New York State service territory. This program is designed for the hard-to-reach small commercial and industrial market, serving customers with demand of less than 110 kW. The program provides incentives of up to 70% of project costs for upgrades including energy efficient lighting, lighting controls and refrigeration measures, and gives customers the ability to finance the customer share of the cost for up to 24 months. We have been the top performer under this program every year since its inception in 2009, installing upgrades for over 8,500 customers and helping them save a combined 238,469 MWh.

Central Hudson Gas & Electric, Commercial Lighting Direct Install Program

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As the exclusive provider for this program, we provide energy-efficient lighting facility upgrades for business customers throughout Central Hudson's service territory, located in the Mid-Hudson Valley region of the State of New York. Central Hudson's Direct Install Programs serve small-sized commercial customers, as well as municipalities with peak demand of 100 kW or less, and mid-sized businesses with peak demand of 100kW to 350 kW, providing incentives that cover up to 70 percent of the cost of implementing these energy efficiency projects. We began work under this contract in late spring 2012.

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American Electric Power Ohio, Express Small Business Direct Install Program

We are the exclusive provider of comprehensive energy efficiency upgrades for the AEP Ohio Express program, which serves small commercial customers with annual consumption of less than 200,000 kWh. As part of the program, AEP Ohio incentivizes these customers to reduce wasted energy and lower their monthly electric bills by paying up to 80% of the project cost to complete an energy retrofit. Our three-year performance-based contract with AEP Ohio has the potential to save participating small business customers over 30,000 MWh of annual energy usage. We began operations under this contract in late 2012 and in 2014 we were awarded the re-compete for the program, which will run through the end of 2016.

Public Service Electric & Gas, Energy Efficiency Direct Install Program

Since 2012, we have provided comprehensive multi-measure efficiency retrofits for municipalities, with territory exclusivity in 42 Northern New Jersey towns with Public Service Electric & Gas (PSE&G). PSE&G is one of the largest combined electric and gas companies in the United States and is also New Jersey's oldest and largest electric and gas utility. The program currently serves municipalities, not-for-profits, and small businesses in urban enterprise zones. The projects are funded in whole by PSE&G, with each municipality re-paying 30% of the project cost through on-bill financing. This 70% incentive allows municipalities to capitalize on PSE&G's commitment to satisfy increasing power needs through investments in efficiency in their customers' facilities. We were awarded a re-compete for the program, which will run through 2017.

EverSource Electric & Gas, Small Business Direct Install Program

Since 2012, we have provided comprehensive electric and gas energy efficiency upgrades for EverSource (formerly NSTAR) to small and mid-size businesses, with territory exclusivity in Newton, Dedham, Needham, and Westwood, Massachusetts. EverSource, the largest Massachusetts-based-investor-owned gas and electric utility, has been a leader in providing customer-focused energy efficiency programs for the last two decades in Massachusetts. The term of the contract, originally expected to be from 2012-2014, was extended through 2015. We were recently awarded a re-compete for the program, which will run through 2017.

New Jersey's Clean Energy Program, Small & Medium Business Direct Install Program

Under this state-run program, we have exclusive rights to offer incentives to offset 70% of the cost of upgrading lighting and HVAC equipment to small businesses and municipalities with peak demand of up to 200kW located in Bergen, Essex, Passaic, Hudson and Union counties in New Jersey. Since 2010, we have been the leading contractor in the state, providing over 33% of recorded energy savings and completing over 1,900 projects. This program was placed on hold by the New Jersey Board of Public Utilities in late 2015 and we are currently awaiting an extension of the contract in 2016.

Long Island Power Authority, Small Business Energy Efficiency Program

Since 2009, we had been the exclusive provider of this program that covers selected portions of Long Island Power s (LIPA) operating territory on Long Island, New York. This program had a particular focus on reducing demand in load pockets susceptible to brown-outs and/or black-outs on peak demand days. Under this program, we were responsible for the program s implementation and management, including marketing, lead development, customer enrollment, auditing, and installation management of energy-efficient lighting. The program offered qualifying small businesses with peak demand of up to 145 kW incentives of up to 70% toward the cost of implementing energy efficiency upgrades. The program was part of LIPA s \$900-plus million Efficiency Long Island strategy to defer distribution and generation

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system upgrade costs by reducing peak energy demand. This program was discontinued effective March 31, 2015.

Competition

Utility Program Administrators

Utility demand-side management programs have existed for more than 20 years in the U.S., primarily in Northeast and West Coast states. Various companies have been providing various forms of management services to utilities for these programs since their inception. Traditionally, these suppliers have been large consulting firms that design demand-side management programs for the utility and/or provide program administration, with their fees often unrelated to actual performance of the program. In most cases, they set up a network of trade ally contractors that are trained in the incentive program details, with these contractors being responsible for marketing, developing and implementing the energy efficiency projects at utility customers' facilities. Typically, there is no territorial exclusivity under these programs for trade allies and they often fail to serve small businesses.

SBDI Firms

As the effectiveness of traditional demand-side management programs has begun to decline or fail to keep up with the increasing requirements of EERS mandates, utilities have begun to focus on and expand funding to the largely underserved small business segment of their market to make up the shortfall. Utilities that have not historically utilized small business direct install (SBDI) programs have begun to implement them and utilities that have used these programs in the past are looking to expand them. As the demand for these programs has grown, new players have entered the market to supply various forms of services to support the programs. These new competitors include vertically integrated providers like us as well as a proliferation of smaller regional engineering firms and local contractors. Some of these players have won multiple contracts, sometimes in different regions of the country; however, we do not know of any competitor that has won as many contracts as we have.

We believe that our capabilities in marketing, engineering, energy auditing, project management and installation, in combination with the IT platform we have developed to support these activities, permits us to cost effectively deliver the energy efficiency goals of these utilities. We believe that these capabilities have been demonstrated by the success we have achieved on our contracts to date, where our performance in most cases has exceeded the goals given us by our utility customers and the performance of any competitor.

We expect that competition in this market will continue to increase as the number and size of utility programs increases. However, we believe that we are well positioned to compete for and win additional utility contracts in the future as a result of our experience, capabilities, track record of success and proprietary IT platform.

Compliance with Environmental Laws

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Our products and services are not subject to any federal, state or local environmental laws the compliance with which would have any material effect upon our capital expenditures, earnings or competitive position. We use licensed waste disposal firms to handle and dispose of old lamps, batteries, lighting ballasts and other products that may contain heavy metals, and other potential environmental hazards.

