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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

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

For the Fiscal Year Ended December 31, 2015

Commission file number: 1-13011

Comfort Systems USA, Inc.

(Exact name of registrant as specified in its charter)

Delaware	76-0526487
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

**675 Bering Drive
Suite 400
Houston, Texas 77057
(713) 830-9600**

(Address and telephone number of Principal Executive Offices)

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

<u>Title of Each Class</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, \$.01 par value	New York Stock Exchange

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

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation SK is not contained herein, and will not be contained, to the best of the 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 check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company," in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a
smaller reporting company)

Smaller reporting company

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

The aggregate market value of the voting stock held by non-affiliates of the registrant at June 30, 2015 was approximately \$843.5 million, based on the \$22.95 last sale price of the registrant's common stock on the New York Stock Exchange on June 30, 2015.

As of February 17, 2016, 37,324,555 shares of the registrant's common stock were outstanding (excluding treasury shares of 3,798,810).

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III (other than the required information regarding executive officers) is incorporated by reference from the registrant's definitive proxy statement, which will be filed with the Commission not later than 120 days following December 31, 2015.

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FORWARD-LOOKING STATEMENTS

Certain statements and information in this Annual Report on Form 10-K may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "believe," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could," or other similar expressions are intended to identify forward-looking statements, which are generally not historic in nature. These forward-looking statements are based on the current expectations and beliefs of Comfort Systems USA, Inc. and its subsidiaries (collectively, the "Company") concerning future developments and their effect on the Company. While the Company's management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting the Company will be those that it anticipates. All comments concerning the Company's expectations for future revenue and operating results are based on the Company's forecasts for its existing operations and do not include the potential impact of any future acquisitions. The Company's forward-looking statements involve significant risks and uncertainties (some of which are beyond the Company's control) and assumptions that could cause actual future results to differ materially from the Company's historical experience and its present expectations or projections. Known material factors that could cause the Company's actual results to differ from those in the forward-looking statements are those described in Part I, "Item 1A. Risk Factors."

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events, or otherwise.

PART I

The terms "Comfort Systems," "we," "us," or "the Company" refer to Comfort Systems USA, Inc. or Comfort Systems USA, Inc. and its consolidated subsidiaries, as appropriate in the context.

ITEM 1. Business

Comfort Systems USA, Inc., a Delaware corporation, was established in 1997. We provide comprehensive mechanical contracting services, which principally includes heating, ventilation and air conditioning ("HVAC"), plumbing, piping and controls, as well as off-site construction, electrical, monitoring and fire protection. We install, maintain, repair and replace products and systems throughout our 35 operating units in 81 cities and 89 locations throughout the United States.

We operate primarily in the commercial, industrial and institutional HVAC markets and perform most of our services in industrial, healthcare, education, office, technology, retail and government facilities. Approximately 99% of our consolidated 2015 revenue was derived from commercial, industrial and institutional customers and multi-family residential projects. Approximately 44% of our revenue was attributable to installation services in newly constructed facilities and 56% was attributable to renovation, expansion, maintenance, repair and replacement services in existing buildings. Our consolidated 2015 revenue was derived from the following service activities, substantially all of which are in the mechanical services industry, the single industry segment we serve:

<u>Service Activity</u>	<u>Percentage of Revenue</u>
HVAC	77%
Plumbing	14%
Building Automation Control Systems	5%
Other	4%
Total	100%

Our Internet address is <http://www.comfortsystemsusa.com>. We make available free of charge on or through our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. Our website also includes our code of ethics, titled "Corporate Compliance Policy: Standards and Procedures Regarding Business Practices," together with other governance materials including our corporate governance standards and our Board committee charters. Printed versions of our code of ethics and our corporate governance standards may be obtained upon written request to our Corporate Compliance Officer at our headquarters address.

Industry Overview

We believe that the commercial, industrial, and institutional mechanical contracting generates annual revenue in the United States of approximately \$100 billion. Mechanical systems are necessary to virtually all commercial, industrial and institutional buildings. Because most buildings are sealed, HVAC systems provide the primary method of circulating fresh air in such buildings. In many instances, replacing an aging building's existing systems with modern, energy-efficient systems significantly reduces a building's operating costs while improving air quality and overall system effectiveness. Older commercial, industrial and institutional facilities often have poor air quality as well as inadequate air conditioning, and older HVAC systems result in significantly higher energy costs than do modern systems.

Many factors positively affect mechanical services industry growth, particularly (i) population growth, which increases the need for commercial, industrial and institutional space, (ii) an aging installed base of buildings and equipment, (iii) increasing sophistication, complexity and efficiency of mechanical systems, and (iv) growing emphasis on environmental and energy efficiency.

Our industry can be broadly divided into two categories:

- construction of and installation in new buildings, which provided approximately 44% of our revenue in 2015, and
- renovation, expansion, maintenance, repair and replacement in existing buildings, which provided the remaining 56% of our 2015 revenue.

Construction, Installation, Expansion and Renovation Services—Construction, installation, expansion and renovation services consist of "design and build" and "plan and spec" projects. In "design and build" projects, the commercial HVAC company is responsible for designing, engineering and installing a cost-effective, energy-efficient system customized to the specific needs of the building owner. Costs and other project terms are normally negotiated between the building owner or its representative and the contracting company. Companies that specialize in "design and build" projects generally have specially trained HVAC engineers, CAD/CAM design systems and in-house sheet metal and prefabrication capabilities. These companies use a consultative approach with customers and tend to develop long-term relationships with building owners and developers, general contractors, architects, consulting engineers and property managers. "Plan and spec" installation refers to projects in which a third-party architect or consulting engineer designs the HVAC systems and the installation project is "put out for bid." We believe that "plan and spec" projects usually take longer to complete than "design and build" projects because the system design and installation process generally are not integrated, thus resulting in more frequent adjustments to the technical specifications of the project and corresponding changes in work requirements and schedules. Furthermore, in "plan and spec" projects, the contracting company is not responsible for project design and other parties must also approve any changes, thereby increasing overall project time and cost.

Maintenance, Repair and Replacement Services—These services include maintaining, repairing, replacing, reconfiguring and monitoring previously installed systems and building automation controls. The growth and aging of the installed base of HVAC and related systems, and the demand for more efficient and sophisticated systems and building automation controls have fueled growth in these services. The increasing complexity of these systems is leading many commercial, industrial and institutional building owners and property managers to increase attention to maintenance and to outsource maintenance and repair, often through service agreements with service providers. State-of-the-art control and monitoring systems feature electronic sensors and microprocessors. These systems require specialized training to install, maintain and repair. Increasingly, mechanical systems in commercial, industrial and institutional buildings are being remotely monitored to improve energy efficiency and expedite problem diagnosis and correction, thereby allowing us to provide maintenance and repair services at a lower cost.

Strategy

We focus on strengthening operating competencies and on increasing profit margins. The key objectives of our strategy are to generate growth in our operations, improve the productivity of our workforce and to acquire complementing businesses. In order to accomplish our objectives we are currently focused on the following elements:

Achieve Excellence in Core Competencies—We have identified six core competencies that we believe are critical to attracting and retaining customers, increasing operating income and cash flow and maximizing the productivity of our increasingly valuable skilled labor force. The six core competencies are: (i) customer cultivation and rapport, (ii) design and build expertise, (iii) estimating, (iv) job and cost tracking, (v) safety, and (vi) service excellence.

Achieve Operating Efficiencies—We think we can achieve operating efficiencies and cost savings through purchasing economies, adopting "best practices" operating programs, and focusing on job management to deliver services in a cost-effective and efficient manner. We have placed great emphasis on improving the "job loop" at our locations—qualifying, estimating, pricing and executing projects effectively and efficiently, then promptly assessing project experience for applicability to current and future projects. We also use our combined purchasing to gain volume discounts on products and services such as HVAC components, raw materials, services, vehicles, bonding, insurance and employee benefits.

Attract, Retain and Invest in our Employees—We seek to attract and retain quality employees by providing them an enhanced career path from working for a larger company, the opportunity to realize a more stable income and attractive benefits packages. We have increased our already substantial investments in training, including programs for project managers, field superintendents, service managers, sales managers, estimators, and leadership and development of key managers and leaders.

Focus on Commercial, Industrial and Institutional Markets—We primarily focus on the commercial, industrial and institutional markets, including construction, maintenance, repair and replacement services. We believe that the commercial, industrial and institutional HVAC markets are attractive because of their growth opportunities, large and diverse customer base, attractive margins and potential for long-term relationships with building owners, property managers, general contractors and architects. Approximately 99% of our consolidated 2015 revenue was derived from commercial, industrial and institutional customers and large multi-family residential projects.

Leveraging Resources and Capabilities—We believe significant operating efficiencies can be achieved by leveraging resources among our operating locations. For example, we have shifted certain fabrication activities into centralized locations in order to increase asset utilization. We opportunistically allocate our engineering, field and supervisory labor from one operation to another to more fully use our

employee base, meet our customers' needs and share expertise. We believe we have realized scale benefits from combining purchasing, insurance, benefits, bonding and financing activities across our operations.

Maintain a Diverse Customer, Geographic and Project Base—We have a distribution of revenue across end-use sectors that we believe reduces our exposure to negative developments in any given sector. We also have significant geographical diversification across all regions of the United States, again reducing our exposure to negative developments in any given region. Our distribution of revenue in 2015 by end-use sector was as follows:

Industrial and Manufacturing	21%
Education	15%
Office Buildings	13%
Healthcare	11%
Government	10%
Retail and Restaurants	7%
Technology	7%
Multi-Family	5%
Lodging and Entertainment	5%
Distribution	2%
Religious and Not for profit	1%
Residential	1%
Other	2%
Total	<u>100%</u>

Approximately 82% of our revenue is earned on a project basis for installation of systems in newly constructed or existing facilities. As of December 31, 2015, we had 3,843 projects in process with an aggregate contract value of approximately \$1,966.4 million. Our average project takes six to nine months to complete, with an average contract price of approximately \$512,000. This average project size, when taken together with the approximately 18% of our revenue derived from maintenance and service, provides us with a broad base of work in the construction services sector. A stratification of projects in progress as of December 31, 2015, by contract price, is as follows:

<u>Contract Price of Project</u>	<u>No. of Projects</u>	<u>Aggregate Contract Price Value (millions)</u>
Under \$1 million	3,460	\$ 401.4
\$1 million - \$5 million	286	638.7
\$5 million - \$10 million	64	428.5
\$10 million - \$15 million	21	252.0
Greater than \$15 million	12	245.8
Total	<u>3,843</u>	<u>\$ 1,966.4</u>

Strategic Service Initiative. Over the last two years we have made substantial incremental investments to expand our service and maintenance revenue by increasing the value we can offer to service and maintenance customers. We are actively concentrating existing and new managerial and sales resources on training and hiring experienced employees to sell and profitably perform service work. In many locations we have added or upgraded our capability, and we believe our investments and efforts are providing a compelling customer value offering that will ultimately stimulate growth in all aspects of our construction, renovation, service, and maintenance and repair businesses.

Seek Growth through Expansion and Acquisitions—We believe that we can increase our cash flow and operating income by opportunistically entering new markets or service lines through expansion and acquisition. We have dedicated a significant portion of our cash flow to seeking opportunities to acquire businesses that have attractive capabilities and meet other criteria involving valuation, financial, operational, management, growth and geographic considerations.

Operations and Services Provided

We provide a wide range of construction, renovation, expansion, maintenance, repair and replacement services for mechanical and related systems in commercial, industrial and institutional properties. Our local management teams maintain responsibility for day-to-day operating decisions. Local management is augmented by regional leadership that focuses on core business competencies, regional financial performance, cooperation and coordination between locations, implementing best practices and corporate initiatives. In addition to senior management, local personnel generally include design engineers, sales personnel, customer service personnel, installation and service technicians, sheet metal and prefabrication technicians, estimators and administrative personnel. We have centralized certain administrative functions such as insurance, employee benefits, training, safety programs, marketing and cash management to enable our local operating management to focus on pursuing new business opportunities and improving operating efficiencies. We also combine certain back office and administrative functions at various locations.

Construction and Installation Services for New Buildings—Our installation business related to newly constructed facilities, which comprised approximately 44% of our consolidated 2015 revenue, involves the design, engineering, integration, installation and start-up of mechanical and related systems. We provide "design and build" and "plan and spec" installation services for office buildings, retail centers, apartment complexes, manufacturing plants, healthcare, education and government facilities and other commercial, industrial and institutional facilities. In a "design and build" installation, working with the customer, we determine the needed capacity and energy efficiency of the HVAC system that best suits the proposed facility. We estimate the amount of time, labor, materials and equipment needed to build the specified system. The final design, terms, price and timing of the project are then negotiated with the customer or its representatives, after which any necessary modifications are made to the system plan. In "plan and spec" installation, we participate in a bid process to provide labor, equipment, materials and installation based on the end user's plans and engineering specifications.

Once an agreement has been reached, we order the necessary materials and equipment for delivery to meet the project schedule. In many instances, we fabricate ductwork and piping and assemble certain components for the system based on the mechanical drawing specifications, eliminating the need to subcontract ductwork or piping fabrication. Finally, we install the system at the project site, working closely with the owner or general contractor. Our average project takes six to nine months to complete, with an average contract price of approximately \$512,000. We also perform larger project work, with 383 contracts in progress at December 31, 2015 with contract prices in excess of \$1 million. Our largest project in progress at December 31, 2015 had a contract price of \$24.7 million. Project contracts typically provide for periodic billings to the customer as we meet progress milestones or incur cost on the project. Project contracts in our industry also frequently allow for a small portion of progress billings or contract price to be withheld by the customer until after we have completed the work, typically for six months. Amounts withheld under this practice are known as retention or retainage.

Renovation, Expansion, Maintenance, Repair and Replacement Services for Existing Buildings —Our renovation, expansion, maintenance, repair and replacement services in existing buildings comprised approximately 56% of our consolidated 2015 revenue and include the maintenance, repair, replacement, renovation, expansion, reconfiguration and monitoring of mechanical systems including HVAC systems and industrial process piping. Approximately 68% of our maintenance, repair and replacement revenue were derived from renovation, expansion, replacement and reconfiguration of existing systems for

commercial, industrial and institutional customers. Renovation, expansion, replacement and reconfiguration services are typically performed on a project basis and frequently use consultative expertise similar to that provided in the "design and build" installation market.

Maintenance and repair services are provided either in response to service calls or under a service agreement. Service calls are coordinated by customer service representatives or dispatchers that use computer and communication technology to process orders, arrange service calls, communicate with customers, dispatch technicians and invoice customers. Service technicians work from service vehicles equipped with commonly used parts, supplies and tools to complete a variety of jobs. Commercial, industrial and institutional service agreements usually have terms of one to three years, with automatic annual renewals, and typically include thirty- to sixty-day cancellation notice periods. We also provide remote monitoring of temperature, pressure, humidity and air flow for HVAC systems. If the system is not operating within the specifications set forth by the customer and cannot be remotely adjusted, a service crew is dispatched to analyze and repair the system.

Sources of Supply

The raw materials and components we use include HVAC system components, ductwork, steel, sheet metal and copper tubing and piping. These raw materials and components are generally available from a variety of domestic or foreign suppliers at competitive prices. Delivery times are typically short for most raw materials and standard components, but during periods of peak demand, may extend to one month or more. We estimate that direct purchase of commodities and finished products comprises between 10% and 15% of our average project cost. We have procedures to reduce commodity cost exposure; early buying of commodities for particular projects, or for general inventory, as well as including escalation and escape provisions in project bids and contracts wherever possible.

Chillers for large units typically have the longest delivery time and generally have lead times of up to six months. The major components of commercial HVAC systems are compressors and chillers that are manufactured primarily by Carrier, Lennox, McQuay, Trane and York. The major suppliers of building automation control systems are Honeywell, Johnson Controls, Siemens, York, Automated Logic, Novar and Andover Control Corporation. We do not have any significant contracts guaranteeing us a supply of raw materials or components.

Cyclicality and Seasonality

Historically, the construction industry has been highly cyclical. As a result, our volume of business may generally be adversely affected by declines in new installation and replacement projects in various geographic regions of the United States during periods of economic weakness.

The HVAC industry is subject to seasonal variations. Specifically, the demand for new installation and replacement is generally lower during the winter months (the first quarter of the year) due to reduced construction activity during inclement weather and less use of air conditioning during the colder months. Demand for HVAC services is generally higher in the second and third calendar quarters due to increased construction activity and increased use of air conditioning during the warmer months. Accordingly, we expect our revenue and operating results generally will be lower in the first calendar quarter.

Sales and Marketing

We have a diverse customer base, with no single customer accounting for more than 3% of consolidated 2015 revenue. Management and a dedicated sales force are responsible for developing and maintaining successful long-term relationships with key customers. Customers generally include building owners and developers and property managers, as well as general contractors, architects and consulting engineers. We intend to continue our emphasis on developing and maintaining long-term relationships

with our customers by providing superior, high-quality service in a professional manner. We believe we can continue to leverage the diverse technical and marketing strengths at individual locations to expand the services offered in other local markets. With respect to multi-location service opportunities, we maintain a national sales force in our national accounts group.

Employees

As of December 31, 2015, we had 7,301 employees. We have collective bargaining agreements covering eleven employees. We have not experienced and do not expect any significant strikes or work stoppages and believe our relations with employees covered by collective bargaining agreements are good.

Recruiting, Training and Safety

Our continued success depends, in part, on our ability to continue to attract, retain and motivate qualified engineers, service technicians, field supervisors and project managers. We believe our success in retaining qualified employees will be based on the quality of our recruiting, training, compensation, employee benefits programs and opportunities for advancement. We provide numerous training programs for management, sales and leadership, as well as on-the-job training, technical training, apprenticeship programs, attractive benefit packages and career advancement opportunities within our company.

We have established comprehensive safety programs throughout our operations to ensure that all technicians comply with safety standards we have established and that are established under federal, state and local laws and regulations. Additionally, we have implemented a "best practices" safety program throughout our operations, which provides employees with incentives to improve safety performance and decrease workplace accidents. Safety leadership establishes safety programs and benchmarking to improve safety across the Company. Finally, our employment screening process seeks to determine that prospective employees have requisite skills, sufficient background references and acceptable driving records, if applicable. Our rate of incidents recordable under the standards of the Occupational Safety and Health Administration ("OSHA") per one hundred employees per year, also known as the OSHA recordable rate, was 1.99 during 2015. This level was 26% better than the most recently published OSHA rate for our industry.

Insurance and Litigation

The primary insured risks in our operations are bodily injury, property damage and workers' compensation injuries. We retain the risk for workers' compensation, employer's liability, auto liability, general liability and employee group health claims resulting from uninsured deductibles per incident or occurrence. Because we have very large deductibles, the vast majority of our claims are paid by us, so as a practical matter we self-insure the great majority of these risks. Losses up to such per-incident deductible amounts are estimated and accrued based upon known facts, historical trends and industry averages using the assistance of an actuary to project the extent of these obligations.