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Intellectual Property

As of December 31, 2015, we had three registered trademarks or service marks and one copyright.

Employees

As of March 2, 2016, we had 263 full time employees and 7 part-time or temporary employees, of which 34 were management and corporate staff, 17 were in information technology, 58 supported program administration, 121 were engaged in sales, sales support or marketing, and 40 were engaged in project management, product installation, customer support, and field service.

Item 1A. Risk Factors.

Risks Related to our Business

Our business model has changed significantly several times since our inception in response to a constantly changing and evolving market, which may make it difficult to evaluate our business and prospects, and may expose us to increased risks and uncertainties.

Our business has evolved substantially over time through organic growth, strategic acquisitions and divestitures. We started operating in the energy efficiency services business in June 2006, when we launched our commercial and industrial energy efficiency services business. In 2008, we made an acquisition that gave us access to the public sector energy efficiency market. In late 2009, we won our first utility energy efficiency contract and began to build this new business. In 2011, we scaled back our original commercial and industrial business and combined it with our public sector business, and in February 2013 we sold the public sector business. Accordingly, we have only a limited history of generating revenues under our current business model, and the future revenue potential of our current business model in the rapidly evolving energy efficiency solutions market is uncertain. As a result of our short operating history under our current business model, we have limited financial data that can be used to evaluate our business, strategies, performance and prospects or an investment in our common stock. Any evaluation of our business and our prospects must be considered in light of our limited operating history under our current business model and the risks and uncertainties encountered by companies with new business models. To address these risks and uncertainties, among other things, we must do the following:

- maintain and expand our current utility relationships and develop new relationships;
- maintain, enhance and add to our existing energy efficiency solutions;
- execute our business and marketing strategies successfully;

- attract, integrate, retain and motivate qualified personnel; and
- respond to competitive developments.

We may be unable to accomplish one or more of these objectives, which could cause our business to suffer and could have a material adverse effect on our business, results of operations and financial condition. In addition, accomplishing many of these goals might be very expensive, which could adversely impact our operating results and financial condition. Additionally, any predictions about our future operating results may not be as accurate as they could be if we had a longer operating history under our current business model.

We have incurred significant operating losses since inception and may not achieve or sustain profitability in the future.

We have experienced annual losses and negative cash flow from operations since our inception and we currently have an accumulated deficit. We must continue to increase sales while maintaining or

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improving our margins to operate profitably and sustain positive operating cash flows. We may be required to reduce the prices of our services in order to win new contracts or retain existing contracts. If we reduce prices, we may not be able to reduce costs sufficiently to achieve acceptable profit margins. As we strive to grow our business, we have spent and expect to continue to spend significant funds for general corporate purposes, including working capital, marketing, recruiting and hiring additional personnel. To the extent that our revenues do not increase as quickly as these costs and expenditures, our results of operations and liquidity will be adversely affected. If we experience slower than anticipated revenue growth or if the margins we earn on our sales are lower than expected or our operating expenses exceed our expectations, we may not achieve profitability in the future or if we achieve profitability in the future, we may not be able to sustain it.

We may not be able to raise additional capital to fund future operating losses.

Because of our negative cash flow, we have funded our operations through the issuance of common and preferred stock and debt. Our ability to continue to operate until our cash flow turns positive on a consistent basis may depend on our ability to continue to raise additional funds through the issuance of equity or debt. We may not be able to raise additional funds on terms that are acceptable to us or at all. If we are not successful in raising any needed additional funds, we might have to significantly scale back or delay our growth plans, seek to sell the Company or cease operations altogether. Any reduction or delay in our growth plans could materially adversely affect our ability to compete in the marketplace, take advantage of business opportunities and develop or enhance our services and technologies, which could have a material adverse effect on our business, results of operations and financial condition.

The Securities and Exchange Commission is investigating us and the results of that investigation could have a material adverse effect on our business, results of operations and financial condition.

The Securities and Exchange Commission (SEC) began an investigation of our revenue recognition practices and financial reporting in September 2012. If, as a result of that investigation, the SEC takes action against us or our officers, it could have a material adverse effect on our business, results of operations and financial condition.

It is difficult for us to estimate our future quarterly operating results.

Despite the sale of our public sector business in 2013, our revenues have remained somewhat seasonal. Historically, this seasonality has caused our revenue, operating income, net income and cash flow from operating activities to be lower in the first two quarters and higher in the last two quarters of each year. In addition, utility contracts can be subject to changes in budget allocations for the programs. In the past, we experienced a situation where funds allocated for a program we were operating under were diverted to other uses with no warning, reducing our expected revenue under the program. As a result, we may be unable to forecast our revenue accurately, and a failure to meet our revenue or expense forecasts could have an immediate and negative impact on the market price of our common stock.

We operate in a highly competitive industry and if we are unable to compete successfully our revenue and profitability will be adversely affected.

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The energy efficiency solutions market is highly competitive, and we expect competition to increase and intensify as the energy efficiency solutions market continues to evolve. We face strong competition primarily from other providers of energy efficiency solutions, local electrical and mechanical contractors and engineering firms, lighting and lighting fixture manufacturers and lighting fixture distributors. We compete primarily on the basis of client service and support, quality and scope of services and products, including proprietary technology, cost of services and products, name recognition and our performance track record for services provided.

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In addition to our existing competitors, new competitors such as large national or multinational engineering and/or construction companies could enter our markets. Many of these current and potential competitors are better capitalized than we are, have longer operating histories and strong existing client relationships, greater name recognition, and more extensive engineering, technology and sales and marketing capabilities. Competitors could focus their substantial resources on developing a competing business model or energy efficiency solutions that may be potentially more attractive to clients than our products or services. In addition, we may face competition from other products or technologies that reduce demand for electricity. Our competitors may also offer energy efficiency solutions at reduced prices in order to improve their competitive positions. Any of these competitive factors could make it more difficult for us to attract and retain clients, require us to lower our prices in order to remain competitive, and reduce our revenue and profitability, any of which could have a material adverse effect on our results of operations and financial condition.

Our success is largely dependent upon the skills, experience and efforts of our senior management and our ability to attract and retain other skilled personnel, and the loss of their services or our inability to attract and retain such personnel could have a material adverse effect on our ability to expand our business or to maintain profitable operations.