We are subject to certain claims and lawsuits arising in the normal course of business. We maintain various insurance coverages to minimize financial risk associated with these claims. We have estimated and provided accruals for probable losses and related legal fees associated with certain litigation in our consolidated financial statements. While we cannot predict the outcome of these proceedings, in our opinion and based on reports of counsel, any liability arising from these matters individually and in the aggregate will not have a material effect on our operating results, cash flows or financial condition, after giving effect to provisions already recorded.

We typically warrant labor for the first year after installation on new HVAC systems and pass through to the customer manufacturers' warranties on equipment. We generally warrant labor for thirty days after servicing existing HVAC systems. We do not expect warranty claims to have a material adverse effect on our financial position or results of operations.

Competition

The HVAC industry is highly competitive and consists of thousands of local and regional companies. We believe that purchasing decisions in the commercial, industrial and institutional markets are based on (i) competitive price, (ii) long-term customer relationships, (iii) quality, timeliness and reliability of services provided, (iv) an organization's perceived stability based on years in business, financial strength and access to bonding, (v) range of services provided, and (vi) scale of operation. To improve our competitive position we focus on both the consultative "design and build" installation market and the maintenance, repair and replacement market to promote first the development and then the strengthening of long-term customer relationships. In addition, we believe our ability to provide multi-location coverage, access to project financing and specialized technical skills for facilities owners gives us a strategic advantage over smaller competitors who may be unable to provide these services to customers at a competitive price.

We believe that we are larger than most of our competitors, which are generally small, owner-operated companies that typically operate in a limited geographic area. However, there are divisions of larger contracting companies, utilities and HVAC equipment manufacturers that provide HVAC services in some of the same service lines and geographic areas we serve. Some of these competitors and potential competitors have greater financial resources than we do to finance development opportunities and support their operations. We believe our smaller competitors generally compete with us based on price and their long-term relationships with local customers. Our larger competitors compete with us on those factors but may also provide attractive financing and comprehensive service and product packages.

Vehicles

We operate a fleet of various owned or leased service trucks, vans and support vehicles. We believe these vehicles generally are well maintained and sufficient for our current operations.

Governmental Regulation and Environmental Matters

Our operations are subject to various federal, state and local laws and regulations, including: (i) licensing requirements applicable to engineering, construction and service technicians, (ii) building and HVAC codes and zoning ordinances, (iii) regulations relating to consumer protection, including those governing residential service agreements, (iv) special bidding and procurement requirements on government projects, (v) wage and hour regulations, and (vi) regulations relating to worker safety and protection of the environment. For example, our operations are subject to the requirements of the Occupational Safety and Health Act, or OSHA, and comparable state laws directed towards protection of employees. We believe we have all required licenses to conduct our operations and are in substantial compliance with applicable regulatory requirements. If we fail to comply with applicable regulations we could be subject to substantial fines or revocation of our operating licenses.

Many state and local regulations governing the HVAC services trades require individuals to hold permits and licenses. In some cases, a required permit or license held by a single individual may be sufficient to authorize specified activities for all of our service technicians who work in the state or county that issued the permit or license. We seek to ensure that, where possible, we have two employees who hold any such permits or licenses that may be material to our operations in a particular geographic region.

Our operations are subject to the federal Clean Air Act, as amended, which governs air emissions and imposes specific requirements on the use and handling of ozone-depleting refrigerants generally classified as chlorofluorocarbons (CFCs) or hydrochlorofluorocarbons (HCFCs). Clean Air Act regulations promulgated by the United States Environmental Protection Agency (USEPA) require the certification of service technicians involved in the service or repair of equipment containing these

refrigerants and also regulate the containment and recycling of these refrigerants. These requirements have increased our training expenses and expenditures for containment and recycling equipment. The Clean Air Act is intended ultimately to eliminate the use of ozone-depleting substances such as CFCs and HCFCs in the United States and to require alternative refrigerants to be used in replacement HVAC systems. Some replacement refrigerants, already in use, and classified as hydrofluorocarbons (HFCs) are not ozone-depleting substances. HFCs are considered by USEPA to have high global warming potential. USEPA may at some point require the phase-out of HFCs and expand existing technician certification requirements to cover the handling of HFCs. We do not believe the existing regulations governing technician certification requirements for the handling of ozone-depleting substances or possible future regulations applicable to HFCs will materially affect our business on the whole because, although they require us to incur modest ongoing training costs, our competitors also incur such costs, and such regulations may encourage or require our customers to update their HVAC systems.

ITEM 1A. Risk Factors

Our business is subject to a variety of risks. You should carefully consider the risks described below, together with all the information included in this report. Our business, financial condition and results of operations could be adversely affected by the occurrence of any of these events, which could cause actual results to differ materially from expected and historical results, and the trading price of our common stock could decline.

Many of the markets we do work in are currently experiencing or have recently experienced an economic downturn that may materially and adversely affect our business because our business is dependent on levels of construction activity.

The demand for our services is dependent upon the existence of construction projects and service requirements within the markets in which we operate. Any period of economic recession affecting a market or industry in which we transact business is likely to adversely impact our business. Many of the projects we work on have long lifecycles from conception to completion, and the bulk of our performance generally occurs late in a construction project's lifecycle. We experience the results of economic trends well after an economic cycle begins, and therefore will continue to experience the results of an economic recession well after conditions in the general economy have improved. Further, some of the local or regional markets we do work in have yet to enter a period of sustained recovery.

The industries and markets we operate in have always been and will continue to be vulnerable to macroeconomic downturns because they are cyclical in nature. When there is a reduction in demand, it often leads to greater price competition as well as decreased revenue and profit. The lasting effects of a recession can also increase economic instability with our vendors, subcontractors, developers, and general contractors, which can cause us greater liability exposure and can result in us not being paid on some projects, as well as decreasing our revenue and profit. Further, to the extent some of our vendors, subcontractors, developers, or general contractors seek bankruptcy protection, the bankruptcy will likely force us to incur additional costs in attorneys' fees, as well as other professional consultants, and will result in decreased revenue and profit. Additionally, a reduction in federal, state, or local government spending in our industries and markets could result in decreased revenue and profit for us.

Because we bear the risk of cost overruns in most of our contracts, we may experience reduced profits or, in some cases, losses under these contracts if costs increase above our estimates.

Our contract prices are established largely upon estimates and assumptions of our projected costs, including assumptions about: future economic conditions; prices, including commodities prices; availability of labor, including the costs of providing labor, equipment, and materials; and other factors outside our control. If our estimates or assumptions prove to be inaccurate, if circumstances change in

a way that renders our assumptions and estimates inaccurate or we fail to successfully execute the work, cost overruns may occur and we could experience reduced profits or a loss for affected projects. For instance, unanticipated technical problems may arise, we could have difficulty obtaining permits or approvals, local laws, labor costs or labor conditions could change, bad weather could delay construction, raw materials prices could increase, our suppliers or subcontractors may fail to perform as expected or site conditions may be different than we expected. We are also exposed to increases in energy prices, particularly as they relate to gasoline prices. Additionally, in certain circumstances, we guarantee project completion or the achievement of certain acceptance and performance testing levels by a scheduled date. Failure to meet schedule or performance requirements typically results in additional costs to us, and in some cases we may also create liability for consequential and liquidated damages. Performance problems for existing and future projects could cause our actual results of operations to differ materially from those we anticipate and could damage our reputation within our industry and our customer base.

Our backlog is subject to unexpected adjustments and cancellations, which means that amounts included in our backlog may not result in actual revenue or translate into profits.

The revenue projected from our backlog may not be realized, or, if realized, may not result in profits. Projects may remain in our backlog for an extended period of time, or project cancellations or scope adjustments may occur with respect to contracts reflected in our backlog.

Intense competition in our industry could reduce our market share and our profit.

The markets we serve are highly fragmented and competitive. Our industry is characterized by many small companies whose activities are geographically concentrated. We compete on the basis of our technical expertise and experience, financial and operational resources, nationwide presence, industry reputation and dependability. While we believe our customers consider a number of these factors in awarding available contracts, a large portion of our work is awarded through a bid process. Consequently, price is often the principal factor in determining which contractor is selected, especially on smaller, less complex projects. Smaller competitors are sometimes able to win bids for these projects based on price alone due to their lower cost and financial return requirements. We expect competition to intensify in our industry, presenting us with significant challenges in our ability to maintain strong growth rates and acceptable profit margins. We also expect increased competition from in-house service providers, because some of our customers have employees who perform service work similar to the services we provide. Vertical consolidation is also expected to intensify competition in our industry. If we are unable to meet these competitive challenges, we will lose market share to our competitors and experience an overall reduction in our profits. In addition, our profitability would be impaired if we have to reduce our prices to remain competitive.

Our recent and future acquisitions may not be successful.

We expect to continue pursuing selective acquisitions of businesses. We cannot assure that we will be able to locate acquisitions or that we will be able to consummate transactions on terms and conditions acceptable to us, or that acquired businesses will be profitable. Acquisitions may expose us to additional business risks different than those we have traditionally experienced. We also may encounter difficulties integrating acquired businesses and successfully managing the growth we expect to experience from these acquisitions.

We may choose to finance future acquisitions with debt, equity, cash or a combination of the three. Future acquisitions could dilute earnings or disrupt the payment of a stockholder dividend. To the extent we succeed in making acquisitions, a number of risks will result, including:

- the assumption of material liabilities (including for environmental-related costs);

- failure of due diligence to uncover situations that could result in legal exposure or to quantify the true liability exposure from known risks;
- the diversion of management's attention from the management of daily operations to the integration of operations;
- difficulties in the assimilation and retention of employees, in the assimilation of different cultures and practices, in the assimilation of broad and geographically dispersed personnel and operations, and the retention of employees generally;
- the risk of additional financial and accounting challenges and complexities in areas such as tax planning, treasury management, financial reporting and internal controls; and
- we may not be able to realize the cost savings or other financial benefits we anticipated prior to the acquisition.

The failure to successfully integrate acquisitions could have an adverse effect on our business, financial condition and results of operations.

Information technology system failures, network disruptions or cyber security breaches could adversely affect our business.

We use sophisticated information technology systems, networks, and infrastructure in conducting some of our day-to-day operations and providing services to certain customers. Information technology system failures, including suppliers' or vendors' system failures, could disrupt our operations by causing transaction errors, processing inefficiencies, the loss of customers, other business disruptions or the loss of employee personal information. In addition, these systems, networks, and infrastructure may be vulnerable to deliberate cyber-attacks that interfere with their functionality or the confidentiality of our information or our customers' data. These events could impact our customers, employees and reputation and lead to financial losses from remediation actions, loss of business or potential liability or an increase in expense, all of which may have a material adverse effect on our business.

Third parties contribute significantly to our completion of many projects.

We hire third-party subcontractors to perform work and depend on third-party suppliers to provide equipment and materials necessary to complete our projects. If we are unable to retain qualified subcontractors or suppliers, or if our subcontractors or suppliers do not perform as anticipated for any reason, our execution and profitability could be harmed.

Earnings for future periods may be impacted by impairment charges for goodwill and intangible assets.

We carry a significant amount of goodwill and identifiable intangible assets on our consolidated balance sheets. Goodwill is the excess of purchase price over the fair value of the net assets of acquired businesses. We assess goodwill for impairment each year, and more frequently if circumstances suggest an impairment may have occurred. We have determined in the past and may again determine in the future that a significant impairment has occurred in the value of our unamortized intangible assets or fixed assets, which could require us to write off a portion of our assets and could adversely affect our financial condition or our reported results of operations.

Actual and potential claims, lawsuits and proceedings could ultimately reduce our profitability and liquidity and weaken our financial condition.

We are likely to continue to be named as a defendant in legal proceedings claiming damages from us in connection with the operation of our business. These actions and proceedings may involve claims for, among other things, compensation for alleged personal injury, workers' compensation, employment

discrimination, breach of contract or property damage. In addition, we may be subject to class action lawsuits involving allegations of violations of the Fair Labor Standards Act and state wage and hour laws. Due to the inherent uncertainties of litigation, we cannot accurately predict the ultimate outcome of any such actions or proceedings. We also are, and are likely to continue to be, from time to time a plaintiff in legal proceedings against customers, in which we seek to recover payment of contractual amounts we are owed as well as claims for increased costs we incur. When appropriate, we establish provisions against possible exposures, and we adjust these provisions from time to time according to ongoing exposure. If our assumptions and estimates related to these exposures prove to be inadequate or inaccurate, we could experience a reduction in our profitability and liquidity and a weakening of our financial condition. In addition, claims, lawsuits and proceedings may harm our reputation or divert management resources away from operating our business.

We typically warrant the services we provide, guaranteeing the work performed against defects in workmanship and the material we supply. Historically, warranty claims have not been material as our customers evaluate much of the work we perform for defects shortly after work is completed. However, if warranty claims occur, we could be required to repair or replace warrantied items at our cost. In addition, our customers may elect to repair or replace the warrantied item by using the services of another provider and require us to pay for the cost of the repair or replacement. Costs incurred as a result of warranty claims could adversely affect our operating results and financial condition.

Our use of the percentage-of-completion method of accounting could result in a reduction or reversal of previously recorded revenue or profits.

A material portion of our revenue is recognized using the percentage-of-completion method of accounting, which results in our recognizing contract revenue and earnings ratably over the contract term in the proportion that our actual costs bear to our estimated contract costs. The earnings or losses recognized on individual contracts are based on estimates of contract revenue, costs and profitability. We review our estimates of contract revenue, costs and profitability on an ongoing basis. Prior to contract completion, we may adjust our estimates on one or more occasions as a result of change orders to the original contract, collection disputes with the customer on amounts invoiced or claims against the customer for increased costs incurred by us due to customer-induced delays and other factors. Contract losses are recognized in the fiscal period when the loss is determined. Contract profit estimates are also adjusted in the fiscal period in which it is determined that an adjustment is required. As a result of the requirements of the percentage-of-completion method of accounting, the possibility exists, for example, that we could have estimated and reported a profit on a contract over several periods and later determined, usually near contract completion, that all or a portion of such previously estimated and reported profits were overstated. If this occurs, the full aggregate amount of the overstatement will be reported for the period in which such determination is made, thereby eliminating all or a portion of any profits from other contracts that would have otherwise been reported in such period or even resulting in a loss being reported for such period. On a historical basis, we believe that we have made reasonably reliable estimates of the progress towards completion on our long-term contracts. However, given the uncertainties associated with these types of contracts, it is possible for actual costs to vary from estimates previously made, which may result in reductions or reversals of previously recorded revenue and profits.

A significant portion of our business depends on our ability to provide surety bonds. Any difficulties in the financial and surety markets may adversely affect our bonding capacity and availability.

In the past we have expanded, and it is possible we will continue to expand, the number and percentage of total contract dollars that require an underlying bond. Historically surety market conditions have experienced times of difficulty as a result of significant losses incurred by many surety companies and the results of macroeconomic trends outside of our control. Consequently, during times

when less overall bonding capacity is available in the market, surety terms have become more expensive and more restrictive. As such, we cannot guarantee our ability to maintain a sufficient level of bonding capacity in the future, which could preclude our ability to bid for certain contracts or successfully contract with some customers. Additionally, even if we continue to be able to access bonding capacity to sufficiently bond future work, we may be required to post collateral to secure bonds, which would decrease the liquidity we would have available for other purposes. Our surety providers are under no commitment to guarantee our access to new bonds in the future; thus, our ability to access or increase bonding capacity is at the sole discretion of our surety providers. If our surety companies were to limit or eliminate our access to bonds, our alternatives would include seeking bonding capacity from other surety companies, increasing business with clients that do not require bonds and posting other forms of collateral for project performance, such as letters of credit or cash. We may be unable to secure these alternatives in a timely manner, on acceptable terms, or at all. As such, if we were to experience an interruption or reduction in the availability of bonding capacity, it is likely we would be unable to compete for or work on certain projects.

We are a decentralized company and place significant decision making powers with our subsidiaries' management, which presents certain risks.

We believe that our practice of placing significant decision making powers with local management is important to our successful growth and allows us to be responsive to opportunities and to our customers' needs. However, this practice presents certain risks, including the risk that we may be slower or less effective in our attempts to identify or react to problems affecting an important business than we would under a more centralized structure or that we would be slower to identify a misalignment between a subsidiary's and the Company's overall business strategy. Further, if a subsidiary location fails to follow the Company's compliance policies, we could be made party to a contract, arrangement or situation that requires the assumption of large liabilities or has less advantageous terms than is typically found in the market.

Our insurance policies against many potential liabilities require high deductibles, and our risk management policies and procedures may leave us exposed to unidentified or unanticipated risks. Additionally, difficulties in the insurance markets may adversely affect our ability to obtain necessary insurance.

Although we maintain insurance policies with respect to our related exposures, these policies are subject to high deductibles; as such, we are, in effect, self-insured for substantially all of our typical claims. We hire an actuary to determine any liabilities for unpaid claims and associated expenses for the three major lines of coverage (workers' compensation, general liability and auto liability). The determination of these claims and expenses and the appropriateness of the estimated liability are reviewed and updated quarterly. However, insurance liabilities are difficult to assess and estimate due to the many relevant factors, the effects of which are often unknown, including the severity of an injury, the determination of our liability in proportion to other parties, the number of incidents that have occurred but are not reported and the effectiveness of our safety program. Our accruals are based on known facts, historical trends (both internal trends and industry averages) and our reasonable estimate of our future expenses. We believe our accruals are adequate. However, our risk management strategies and techniques may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk. If any of the variety of instruments, processes or strategies we use to manage our exposure to various types of risk are not effective, we may incur losses that are not covered by our insurance policies or that exceed our accruals or coverage limits.

Additionally, we typically are contractually required to provide proof of insurance on projects we work on. Historically insurance market conditions become more difficult for insurance consumers during periods when insurance companies suffer significant investment losses as well as casualty losses. Consequently, it is possible that insurance markets will become more expensive and restrictive. Also,

our prior casualty loss history might adversely affect our ability to procure insurance within commercially reasonable ranges. As such, we may not be able to maintain commercially reasonable levels of insurance coverage in the future, which could preclude our ability to work on many projects. Our insurance providers are under no commitment to renew our existing insurance policies in the future; therefore, our ability to obtain necessary levels or kinds of insurance coverage is subject to market forces outside our control. If we were unable to obtain necessary levels of insurance, it is likely we would be unable to compete for or work on most projects.

Failure to remain in compliance with covenants under our credit agreement, service our indebtedness, or fund our other liquidity needs could adversely impact our business.

Our credit agreement and related restrictive and financial covenants are more fully described in Note 9 of "Notes to the Consolidated Financial Statements." Our failure to comply with any of these covenants, or to pay principal, interest or other amounts when due thereunder, would constitute an event of default under the credit agreement. Default under our credit agreement could result in (1) us no longer being entitled to borrow under the agreement; (2) termination of the agreement; (3) acceleration of the maturity of outstanding indebtedness under the agreement; and/or (4) foreclosure on any collateral securing the obligations under the agreement. If we are unable to service our debt obligations or fund our other liquidity needs, we could be forced to curtail our operations, reorganize our capital structure (including through bankruptcy proceedings) or liquidate some or all of our assets in a manner that could cause holders of our securities to experience a partial or total loss of their investment in us.