Our future success will depend largely on the skills, efforts, and motivation of our executive officers and other senior managers. The loss of the service of executive officers and other senior managers or our inability to attract or retain other qualified personnel could have a material adverse effect on our ability to expand our business, implement our strategy or maintain profitable operations.

In addition, to execute our growth strategy and maintain our margins, we must attract and retain other skilled personnel with an extensive understanding of the energy efficiency regulatory framework and an effective sales force that can accurately price and manage our clients' energy efficiency solution contracts. Competition for hiring these individuals is intense. If we fail to attract and retain highly qualified skilled personnel, our business and growth prospects could be materially adversely affected.

We depend upon a limited number of utility contracts to generate substantially all of our revenue.

We derive substantially all of our revenue from thirteen utility contracts. In 2015, four of these contracts generated 69% of our total revenues. While these contracts are typically multi-year, the utilities are required to re-bid them at the end of their terms; therefore, our ability to retain these contracts is not assured. It is also possible that utilities could have a change of strategy for achieving their energy efficiency goals, de-emphasizing the small-business direct install programs under which we currently operate. A utility could also decide to reduce the incentives available to small businesses under a program, thereby reducing the effectiveness of our sales efforts. The loss of, or substantial reduction in, sales to any of our utility clients could have a material adverse effect on our business, results of operations and financial condition.

Failure of our subcontractors to properly and effectively perform their services in a timely manner could cause delays in the delivery of our energy efficiency solutions.

Our success depends on our ability to provide quality, reliable energy efficiency solutions in a timely manner, which in part requires the proper removal and installation of lighting, mechanical and electrical systems and other products by the subcontractors upon which we depend. Almost all of our energy efficiency solutions are installed by contractors or subcontractors. Any delays, malfunctions, inefficiencies or interruptions in the installation of our energy efficiency solutions caused by our subcontractors could put us at risk of a utility terminating a contract

prematurely, jeopardize our ability to

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retain a contract when it comes up for renewal, and harm our reputation in the marketplace. Such delays could also result in additional costs that could affect the profit margin of our projects.

If our information technology systems fail, or if we experience operation interruptions, then our business, results of operations and financial condition could be materially adversely affected.

The efficient operation of our business is dependent on our information technology systems. We rely on those systems generally to manage the day-to-day operation of our business, manage relationships with our clients and maintain our financial and accounting records. The failure of our information technology systems, our inability to successfully maintain and enhance our information technology systems, or any compromise of the integrity or security of the data we generate from our information technology systems, could have a material adverse effect on our results of operations, disrupt our business and make us unable, or severely limit our ability, to respond to client demands. In addition, our information technology systems are vulnerable to damage or interruption from:

- earthquake, fire, flood and other natural disasters;
- employee or other theft;
- attacks by computer viruses or hackers;
- power outages; and
- computer systems, Internet, telecommunications or data network failure.

Any interruption of our information technology systems could result in decreased revenue, increased expenses, increased capital expenditures, client dissatisfaction and lawsuits, any of which could have a material adverse effect on our results of operations or financial condition.

Product liability and personal injury claims could have a material adverse effect on our business, results of operations and financial condition.

We face exposure to product liability and personal injury claims in the event that our energy efficiency solutions cause bodily injury or property damage. Since the majority of our products use electricity, it is possible that the products we sell could result in injury, whether due to product malfunctions, defects, improper installation or other causes. Further, we face exposure to personal injury claims in the event that an individual is injured as a result of our negligence or the negligence of one of our subcontractors. Moreover, we may not have adequate resources in the event of a successful claim against us. A successful product liability or personal injury claim against us that is not covered by insurance or is in excess of our available insurance limits could require us to make significant payments of damages which could materially adversely affect our business, results of operations and financial condition.

Our retrofitting process frequently involves responsibility for the removal and disposal of components containing hazardous materials and at times requires that our contractors or subcontractors work in hazardous conditions, either of which could give rise to a claim against us.

When we retrofit a client's facility, we assume responsibility for removing and disposing of its existing lighting fixtures. Certain components of these fixtures contain trace amounts of mercury and other hazardous materials. Older components may also contain trace amounts of polychlorinated biphenyls, or PCBs. We utilize licensed and insured hazardous waste disposal companies to remove and/or dispose of such components. Failure to properly handle, remove or dispose of the components containing these hazardous materials in a safe, effective and lawful manner could give rise to liability against us, or could expose our workers, our subcontractor's workers or other persons to these hazardous materials, which could result in claims against us. Further, our workers and subcontractor's workers are sometimes required to work in hazardous environments that present a risk of serious personal injury which could result in claims against us. A successful personal injury claim against us that is not covered by insurance or is in excess of

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our available insurance limits could require us to make significant payments of damages and could materially adversely affect our results of operations and financial condition.

Our ability to use our net operating loss carry forwards will be subject to additional limitation, which could potentially result in increased future tax liability.

Generally, a change of more than 50% in the ownership of a company's stock, by value, over a three-year period constitutes an ownership change for U.S. federal income tax purposes. An ownership change may limit a company's ability to use its net operating loss carry forwards attributable to the period prior to such change. We have sold or otherwise issued shares of our common stock in various transactions sufficient to constitute an ownership change, including our public offering in 2009, the issuance of our Series C Preferred Stock (as discussed below), and the conversion of all of our outstanding Series A & B preferred stock in 2014 and the conversion of all of our then-outstanding convertible notes in 2014. As a result, if we earn net taxable income, our ability to use our pre-change net operating loss carry forwards, which amounted to \$140 million as of December 31, 2015, to offset U.S. federal taxable income will be subject to limitations, which will likely result in increased future tax liability. Future shifts in our equity ownership, including transactions in which we may engage, may cause additional equity ownership changes, which could have the effect of imposing additional limitations on our ability to use our pre-change net operating loss carry forwards. In addition, these limitations could cause us not to pursue otherwise favorable acquisitions or other transactions involving our capital stock, or could reduce the net benefits to be realized from any such transactions.

Acquisitions and dispositions may not result in anticipated benefits and may present risks not originally contemplated, which may have an adverse effect on our liquidity, results of operations, and financial condition.

We have made significant acquisitions and dispositions in the past and may in the future make additional acquisitions and dispositions. We may face significant competition for acquisition opportunities and there can be no assurance that anticipated acquisitions will be completed on acceptable terms or at all. In addition, these transactions are intended to, but may not, result in the generation of cash or income, the realization of savings, the creation of efficiencies, or the reduction of risk. These transactions may also affect our liquidity, results of operations, and financial condition.

These transactions also involve risks, including:

- an acquisition may not result in an increase in income or provide an adequate return of capital or other anticipated benefits;
- we may fail to successfully integrate newly acquired businesses into our operations and internal controls;
- the due diligence conducted prior to an acquisition may not uncover situations that could result in financial or legal exposure or we may not appropriately evaluate the likelihood or quantify the exposure from identified risks;
- any disposition may result in decreased earnings, revenue, or cash flow; and

- use of cash for acquisitions may adversely affect cash available for capital expenditures and other uses.

Our failure to comply with covenants contained in our loan agreements could trigger prepayment obligations, which could adversely affect our results of operations and financial condition.

Our loan agreements with our creditors, Heritage Commerce Bank (Heritage Bank) and Bison Capital Partners IV, L.P. (Bison), contain various business and financial covenants that restrict our ability to, among other things, dispose of or sell our assets, consolidate or merge with other entities; incur additional indebtedness, create liens on our assets, make investments, etc. In the future, we may also enter

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into other loan agreements or debt arrangements containing similar or different restrictive covenants. Complying with these covenants could limit our financial and operational flexibility.

Our loan agreements also require us to comply with certain minimum consolidated EBITDA covenants, but our ability to meet these financial covenants can be affected by events beyond our control. Failing to comply with these covenants could result in an event of default under the loan agreements, which could result in us being required to repay the amounts outstanding thereunder prior to maturity. These prepayment obligations could have an adverse effect on our results of operations and financial condition.

For further discussion of our debt arrangements with Bison, including recent modifications affecting our financial covenants with Bison, see Item 7. Management's Discussion and Analysis Recent Developments Amendment of our Subordinated Convertible Note Issued to Bison Capital.

We may require additional capital and credit in the future that may not be available or may only be available on unfavorable terms.

We have raised a significant amount of capital since our formation through the issuance of shares of our common and preferred stock and notes, which has allowed us to continue to execute our business plan. Most of these funds have been consumed by operating activities, either to fund our losses or for working capital requirements.

Our ability to continue to expand the sales of our products and services will require the continued commitment of significant funds. The actual timing and amount of our future funding requirements will depend on many factors, including the amount, timing and profitability of future revenues, working capital requirements, the level and amount of product marketing and sales efforts, among other things.

If our sources of available liquidity are insufficient for the Company to fund its obligations and continue to operate, we may need to raise additional funds through equity or debt financings in the future, which we may be unable to do on favorable terms, if at all. The failure to obtain adequate capital or credit could have a material adverse effect on our financial condition and operating results and we may be required to scale back operations or cease operations altogether.

Risks Related to Ownership of Our Common Stock

The future trading market for our common stock may not be active on a consistent basis and the market price of our common stock could be subject to significant fluctuations.

Trading in our common stock has been limited and, at times, volatile since our shares were listed on The NASDAQ Capital Market in February 2008. The trading volume of our common stock in the future depends in part on our ability to increase our revenue and reduce or eliminate our operating losses. If we are unable to achieve these goals, the trading market for our common stock may be negatively affected,

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which may make it difficult for you to sell your shares. An active trading market for our common stock may not develop or, if developed, be sustained, and the trading price of our common stock may fluctuate substantially.

The price of our common stock may also fluctuate as a result of:

- variations in our operating results;
- announcements by us, our competitors or others of significant business developments, changes in client relationships, acquisitions or expansion plans;
- analysts' earnings estimates, ratings and research reports;

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- the depth and liquidity of the market for our common stock;
- speculation in the press;
- strategic actions by us or our competitors, such as sales promotions or acquisitions;
- actions by institutional and other stockholders;
- recruitment or departure of key personnel; or
- domestic and international economic factors and trends, some of which may be unrelated to our performance.

The stock markets, in general, periodically experience volatility that is sometimes unrelated to the operating performance of particular companies. These broad market fluctuations may cause the trading price of our common stock to decline.

In the past, following a period of volatility in the market price of a company's securities, securities class action litigation has often been brought against a company. Because of the potential volatility of our common stock price, we may become the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management's attention and resources from our business.

We expect our quarterly revenue and operating results to fluctuate. If we fail to meet the expectations of market analysts or investors, the market price of our common stock could decline substantially, and we could become subject to securities litigation.

Our business is somewhat seasonal and can be affected by cyclical factors outside of our control. Our quarterly revenue and operating results have fluctuated in the past and are likely to continue to vary from quarter to quarter in the future. You should not rely upon the results of one quarter as an indication of our future performance. Our revenue and operating results may fall below the expectations of market analysts or investors in some future quarter or quarters. Our failure to meet these expectations could have an adverse effect on the market price of our common stock. In addition, these fluctuations in our revenue may result in volatility in our results of operations and/or have an adverse effect on the market price of our common stock. If the price of our common stock falls significantly we may be the target of securities litigation. If we become involved in this type of litigation, regardless of the outcome, we could incur substantial legal costs, management's attention could be diverted from the operation of our business, and our reputation could be damaged, which could have a material adverse effect on our business, results of operations and/or financial condition.

If securities analysts do not publish research or reports about our business or if they downgrade their evaluations of our stock, the price of our stock could decline.

The trading market for our common stock depends in part on the research and reports that industry or financial analysts publish about us or our business. As a result of our restatement of prior financial statements, which we completed in July 2013, substantially all of the analysts that were following us ceased covering our Company and did not publish reports on us. If we do not receive adequate coverage by reputable securities analysts, we could fail to achieve visibility in the market, which in turn could cause the price of our stock to stagnate or decline. If one or more

analysts do pick up coverage on us, but subsequently downgrades their estimates or evaluations of our stock, the price of our stock could decline.

Due to the concentration of holdings of our stock, a limited number of investors may be able to control matters requiring common stockholder approval or could cause our stock price to decline through future sales because they beneficially own a large percentage of our common stock.

As of March 30, 2016, there were 9,612,062 shares of our common stock outstanding and 10,000 shares of Series C Preferred Stock convertible into an additional 4,166,666 shares of common stock that

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vote on an as converted basis, of which three investors own 74.3%. As a result of their significant ownership, these investors may have the ability to exercise a controlling influence over our business and corporate actions requiring stockholder approval, including the election of our directors, a sale of substantially all of our assets, a merger between us and another entity or an amendment to our certificate of incorporation. This concentration of ownership could delay, defer or prevent a change of control and could adversely affect the price investors might be willing to pay in the future for shares of our common stock. Also, in the event of a sale of our business, these investors could be able to seek to receive a control premium to the exclusion of other common stockholders.