If we experience delays and/or defaults in customer payments, we could be unable to recover all expenditures.

Because of the nature of our contracts, at times we commit resources to projects prior to receiving payments from the customer in amounts sufficient to cover expenditures on projects as they are incurred. Delays in customer payments may require us to make a working capital investment. If a customer defaults in making their payments on a project to which we have devoted resources, it could have a material negative effect on our results of operations.

If we are unable to attract and retain qualified managers and employees, we will be unable to operate efficiently, which could reduce our profitability.

Our business is labor intensive, and many of our operations experience a high rate of employment turnover. At times of low unemployment rates in the United States, it will be more difficult for us to find qualified personnel at low cost in some geographic areas where we operate. Additionally, our business is managed by a small number of key executive and operational officers. We may be unable to hire and retain the sufficient skilled labor force necessary to operate efficiently and to support our growth strategy. Our labor expenses may increase as a result of a shortage in the supply of skilled personnel. Labor shortages, increased labor costs or the loss of key personnel could reduce our profitability and negatively impact our business. Further, our relationship with some customers could suffer if we are unable to retain the employees with whom those customers primarily work and have established relationships.

Our inability to properly utilize our workforce could have a negative impact on our profitability

The extent to which we utilize our workforce affects our profitability. Underutilizing our workforce could result in lower gross margins and, consequently, a decrease in short-term profitability. On the other hand, overutilization of our workforce could negatively impact safety, employee satisfactions and

project execution, leading to a potential decline in future project awards. The utilization of our workforce is impacted by numerous factors, including:

- our estimate of headcount requirements and our ability to manage attrition;
- efficiency in scheduling projects and our ability to minimize downtime between project assignments; and
- productivity.

Misconduct by our employees, subcontractors or partners or our overall failure to comply with laws or regulations could harm our reputation, damage our relationships with customers, reduce our revenue and profits, and subject us to criminal and civil enforcement actions.

Misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by one or more of our employees, subcontractors or partners could have a significant negative impact on our business and reputation. Examples of such misconduct include employee or subcontractor theft, the failure to comply with safety standards, laws and regulations, customer requirements, environmental laws and any other applicable laws or regulations. While we take precautions to prevent and detect these activities, such precautions may not be effective and are subject to inherent limitations, including human error and fraud. Our failure to comply with applicable laws or regulations or acts of misconduct could subject us to fines and penalties, harm our reputation, damage our relationships with customers, reduce our revenue and profits and subject us to criminal and civil enforcement actions.

Failure or circumvention of our disclosure controls and procedures or internal controls over financial reporting could seriously harm our financial condition, results of operations, and our business.

We plan to continue to maintain and strengthen internal controls and procedures to enhance the effectiveness of our disclosure controls and internal controls over financial reporting. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, and not absolute, assurances that the objectives of the system are met. Any failure of our disclosure controls and procedures or internal controls over financial reporting could harm our financial condition and results of operations.

We have subsidiary operations through the United States and are exposed to multiple state and local regulations, as well as federal laws and requirements applicable to government contractors. Changes in law, regulations or requirements, or a material failure of any of our subsidiaries or us to comply with any of them, could increase our costs and have other negative impacts on our business.

Our 89 locations are located in 27 states, which exposes us to a variety of different state and local laws and regulations, particularly those pertaining to contractor licensing requirements. These laws and regulations govern many aspects of our business, and there are often different standards and requirements in different locations. In addition, our subsidiaries that perform work for federal government entities are subject to additional federal laws and regulatory and contractual requirements. Changes in any of these laws, or any of our subsidiaries' material failure to comply with them, can adversely impact our operations by, among other things, increasing costs, distracting management's time and attention from other items, and harming our reputation.

As government contractors, our subsidiaries are subject to a number of rules and regulations, and their contracts with government entities are subject to audit. Violations of the applicable rules and regulations could result in a subsidiary being barred from future government contracts.

Government contractors must comply with many regulations and other requirements that relate to the award, administration and performance of government contracts. A violation of these laws and regulations could result in imposition of fines and penalties, the termination of a government contract or debarment from bidding on government contracts in the future. Further, despite our decentralized nature, a violation at one of our locations could impact other locations' ability to bid on and perform government contracts; additionally, because of our decentralized nature, we face risks in maintaining compliance with all local, state and federal government contracting requirements. Prohibition against bidding on future government contracts could have an adverse effect on our financial condition and results of operations.

Past and future environmental, safety and health regulations could impose significant additional costs on us that reduce our profits.

HVAC systems are subject to various environmental statutes and regulations, including the Clean Air Act and those regulating the production, servicing and disposal of certain ozone-depleting refrigerants used in HVAC systems. There can be no assurance that the regulatory environment in which we operate will not change significantly in the future. Various local, state and federal laws and regulations impose licensing standards on technicians who install and service HVAC systems. And additional laws, regulations and standards apply to contractors who perform work that is being funded by public money, particularly federal public funding. Our failure to comply with these laws and regulations could subject us to substantial fines, the loss of our licenses or potentially debarment from future publicly funded work. It is impossible to predict the full nature and effect of judicial, legislative or regulatory developments relating to health and safety regulations and environmental protection regulations applicable to our operations.

Unsatisfactory safety performance may subject us to penalties, affect customer relationships, result in higher operating costs, negatively impact employee morale and result in higher employee turnover.

Our projects are conducted at a variety of sites including construction sites and industrial facilities. Each location is subject to numerous safety risks, including electrocutions, fires, explosions, mechanical failures, weather-related incidents, transportation accidents and damage to equipment. These hazards can cause personal injury and loss of life, severe damage to or destruction of property and equipment and other consequential damages and could lead to suspension of operations, large damage claims and, in extreme cases, criminal liability. While we have taken what we believe are appropriate precautions to minimize safety risks, we have experienced serious accidents, including fatalities, in the past and may experience additional accidents in the future. Serious accidents may subject us to penalties, civil litigation or criminal prosecution. Claims for damages to persons, including claims for bodily injury or loss of life, could result in significant costs and liabilities, which could adversely affect our financial condition and results of operations. Poor safety performance could also jeopardize our relationships with our customers and harm our reputation.

If we do not effectively manage the size and cost of our operations, our existing infrastructure may become either strained or over-burdensome, and we may be unable to increase revenue growth.

The growth that we have experienced in the past, and that we may experience in the future, may provide challenges to our organization, requiring us to expand our personnel and our operations. Future growth may strain our infrastructure, operations and other managerial and operating resources. We have also experienced in the past severe constriction in the markets in which we operate and, as a result, in our operating requirements. Failing to maintain the appropriate cost structure for a particular

economic cycle may result in our incurring costs that affect our profitability. If our business resources become strained or over-burdensome, our earnings may be adversely affected and we may be unable to increase revenue growth. Further, we may undertake contractual commitments that exceed our labor resources, which could also adversely affect our earnings and our ability to increase revenue growth.

We are susceptible to adverse weather conditions, which may harm our business and financial results.

Our business may be adversely affected by severe weather in areas where we have significant operations. Repercussions of severe weather conditions may include:

- curtailment of services;
- suspension of operations;
- inability to meet performance schedules in accordance with contracts and potential liability for liquidated damages;
- injuries or fatalities;
- weather related damage to our facilities;
- disruption of information systems;
- inability to receive machinery, equipment and materials at jobsites; and
- loss of productivity.

Future climate change could adversely affect us.

Climate change may create physical and financial risk. Physical risks from climate change could, among other things, include an increase in extreme weather events (such as floods or hurricanes), rising sea levels and limitations on water availability and quality. Such extreme weather conditions may limit the availability of resources, increasing the costs of our projects, or may cause projects to be delayed or cancelled.

Legislation, nationwide protocols, regulation or other restrictions related to climate change could negatively impact our operations or our customers' operations. Such legislation or restrictions could increase the costs of projects for our customers or, in some cases, prevent a project from going forward, which could in turn have an adverse effect on our financial condition and results of operations.

Force majeure events, including natural disasters and terrorists' actions, could negatively impact our business, which may affect our financial condition, results of operations or cash flows.

Force majeure or extraordinary events beyond the control of the contracting parties, such as natural and man-made disasters, as well as terrorist actions, could negatively impact us. We typically negotiate contract language where we are allowed certain relief from force majeure events in private client contracts and review and attempt to mitigate force majeure events in both public and private client contracts. We remain obligated to perform our services after most extraordinary events subject to relief that may be available pursuant to a force majeure clause. If we are not able to react quickly to force majeure events, our operations may be affected significantly, which would have a negative impact on our financial position, results of operations, cash flows and liquidity.

Deliberate, malicious acts, including terrorism and sabotage, could damage our facilities, disrupt our operations or injure employees, contractors, customers or the public and result in liability to us.

Intentional acts of destruction could damage or destroy our facilities, reducing our operational production capacity and requiring us to repair or replace our facilities at substantial cost. Additionally,

employees, contractors and the public could suffer substantial physical injury from acts of terrorism for which we could be liable. Governmental authorities may also impose security or other requirements that could make our operations more difficult or costly. The consequences of any such actions could adversely affect our financial condition and results of operations.

Our common stock, which is listed on the New York Stock Exchange, has from time to time experienced significant price and volume fluctuations. These fluctuations are likely to continue in the future, and our stockholders may suffer losses.

The market price of our common stock may change significantly in response to various factors and events beyond our control. A variety of events may cause the market price of our common stock to fluctuate significantly, including the following: (i) the risk factors described in this Report on Form 10-K; (ii) a shortfall in operating revenue or net income from that expected by securities analysts and investors; (iii) quarterly fluctuations in our operating results; (iv) changes in securities analysts' estimates of our financial performance or that of our competitors or companies in our industry generally; (v) general conditions in our customers' industries; (vi) general conditions in the securities markets; (vii) our announcements of significant contracts, milestones, acquisitions; (viii) our relationship with other companies; (ix) our investors' view of the sectors and markets in which we operate; and (x) additions or departures of key personnel. Some companies that have volatile market prices for their securities have been subject to security class action suits filed against them. If a suit were to be filed against us, regardless of the outcome, it could result in substantial costs and a diversion of our management's attention and resources. This could have a material adverse effect on our business, results of operations and financial condition.

We are required to assess and report on our internal controls each year. Findings of inadequate internal controls could reduce investor confidence in the reliability of our financial information.

As directed by the Sarbanes-Oxley Act, the SEC adopted rules generally requiring public companies, including us, to include in their annual reports on Form 10-K a report of management that contains an assessment by management of the effectiveness of our internal control over financial reporting. In addition, the independent registered public accounting firm auditing our financial statements must report on the effectiveness of our internal control over financial reporting. A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and records of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

We may discover in the future that we have deficiencies in the design and operation of our internal controls. If any of the deficiencies in our internal control, either by itself or in combination with other deficiencies, becomes a "material weakness", such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis, we may be unable to conclude that we have effective internal control over financial reporting. In such event, investors could lose confidence in the reliability of our financial statements,

which may significantly harm our business and cause our stock price to decline. In addition, the failure to maintain effective internal controls could also result in unauthorized transactions.

Future sales of our common stock may depress our stock price.

Sales of a substantial number of shares of our common stock in the public market or otherwise, either by us, a member of management or a major stockholder, or the perception that these sales could occur, could depress the market price of our common stock and impair our ability to raise capital through the sale of additional equity securities.

Increases in our health insurance costs could adversely impact our results of operations and cash flows.

The costs of employee health care insurance have been increasing in recent years due to rising health care costs, legislative changes, and general economic conditions. Additionally, we may incur additional costs as a result of the Patient Protection and Affordable Care Act (the "Affordable Care Act") that was signed into law in March 2010. A continued increase in health care costs or additional costs incurred as a result of the Affordable Care Act could have a negative impact on our financial position and results of operations.

Rising inflation and/or interest rates could have an adverse effect on our business, financial condition and results of operations.

Economic factors, including inflation and fluctuations in interest rates, could have a negative impact on our business. If our costs were to become subject to significant inflationary pressures or interest rate increases, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our financial position and results of operations.

Our effective tax rate may increase.

We conduct business across the United States and file income taxes in various tax jurisdictions. Our effective tax rates could be affected by many factors, some of which are outside of our control, including changes in tax laws and regulations in the various tax jurisdictions in which we file income taxes, issues relating to tax audits or examinations and any related interest or penalties, and uncertainty in obtaining deductions or credits claimed in various jurisdictions. Our results of operations is reported based on our determination of the amount of taxes we owe in various tax jurisdictions. Significant judgment is required in determining our provision for income taxes and our determination of tax liability is always subject to review or examination by tax authorities in applicable tax jurisdictions. An adverse outcome of such a review of examination could adversely affect our operating results and financial condition. Further, the results of tax examinations and audits could have a negative impact on our financial results and cash flows where the results differ from the liabilities recorded in our financial statements.

Our charter contains certain anti-takeover provisions that may inhibit or delay a change in control.

Our certificate of incorporation authorizes our board of directors to issue, without stockholder approval, one or more series of preferred stock having such preferences, powers and relative, participating, optional and other rights (including preferences over the common stock respecting dividends and distributions and voting rights) as the board of directors may determine. The issuance of this "blank-check" preferred stock could render more difficult or discourage an attempt to obtain control by means of a tender offer, merger, proxy contest or otherwise. Additionally, certain provisions of the Delaware General Corporation Law may also discourage takeover attempts that have not been approved by the Board of Directors.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

As of December 31, 2015, we owned five properties. Other than these five owned properties, we lease the real property and buildings from which we operate. Our facilities are located in 27 states and consist of offices, shops and fabrication, maintenance and warehouse facilities. Generally, leases range from three to ten years and are on terms we believe to be commercially reasonable. A majority of these premises are leased from individuals or entities with whom we have no other business relationship. In certain instances these leases are with current or former employees. To the extent we renew, enter into leases or otherwise change leases with current or former employees, we enter into such agreements on terms that reflect a fair market valuation for the properties. Leased premises range in size from approximately 1,000 square feet to 110,000 square feet. To maximize available capital, we generally intend to continue to lease our properties, but may consider further purchases of property where we believe ownership would be more economical. We believe that our facilities are sufficient for our current needs.

We lease our executive and administrative offices in Houston, Texas.

ITEM 3. Legal Proceedings

We are subject to certain claims and lawsuits arising in the normal course of business. We maintain various insurance coverages to minimize financial risk associated with these claims. We have estimated and provided accruals for probable losses and related legal fees associated with certain litigation in our consolidated financial statements. While we cannot predict the outcome of these proceedings, in our opinion and based on reports of counsel, any liability arising from these matters individually and in the aggregate will not have a material effect on our operating results, cash flows or financial condition, after giving effect to provisions already recorded.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 4A. Executive Officers of the Registrant

Executive officers are appointed by our Board of Directors and hold office until their successors are elected and duly qualified. The following persons serve as executive officers of the Company.

Brian Lane, age 58, has served as our Chief Executive Officer and President since December 2011 and as a director since November 2010. Mr. Lane served as our President and Chief Operating Officer from March 2010 until December 2011. Mr. Lane joined the Company in October 2003 and served as Vice President and then Senior Vice President for Region One of the Company until he was named Executive Vice President and Chief Operating Officer in January 2009. Prior to joining the Company, Mr. Lane spent fifteen years at Halliburton, the global service and equipment company devoted to energy, industrial, and government customers. During his tenure at Halliburton, he held various positions in business development, strategy, and project initiatives. He departed as the Regional Director of Europe and Africa. Mr. Lane's additional experience included serving as a Regional Director of Capstone Turbine Corporation, a distributed power manufacturer. He also was a Vice President of Kvaerner, an international engineering and construction company where he focused on the chemical industry.

William George, age 51, has served as our Executive Vice President and Chief Financial Officer since May 2005, was our Senior Vice President, General Counsel and Secretary from May 1998 to

May 2005, and was our Vice President, General Counsel and Secretary from March 1997 to April 1998. From October 1995 to February 1997, Mr. George was Vice President and General Counsel of American Medical Response, Inc., a publicly-traded healthcare transportation company. From September 1992 to September 1995, Mr. George practiced corporate and antitrust law at Ropes & Gray, a Boston, Massachusetts law firm.

Julie S. Shaeff, age 50, has served as our Senior Vice President and Chief Accounting Officer since May 2005, was our Vice President and Corporate Controller from March 2002 to May 2005, and was our Assistant Corporate Controller from September 1999 to February 2002. From 1996 to August 1999, Ms. Shaeff was Financial Accounting Manager—Corporate Controllers Group for Browning-Ferris Industries, Inc., a publicly-traded waste services company. From 1987 to 1995, she held various positions with Arthur Andersen LLP. Ms. Shaeff is a Certified Public Accountant.

Trent T. McKenna, age 43, has served as our Senior Vice President, General Counsel and Secretary since August 2013, was our Vice President, General Counsel and Secretary from May 2005 to August 2013, and was our Associate General Counsel from August 2004 to May 2005. From February 1999 to August 2004, Mr. McKenna was a practicing attorney in the area of complex commercial litigation in the Houston, Texas office of Akin Gump Strauss Hauer & Feld LLP, an international law firm.

James Mylett, age 52, has served as our Senior Vice President of Service since October 2013. Prior to joining the Company, Mr. Mylett spent fourteen years at Johnson Controls, which manufactures, installs, and services automatic temperature regulation systems for buildings. During his time at Johnson Controls, Mr. Mylett held various positions, including that of Vice President and General Manager—North America Service Operations from August 2011 to October 2013. From October 2010 to August 2011, he served as Vice President and General Manager—West Region, and from December 2005 to September 2010, he served as Vice President of Service and Solutions—South Region. Previously, Mr. Mylett worked for Carrier Corporation, where he established and developed the Company's national accounts service business.