A significant percentage of the outstanding shares of our common stock, including the shares beneficially owned by these holders, can be sold in the public market from time to time, subject to limitations imposed by federal securities laws. The market price of our common stock could decline as a result of sales of a large number of our presently outstanding shares of common stock by these investors or other stockholders in the public market or due to the perception that these sales could occur. This could also make it more difficult for us to raise funds through future offerings of our equity securities or for you to sell your shares if you choose to do so.

The large concentration of our shares held by these three stockholders could result in increased volatility in our stock price due to the limited number of shares available in the market.

Raising additional capital or consummation of additional acquisitions through the issuance of equity or equity-linked securities could dilute your ownership interest.

It is possible that we may find it necessary to raise capital again sometime in the future or to consummate additional acquisitions through the issuance of equity or equity-linked securities. In the event we propose to issue new securities (subject to certain exceptions), we must allow Bison to purchase a proportion of the new securities equal to the number of shares of common stock beneficially owned by Bison divided by the total number of shares of common stock outstanding on a fully-diluted basis. Our common stockholders do not have a corresponding right. If we raise additional funds in the future through the issuance of equity securities or convertible debt securities, our existing common stockholders will likely experience dilution of their present equity ownership position and voting rights. Depending on the number of shares issued and the terms and conditions of the issuance, new equity securities could have rights, preferences, or privileges senior to those of our common stock. Depending on the terms, common stockholders may not have approval rights with respect to such issuances.

Provisions of our charter and by-laws, in particular our blank check preferred stock, and in the Delaware General Corporation Law may prevent or discourage an acquisition of our Company that would benefit our stockholders.

Provisions of our charter and by-laws may make it more difficult for a third party to acquire control of our Company, even when a change-in-control would benefit our stockholders. In particular, shares of our preferred stock may be issued in the future without further stockholder approval, upon terms and conditions, and with rights, privileges and preferences, as our Board of Directors may determine. In the past, we have issued preferred stock with dividend and liquidation preferences over our common stock, and with certain approval rights not accorded to our common stock, and which was convertible into shares of our common stock at a price lower than the market price of our common stock. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock we may issue in the future. The issuance of our preferred stock, while providing desirable flexibility in pursuing possible additional equity financings and other corporate purposes, could have the effect of making it more difficult for a third party to acquire control of us. This could limit the price that certain investors might be willing to pay in the future for shares of our common stock and discourage these investors from acquiring a majority of our common stock. In addition, the price that future investors may

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be willing to pay for our common stock may be lower due to the conversion price and exercise price granted to investors in any such private financing.

In addition, as a Delaware corporation, we are subject to certain Delaware anti-takeover provisions, including the application of Section 203 of the Delaware General Corporation Law, which generally restricts our ability to engage in a business combination with any holder of 15% or more of our capital stock. Our Board of Directors could rely on Delaware law to prevent or delay an acquisition of us.

Issuance of shares of common stock pursuant to the conversion of certain convertible securities could dilute current stockholders.

We have issued 10,000 shares of Series C Convertible Preferred Stock (the Series C Preferred Stock), which are presently convertible into 4,166,666 shares of common stock. We have also issued convertible notes in an aggregate amount of \$11.75 million, which are convertible into shares of common stock upon the occurrence of certain events and/or the passage of time. Our existing common stockholders will likely experience dilution of their present equity ownership position and voting rights upon the conversion of the Series C Preferred Stock or such convertible notes.

The terms of our Series C Preferred Stock include a liquidation preference as well as significant control rights.

The holders of the Series C Preferred Stock are entitled to a liquidation preference equal to \$10 million plus any unpaid dividends that have accrued to the Series C Preferred Stock upon liquidation or dissolution of the Company or upon any change of control event. Accordingly, the holders of our common stock may receive significantly less than their pro rata share of the proceeds in the event we are acquired.

In addition, the holders of a majority of the Series C Preferred Stock must provide their consent before we may take certain actions, including incurring certain amounts of indebtedness, entering into transactions with related persons, entering into new lines of business, modifying the provisions of the Series C Preferred Stock, and issuing any securities that are pari passu or senior to the Series C Preferred Stock. As a result of the foregoing, the requisite holders of the Series C Preferred Stock may be able to block the proposed approval of any of the above actions, which blockage may prevent us from achieving strategic or other goals dependent on such actions including, without limitation, additional capital raising or pursuing opportunities in new market segments.

All of the foregoing rights may limit our ability to take certain actions we deem to be in the interest of all of our stockholders but as to which the holders of the Series C Preferred Stock have control rights.

A forced redemption of the Series C Preferred Stock may reduce cash available to fund our operations.

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At any time after December 31, 2018, a holder of Series C Preferred Stock has the right to require us to redeem all or a portion of its Series C Preferred Stock for an amount equal to the original issue price of the Series C Preferred Stock plus all unpaid dividends accrued thereon. Any such redemption may significantly reduce the amount of cash we have available to fund operations and invest in our business.

Bison may require a sale of the Company if our common stock is not sufficiently liquid.

If, on the fifth anniversary of the date we issued the Series C Preferred Stock or any succeeding anniversary of such date, ten percent (10%) of the average daily trading volume of our common stock is less than the number of shares of common stock beneficially owned by Bison divided by 240, then Bison may require the Company to initiate a sale process. The holders of a majority of our capital stock have

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agreed to vote in favor of and otherwise support such a sale. If such a sale is not consummated within nine (9) months, Bison has the right to require the Company to purchase all or any portion of its Series C Preferred Stock or the common stock into which such Series C Preferred Stock has converted.

Any such sale of the Company may not be in the interests of all of our stockholders. Additionally, if such sale is not consummated and Bison requires the Company to purchase its Series C Preferred Stock (or the common stock into which such Series C Preferred Stock has converted), this may significantly reduce the amount of cash we have available to fund operations and invest in our business.

The number of shares of our common stock eligible for future sale could adversely affect the market price of our stock.

As of December 31, 2015, we had reserved approximately 1,267,036 shares of common stock for issuance under outstanding options and approximately 4,166,666 shares issuable upon conversion of the Series C Preferred Stock. The issuance of a significant number of shares of common stock upon the exercise of stock options or the conversion of the Series C Preferred Stock, or the availability for sale, or sale, of a substantial number of the shares of our common stock eligible for future sale under effective registration statements, under Rule 144 or otherwise, could adversely affect the market price of the common stock.

Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002 and the Dodd-Frank Act, and rules subsequently implemented by the SEC and The NASDAQ Stock Market, have imposed substantial requirements on public companies, including with respect to public disclosure, internal control, corporate governance practices and other matters. Our management and other personnel are devoting substantial amounts of time and resources to comply with these evolving laws, regulations and standards. Moreover, these laws, regulations and standards have significantly increased our legal and financial compliance costs and have made some activities more time-consuming and costly. In addition, we could incur significant costs to remediate any material weaknesses we identify through these efforts. We currently are evaluating and monitoring development with respect to these evolving laws, regulations and standards, and cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. These new regulatory requirements may result in increased general and administrative expenses and a diversion of management's time and attention from revenue generating activities to compliance activities, which could harm our business prospects and could have a negative effect on the trading price of our common stock.

Item 1B. Unresolved Staff Comments.

Not applicable.

Item 2. Properties.

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Our headquarters are located at 4 Gateway Plaza, 100 Mulberry St., Newark, NJ. This office is approximately 10,700 square feet and our lease runs through October 2026.

Other properties that are used for sales and administration include:

Location:	Square Feet	Lease Expiration
Beacon, NY	4,800	December 2015

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Location:	Square Feet	Lease Expiration
Boston, MA	500	September 2016
Farmingdale, NY	8,156	July 2016
Gahanna, OH	2,650	April 2016
Huntersville, NC	5,512	February 2022
Knoxville, TN	323	January 2016
Nanuet, NY	2,240	June 2016
Redlands, CA	6,512	January 2016
Rochester, NY	2,820	December 2017
Williamsville, NY	5,824	January 2016
Woodbridge, NJ	11,500	February 2017

We believe that the space and location of our current headquarters will be sufficient for the level of sales and production projected for the current year.

Item 3. Legal Proceedings.

The Company is from time to time involved in legal proceedings, which are subject to many uncertainties and the outcomes of which are not within its control and may not be known for prolonged periods of time. The Company is currently party to the following material legal proceedings:

SEC Investigation. In 2012, the SEC commenced an investigation with respect to certain of the Company's revenue recognition practices and financial reporting. The Company has cooperated with the SEC staff throughout the course of the investigation, which is likely to lead to regulatory or legal proceedings and could have a material adverse effect on the Company's business, results of operations, and financial condition. The Company is in discussions with the SEC regarding the possibility of resolving this matter. There can be no assurances as to whether these discussions will lead to a resolution as to the timing or costs of any such resolution.

Dressler v. Lime Energy, United States District Court for the District of New Jersey, Case 3:14-cv-07060-FLW-DEA. This purported whistleblower case was filed on November 10, 2014, alleging illegal retaliation by the Company for the plaintiff's alleged disclosure of activity she believed violated the Securities Exchange Act of 1934, as amended. The plaintiff alleges that she made repeated disclosures to various individuals employed by the Company that certain accounting practices were improper and could lead to a restatement of financial statements. The plaintiff filed her complaint pursuant to the Sarbanes-Oxley Act of 2002 (18 U.S.C. §1514A) and the Dodd-Frank Wall Street Reform and Consumer Protection Act (15 U.S.C. §78u-6, et seq.). This case has been accepted for coverage under the Lime Executive Protection Portfolio Policy. The Company filed a motion to dismiss the case but the motion was denied. The lawsuit, which the Company believes has no merit, remains in early stages and the Company intends to continue to defend itself vigorously.

Table of Contents**Item 4. Mine Safety Disclosures.**

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Since February 25, 2008, our stock has traded on the NASDAQ Capital Market under the trading symbol LIME.

The following table sets forth the quarterly high and low selling prices for our common stock as reported on NASDAQ since January 1, 2014.

	High	Common Stock		Low
Fiscal Year Ended December 31, 2014:				
Fiscal Quarter Ended March 31, 2014	\$	3.92	\$	2.86
Fiscal Quarter Ended June 30, 2014	\$	3.92	\$	2.49
Fiscal Quarter Ended September 30, 2014	\$	7.29	\$	2.04
Fiscal Quarter Ended December 31, 2014	\$	3.49	\$	2.14
Fiscal Year Ended December 31, 2015:				
Fiscal Quarter Ended March 31, 2015	\$	4.38	\$	2.39
Fiscal Quarter Ended June 30, 2015	\$	3.75	\$	2.64
Fiscal Quarter Ended September 30, 2015	\$	3.85	\$	2.62
Fiscal Quarter Ended December 31, 2015	\$	3.48	\$	2.82

 Holders

As of March 18, 2015 there were approximately 760 holders of record, holding 9,526,636 shares of our common stock and one holder of record of our Series C Preferred Stock. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of common stock whose shares are held in the names of various security brokers, dealers and registered clearing agencies.

 Dividends

No dividends were declared or paid on our common stock during the fiscal years ended December 31, 2014 and 2015.

We have never declared or paid any cash dividends on our common stock and we do not anticipate paying any cash dividends in the foreseeable future.

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Recent Sales of Unregistered Securities

On December 23, 2014, the Company entered into a Preferred Stock Purchase Agreement (the "Series C Purchase Agreement") with Bison Capital Partners IV, L.P., a Delaware limited partnership ("Bison"). Pursuant to the terms of the Series C Purchase Agreement, Bison purchased 10,000 shares of the Company's Series C Preferred Stock (the "Series C Preferred Shares") at a price per Series C Preferred Share of \$1,000.00. The Company relied upon the exemption from securities registration provided by Section (4)(a)(2) of the Securities Act of 1933. In conjunction with this sale, Bison provided a representation that it is an accredited investor.

The Series C Preferred Shares are entitled to an accruing dividend of 12.5% per annum of their base amount (subject to adjustments for stock splits, combinations and similar recapitalizations), payable semi-annually. The Series C Preferred Shares may be converted, at any time, at the option of the holder, into shares of the Company's common stock at a conversion price of \$2.40 per share as of the date of issuance, subject to certain adjustments as set forth in the Certificate of Designations for the Series C Preferred Stock.