PART II

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

The following table sets forth the reported high and low sales prices of our Common Stock for the quarters indicated as traded at the New York Stock Exchange. Our Common Stock is traded under the symbol FIX:

	High	Low	Cash Dividends Declared
Fourth Quarter, 2015	\$ 33.71	\$ 27.47	\$ 0.065
Third Quarter, 2015	\$ 30.12	\$ 22.98	\$ 0.065
Second Quarter, 2015	\$ 23.90	\$ 20.11	\$ 0.060
First Quarter, 2015	\$ 21.18	\$ 15.87	\$ 0.060
Fourth Quarter, 2014	\$ 17.42	\$ 12.81	\$ 0.060
Third Quarter, 2014	\$ 16.38	\$ 13.55	\$ 0.055
Second Quarter, 2014	\$ 17.14	\$ 14.61	\$ 0.055
First Quarter, 2014	\$ 19.62	\$ 15.24	\$ 0.055

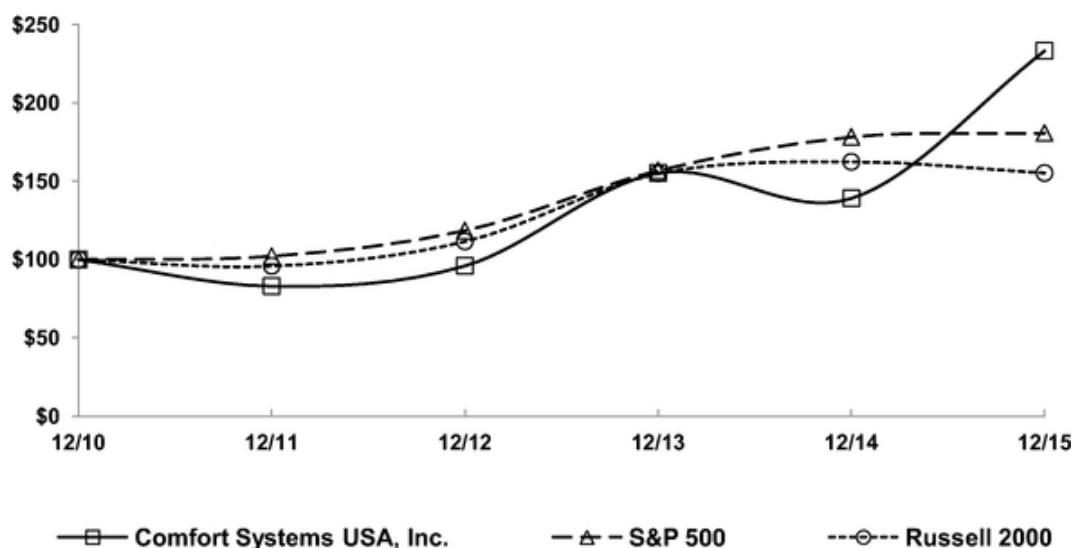
As of February 17, 2016 there were approximately 273 stockholders of record of our Common Stock, and the last reported sale price on that date was \$26.20 per share.

We expect to continue paying cash dividends quarterly, although there is no assurance as to future dividends because they depend on future earnings, capital requirements, and financial condition. In

addition, our revolving credit agreement may limit the amount of dividends we can pay at any time that our Net Leverage Ratio exceeds 1.0.

The following Corporate Performance Graph and related information shall not be deemed "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate it by reference into such filing.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Comfort Systems USA, Inc., the S&P 500 Index, and the Russell 2000 Index



* \$100 invested on 12/31/10 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

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Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

On March 29, 2007, our Board of Directors (the "Board") approved a stock repurchase program to acquire up to 1.0 million shares of our outstanding common stock. Subsequently, the Board has from time to time approved extensions of the program to acquire additional shares. Since the inception of the repurchase program, the Board has approved 7.6 million shares to be repurchased. As of December 31, 2015, we have repurchased a cumulative total of 6.9 million shares at an average price of \$11.99 per share under the repurchase program.

The share repurchases will be made from time to time at our discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Board may modify, suspend, extend or terminate the program at any time. During the twelve months ended December 31, 2015, we repurchased 0.3 million shares for approximately \$8.3 million at an average price of \$26.36 per share.

During the year ended December 31, 2015, we purchased our common shares in the following amounts at the following weighted-average prices:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 - January 31	—	\$ —	6,566,368	994,815
February 1 - February 28	—	\$ —	6,566,368	994,815
March 1 - March 31	—	\$ —	6,566,368	994,815
April 1 - April 30	43,750	\$ 20.61	6,610,118	951,065
May 1 - May 31	29,283	\$ 21.28	6,639,401	921,782
June 1 - June 30	—	\$ —	6,639,401	921,782
July 1 - July 31	—	\$ —	6,639,401	921,782
August 1 - August 31	40,439	\$ 27.74	6,679,840	881,343
September 1 - September 30	82,361	\$ 27.71	6,762,201	798,982
October 1 - October 31	37,002	\$ 26.51	6,799,203	761,980
November 1 - November 30	4,058	\$ 31.38	6,803,261	757,922
December 1 - December 31	79,060	\$ 28.99	6,882,321	678,862
	<u>315,953</u>	<u>\$ 26.36</u>	<u>6,882,321</u>	<u>678,862</u>

ITEM 6. Selected Financial Data

The following selected historical financial data has been derived from our audited financial statements and should be read in conjunction with the historical Consolidated Financial Statements and related notes:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
(in thousands, except per share amounts)					
STATEMENT OF OPERATIONS DATA:					
Revenue	\$ 1,580,519	\$ 1,410,795	\$ 1,357,272	\$ 1,331,185	\$ 1,216,654
Operating income (loss)(a)	\$ 90,044	\$ 42,222	\$ 46,258	\$ 22,303	\$ (42,641)
Income (loss) from continuing operations	\$ 57,440	\$ 28,614	\$ 28,632	\$ 11,494	\$ (32,474)
Discontinued operations—					
Operating income (loss), net of tax	\$ —	\$ (15)	\$ (76)	\$ 355	\$ (4,018)
Net income (loss) including noncontrolling interests	\$ 57,440	\$ 28,599	\$ 28,556	\$ 11,849	\$ (36,492)
Net income (loss) attributable to Comfort Systems USA, Inc.	\$ 49,364	\$ 23,063	\$ 27,269	\$ 13,463	\$ (36,830)
Income (loss) per share attributable to Comfort Systems USA, Inc.:					
Basic—					
Income (loss) from continuing operations	\$ 1.32	\$ 0.61	\$ 0.73	\$ 0.35	\$ (0.88)
Discontinued operations—					
Income (loss) from operations	—	—	—	0.01	(0.11)
Net income (loss)	<u>\$ 1.32</u>	<u>\$ 0.61</u>	<u>\$ 0.73</u>	<u>\$ 0.36</u>	<u>\$ (0.99)</u>
Diluted—					
Income (loss) from continuing operations	\$ 1.30	\$ 0.61	\$ 0.73	\$ 0.35	\$ (0.88)
Discontinued operations—					
Income (loss) from operations	—	—	—	0.01	(0.11)
Net income (loss)	<u>\$ 1.30</u>	<u>\$ 0.61</u>	<u>\$ 0.73</u>	<u>\$ 0.36</u>	<u>\$ (0.99)</u>
Cash dividends per share	<u>\$ 0.250</u>	<u>\$ 0.225</u>	<u>\$ 0.210</u>	<u>\$ 0.200</u>	<u>\$ 0.200</u>
BALANCE SHEET DATA:					
Working capital	\$ 118,882	\$ 111,433	\$ 109,618	\$ 84,349	\$ 90,800
Total assets	\$ 691,594	\$ 655,942	\$ 592,789	\$ 573,461	\$ 589,947
Total debt	\$ 11,507	\$ 40,346	\$ 2,000	\$ 7,400	\$ 15,381
Total stockholders' equity	\$ 365,005	\$ 321,393	\$ 314,022	\$ 287,306	\$ 283,106
Total Comfort Systems USA, Inc. stockholders' equity	\$ 346,721	\$ 306,281	\$ 295,834	\$ 270,405	\$ 264,591

- (a) Included in operating income are goodwill impairment charges of \$0.7 million and \$57.3 million for 2014 and 2011, respectively. There were no goodwill impairment charges for 2015, 2013 or 2012.

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

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and related notes included elsewhere in this annual report on Form 10-K. Also see "Forward-Looking Statements" discussion.

Introduction and Overview

We are a national provider of comprehensive mechanical installation, renovation, maintenance, repair and replacement services within the mechanical services industry. We operate primarily in the commercial, industrial and institutional HVAC markets and perform most of our services within office buildings, retail centers, apartment complexes, manufacturing plants, and healthcare, education and government facilities.

Nature and Economics of Our Business

Approximately 82% of our revenue is earned on a project basis for installation of mechanical systems in newly constructed facilities or for replacement of systems in existing facilities. Customers hire us to ensure such systems deliver specified or generally expected heating, cooling, conditioning and circulation of air in a facility. This entails installing core system equipment such as packaged heating and air conditioning units, or in the case of larger facilities, separate core components such as chillers, boilers, air handlers, and cooling towers. We also typically install connecting and distribution elements such as piping and ducting. Our responsibilities usually require conforming the systems to pre-established engineering drawings and equipment and performance specifications, which we frequently participate in establishing. Our project management responsibilities include staging equipment and materials to project sites, deploying labor to perform the work, and coordinating with other service providers on the project, including any subcontractors we might use to deliver our portion of the work.

When competing for project business, we usually estimate the costs we will incur on a project, and then propose a bid to the customer that includes a contract price and other performance and payment terms. Our bid price and terms are intended to cover our estimated costs on the project and provide a profit margin to us commensurate with the value of the installed system to the customer, the risk that project costs or duration will vary from estimate, the schedule on which we will be paid, the opportunities for other work that we might forego by committing capacity to this project, and other costs that we incur more broadly to support our operations but which are not specific to the project. Typically customers will seek bids from competitors for a given project. While the criteria on which customers select the winning bid vary widely and include factors such as quality, technical expertise, on-time performance, post-project support and service, and company history and financial strength, we believe that price is the most influential factor for most customers in choosing a mechanical installation and service provider.

After a customer accepts our bid, we generally enter into a contract with the customer that specifies what we will deliver on the project, what our related responsibilities are, and how much and when we will be paid. Our overall price for the project is typically set at a fixed amount in the contract, although changes in project specifications or work conditions that result in unexpected additional work are usually subject to additional payment from the customer via what are commonly known as change orders. Project contracts typically provide for periodic billings to the customer as we meet progress milestones or incur cost on the project. Project contracts in our industry also frequently allow for a small portion of progress billings or contract price to be withheld by the customer until after we have completed the work, typically for six months. Amounts withheld under this practice are known as retention or retainage.

Labor and overhead costs account for the majority of our cost of service. Accordingly, labor management and utilization have the most impact on our project performance. Given the fixed price nature of much of our project work, if our initial estimate of project costs is wrong or we incur cost overruns that cannot be recovered in change orders, we can experience reduced profits or even significant losses on fixed price project work. We also perform some project work on a cost-plus or a time and materials basis, under which we are paid our costs incurred plus an agreed-upon profit

margin, although such projects are sometimes subject to a guaranteed maximum cost. These margins are frequently less than fixed-price contract margins because there is less risk of unrecoverable cost overruns in cost-plus or time and materials work.

As of December 31, 2015, we had 3,843 projects in process. Our average project takes six to nine months to complete, with an average contract price of approximately \$512,000. Our projects generally require working capital funding of equipment and labor costs. Customer payments on periodic billings generally do not recover these costs until late in the job. Our average project duration together with typical retention terms as discussed above generally allow us to complete the realization of revenue and earnings in cash within one year. We have what we believe is a well-diversified distribution of revenue across end-use sectors that we believe reduces our exposure to negative developments in any given sector. Because of the integral nature of HVAC and related controls systems to most buildings, we have the legal right in almost all cases to attach liens to buildings or related funding sources when we have not been fully paid for installing systems, except with respect to some government buildings. The service work that we do, which is discussed further below, usually does not give rise to lien rights.

We also perform larger projects. As of December 31, 2015, we had 12 projects in process with a contract price greater than \$15 million, 21 projects between \$10 million and \$15 million, 64 projects between \$5 million and \$10 million, and 286 projects between \$1 million and \$5 million. Taken together, projects with contract prices of \$1 million or more totaled \$1,565.0 million of aggregate contract value as of December 31, 2015, or approximately 80%, out of a total contract value for all projects in progress of \$1,966.4 million. Generally, projects closer in size to \$1 million will be completed in one year or less. It is unusual for us to work on a project that exceeds two years in length.

In addition to project work, approximately 18% of our revenue represents maintenance and repair service on already installed HVAC and controls systems. This kind of work usually takes from a few hours to a few days to perform. Prices to the customer are usually based on the equipment and materials used in the service as well as technician labor time. We usually bill the customer for service work when it is complete, typically with payment terms of up to thirty days. We also provide maintenance and repair service under ongoing contracts. Under these contracts, we are paid regular monthly or quarterly amounts and provide specified service based on customer requirements. These agreements typically cover periods ranging from one to three years with thirty- to sixty-day cancellation notice periods.

A relatively small portion of our revenue comes from national and regional account customers. These customers typically have multiple sites, and contract with us to perform maintenance and repair service. These contracts may also provide for us to perform new or replacement systems installation. We operate a national call center to dispatch technicians to sites requiring service. We perform the majority of this work with our own employees, with the balance being subcontracted to third parties that meet our performance qualifications. We will also typically use proprietary information systems to maintain information on the customer's sites and equipment, including performance and service records, and related cost data. These systems track the status of ongoing service and installation work, and may also monitor system performance data. Under these contractual relationships, we usually provide consolidated billing and credit payment terms to the customer.

Profile and Management of Our Operations

We manage our 35 operating units based on a variety of factors. Financial measures we emphasize include profitability, and use of capital as indicated by cash flow and by other measures of working capital principally involving project cost, billings and receivables. We also monitor selling, general, administrative and indirect project support expense, backlog, workforce size and mix, growth in revenue and profits, variation of actual project cost from original estimate, and overall financial performance in

comparison to budget and updated forecasts. Operational factors we emphasize include project selection, estimating, pricing, management and execution practices, labor utilization, safety, training, and the make-up of both existing backlog as well as new business being pursued, in terms of project size, technical application and facility type, end-use customers and industries, and location of the work.

Most of our operations compete on a local or regional basis. Attracting and retaining effective operating unit managers is an important factor in our business, particularly in view of the relative uniqueness of each market and operation, the importance of relationships with customers and other market participants such as architects and consulting engineers, and the high degree of competition and low barriers to entry in most of our markets. Accordingly, we devote considerable attention to operating unit management quality, stability, and contingency planning, including related considerations of compensation, and non-competition protection where applicable.

Economic and Industry Factors

As a mechanical and building controls services provider, we operate in the broader nonresidential construction services industry and are affected by trends in this sector. While we do not have operations in all major cities of the United States, we believe our national presence is sufficiently large that we experience trends in demand for and pricing of our services that are consistent with trends in the national nonresidential construction sector. As a result, we monitor the views of major construction sector forecasters along with macroeconomic factors they believe drive the sector, including trends in gross domestic product, interest rates, business investment, employment, demographics, and the general fiscal condition of federal, state and local governments.

Spending decisions for building construction, renovation and system replacement are generally made on a project basis, usually with some degree of discretion as to when and if projects proceed. With larger amounts of capital, time, and discretion involved, spending decisions are affected to a significant degree by uncertainty, particularly concerns about economic and financial conditions and trends. We have experienced periods of time when economic weakness caused a significant slowdown in decisions to proceed with installation and replacement project work.

Operating Environment and Management Emphasis

Nonresidential building construction and renovation activity, as reported by the federal government, declined over the four year period from 2009 to 2012, and 2013 and 2014 activity levels were relatively stable at the low levels of the preceding years. While we expect that activity levels and the underlying environment for nonresidential construction activity will remain below prior peaks, we have seen industry conditions improve during 2015.

As a result of our continued strong emphasis on cash flow, at December 31, 2015 we had modest indebtedness under our revolving credit facility and substantial uncommitted cash balances, as discussed further in "Liquidity and Capital Resources" below. We have a credit facility in place with considerably less restrictive terms than those of our previous facilities; this facility does not expire until October 2019. We have strong surety relationships to support our bonding needs, and we believe our relationships with the surety markets are strong and benefit from our solid current results and financial position. We have generated positive free cash flow in each of the last seventeen calendar years and will continue our emphasis in this area. We believe that the relative size and strength of our balance sheet and surety support as compared to most companies in our industry represent competitive advantages for us.

As discussed at greater length in "Results of Operations" below, we expect price competition to continue as our customers and local and regional competitors respond cautiously to changing conditions. We will continue our efforts to expand and improve our service business, to find the more active sectors in our markets, and to increase our regional and national account business. Our primary

emphasis for 2016 will be on execution and cost control, but we are seeking growth based on our belief that industry conditions are beginning to improve, and we believe that activity levels will permit us to earn improved profits while preserving and developing our workforce. We continue to focus on project qualification, estimating, pricing and management; and we are investing in service growth and improved performance.

Critical Accounting Policies

Our critical accounting policies are based upon the significance of the accounting policy to our overall financial statement presentation, as well as the complexity of the accounting policy and our use of estimates and subjective assessments. Our most critical accounting policy is revenue recognition. As discussed elsewhere in this annual report on Form 10-K, our business has two service functions: (i) installation, which we account for under the percentage of completion method, and (ii) maintenance, repair and replacement, which we account for as the services are performed, or in the case of replacement, under the percentage of completion method. In addition, we identified other critical accounting policies related to our allowance for doubtful accounts receivable, the recording of our self-insurance liabilities, valuation of deferred tax assets, accounting for acquisitions and the recoverability of goodwill and identifiable intangible assets. These accounting policies, as well as others, are described in Note 2 to the Consolidated Financial Statements included elsewhere in this annual report on Form 10-K.

Percentage of Completion Method of Accounting

Approximately 82% of our revenue was earned on a project basis and recognized through the percentage of completion method of accounting during 2015. Under this method, contract revenue recognizable at any time during the life of a contract is determined by multiplying expected total contract revenue by the percentage of contract costs incurred at any time to total estimated contract costs. More specifically, as part of the negotiation and bidding process in connection with obtaining installation contracts, we estimate our contract costs, which include all direct materials (exclusive of rebates), labor and subcontract costs and indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation costs. These contract costs are included in our results of operations under the caption "Cost of Services." Then, as we perform under those contracts, we measure costs incurred, compare them to total estimated costs to complete the contract, and recognize a corresponding proportion of contract revenue. Labor costs are considered to be incurred as the work is performed. Subcontractor labor is recognized as the work is performed, but is generally subjected to approval as to milestones or other evidence of completion. Non-labor project costs consist of purchased equipment, prefabricated materials and other materials. Purchased equipment on our projects is substantially produced to job specifications and is a value added element to our work. The costs are considered to be incurred when title is transferred to us, which typically is upon delivery to the worksite. Prefabricated materials, such as ductwork and piping, are generally performed at our shops and recognized as contract costs when fabricated for the unique specifications of the job. Other materials costs are not significant and are generally recorded when delivered to the worksite. This measurement and comparison process requires updates to the estimate of total costs to complete the contract, and these updates may include subjective assessments.

We generally do not incur significant costs prior to receiving a contract, and therefore, these costs are expensed as incurred. In limited circumstances, when significant pre-contract costs are incurred, they are deferred if the costs can be directly associated with a specific contract and if their recoverability from the contract is probable. Upon receiving the contract, these costs are included in contract costs. Deferred costs associated with unsuccessful contract bids are written off in the period that we are informed that we will not be awarded the contract.

Project contracts typically provide for a schedule of billings or invoices to the customer based on reaching agreed upon milestones or as we incur costs. The schedules for such billings usually do not precisely match the schedule on which costs are incurred. As a result, contract revenue recognized in the statement of operations can and usually does differ from amounts that can be billed or invoiced to the customer at any point during the contract. Amounts by which cumulative contract revenue recognized on a contract as of a given date exceed cumulative billings to the customer under the contract are reflected as a current asset in our balance sheet under the caption "Costs and estimated earnings in excess of billings." Amounts by which cumulative billings to the customer under a contract as of a given date exceed cumulative contract revenue recognized on the contract are reflected as a current liability in our balance sheet under the caption "Billings in excess of costs and estimated earnings."

The percentage of completion method of accounting is also affected by changes in job performance, job conditions, and final contract settlements. These factors may result in revisions to estimated costs and, therefore, revenue. Such revisions are frequently based on further estimates and subjective assessments. The effects of these revisions are recognized in the period in which revisions are determined. When such revisions lead to a conclusion that a loss will be recognized on a contract, the full amount of the estimated ultimate loss is recognized in the period such conclusion is reached, regardless of the percentage of completion of the contract.

Revisions to project costs and conditions can give rise to change orders under which the customer agrees to pay additional contract price. Revisions can also result in claims we might make against the customer to recover project variances that have not been satisfactorily addressed through change orders with the customer. Except in certain circumstances, we do not recognize revenue or margin based on change orders or claims until they have been agreed upon with the customer. The amount of revenue associated with unapproved change orders and claims was immaterial for the year ended December 31, 2015.

Variations from estimated project costs could have a significant impact on our operating results, depending on project size, and the recoverability of the variation via additional customer payments.

Accounting for Allowance for Doubtful Accounts

We are required to estimate the collectability of accounts receivable and provide an allowance for doubtful accounts for receivable amounts we believe we will not ultimately collect. This requires us to make certain judgments and estimates involving, among others, the creditworthiness of our customers, prior collection history with our customers, ongoing relationships with our customers, the aging of past due balances, our lien rights, if any, in the property where we performed the work, and the availability, if any, of payment bonds applicable to the contract. These estimates are evaluated and adjusted as needed when additional information is received.

Accounting for Self-Insurance Liabilities

We are substantially self-insured for workers' compensation, employer's liability, auto liability, general liability and employee group health claims in view of the relatively high per-incident deductibles we absorb under our insurance arrangements for these risks. Losses up to deductible amounts are estimated and accrued based upon known facts, historical trends and industry averages. Loss estimates associated with the larger and longer-developing risks—workers' compensation, auto liability and general liability—are reviewed by a third party actuary quarterly.

We believe these accruals are adequate. However, insurance liabilities are difficult to estimate due to unknown factors, including the severity of an injury, the determination of our liability in proportion to other parties, timely reporting of occurrences, ongoing treatment or loss mitigation, general trends in litigation recovery outcomes and the effectiveness of safety and risk management programs. Therefore,

if actual experience differs from the assumptions and estimates used for recording the liabilities, adjustments may be required and would be recorded in the period that such experience becomes known.

Accounting for Deferred Tax Assets

We regularly evaluate valuation allowances established for deferred tax assets for which future realization is uncertain. We perform this evaluation quarterly. In assessing the realizability of deferred tax assets, we must consider whether it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. We consider all available evidence, both positive and negative, in determining whether a valuation allowance is required. Such evidence includes the scheduled reversal of deferred tax liabilities, projected future taxable income, taxable income in prior carryback years and tax planning strategies in making this assessment, and judgment is required in considering the relative weight of negative and positive evidence.

Acquisitions

We recognize assets acquired and liabilities assumed in business combinations, including contingent assets and liabilities, based on fair value estimates as of the date of acquisition.

Contingent Consideration—In certain acquisitions, we agree to pay additional amounts to sellers contingent upon achievement by the acquired businesses of certain predetermined profitability targets. We have recognized liabilities for these contingent obligations based on their estimated fair value at the date of acquisition with any differences between the acquisition-date fair value and the ultimate settlement of the obligations being recognized in income from operations.

Contingent Assets and Liabilities—Assets and liabilities arising from contingencies are recognized at their acquisition date fair value when their respective fair values can be determined. If the fair values of such contingencies cannot be determined, they are recognized at the acquisition date if the contingencies are probable and an amount can be reasonably estimated. Acquisition date fair value estimates are revised as necessary if, and when, additional information regarding these contingencies becomes available to further define and quantify assets acquired and liabilities assumed.

Recoverability of Goodwill and Identifiable Intangible Assets

Goodwill is the excess of purchase price over the fair value of the net assets of acquired businesses. We assess goodwill for impairment each year, and more frequently if circumstances suggest an impairment may have occurred.

When the carrying value of a given reporting unit exceeds its fair value, an impairment loss is recorded to the extent that the implied fair value of the goodwill of the reporting unit is less than its carrying value. If other reporting units have had increases in fair value, such increases may not be recorded. Accordingly, such increases may not be netted against impairments at other reporting units. The requirements for assessing whether goodwill has been impaired involve market-based information. This information, and its use in assessing goodwill, entails some degree of subjective assessment.

We perform our annual impairment testing as of October 1 and any impairment charges resulting from this process are reported in the fourth quarter. We segregate our operations into reporting units based on the degree of operating and financial independence of each unit and our related management of them. We perform our annual goodwill impairment testing at the reporting unit level. Each of our operating units represents an operating segment, and our operating segments are our reporting units.

In the evaluation of goodwill for impairment, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances lead to a determination that it is more likely than not that the fair value of one of our reporting units is greater than its carrying value. If,

after completing such assessment, we determine it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then there is no need to perform any further testing. If we conclude otherwise, then we perform the first step of a two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying value of the reporting unit.

We estimate the fair value of the reporting unit based on two market approaches and an income approach, which utilizes discounted future cash flows. Assumptions critical to the fair value estimates under the discounted cash flow model include discount rates, cash flow projections, projected long-term growth rates and the determination of terminal values. The market approaches utilized market multiples of invested capital from comparable publicly traded companies ("public company approach") and comparable transactions ("transaction approach"). The market multiples from invested capital include revenue, book equity plus debt and earnings before interest, taxes, depreciation and amortization ("EBITDA").

There are significant inherent uncertainties and management judgment involved in estimating the fair value of each reporting unit. While we believe we have made reasonable estimates and assumptions to estimate the fair value of our reporting units, it is possible that a material change could occur. If actual results are not consistent with our current estimates and assumptions, or the current economic outlook worsens, goodwill impairment charges may be recorded in future periods.

We amortize identifiable intangible assets with finite lives over their useful lives. Changes in strategy and/or market condition, may result in adjustments to recorded intangible asset balances or their useful lives.

Results of Operations (in thousands):

	Year Ended December 31,					
	2015		2014		2013	
Revenue	\$ 1,580,519	100.0%	\$ 1,410,795	100.0%	\$ 1,357,272	100.0%
Cost of services	1,262,390	79.9%	1,161,024	82.3%	1,117,389	82.3%
Gross profit	318,129	20.1%	249,771	17.7%	239,883	17.7%
Selling, general and administrative expenses	228,965	14.5%	207,652	14.7%	194,214	14.3%
Goodwill impairment	—	—	727	0.1%	—	—
Gain on sale of assets	(880)	(0.1)%	(830)	(0.1)%	(589)	—
Operating income	90,044	5.7%	42,222	3.0%	46,258	3.4%
Interest income	72	—	18	—	23	—
Interest expense	(1,753)	(0.1)%	(1,858)	(0.1)%	(1,351)	(0.1)%
Changes in the fair value of contingent earn-out obligations	225	—	(245)	—	1,646	0.1%
Other income	76	—	91	—	204	—
Income before income taxes	88,664	5.6%	40,228	2.9%	46,780	3.4%
Income tax expense	31,224	—	11,614	—	18,148	—
Income from continuing operations	57,440	3.6%	28,614	2.0%	28,632	2.1%
Loss from discontinued operations, net of tax	—	—	(15)	—	(76)	—
Net income including noncontrolling interests	57,440	—	28,599	—	28,556	—
Less: Net income attributable to noncontrolling interests	8,076	—	5,536	—	1,287	—
Net income attributable to Comfort Systems USA, Inc.	\$ 49,364	—	\$ 23,063	—	\$ 27,269	—

2015 Compared to 2014

We had 37 operating locations as of December 31, 2014. During 2015, we completed two acquisitions in the first quarter, one in the third quarter and one in the fourth quarter. These acquisitions were not material and were "tucked-in" with existing operations. In addition, we merged two operating locations during the first quarter and closed one operating location during the third quarter. As of December 31, 2015, we had 35 operating locations. Acquisitions are included in our results of operations from the respective acquisition date. The same-store comparison from 2015 to 2014, as described below, excludes four months of results for our Northern Texas operation, which was acquired in May 2014. An operating location is included in the same-store comparison on the first day it has comparable prior year operating data. An operating location is excluded from the same-store comparison in the current year and comparable prior years when it is properly characterized as a discontinued operation under applicable accounting standards.

Revenue—Revenue increased \$169.7 million, or 12.0% to \$1,580.5 million in 2015 compared to 2014. The increase included a 10.6% increase in revenue related to same-store activity and a 1.4% increase related to the acquisition of our Northern Texas operation. The same-store revenue increase is primarily due to our Environmental Air Systems, LLC ("EAS") operation (\$61.3 million), our Arizona operation (\$17.7 million), our large operation headquartered in Virginia (\$12.2 million) and one of our Maryland operations (\$12.1 million). These operations, as well as many of our other operating

locations, experienced increased project work compared to the prior year in multiple markets, but primarily the industrials sector due to improved market conditions.

Backlog reflects revenue still to be recognized under contracted or committed installation and replacement project work. Project work generally lasts less than one year. Service agreement revenue and service work and short duration projects, which are generally billed as performed, do not flow through backlog. Accordingly, backlog represents only a portion of our revenue for any given future period, and it represents revenue that is likely to be reflected in our operating results over the next six to twelve months. As a result, we believe the predictive value of backlog information is limited to indications of general revenue direction over the near term, and should not be interpreted as indicative of ongoing revenue performance over several quarters.

Backlog as of December 31, 2015 was \$711.6 million, a 6.8% increase from September 30, 2015 backlog of \$666.3 million and a 6.1% decrease from December 31, 2014 backlog of \$757.8 million. Sequential backlog increased primarily due to increased project bookings at our EAS operation (\$16.8 million), our Michigan operation (\$13.6 million) and one of our Florida operations (\$12.0 million). The year-over-year backlog decrease was primarily due to our EAS operation (\$22.2 million), which had unusually large jobs booked in the fourth quarter of 2014, and due to completion of project work during the year at our California operation (\$19.7 million) and our Arkansas operation (\$17.9 million). This was partially offset by increased project bookings at our Michigan operation (\$16.8 million).

Gross Profit—Gross profit increased \$68.4 million, or 27.4%, to \$318.1 million in 2015 as compared to 2014. The increase included a \$3.4 million, or 1.3%, increase related to the acquisition of our Northern Texas operation and a \$65.0 million, or 26.1%, increase on a same-store basis. The same-store increase in gross profit was due to overall increased margins at a majority of operating locations. Specifically, increases were due to job underperformance at our Southern California operation in 2014 (\$9.0 million), improved project execution at our large operation headquartered in Virginia (\$7.0 million), and improved market conditions, which resulted in an increase in volumes at our EAS operation (\$5.8 million). In addition, in the fourth quarter of 2015, we came to an agreement with customers on multiple jobs and received approved change orders, which resulted in additional revenue with minimal additional costs. The resulting impact to the current year was an increase to gross profit of approximately \$3.4 million. As a percentage of revenue, gross profit increased from 17.7% in 2014 to 20.1% in 2015 primarily due to the factors discussed above.

Selling, General and Administrative Expenses ("SG&A")—SG&A increased \$21.3 million, or 10.3%, to \$229.0 million for 2015 as compared to 2014. On a same-store basis, excluding amortization expense, SG&A increased \$19.4 million, or 9.7%. This increase is primarily due to increased compensation accruals based on operating results (\$13.3 million) and expanded service activities at certain locations (\$4.8 million). Amortization expense remained relatively flat. As a percentage of revenue, SG&A decreased from 14.7% in 2014 to 14.5% in 2015, primarily due to the higher revenue base caused by the increase in market activity in 2015.

We have included same-store SG&A, excluding amortization, because we believe it is an effective measure of comparative results of operations. However, same-store SG&A, excluding amortization, is not considered under generally accepted accounting principles to be a primary measure of an entity's

financial results, and accordingly, should not be considered an alternative to SG&A as shown in our consolidated statements of operations.

	Year Ended December 31,	
	2015	2014
	(in thousands)	
SG&A	\$ 228,965	\$ 207,652
Less: SG&A from companies acquired	(1,843)	—
Less: Amortization expense	(6,897)	(6,825)
Same-store SG&A, excluding amortization expense	<u>\$ 220,225</u>	<u>\$ 200,827</u>

Interest Expense—Interest expense decreased \$0.1 million, or 5.7%, in 2015. The decrease is due to lower net borrowings on the revolving credit facility in 2015.

Goodwill Impairment—No goodwill impairment was recorded in 2015. We recorded a goodwill impairment charge of \$0.7 million during the second quarter of 2014. Based on market activity declines and write-downs incurred on several jobs, we determined that the operating environment, conditions and performance at our operating unit based in Southern California could no longer support the related goodwill balance.

Changes in the Fair Value of Contingent Earn-out Obligations—The contingent earn-out obligations are measured at fair value each reporting period and changes in estimates of fair value are recognized in earnings. Income from changes in the fair value of contingent earn-out obligations increased \$0.5 million in 2015 compared to 2014. Based on updated measurements of estimated future cash flows for our contingent obligations, we decreased our obligations related to prior year acquisitions resulting in the current year gain of \$0.2 million. The \$0.3 million loss from changes in the fair value of contingent earn-out obligations in the prior year was due to updated measurements of estimated future cash flows for our contingent obligation related to the EAS acquisition.

Income Tax Expense—We perform work throughout the United States in virtually all of the fifty states. Our effective tax rate varies based upon our relative profitability, or lack of profitability, in states with varying state tax rates and rules. In addition, discrete events, judgments and legal structures can affect our effective tax rate. These items can include the tax treatment for impairment of goodwill and other intangible assets and changes in fair value of acquisition related assets and liabilities, tax reserves associated with regulatory audits, accounting for losses associated with underperforming operations and the partial ownership of consolidated entities.

Our effective tax rate for 2015 was 35.2%, as compared to 28.9% in 2014. The effective rate for 2015 is slightly higher than the federal statutory rate of 35.0% primarily due to an increase in state income taxes (3.9%) which was partially offset by a decrease from the impact of the noncontrolling interest of EAS which for tax purposes is treated as a partnership (3.2%). The effective rate for 2014 is lower than the federal statutory rate of 35.0% primarily due to a decrease in the valuation allowance primarily associated with our operations in Maryland and Virginia (4.8%), by the impact of the noncontrolling interest of EAS which for tax purposes is treated as a partnership (4.8%) and the effect of the production activity deduction (1.7%). Refer to Note 10 in the Consolidated Financial Statements for a reconciliation of the federal statutory income tax rate to the effective tax rate reflected in our financial statements. The increase in the effective tax rate from 2014 to 2015 is primarily due to the impact on the rate from state income taxes and the valuation allowance, which is partially offset by the impact of our noncontrolling interests. We currently estimate our effective tax rate for 2016 will be between 36% and 42%. We generally expect our tax rate in 2016 to be higher than 2015 due to our

purchase of the noncontrolling interest in EAS on January 1, 2016 since the noncontrolling interest was treated as a partnership for tax purposes.

Net Income Attributable to Noncontrolling Interests—Net income attributable to noncontrolling interests increased \$2.5 million in 2015 to income of \$8.1 million as compared to \$5.5 million in 2014. This increase reflects the impact of higher earnings at EAS, our non-wholly owned consolidated subsidiary, which was due primarily to increased revenue in the current year resulting from large project work at this location in 2015. Due to our acquisition of the remaining 40% noncontrolling interest in EAS on January 1, 2016, we do not expect to continue to have income attributable to noncontrolling interests in 2016. EAS was the only entity in which we reported a noncontrolling interest for financial statement purposes as of December 31, 2015.

2014 Compared to 2013

We had 36 operating locations as of December 31, 2013. We completed one acquisition in the first quarter of 2014. This acquisition was not material and was "tucked-in" with existing operations. We completed two acquisitions in the second quarter of 2014, one of which was "tucked-in" with existing operations and the second reports as a separate operating location in northern Texas. No acquisitions were completed in the third quarter of 2014. An immaterial acquisition was completed and "tucked-in" with existing operations in the fourth quarter of 2014. As of December 31, 2014, we had 37 operating locations. Acquisitions are included in our results of operations from the respective acquisition date. The same-store comparison from 2014 to 2013, as described below, excludes eight months of results for our Northern Texas operation, which was acquired in May 2014. An operating location is included in the same-store comparison on the first day it has comparable prior year operating data. An operating location is excluded from the same-store comparison in the current year and comparable prior years when it is properly characterized as a discontinued operation under applicable accounting standards.

Revenue—Revenue increased \$53.5 million, or 3.9% to \$1,410.8 million in 2014 compared to 2013. The increase included a 0.6% increase in revenue related to same-store activity and a 3.3% increase related to the acquisition of our Northern Texas operation. The same-store revenue increase is primarily due to our Arkansas operation (\$16.1 million) and one of our Virginia operations (\$12.9 million), both of which performed a significant amount of project work for the institutional sector during 2014. This increase was partially offset by lower revenues at our Arizona operation (\$23.8 million), which performed a significant amount of project work during 2013 that did not reoccur in 2014 due to its completion.

Backlog reflects revenue still to be recognized under contracted or committed installation and replacement project work. Project work generally lasts less than one year. Service agreement revenue and service work and short duration projects, which are generally billed as performed, do not flow through backlog. Accordingly, backlog represents only a portion of our revenue for any given future period, and it represents revenue that is likely to be reflected in our operating results over the next six to twelve months. As a result, we believe the predictive value of backlog information is limited to indications of general revenue direction over the near term, and should not be interpreted as indicative of ongoing revenue performance over several quarters.

Backlog as of December 31, 2014 was \$757.8 million, a 15.4% increase from September 30, 2014 backlog of \$656.8 million and a 25.5% increase from December 31, 2013 backlog of \$603.6 million. Sequential backlog increased primarily due to our EAS operation (\$37.3 million) and one of our Virginia operations (\$17.2 million), which had increased project bookings. The year-over-year backlog increase was primarily due to a same-store increase of 17.1% largely related to increased project bookings at many of our operating locations, including our EAS operation (\$30.6 million) and one of our Maryland operations (\$25.4 million). In addition, an 8.4% increase was due to the aforementioned acquisition of our Northern Texas operation (\$50.8 million) during the current year.

Gross Profit—Gross profit increased \$9.9 million, or 4.1%, to \$249.8 million in 2014 as compared to 2013. The increase included a \$5.6 million, or 2.3%, increase related to the acquisition of our Northern Texas operation and a \$4.3 million, or 1.8%, increase on a same-store basis. The same-store increase in gross profit was primarily due to a \$9.8 million increase in profitability at our EAS operation due to improved project execution. This was partially offset by a decrease in project volumes at our Arizona operation (\$4.2 million) and job underperformance at our Southern California operation (\$3.9 million), which included a revision in contract estimate on a project in a loss position resulting in a \$4.4 million writedown. As a percentage of revenue, gross profit was stable at 17.7% in 2014 compared to 2013 primarily due to the factors discussed above.