At any time after December 23, 2018, the fourth anniversary of the original issuance of the Series C Preferred Shares, the Company has the right to redeem all but not less than all of the Series C Preferred Stock for an amount equal to the original issue price of the Series C Preferred Stock Shares plus all accrued but unpaid dividends. The redemption would become effective 30 days after the Company gives a notice of redemption to the holder(s) of the Series C Preferred Stock. During such 30-day period, the holders of the Series C Preferred Stock may elect to convert the Series C Preferred Stock to common stock in lieu of receiving the redemption payment. At any time after December 23, 2018, a holder of Series C Preferred Stock has the right to require the Company to redeem all or a portion of its Series C Preferred Stock for an amount equal to the original issue price of the shares plus all accrued but unpaid dividends. In the event the Company fails to make the required redemption payment by the date fixed for such payment, the dividend rate will increase to 15% per annum and increase an additional 1% per annum each quarter until paid.

The cash proceeds from the sale of the Series C Preferred Shares were used for working capital and general corporate purposes. For additional information on the sale of Series C Preferred Shares, see Note 12 in the notes to the consolidated financial statements.

Purchases of Equity Securities by the Issuer and Affiliated

None.

Item 6. Selected Financial Data.

Not applicable

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that are based on management's current expectation, estimates and projections about our business and operations. Our actual results may differ materially from those currently anticipated and expressed in such forward-looking statements as a result of numerous factors, including those we discuss under Risk Factors and elsewhere in this report.

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Overview

General

We are a leader in designing and implementing demand-side energy efficiency programs that enable our utility clients to reach their underserved markets and achieve their energy reduction goals. We provide our energy efficiency program delivery services exclusively within the utility sector, and our clients include two of the five largest investor-owned utilities in the United States. We focus on deploying direct install energy efficiency solutions for small and mid-size commercial and industrial business programs that improve energy efficiency, reduce energy-related expenditures and lessen the impact of energy use on the environment. Currently, these solutions include energy efficient lighting upgrades and energy efficient mechanical upgrades. Our small business direct install programs provide a cost-effective avenue for our utility clients to offer products and services to a hard-to-reach customer base while satisfying aggressive state-mandated energy reduction goals. The direct install model is a turnkey solution under which we contract with the utility clients to design and market their small and mid-sized efficiency programs within a defined territory, perform the technical audits, sell the solution to the end-use customer and oversee the implementation of the energy efficiency measures. The model makes it easy and affordable for small businesses to upgrade to energy efficiency equipment and is a dependable and cost effective way for our utility clients to achieve their energy efficiency goals.

Revenue and Expense Components

Revenue

We generate the majority of our revenue from the sale of our services and the resale of energy efficiency products that we purchase from our various suppliers. All of our revenue is earned in the United States.

We charge our clients based upon an agreed-to rate schedule, which is based on the item installed or the savings generated. A typical project for a small business utility client can take anywhere from a few hours to a few weeks to complete.

Cost of Sales

The cost of sales for our business consists primarily of the cost of materials, our internal labor (including engineering), and the cost of subcontracted labor. We subcontract substantially all of our installation and construction work to independent contractors; therefore, our cost of sales consists almost exclusively of variable costs and varies directly with changes in revenue.

Gross Profit

Gross profit equals our revenue less costs of sales.

Gross profit is a key metric that we use to examine our performance. Our gross profit depends in large part on the volume and mix of products and services that we sell during any given period.

The gross margin earned from different utility programs varies among programs. The mix of business generated from our various programs will change throughout the year, due in part to varying activity levels under existing programs and the growth of new programs, which will affect our consolidated gross margin.

Selling, General and Administrative Expense

Selling, general and administrative expense includes the following components:

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- direct labor and commission costs related to our employee sales force;
- costs of our non-production management, supervisory and staff salaries and employee benefits, including the costs of share-based compensation;
- costs related to insurance, travel and entertainment, office supplies and utilities;
- costs related to marketing and advertising our products;
- legal and accounting expenses; and
- costs related to administrative functions that serve to support our existing businesses, as well as to provide the infrastructure for future growth.

Acquisition Costs

Acquisition costs are related to acquisition activities, which include legal, accounting, banking, and other expenses.

Amortization of Intangibles

When we acquire companies we allocate the purchase price to tangible assets (such as property, equipment, accounts receivable, etc.) and identifiable intangible assets (such as contract backlogs, customer lists, technology, trade name, etc.), with the balance recorded as goodwill. We amortize the value of certain intangible assets over their estimated useful lives as non-cash expense. During 2015, as a result of our acquisition of EnerPath, the Company capitalized intangible assets which are being amortized.

Other (Expense) Income, Net

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Other (Expense) income, net primarily consists of interest expense net of interest income, the extinguishment of debt charge from fair valuing our subordinated convertible notes upon amendment, and the loss due to the quarterly valuation of our derivative liability.

Net interest expense represents the interest costs associated with our 2014 and 2015 subordinated convertible term notes (including amortization of the related debt discount and issuance costs) and a letter of credit.

Interest income includes the amortization of the discount on our long-term receivables. When we record receivables with payments terms of more than 12 months we are required to discount them using a market rate of interest and amortize the discount over the term of the receivable. This amortization is recognized as interest income.

Recent Development

Amendment of our Subordinated Convertible Note Issued to Bison Capital

On March 31, 2015, we executed an amendment (Amendment No. 1) to the Subordinated Secured Convertible Promissory Note dated March 24, 2015 between us and Bison. The Amendment provided that, should the Company fail to meet certain trailing EBITDA targets as of June 30, 2015, September 30, 2015, or December 31, 2015, then for each such quarter in which such EBITDA target was not met, an additional \$1 million in interest would have accrued and been added to the note principal. We were in compliance with all of the financial covenants in Amendment No. 1 and no penalty interest was accrued.

On March 30, 2016, we entered into a second amendment to the Bison Note (Amendment No. 2). Amendment No. 2 revised the covenants related to minimum consolidated EBITDA for the four consecutive

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fiscal quarters ending March 31, 2016, June 30, 2016, September 30, 2016, and December 31, 2016. Pursuant to Amendment No. 2, if we fail to meet the specified trailing EBITDA targets for any of these quarters, then for each such quarter in which such EBITDA target is not met up to an additional \$500 thousand in interest will accrue and be added to the note principal. As a result of Amendment No. 2, a failure on our part to meet the specified trailing EBITDA targets for any of the four consecutive fiscal quarters ending March 31, 2016, June 30, 2016, September 30, 2016, and December 31, 2016 would not be an event of default under the Note. Amendment No. 2 did not, however, revise the required minimum consolidated EBITDA targets for periods subsequent to December 31, 2016. Going forward, if we are unable to further amend the Bison Note or significantly improve our EBITDA, our consolidated EBITDA may not exceed the minimum consolidated EBITDA tests required by the Bison Note and, as a result, an event of default would exist under the Bison Note for which Bison could accelerate our repayment of the indebtedness.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions. Critical accounting policies are defined as those that involve significant judgments and uncertainties, and potentially result in materially different results under different assumptions and conditions. We believe that our most critical accounting policies are limited to those described below. For a detailed discussion on the application of these and other accounting policies, see Note 3 in the notes to our consolidated financial statements.