Selling, General and Administrative Expenses ("SG&A")—SG&A increased \$13.4 million, or 6.9%, to \$207.7 million for 2014 as compared to 2013. On a same-store basis, excluding amortization expense, SG&A increased \$9.4 million, or 5.0%. This increase was primarily due to higher compensation expense (\$6.5 million) primarily as a result of our increased investment in service growth and information technology, higher training costs (\$2.6 million) and a \$1.3 million increase in bad debt expense as a result of a \$0.8 million gain recorded in the prior year as a result of a receivable settlement. Amortization expense decreased \$0.2 million, or 2.4%. As a percentage of revenue, SG&A increased from 14.3% in 2013 to 14.7% in 2014, primarily due to the factors discussed above.

We have included same-store SG&A, excluding amortization, because we believe it is an effective measure of comparative results of operations. However, same-store SG&A, excluding amortization, is not considered under generally accepted accounting principles to be a primary measure of an entity's financial results, and accordingly, should not be considered an alternative to SG&A as shown in our consolidated statements of operations.

	Year Ended December 31,	
	2014	2013
	(in thousands)	
SG&A	\$ 207,652	\$ 194,214
Less: SG&A from companies acquired	(4,204)	—
Less: Amortization expense	(6,825)	(6,992)
Same-store SG&A, excluding amortization expense	<u>\$ 196,623</u>	<u>\$ 187,222</u>

Interest Expense—Interest expense increased \$0.5 million, or 37.5%, in 2014. The increase was due to the increase in borrowings on the revolving credit facility.

Goodwill Impairment—We recorded a goodwill impairment charge of \$0.7 million during the second quarter of 2014. Based on market activity declines and write-downs incurred on several jobs, we determined that the operating environment, conditions and performance at our operating unit based in Southern California could no longer support the related goodwill balance. No goodwill impairment was recorded in 2013.

Changes in the Fair Value of Contingent Earn-out Obligations—The contingent earn-out obligations are measured at fair value each reporting period and changes in estimates of fair value are recognized in earnings. Income from changes in the fair value of contingent earn-out obligations decreased \$1.9 million in 2014 compared to 2013. The primary reason for the decrease was an overall reduction of estimated future cash flows in 2013 related to the 2010 acquisition of ColonialWebb and the 2011 acquisition of EAS. This change in estimate was the result of a writedown of \$1.6 million, which did not reoccur in the current year. In addition, based on updated measurements of estimated future cash flows in the current year, primarily for our EAS location, we recorded a \$0.3 million increase to the earn-out obligation.

Income Tax Expense—We perform work throughout the United States in virtually all of the fifty states as well as in Puerto Rico. Our effective tax rate varies based upon our relative profitability, or lack of profitability, in states with varying state tax rates and rules. In addition, discrete events, judgments and legal structures can affect our effective tax rate. These items can include the tax treatment for impairment of goodwill and other intangible assets and changes in fair value of acquisition related assets and liabilities, tax reserves associated with regulatory audits, accounting for losses associated with underperforming operations and the partial ownership of consolidated entities.

Our effective tax rate for 2014 was 28.9%, as compared to 38.8% in 2013. The effective rate for 2014 was lower than the federal statutory rate of 35.0% primarily due to a decrease in the valuation allowance primarily associated with our operations in Maryland and Virginia (4.8%), by the impact of the noncontrolling interest of EAS, which for tax purposes is treated as a partnership (4.8%), and the effect of the production activity deduction (1.7%). The effective rate for 2013 was higher than the federal statutory rate of 35.0% primarily due to state income taxes (4.1%), the effect of non-deductible expenses (1.3%) and an increase in the valuation allowance primarily associated with our operations in Puerto Rico (3.1%). These increases were partially offset by the impact of the noncontrolling interest of EAS, which for tax purposes is treated as a partnership (1.0%), the effect of the production activity deduction (1.1%) and the effect of purchase accounting adjustments (1.0%). Refer to Note 10 in the Consolidated Financial Statements for a reconciliation of the federal statutory income tax rate to the effective tax rate reflected in our financial statements. The decrease in the effective tax rate from 2013 to 2014 was primarily due to impact on the rate from valuation allowance and from noncontrolling interests.

Discontinued Operations—During the fourth quarter of 2012, we substantially completed the shutdown of our operation located in Delaware. The after tax loss of less than \$0.1 million for the year ended December 31, 2014 and the after tax loss of \$0.1 million for the year ended December 31, 2013 have been recorded in discontinued operations under "Operating income (loss), net of tax expense (benefit)."

Net Income (Loss) Attributable to Noncontrolling Interests—Net income (loss) attributable to noncontrolling interests increased \$4.2 million in 2014 to income of \$5.5 million as compared to income of \$1.3 million in 2013. This increase reflects the impact of higher earnings at EAS, our non-wholly owned consolidated subsidiary, which was due primarily to increased margins on jobs performed in the current year.

Outlook

We have seen industry conditions improve during 2015. Our emphasis for 2016 will be on execution, including a focus on cost discipline and efficient project performance, labor force development, and investing in growth, particularly in service and small projects. Based on our backlog, and in light of economic conditions for our industry, we expect that revenue and profitability in 2016 will be similar to or above the levels that we experienced in 2015.

Liquidity and Capital Resources

	Year Ended December 31,		
	2015	2014	2013
	(in thousands)		
Cash provided by (used in):			
Operating activities	\$ 97,867	\$ 42,552	\$ 38,423
Investing activities	(25,628)	(74,142)	(16,253)
Financing activities	(47,839)	11,600	(10,873)
Net increase (decrease) in cash and cash equivalents	<u>\$ 24,400</u>	<u>\$ (19,990)</u>	<u>\$ 11,297</u>
Free cash flow:			
Cash provided by operating activities	\$ 97,867	\$ 42,552	\$ 38,423
Purchases of property and equipment	(20,808)	(19,183)	(17,403)
Proceeds from sales of property and equipment	1,338	1,355	1,107
Free cash flow	<u>\$ 78,397</u>	<u>\$ 24,724</u>	<u>\$ 22,127</u>

Cash Flow

Our business does not require significant amounts of investment in long-term fixed assets. The substantial majority of the capital used in our business is working capital that funds our costs of labor and installed equipment deployed in project work until our customer pays us. Customary terms in our industry allow customers to withhold a small portion of the contract price until after we have completed the work, typically for six months. Amounts withheld under this practice are known as retention or retainage. Our average project duration together with typical retention terms generally allow us to complete the realization of revenue and earnings in cash within one year.

2015 Compared to 2014

Cash Provided by Operating Activities—Cash flow from operations is primarily influenced by demand for our services and operating margins, but can also be influenced by working capital needs associated with the various types of services that we provide. In particular, working capital needs may increase when we commence large volumes of work under circumstances where project costs, primarily associated with labor, equipment and subcontractors, are required to be paid before the receivables resulting from the work performed are billed and collected. Working capital needs are generally higher during the late winter and spring months as we prepare and plan for the increased project demand when favorable weather conditions exist in the summer and fall months. Conversely, working capital assets are typically converted to cash during the late summer and fall months as project completion is underway. These seasonal trends are sometimes offset by changes in the timing of major projects, which can be impacted by the weather, project delays or accelerations and other economic factors that may affect customer spending.

We generated \$97.9 million of cash flow from operating activities during 2015 compared with \$42.6 million during 2014. The \$55.3 million increase primarily relates to higher net income in the current year (\$57.4 million) compared to the prior year (\$28.6 million). In addition, there was an increase in accounts payable and accrued liabilities of \$15.7 million compared to the prior year, primarily caused by higher compensation accruals and a decrease in net receivables of \$14.8 million compared to the prior year, primarily due to the timing of customer billings and payments. This was partially offset by an increase in costs and estimated earnings in excess of billings of \$6.4 million compared to the prior year due to the timing of customer billings.

Cash Used in Investing Activities—Cash used in investing activities was \$25.6 million for 2015 compared to \$74.1 million during 2014. The \$48.5 million decrease in cash used primarily relates to cash paid for the four acquisitions that were completed in 2014.

Cash Provided by (Used in) Financing Activities—Cash used in financing activities was \$47.8 million for 2015 compared to cash provided by financing activities of \$11.6 million during 2014. The \$59.4 million decrease in cash provided by financing activities primarily relates to \$28.5 million of net payments on the revolving line of credit in 2015 compared to \$38.5 million of net borrowings in 2014. This decrease in cash provided was partially offset by increases due to decreased distributions to noncontrolling interests of \$3.7 million, increased proceeds from options exercised of \$2.5 million and a \$2.0 million payment of other debt that occurred in 2014.

2014 Compared to 2013

Cash Provided by Operating Activities—We generated \$42.6 million of cash flow from operating activities during 2014 compared with \$38.4 million during 2013. The \$4.1 million increase was primarily due to billings in excess of costs and estimated earnings, which had a positive impact of \$16.8 million on the comparison of cash flows due to the achievement of contract milestones that affected the timing of customer billings. This was partially offset by a \$10.9 million negative impact related to on accounts payables and accrued liabilities. During the year ended December 31, 2014, accounts payable balances decreased due to timing of payments as compared to accrued compensation due to higher earnings for the year ended December 31, 2013.

Cash Used in Investing Activities—Cash used in investing activities was \$74.1 million for 2014 compared to \$16.3 million during 2013. The \$57.9 million increase in cash used primarily relates to cash paid for four acquisitions that were completed in 2014 (\$52.1 million) and deferred purchase price costs related to previous acquisitions that were completed in 2012 and 2011 (\$4.3 million).

Cash Provided by (Used in) Financing Activities—Cash provided by financing activities was \$11.6 million for 2014 compared to cash used in financing activities of \$10.9 million during 2013. The \$22.5 million increase in cash provided by financing activities primarily related to \$38.5 million of net borrowings on the revolving line of credit in 2014 compared to no net borrowings in 2013. This was partially offset by cumulative cash distributions of \$8.6 million to our noncontrolling partners as well as an incremental increase of \$6.1 million related to share repurchases.

Free Cash Flow

We define free cash flow as cash provided by operating activities, less customary capital expenditures, plus the proceeds from asset sales and taxes paid related to pre-acquisition equity transactions of an acquired company. We believe free cash flow, by encompassing both profit margins and the use of working capital over our approximately one year working capital cycle, is an effective measure of operating effectiveness and efficiency. We have included free cash flow information here for this reason, and because we are often asked about it by third parties evaluating us. However, free cash flow is not considered under generally accepted accounting principles to be a primary measure of an entity's financial results, and accordingly free cash flow should not be considered an alternative to operating income, net income, or amounts shown in our consolidated statements of cash flows as determined under generally accepted accounting principles. Free cash flow may be defined differently by other companies.

Share Repurchase Program

On March 29, 2007, our Board of Directors (the "Board") approved a stock repurchase program to acquire up to 1.0 million shares of our outstanding common stock. Subsequently, the Board has from

time to time approved extensions of the program to acquire additional shares. Since the inception of the repurchase program, the Board has approved 7.6 million shares to be repurchased. As of December 31, 2015, we have repurchased a cumulative total of 6.9 million shares at an average price of \$11.99 per share under the repurchase program.

The share repurchases will be made from time to time at our discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Board may modify, suspend, extend or terminate the program at any time. During the twelve months ended December 31, 2015, we repurchased 0.3 million shares for approximately \$8.3 million at an average price of \$26.36 per share.

Debt

Revolving Credit Facility

We have a \$250.0 million senior credit facility (the "Facility") provided by a syndicate of banks, which is available for borrowings and letters of credit. The Facility expires in October 2019 and is secured by a first lien on substantially all of our personal property except for assets related to projects subject to surety bonds and assets held by certain unrestricted subsidiaries and a second lien on our assets related to projects subject to surety bonds. In 2014, we incurred approximately \$0.6 million in financing and professional costs in connection with an amendment to the Facility, which combined with the previous unamortized costs of \$1.3 million, are being amortized on a straight-line basis as a non-cash charge to interest expense over the remaining term of the Facility. As of December 31, 2015, we had \$10.0 million of outstanding borrowings, \$41.5 million in letters of credit outstanding and \$198.5 million of credit available.

There are two interest rate options for borrowings under the Facility, the Base Rate Loan option and the Eurodollar Rate Loan option. These rates are floating rates determined by the broad financial markets, meaning they can and do move up and down from time to time. Additional margins are then added to these two rates. The weighted average interest rate applicable to the borrowings under the Facility was approximately 1.7% as of December 31, 2015.

Certain of our vendors require letters of credit to ensure reimbursement for amounts they are disbursing on our behalf, such as to beneficiaries under our self-funded insurance programs. We have also occasionally used letters of credit to guarantee performance under our contracts and to ensure payment to our subcontractors and vendors under those contracts. Our lenders issue such letters of credit through the Facility for a fee. We have never had a claim made against a letter of credit that resulted in payments by a lender or by us and believe such claims are unlikely in the foreseeable future. The letter of credit fees range from 1.25% to 2.00% per annum, based on the ratio of Consolidated Total Indebtedness to Credit Facility Adjusted EBITDA, as defined in the credit agreement.

Commitment fees are payable on the portion of the revolving loan capacity not in use for borrowings or letters of credit at any given time. These fees range from 0.20%-0.35% per annum, based on the ratio of Consolidated Total Indebtedness to Credit Facility Adjusted EBITDA, as defined in the credit agreement.

Interest expense included the following primary elements (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Interest expense on notes to former owners	\$ 25	\$ 38	\$ 97
Interest expense on borrowings and unused commitment fees	692	790	278
Letter of credit fees	719	747	731
Amortization of debt financing costs	317	283	245
Total	\$ 1,753	\$ 1,858	\$ 1,351

The Facility contains financial covenants defining various measures and the levels of these measures with which we must comply. Covenant compliance is assessed as of each quarter end. Credit Facility Adjusted EBITDA is defined under the Facility for financial covenant purposes as net earnings for the four quarters ending as of any given quarterly covenant compliance measurement date, plus the corresponding amounts for (a) interest expense; (b) income taxes; (c) depreciation and amortization; (d) other non-cash charges; and (e) pre-acquisition results of acquired companies. The following is a reconciliation of Credit Facility Adjusted EBITDA to net income for 2015 (in thousands):

Net income including noncontrolling interests	\$ 57,440
Income taxes—continuing operations	31,224
Interest expense, net	1,681
Depreciation and amortization expense	23,416
Stock compensation expense	5,609
Goodwill impairment	—
EBITDA attributable to noncontrolling interests	(9,027)
Pre-acquisition results of acquired companies, as defined under the Facility	373
Credit Facility Adjusted EBITDA	\$ 110,716

The Facility's principal financial covenants include:

Leverage Ratio— The Facility requires that the ratio of our Consolidated Total Indebtedness to our Credit Facility Adjusted EBITDA not exceed 2.75 through maturity. The leverage ratio as of December 31, 2015 was 0.10.

Fixed Charge Coverage Ratio— The Facility requires that the ratio of Credit Facility Adjusted EBITDA, less non-financed capital expenditures, tax provision, dividends and amounts used to repurchase stock to the sum of interest expense and scheduled principal payments of indebtedness be at least 2.00; provided that the calculation of the fixed charge coverage ratio excludes stock repurchases and the payment of dividends at any time that the Company's Net Leverage Ratio does not exceed 1.50. The Facility also allows the fixed charge coverage ratio not to be reduced for stock repurchases through September 30, 2015 in an aggregate amount not to exceed \$25 million if at the time of and after giving effect to such repurchase the Company's Net Leverage Ratio was less than or equal to 1.50. Capital expenditures, tax provision, dividends and stock repurchase payments are defined under the Facility for purposes of this covenant to be amounts for the four quarters ending as of any given quarterly covenant compliance measurement date. The fixed charge coverage ratio as of December 31, 2015 was 27.45.

Other Restrictions— The Facility permits acquisitions of up to \$25.0 million per transaction, provided that the aggregate purchase price of such an acquisition and of acquisitions in the same

fiscal year does not exceed \$60.0 million. However, these limitations only apply when the Company's Net Leverage Ratio is equal to or greater than 2.00.

While the Facility's financial covenants do not specifically govern capacity under the Facility, if our debt level under the Facility at a quarter-end covenant compliance measurement date were to cause us to violate the Facility's leverage ratio covenant, our borrowing capacity under the Facility and the favorable terms that we currently have could be negatively impacted by the lenders.

We were in compliance with all of our financial covenants as of December 31, 2015.

Notes to Former Owners

In conjunction with an immaterial acquisition in the fourth quarter of 2014, we issued a subordinated note to the former owners of the acquired company as part of the consideration used to acquire the company. This note had an outstanding balance of \$1.0 million as of December 31, 2015 and bears interest, payable quarterly, at a weighted average interest rate of 2.5%. The principal is due in equal installments on October 2016 and 2017.

Other Debt

In conjunction with one of our acquisitions, we acquired capital lease obligations. As of December 31, 2015, \$0.5 million of capital lease obligations were outstanding, of which \$0.3 million was considered current.

Our majority owned subsidiary, Environmental Air Systems, LLC, has a revolving \$2.5 million credit line that is available for temporary working capital needs and expires May 31, 2016. As of December 31, 2015, we had no outstanding borrowings and, therefore, \$2.5 million of credit available. We estimate that the weighted average interest rate applicable to borrowings under this variable rate credit line would be approximately 2.2% as of December 31, 2015.

Outlook

We have generated positive net free cash flow for the last seventeen calendar years, much of which occurred during challenging economic and industry conditions. We also continue to have significant borrowing capacity under our credit facility, and we maintain what we feel are reasonable cash balances. We believe these factors will provide us with sufficient liquidity to fund our operations for the foreseeable future.

Off-Balance Sheet Arrangements and Other Commitments

As is common in our industry, we have entered into certain off-balance sheet arrangements in the ordinary course of business that result in risks not directly reflected in our balance sheets. Our most significant off-balance sheet transactions include liabilities associated with noncancelable operating leases. We also have other off-balance sheet obligations involving letters of credit and surety guarantees.

We enter into noncancelable operating leases for many of our facility, vehicle and equipment needs. These leases allow us to conserve cash by paying a monthly lease rental fee for use of facilities, vehicles and equipment rather than purchasing them. At the end of the lease, we have no further obligation to the lessor. If we decide to cancel or terminate a lease before the end of its term, we would typically owe the lessor the remaining lease payments under the term of the lease.

Certain of our vendors require letters of credit to ensure reimbursement for amounts they are disbursing on our behalf, such as to beneficiaries under our self-funded insurance programs. We have also occasionally used letters of credit to guarantee performance under our contracts and to ensure

payment to our subcontractors and vendors under those contracts. The letters of credit we provide are actually issued by our lenders through the Facility as described above. A letter of credit commits the lenders to pay specified amounts to the holder of the letter of credit if the holder demonstrates that we have failed to perform specified actions. If this were to occur, we would be required to reimburse the lenders. Depending on the circumstances of such a reimbursement, we may also have to record a charge to earnings for the reimbursement. Absent a claim, there is no payment or reserving of funds by us in connection with a letter of credit. However, because a claim on a letter of credit would require immediate reimbursement by us to our lenders, letters of credit are treated as a use of the Facility's capacity just the same as actual borrowings. Claims against letters of credit are rare in our industry. To date we have not had a claim made against a letter of credit that resulted in payments by a lender or by us. We believe that it is unlikely that we will have to fund claims under a letter of credit in the foreseeable future.

Many customers, particularly in connection with new construction, require us to post performance and payment bonds issued by a financial institution known as a surety. If we fail to perform under the terms of a contract or to pay subcontractors and vendors who provided goods or services under a contract, the customer may demand that the surety make payments or provide services under the bond. We must reimburse the sureties for any expenses or outlays they incur. To date, we are not aware of any losses to our sureties in connection with bonds the sureties have posted on our behalf, and we do not expect such losses to be incurred in the foreseeable future.

Under standard terms in the surety market, sureties issue bonds on a project-by-project basis and can decline to issue bonds at any time. Historically, approximately 20% to 30% of our business has required bonds. While we currently have strong surety relationships to support our bonding needs, future market conditions or changes in our sureties' assessment of our operating and financial risk could cause our sureties to decline to issue bonds for our work. If that were to occur, our alternatives include doing more business that does not require bonds, posting other forms of collateral for project performance such as letters of credit or cash, and seeking bonding capacity from other sureties. We would likely also encounter concerns from customers, suppliers and other market participants as to our creditworthiness. While we believe our general operating and financial characteristics would enable us to ultimately respond effectively to an interruption in the availability of bonding capacity, such an interruption would likely cause our revenue and profits to decline in the near term.

Contractual Obligations

The following recaps the future maturities of our contractual obligations as of December 31, 2015 (in thousands):

	Twelve Months Ended December 31,					Thereafter	Total
	2016	2017	2018	2019	2020		
Revolving credit facility	\$ —	\$ —	\$ —	\$ 10,000	\$ —	\$ —	\$ 10,000
Notes to former owners	500	500	—	—	—	—	1,000
Interest payable	195	182	170	142	—	—	689
Capital lease obligations	251	163	71	22	—	—	507
Operating lease obligations	11,819	10,647	9,066	7,004	4,949	6,068	49,553
Total	<u>\$ 12,765</u>	<u>\$ 11,492</u>	<u>\$ 9,307</u>	<u>\$ 17,168</u>	<u>\$ 4,949</u>	<u>\$ 6,068</u>	<u>\$ 61,749</u>

As discussed in Note 10 "Income Taxes", included in our Consolidated Balance Sheet at December 31, 2015 is approximately \$0.2 million of liabilities associated with uncertain tax positions. Due to the uncertain and complex application of tax regulations, combined with the difficulty in predicting when tax audits may be concluded, we cannot make reliable estimates of the timing of cash outflows relating to these liabilities.

As of December 31, 2015, we also have \$41.5 million in letter of credit commitments, of which \$17.3 million will expire in 2016 and \$24.2 million will expire in 2017. The substantial majority of these letters of credit are posted with insurers who disburse funds on our behalf in connection with our workers' compensation, auto liability and general liability insurance program. These letters of credit provide additional security to the insurers that sufficient financial resources will be available to fund claims on our behalf, many of which develop over long periods of time, should we ever encounter financial duress. Posting of letters of credit for this purpose is a common practice for entities that manage their self-insurance programs through third-party insurers as we do. While many of these letter of credit commitments expire in 2016, we expect nearly all of them, particularly those supporting our insurance programs, will be renewed annually.

Other than the operating and capital lease obligations noted above, we have no significant purchase or operating commitments outside of commitments to deliver equipment and provide labor in the ordinary course of performing project work.

ITEM 7A. *Quantitative and Qualitative Disclosures about Market Risk*

We are exposed to market risk primarily related to potential adverse changes in interest rates as discussed below. We are actively involved in monitoring exposure to market risk and continue to develop and utilize appropriate risk management techniques. We are not exposed to any other significant financial market risks including commodity price risk, foreign currency exchange risk or interest rate risks from the use of derivative financial instruments. We do not use derivative financial instruments.

We have exposure to changes in interest rates under our revolving credit facility and the EAS credit line. We have a modest level of indebtedness under our debt facility and our indebtedness could increase in the future. Our debt with fixed interest rates consists of notes to former owners of acquired companies.

The following table presents principal amounts (stated in thousands) and related average interest rates by year of maturity for our debt obligations and their indicated fair market value at December 31, 2015:

	Twelve Months Ended December 31,					Thereafter	Total
	2016	2017	2018	2019	2020		
Fixed Rate Debt	\$ 500	\$ 500	\$ —	\$ —	\$ —	\$ —	\$ 1,000
Average Interest Rate	2.5%	2.5%	—	—	—	—	2.5%
Variable Rate Debt	\$ —	\$ —	\$ —	\$ 10,000	\$ —	\$ —	\$ 10,000

The weighted average interest rate applicable to the borrowings under the Facility was approximately 1.7% as of December 31, 2015.

We measure certain assets at fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be other-than-temporarily impaired. We did not recognize any impairments, in the current year, on those assets required to be measured at fair value on a nonrecurring basis.

The valuation of the Company's contingent earn-out payments is determined using a probability weighted discounted cash flow method. This analysis reflects the contractual terms of the purchase agreements (e.g., minimum and maximum payment, length of earn-out periods, manner of calculating any amounts due, etc.) and utilizes assumptions with regard to future cash flows, probabilities of achieving such future cash flows and a discount rate.

ITEM 8. *Financial Statements and Supplementary Data*

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Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2015 based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013 framework). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2015.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included elsewhere herein, has issued an attestation report auditing the effectiveness of our internal control over financial reporting as of December 31, 2015.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders of Comfort Systems USA, Inc.

We have audited the accompanying consolidated balance sheets of Comfort Systems USA, Inc. as of December 31, 2015 and 2014, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Comfort Systems USA, Inc. at December 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Comfort Systems USA, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework)* and our report dated February 23, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Houston, Texas
February 23, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Comfort Systems USA, Inc.

We have audited Comfort Systems USA, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework)* (the COSO criteria). Comfort Systems USA, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Comfort Systems USA, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Comfort Systems USA, Inc. as of December 31, 2015 and 2014, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2015 of Comfort Systems USA, Inc. and our report dated February 23, 2016 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Houston, Texas
February 23, 2016

COMFORT SYSTEMS USA, INC.
CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Amounts)

	December 31,	
	2015	2014
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 56,464	\$ 32,064
Accounts receivable, less allowance for doubtful accounts of \$5,158 and \$4,379, respectively	302,052	303,575
Other receivables	20,642	15,520
Inventories	7,941	8,646
Prepaid expenses and other	5,836	6,168
Costs and estimated earnings in excess of billings	31,338	27,620
Assets related to discontinued operations	—	176
Total current assets	<u>424,273</u>	<u>393,769</u>
PROPERTY AND EQUIPMENT, NET	60,813	55,759
GOODWILL	143,874	140,341
IDENTIFIABLE INTANGIBLE ASSETS, NET	41,079	45,666
OTHER NONCURRENT ASSETS	21,555	20,407
Total assets	<u>\$ 691,594</u>	<u>\$ 655,942</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	\$ 500	\$ —
Current maturities of long-term capital lease obligations	251	317
Accounts payable	106,684	106,211
Accrued compensation and benefits	54,079	44,683
Billings in excess of costs and estimated earnings	85,397	77,446
Accrued self-insurance expense	29,803	28,903
Other current liabilities	28,677	24,513
Liabilities related to discontinued operations	—	263
Total current liabilities	<u>305,391</u>	<u>282,336</u>
LONG-TERM DEBT	10,500	39,500
LONG-TERM CAPITAL LEASE OBLIGATIONS	256	529
DEFERRED INCOME TAX LIABILITIES	1,810	1,310
OTHER LONG-TERM LIABILITIES	8,632	10,874
Total liabilities	<u>326,589</u>	<u>334,549</u>
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, \$.01 par, 5,000,000 shares authorized, none issued and outstanding	—	—
Common stock, \$.01 par, 102,969,912 shares authorized, 41,123,365 and 41,123,365 shares issued, respectively	411	411
Treasury stock, at cost, 3,696,781 and 3,853,586 shares, respectively	(46,845)	(43,598)
Additional paid-in capital	323,765	320,084
Retained earnings	69,390	29,384
Comfort Systems USA, Inc. stockholders' equity	<u>346,721</u>	<u>306,281</u>
Noncontrolling interests	18,284	15,112
Total stockholders' equity	<u>365,005</u>	<u>321,393</u>
Total liabilities and stockholders' equity	<u>\$ 691,594</u>	<u>\$ 655,942</u>

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

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Data)

	Year Ended December 31,		
	2015	2014	2013
REVENUE	\$ 1,580,519	\$ 1,410,795	\$ 1,357,272
COST OF SERVICES	1,262,390	1,161,024	1,117,389
Gross profit	318,129	249,771	239,883
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	228,965	207,652	194,214
GOODWILL IMPAIRMENT	—	727	—
GAIN ON SALE OF ASSETS	(880)	(830)	(589)
Operating income	90,044	42,222	46,258
OTHER INCOME (EXPENSE):			
Interest income	72	18	23
Interest expense	(1,753)	(1,858)	(1,351)
Changes in the fair value of contingent earn-out obligations	225	(245)	1,646
Other	76	91	204
Other income (expense)	(1,380)	(1,994)	522
INCOME BEFORE INCOME TAXES	88,664	40,228	46,780
INCOME TAX EXPENSE	31,224	11,614	18,148
INCOME FROM CONTINUING OPERATIONS	57,440	28,614	28,632
Income (loss) from discontinued operations, net of income tax expense (benefit) of \$—, \$(10) and \$(119)	—	(15)	(76)
NET INCOME INCLUDING NONCONTROLLING INTERESTS	57,440	28,599	28,556
Less: Net income attributable to noncontrolling interests	8,076	5,536	1,287
NET INCOME ATTRIBUTABLE TO COMFORT SYSTEMS USA, INC	\$ 49,364	\$ 23,063	\$ 27,269
INCOME PER SHARE ATTRIBUTABLE TO COMFORT SYSTEMS USA, INC.:			
Basic—			
Income from continuing operations	\$ 1.32	\$ 0.61	\$ 0.73
Income from discontinued operations	—	—	—
Net income	\$ 1.32	\$ 0.61	\$ 0.73
Diluted—			
Income from continuing operations	\$ 1.30	\$ 0.61	\$ 0.73
Income from discontinued operations	—	—	—
Net income	\$ 1.30	\$ 0.61	\$ 0.73
SHARES USED IN COMPUTING INCOME PER SHARE:			
Basic	37,442	37,547	37,245
Diluted	37,868	37,797	37,536
DIVIDENDS PER SHARE	\$ 0.250	\$ 0.225	\$ 0.210

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

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In Thousands, Except Share Amounts)

	Common Stock		Treasury Stock		Additional Paid-In Capital	Retained Earnings (Deficit)	Non- Controlling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
BALANCE AT DECEMBER 31, 2012	41,123,365	411	(3,879,299)	(41,012)	317,534	(6,528)	16,901	287,306
Net income	—	—	—	—	—	27,269	1,287	28,556
Issuance of Stock:								
Issuance of shares for options exercised including tax benefit	—	—	439,762	4,711	522	—	—	5,233
Issuance of restricted stock	—	—	122,375	1,301	(1,301)	—	—	—
Shares received in lieu of tax withholding payment on vested restricted stock	—	—	(45,266)	(631)	—	—	—	(631)
Tax benefit from vesting of restricted stock	—	—	—	—	184	—	—	184
Forfeiture of unvested restricted stock	—	—	(469)	(5)	5	—	—	—
Stock-based compensation expense	—	—	—	—	3,041	—	—	3,041
Dividends	—	—	—	—	(1,862)	(5,973)	—	(7,835)
Share repurchase	—	—	(125,541)	(1,832)	—	—	—	(1,832)
BALANCE AT DECEMBER 31, 2013	41,123,365	411	(3,488,438)	(37,468)	318,123	14,768	18,188	314,022
Net income	—	—	—	—	—	23,063	5,536	28,599
Issuance of Stock:								
Issuance of shares for options exercised including tax benefit	—	—	103,619	1,132	79	—	—	1,211
Issuance of restricted stock	—	—	115,044	1,243	(1,243)	—	—	—
Shares received in lieu of tax withholding payment on vested restricted stock	—	—	(34,657)	(531)	—	—	—	(531)
Tax benefit from vesting of restricted stock	—	—	—	—	133	—	—	133
Stock-based compensation expense	—	—	—	—	2,992	—	—	2,992
Dividends	—	—	—	—	—	(8,447)	—	(8,447)
Distribution to noncontrolling interest	—	—	—	—	—	—	(8,612)	(8,612)
Share repurchase	—	—	(549,154)	(7,974)	—	—	—	(7,974)
BALANCE AT DECEMBER 31, 2014	41,123,365	411	(3,853,586)	(43,598)	320,084	29,384	15,112	321,393
Net income	—	—	—	—	—	49,364	8,076	57,440
Issuance of Stock:								
Issuance of shares for options exercised including tax benefit	—	—	317,333	3,728	966	—	—	4,694
Issuance of restricted stock & performance stock	—	—	200,015	2,292	(626)	—	—	1,666
Shares received in lieu of tax withholding payment on vested restricted stock	—	—	(44,590)	(937)	—	—	—	(937)
Tax benefit from vesting of restricted stock	—	—	—	—	284	—	—	284
Stock-based compensation expense	—	—	—	—	3,057	—	—	3,057
Dividends	—	—	—	—	—	(9,358)	—	(9,358)
Distribution to noncontrolling interest	—	—	—	—	—	—	(4,904)	(4,904)
Share repurchase	—	—	(315,953)	(8,330)	—	—	—	(8,330)
BALANCE AT DECEMBER 31, 2015	<u>41,123,365</u>	<u>\$ 411</u>	<u>(3,696,781)</u>	<u>\$ (46,845)</u>	<u>\$ 323,765</u>	<u>\$ 69,390</u>	<u>\$ 18,284</u>	<u>\$ 365,005</u>

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

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

	Year Ended December 31,		
	2015	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income including noncontrolling interests	\$ 57,440	\$ 28,599	\$ 28,556
Adjustments to reconcile net income to net cash provided by operating activities—			
Amortization of identifiable intangible assets	7,481	7,653	7,132
Depreciation expense	15,935	13,683	11,440
Goodwill impairment	—	727	—
Bad debt expense	1,552	1,275	19
Deferred tax expense (benefit)	(414)	(4,579)	4,514
Amortization of debt financing costs	317	283	245
Gain on sale of assets	(880)	(830)	(589)
Changes in the fair value of contingent earn-out obligations	(225)	245	(1,646)
Stock-based compensation expense	5,609	4,806	3,974
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures	—		
(Increase) decrease in—			
Receivables, net	(3,584)	(18,339)	(12,427)
Inventories	956	281	1,208
Prepaid expenses and other current assets	364	1,494	(109)
Costs and estimated earnings in excess of billings	(3,630)	2,744	(1,918)
Other noncurrent assets	(479)	(321)	(491)
Increase (decrease) in—			
Accounts payable and accrued liabilities	11,617	(4,078)	6,776
Billings in excess of costs and estimated earnings	7,908	7,545	(9,226)
Other long-term liabilities	(2,100)	1,364	965
Net cash provided by operating activities	<u>97,867</u>	<u>42,552</u>	<u>38,423</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of property and equipment	(20,808)	(19,183)	(17,403)
Proceeds from sales of property and equipment	1,338	1,355	1,107
Proceeds from businesses sold	—	—	43
Cash paid for acquisitions, earn-outs and intangible assets, net of cash acquired	(6,158)	(56,314)	—
Net cash used in investing activities	<u>(25,628)</u>	<u>(74,142)</u>	<u>(16,253)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from revolving line of credit	24,500	128,500	43,000
Payments on revolving line of credit	(53,000)	(90,000)	(43,000)
Payments on other long-term debt	—	(2,000)	(5,400)
Payments on capital lease obligations	(443)	(115)	—
Debt financing costs	—	(568)	(552)
Payments of dividends to stockholders	(9,358)	(8,444)	(7,875)
Share repurchase program	(8,330)	(7,974)	(1,832)
Shares received in lieu of tax withholding	(937)	(531)	(631)
Excess tax benefit of stock-based compensation	1,240	115	534
Proceeds from exercise of options	3,738	1,229	4,883
Distributions to noncontrolling interests	(4,904)	(8,612)	—
Payments for contingent consideration arrangements	(345)	—	—
Net cash provided by (used in) financing activities	<u>(47,839)</u>	<u>11,600</u>	<u>(10,873)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<u>24,400</u>	<u>(19,990)</u>	<u>11,297</u>
CASH AND CASH EQUIVALENTS, beginning of year—continuing operations and discontinued operations	32,064	52,054	40,757
CASH AND CASH EQUIVALENTS, end of year—continuing operations and discontinued operations	<u>\$ 56,464</u>	<u>\$ 32,064</u>	<u>\$ 52,054</u>

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

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015

1. Business and Organization

Comfort Systems USA, Inc., a Delaware corporation, provides comprehensive mechanical contracting services, which principally includes heating, ventilation and air conditioning ("HVAC"), plumbing, piping and controls, as well as off-site construction, electrical, monitoring and fire protection. We install, maintain, repair and replace products and systems throughout the United States. Approximately 44% of our consolidated 2015 revenue is attributable to installation of systems in newly constructed facilities, with the remaining 56% attributable to maintenance, repair and replacement services.