Use of Estimates

Preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions affecting the reported amounts of assets, liabilities, revenues and expenses and related contingent liabilities. On an on-going basis, we evaluate our estimates, including those related to revenues, bad debts, goodwill valuation, warranty accrual, stock-based compensation, income taxes and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

Revenue Recognition

The Company provides energy efficient solutions that focus on the different uses of energy, including lighting and electrical, mechanical and HVAC, and refrigeration. These solutions consist of product sales and installation services. Customers purchase solutions individually or combined. When purchased individually, the Company recognizes revenue when performance is complete, typically when the products have been installed. When purchased together, the Company recognizes revenue as installation occurs in accordance with the arrangement.

Unbilled Accounts Receivable in the accompanying Consolidated Balance Sheet represents revenue earned on completed installations for which the customer has not been invoiced as well as the cost of products that have been shipped to the customer but not installed. Customer Deposits in the accompanying Consolidated Balance Sheet, represent deposits received from customers in advance of related project installation.

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Allowance for Doubtful Accounts

We maintain an allowance for doubtful accounts for estimated losses based on any known or perceived collection issues. The allowance is based upon the payment history of specific clients and specific knowledge of clients from whom collection is determined to be doubtful. If the financial condition of our clients or the economic environment in which they operate were to deteriorate, resulting in an inability to make payments, or if our estimates of certain clients' ability to pay are incorrect, additional allowances may be required. Under certain of our utility contracts, we offer extended payment terms of 12 or 24 months to our small-business customers for the portion of the cost of the work we perform that is not covered by utility incentives. We require that most of these customers provide us with a credit card or e-check authorization that we can charge for their monthly payment. This reduces our administrative cost of invoicing and collecting many small monthly payments and also gives us an earlier indication of a potential collection issue. During 2015 and 2014, we increased our allowance by \$743 thousand and \$761 thousand, respectively. As of December 31, 2015, our allowance for doubtful accounts was \$1.6 million, or approximately 6% of our outstanding accounts receivable. We will continue to monitor our collections experience with these small-business customers and adjust our allowance accordingly.

Long-Lived Assets

We evaluate our long-lived assets periodically for impairment in accordance with ASC 360-10-35, Accounting for the Impairment or Disposal of Long-Lived Assets. We record impairment losses on long-lived assets used in operations when events and circumstances indicate that the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amount of those items. Our cash flow estimates are based on historical results adjusted to reflect our best estimate of future market and operating conditions. The net carrying value of assets not recoverable is reduced to fair value. Our estimates of fair value represent our best estimate based on industry trends and reference to market rates and transactions.

Goodwill

We have made acquisitions in the past that included a significant amount of goodwill and other intangible assets. In accordance with ASC 350, goodwill is subject to an annual (or under certain circumstances more frequent) impairment test based on its estimated fair value. Estimated fair value is less than value based on undiscounted operating earnings because fair value estimates include a discount factor in valuing future cash flows. Many assumptions and estimates underlie the determination of an impairment loss, including economic and competitive conditions, operating costs and efficiencies. Another estimate using different, but still reasonable, assumptions could produce a significantly different result.

During the fourth quarter of 2014 and 2015, we completed an impairment analysis of the goodwill associated with the utility reporting unit and found that based on the discounted current value of the estimated future cash flows, the implied fair value substantially exceeded the carrying value, indicating that goodwill was not impaired.

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We considered various factors in determining the fair value of the testing units, including discounted cash flows from projected earnings, values for comparable companies and the market price of our common stock. We will continue to monitor for any impairment indicators such as underperformance of projected earnings, net book value compared to market capitalization, declining stock price and significant adverse economic and industry trends. In the event that the reporting unit does not achieve projected results, or, as the result of changes in facts or circumstances, we could incur an additional goodwill impairment charge in a future period.

Share-Based Compensation

We have stock incentive plans that provide for stock-based employee and director compensation, including the granting of stock options and shares of restricted stock, to certain key employees and non-employee directors. These plans are more fully described in Notes 21, 22, and 23 to our consolidated financial statements. Consistent with ASC 718, *Share-Based Payment*, we record stock compensation expense for equity-based awards granted, including stock options and restricted stock unit grants, over the service period of the equity-based award based on the fair value of the award at the date of grant. We recognized \$939 thousand and \$296 thousand of stock compensation related to employee options expense, employee stock purchase plan and restricted stock grants during 2015 and 2014, respectively.

Results of Operations

During 2015, we provided services to over 14,700 small business customers under our thirteen utility programs.

Twelve-Month Period Ended December 31, 2015**Compared With the Twelve-Month Period Ended December 31, 2014****Consolidated Results (\$ in thousands)**

	Twelve Months Ended		Change	
	12/31/2015	12/31/2014	\$	%
Revenue	\$ 112,623	\$ 58,816	\$ 53,807	91.5%
Cost of sales	74,860	41,162	33,698	81.9%
Gross profit	37,763	17,654	20,109	113.9%
Selling, general and administrative expenses	35,077	20,195	14,882	73.7%
Acquisition costs	1,941		1,941	0.0%
Amortization of intangibles	879		879	0.0%
Operating income (loss)	(134)	(2,541)	2,407	-94.7%
Other (expense) income, net	(3,536)	(89)	(3,447)	3873.0%

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Loss from continuing operations before income taxes	(3,670)	(2,630)	(1,040)	39.5%
Income tax benefit	1,147		1,147	0.0%
Loss from continuing operations	(2,523)	(2,630)	107	-4.1%
(Loss) Income from operation of discontinued business	(632)	7	(639)	-9128.6%
Net loss	\$ (3,155)	\$ (2,623)	\$ (532)	20.3%
Preferred stock dividends	(1,293)	(2,979)	1,686	-56.6%
Net loss available to common stockholders				