Our consolidated 2015 revenue was derived from the following service activities, all of which are in the mechanical services industry, the single industry segment we serve:

<u>Service Activity</u>	<u>Revenue</u>	
	<u>\$ in thousands</u>	<u>%</u>
HVAC	\$ 1,216,999	77%
Plumbing	221,273	14%
Building Automation Control Systems	79,026	5%
Other	63,221	4%
Total	<u>\$ 1,580,519</u>	<u>100%</u>

2. Summary of Significant Accounting Policies***Principles of Consolidation***

These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The accompanying consolidated financial statements include our accounts and those of our subsidiaries in which we have a controlling interest. All significant intercompany accounts and transactions have been eliminated. Certain amounts in prior periods may have been reclassified to conform to the current period presentation. The effects of the reclassifications were not material to the consolidated financial statements.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, revenue and expenses and disclosures regarding contingent assets and liabilities. Actual results could differ from those estimates. The most significant estimates used in our financial statements affect revenue and cost recognition for construction contracts, the allowance for doubtful accounts, self-insurance accruals, deferred tax assets, warranty accruals, fair value accounting for acquisitions and the quantification of fair value for reporting units in connection with our goodwill impairment testing. In 2015, two operating locations came to an agreement with customers on multiple jobs and received approved change orders, which resulted in the recognition of additional revenue with minimal additional costs resulting in a project gain of \$3.4 million, on a pre-tax basis. In the twelve months ended December 31, 2014, one of our operating locations recorded a revision in contract estimate on a project in a loss position resulting in a writedown to this individual project of \$4.4 million, on a pre-tax basis.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

2. Summary of Significant Accounting Policies (Continued)

Cash Flow Information

We consider all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Cash paid (in thousands) for:

	Year Ended December 31,		
	2015	2014	2013
Interest	\$ 1,408	\$ 1,764	\$ 799
Income taxes	35,538	15,366	15,821
Total	<u>\$ 36,946</u>	<u>\$ 17,130</u>	<u>\$ 16,620</u>

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." ASU 2014-09 provides a framework that replaces the existing revenue recognition guidance. The guidance can be applied on a full retrospective or modified retrospective basis whereby the entity records a cumulative effect of initially applying this update at the date of initial application. We currently plan to use the modified retrospective basis on the adoption date. It is effective for annual periods beginning after December 15, 2017, including interim periods within that reporting period. We are currently evaluating the potential impact of this authoritative guidance on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, "Simplifying the Presentation of Debt Issue Costs." Under ASU 2015-03, an entity presents debt issue costs related to a note in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Entities would apply the new guidance retrospectively to all prior periods. In August 2015, the FASB issued ASU No. 2015-15, "Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements." The amendment clarifies ASU 2015-03 and provides that an entity may defer and present debt issuance costs for a line-of-credit or other revolving credit facility arrangement as an asset and subsequently amortize the deferred debt issuance costs ratably over the term of the arrangement, regardless of whether there are any outstanding borrowings on the arrangement. As such, we will continue to include debt issuance costs for our revolving credit facility arrangements in other noncurrent assets. These ASUs are effective for annual periods beginning after December 15, 2015, including interim periods within that reporting period. We early adopted these ASUs on December 31, 2015, which did not have a material impact on our consolidated financial statements.

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory", which requires that inventory within the scope of the guidance be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonable predictable costs of completion, disposal and transportation. Inventory measured using last-in, first-out (LIFO) and the retail inventory method (RIM) are not impacted by the new guidance. Entities should apply the new guidance prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. It is effective for fiscal years

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

2. Summary of Significant Accounting Policies (Continued)

beginning after December 15, 2016, including interim periods within those fiscal years. We are currently evaluating the potential impact of this authoritative guidance on our consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, "Simplifying the Accounting for Measurement-Period Adjustments", which eliminates the requirement for an acquirer in a business combination to account for measurement-period adjustments retrospectively. Instead, acquirers must recognize measurement-period adjustments during the period in which they determine the amounts, including the effect on earnings of any amounts they would have recorded in previous periods if the accounting had been completed at the acquisition date. It is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. We early adopted this ASU in the third quarter of 2015 and its adoption did not have a material impact on our consolidated financial statements.

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17"). The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. ASU 2015-17 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. We early adopted ASU 2015-17 in the fourth quarter of 2015 on a retrospective basis. Accordingly, we reclassified \$19.4 million of current deferred tax assets and \$0.3 million of current deferred tax liabilities to noncurrent as of December 31, 2014 in our Consolidated Balance Sheet.

Revenue Recognition

Approximately 82% of our revenue was earned on a project basis and recognized through the percentage of completion method of accounting. Under this method, contract revenue recognizable at any time during the life of a contract is determined by multiplying expected total contract revenue by the percentage of contract costs incurred at any time to total estimated contract costs. More specifically, as part of the negotiation and bidding process in connection with obtaining installation contracts, we estimate our contract costs, which include all direct materials (exclusive of rebates), labor and subcontract costs and indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation costs. These contract costs are included in our results of operations under the caption "Cost of Services." Then, as we perform under those contracts, we measure costs incurred, compare them to total estimated costs to complete the contract and recognize a corresponding proportion of contract revenue. Labor costs are considered to be incurred as the work is performed. Subcontractor labor is recognized as the work is performed, but is generally subjected to approval as to milestones or other evidence of completion. Non-labor project costs consist of purchased equipment, prefabricated materials and other materials. Purchased equipment on our projects is substantially produced to job specifications and is a value added element to our work. The costs are considered to be incurred when title is transferred to us, which typically is upon delivery to the work site. Prefabricated materials, such as ductwork and piping, are generally performed at our shops and recognized as contract costs when fabricated for the unique specifications of the job. Other materials costs are not significant and are generally recorded when delivered to the work site. This measurement

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

2. Summary of Significant Accounting Policies (Continued)

and comparison process requires updates to the estimate of total costs to complete the contract, and these updates may include subjective assessments.

We generally do not incur significant costs prior to receiving a contract, and therefore, these costs are expensed as incurred. In limited circumstances, when significant pre-contract costs are incurred, they are deferred if the costs can be directly associated with a specific contract and if their recoverability from the contract is probable. Upon receiving the contract, these costs are included in contract costs. Deferred costs associated with unsuccessful contract bids are written off in the period that we are informed that we will not be awarded the contract.

Project contracts typically provide for a schedule of billings or invoices to the customer based on reaching agreed upon milestones or as we incur costs. The schedules for such billings usually do not precisely match the schedule on which costs are incurred. As a result, contract revenue recognized in the statement of operations can and usually does differ from amounts that can be billed or invoiced to the customer at any point during the contract. Amounts by which cumulative contract revenue recognized on a contract as of a given date exceed cumulative billings to the customer under the contract are reflected as a current asset in our balance sheet under the caption "Costs and estimated earnings in excess of billings." Amounts by which cumulative billings to the customer under a contract as of a given date exceed cumulative contract revenue recognized on the contract are reflected as a current liability in our balance sheet under the caption "Billings in excess of costs and estimated earnings."

Contracts in progress are as follows (in thousands):

	December 31,	
	2015	2014
Costs incurred on contracts in progress	\$ 1,135,279	\$ 1,193,857
Estimated earnings, net of losses	188,243	151,950
Less—Billings to date	(1,377,581)	(1,395,633)
	<u>\$ (54,059)</u>	<u>\$ (49,826)</u>
Costs and estimated earnings in excess of billings	\$ 31,338	\$ 27,620
Billings in excess of costs and estimated earnings	(85,397)	(77,446)
	<u>\$ (54,059)</u>	<u>\$ (49,826)</u>

Accounts receivable include amounts billed to customers under retention or retainage provisions in construction contracts. Such provisions are standard in our industry and usually allow for a small portion of progress billings or the contract price to be withheld by the customer until after we have completed work on the project, typically for a period of six months. Based on our experience with similar contracts in recent years, the majority of our billings for such retention balances at each balance sheet date are finalized and collected within the subsequent year. Retention balances at December 31, 2015 and 2014 were \$51.6 million and \$50.5 million, respectively, and are included in accounts receivable.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

2. Summary of Significant Accounting Policies (Continued)

Accounts payable at December 31, 2015 and 2014 included \$7.8 million and \$8.9 million of retainage under terms of contracts with subcontractors, respectively. The majority of the retention balances at each balance sheet date are finalized and paid within the subsequent year.

The percentage of completion method of accounting is also affected by changes in job performance, job conditions and final contract settlements. These factors may result in revisions to estimated costs and, therefore, revenue. Such revisions are frequently based on further estimates and subjective assessments. The effects of these revisions are recognized in the period in which the revisions are determined. When such revisions lead to a conclusion that a loss will be recognized on a contract, the full amount of the estimated ultimate loss is recognized in the period such a conclusion is reached, regardless of the percentage of completion of the contract.

Revisions to project costs and conditions can give rise to change orders under which the customer agrees to pay additional contract price. Revisions can also result in claims we might make against the customer to recover project variances that have not been satisfactorily addressed through change orders with the customer. Except in certain circumstances, we do not recognize revenue or margin based on change orders or claims until they have been agreed upon with the customer. The amount of revenue associated with unapproved change orders and claims was immaterial for the year ended December 31, 2015.

Variations from estimated project costs could have a significant impact on our operating results, depending on project size, and the recoverability of the variation via additional customer payments.

Revenue associated with maintenance, repair and monitoring services and related contracts are recognized as services are performed. Amounts associated with unbilled service work orders are reflected as a current asset in our balance sheet under the caption "Costs and estimated earnings in excess of billings" and amounts billed in advance of work orders being performed are reflected as a current liability in our balance sheet under the caption "Billings in excess of costs and estimated earnings."

Accounts Receivable

The carrying value of our receivables, net of the allowance for doubtful accounts, represents the estimated net realizable value. We estimate our allowance for doubtful accounts based upon the creditworthiness of our customers, prior collection history, ongoing relationships with our customers, the aging of past due balances, our lien rights, if any, in the property where we performed the work and the availability, if any, of payment bonds applicable to the contract. The receivables are written off when they are deemed to be uncollectible.

Inventories

Inventories consist of parts and supplies that we purchase and hold for use in the ordinary course of business and are stated at the lower of cost or market using the average-cost method.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

2. Summary of Significant Accounting Policies (Continued)

Property and Equipment

Property and equipment are stated at cost, and depreciation is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are capitalized and amortized over the lesser of the expected life of the lease or the estimated useful life of the asset.

Expenditures for repairs and maintenance are charged to expense when incurred. Expenditures for major renewals and betterments, which extend the useful lives of existing equipment, are capitalized and depreciated over the remaining useful life of the equipment. Upon retirement or disposition of property and equipment, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in "Gain on sale of assets" in the statement of operations.

Recoverability of Goodwill and Identifiable Intangible Assets

Goodwill is the excess of purchase price over the fair value of the net assets of acquired businesses. We assess goodwill for impairment each year, and more frequently if circumstances suggest an impairment may have occurred.

When the carrying value of a given reporting unit exceeds its fair value, an impairment loss is recorded to the extent that the implied fair value of the goodwill of the reporting unit is less than its carrying value. If other reporting units have had increases in fair value, such increases may not be recorded. Accordingly, such increases may not be netted against impairments at other reporting units. The requirements for assessing whether goodwill has been impaired involve market-based information. This information, and its use in assessing goodwill, entails some degree of subjective assessment.

We perform our annual impairment testing as of October 1 and any impairment charges resulting from this process are reported in the fourth quarter. We segregate our operations into reporting units based on the degree of operating and financial independence of each unit and our related management of them. We perform our annual goodwill impairment testing at the reporting unit level. Each of our operating units represents an operating segment, and our operating segments are our reporting units.

In the evaluation of goodwill for impairment, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances lead to a determination that it is more likely than not that the fair value of one of our reporting units is greater than its carrying value. If, after completing such assessment, we determine it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then there is no need to perform any further testing. If we conclude otherwise, then we perform the first step of a two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying value of the reporting unit.

We estimate the fair value of the reporting unit based on two market approaches and an income approach, which utilizes discounted future cash flows. Assumptions critical to the fair value estimates under the discounted cash flow model include discount rates, cash flow projections, projected long-term growth rates and the determination of terminal values. The market approaches utilized market multiples of invested capital from comparable publicly traded companies ("public company approach") and comparable transactions ("transaction approach"). The market multiples from invested capital

COMFORT SYSTEMS USA, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****December 31, 2015****2. Summary of Significant Accounting Policies (Continued)**

include revenue, book equity plus debt and earnings before interest, taxes, depreciation and amortization ("EBITDA").

We amortize identifiable intangible assets with finite lives over their useful lives. Changes in strategy and/or market condition may result in adjustments to recorded intangible asset balances.

Long-Lived Assets

Long-lived assets are comprised principally of goodwill, identifiable intangible assets, property and equipment, and deferred income tax assets. We periodically evaluate whether events and circumstances have occurred that indicate that the remaining balances of these assets may not be recoverable. We use estimates of future income from operations and cash flows, as well as other economic and business factors, to assess the recoverability of these assets.

Acquisitions

We recognize assets acquired and liabilities assumed in business combinations, including contingent assets and liabilities, based on fair value estimates as of the date of acquisition.

Contingent Consideration—In certain acquisitions, we agree to pay additional amounts to sellers contingent upon achievement by the acquired businesses of certain predetermined profitability targets. We have recognized liabilities for these contingent obligations based on their estimated fair value at the date of acquisition with any differences between the acquisition date fair value and the ultimate settlement of the obligations being recognized in income from operations.

Contingent Assets and Liabilities—Assets and liabilities arising from contingencies are recognized at their acquisition date fair value when their respective fair values can be determined. If the fair values of such contingencies cannot be determined, they are recognized at the acquisition date if the contingencies are probable and an amount can be reasonably estimated. Acquisition date fair value estimates are revised as necessary if, and when, additional information regarding these contingencies becomes available to further define and quantify assets acquired and liabilities assumed.

Self-Insurance Liabilities

We are substantially self-insured for workers' compensation, employer's liability, auto liability, general liability and employee group health claims, in view of the relatively high per-incident deductibles we absorb under our insurance arrangements for these risks. Losses up to deductible amounts are estimated and accrued based upon known facts, historical trends and industry averages. Loss estimates associated with the larger and longer-developing risks—workers' compensation, auto liability and general liability—are reviewed by a third-party actuary quarterly. Our self-insurance arrangements are further discussed in Note 12 "Commitments and Contingencies."

Warranty Costs

We typically warrant labor for the first year after installation on new HVAC systems. We generally warrant labor for thirty days after servicing of existing HVAC systems. A reserve for warranty costs is

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

2. Summary of Significant Accounting Policies (Continued)

estimated and recorded based upon the historical level of warranty claims and management's estimate of future costs.

Income Taxes

We are subject to income tax in the United States and Puerto Rico and file a consolidated return for federal income tax purposes. Income taxes are provided for under the liability method, which takes into account differences between financial statement treatment and tax treatment of certain transactions.

Deferred income taxes are based on the difference between the financial reporting and tax basis of assets and liabilities. The deferred income tax provision represents the change during the reporting period in the deferred tax assets and deferred tax liabilities, net of the effect of acquisitions and dispositions. Deferred tax assets include tax loss and credit carryforwards and are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

We regularly evaluate valuation allowances established for deferred tax assets for which future realization is uncertain. We perform this evaluation quarterly. In assessing the realizability of deferred tax assets, we must consider whether it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. We consider all available evidence, both positive and negative, in determining whether a valuation allowance is required. Such evidence includes the scheduled reversal of deferred tax liabilities, projected future taxable income, taxable income in prior carryback years and tax planning strategies in making this assessment, and judgment is required in considering the relative weight of negative and positive evidence.

Significant judgment is required in assessing the timing and amounts of deductible and taxable items. We establish reserves when, despite our belief that our tax return positions are supportable, we believe that certain positions may be disallowed. When facts and circumstances change, we adjust these reserves through our provision for income taxes.

To the extent interest and penalties may be assessed by taxing authorities on any underpayment of income tax, such amounts have been accrued and are classified as a component of income tax expense in our Consolidated Statements of Operations.

Segment Disclosure

Our activities are within the mechanical services industry, which is the single industry segment we serve. Each operating unit represents an operating segment and these segments have been aggregated, as the operating units meet all of the aggregation criteria.

Concentrations of Credit Risk

We provide services in a broad range of geographic regions. Our credit risk primarily consists of receivables from a variety of customers including general contractors, property owners and developers and commercial and industrial companies. We are subject to potential credit risk related to changes in business and economic factors throughout the United States within the nonresidential construction

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

2. Summary of Significant Accounting Policies (Continued)

industry. However, we are entitled to payment for work performed and have certain lien rights in that work. Further, we believe that our contract acceptance, billing and collection policies are adequate to manage potential credit risk. We regularly review our accounts receivable and estimate an allowance for uncollectible amounts. We have a diverse customer base, with no single customer accounting for more than 3% of consolidated 2015 revenue.

Financial Instruments

Our financial instruments consist of cash and cash equivalents, accounts receivable, other receivables, accounts payable, life insurance policies, notes to former owners, capital leases, and a revolving credit facility. We believe that the carrying values of these instruments on the accompanying balance sheets approximate their fair values.

3. Fair Value Measurements

We classify and disclose assets and liabilities carried at fair value in one of the following three categories:

- Level 1—quoted prices in active markets for identical assets and liabilities;
- Level 2—observable market based inputs or unobservable inputs that are corroborated by market data; and
- Level 3—significant unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following table summarizes the fair values, and levels within the fair value hierarchy in which the fair value measurements fall, for assets and liabilities measured on a recurring basis as of December 31, 2015 (in thousands):

	Balance December 31, 2015	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	\$ 56,464	\$ 56,464	\$ —	\$ —
Life insurance—cash surrender value	\$ 3,646	\$ —	\$ 3,646	\$ —
Contingent earn-out obligations	\$ 450	\$ —	\$ —	\$ 450

Cash and cash equivalents consist primarily of highly rated money market funds at a variety of well-known institutions with original maturities of three months or less. The original cost of these assets approximates fair value due to their short term maturity.

One of our operations has life insurance policies covering 49 employees with a combined face value of \$45.7 million. The policies are invested in mutual funds and the fair value measurement of the cash surrender balance associated with these policies is determined using Level 2 inputs within the fair value hierarchy and will vary with investment performance. The cash surrender value of these policies is \$3.6 million as of December 31, 2015 and \$3.2 million as of December 31, 2014. These assets are included in "Other Noncurrent Assets" in our consolidated balance sheets.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

3. Fair Value Measurements (Continued)

We value contingent earn-out obligations using a probability weighted discounted cash flow method. This fair value measurement is based on significant unobservable inputs in the market and thus represents a Level 3 measurement within the fair value hierarchy. This analysis reflects the contractual terms of the purchase agreements (e.g., minimum and maximum payments, length of earn-out periods, manner of calculating any amounts due, etc.) and utilizes assumptions with regard to future cash flows, probabilities of achieving such future cash flows and a discount rate. The contingent earn-out obligations are measured at fair value each reporting period and changes in estimates of fair value are recognized in earnings.

The table below presents a reconciliation of the fair value of our contingent earn-out obligations that use significant unobservable inputs (Level 3) (in thousands).

	December 31,	
	2015	2014
Balance at beginning of year	\$ 670	\$ 320
Issuances	350	200
Settlements	(345)	(95)
Adjustments to fair value	(225)	245
Balance at end of year	<u>\$ 450</u>	<u>\$ 670</u>

We measure certain assets at fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be other-than-temporarily impaired. No goodwill or other intangible asset impairments were recorded during the year ended December 31, 2015. During the year ended December 31, 2014, we recorded a goodwill impairment charge of \$0.7 million based on Level 3 measurements. See Note 6 "Goodwill and Identifiable Intangible Assets, Net" for further discussion. We did not recognize any other impairments on those assets required to be measured at fair value on a nonrecurring basis.

4. Acquisitions*Acquisition of DynaTen*

On May 1, 2014, we closed a transaction to acquire DynaTen Corporation ("DynaTen") which reports as a separate operating unit in Northern Texas. DynaTen is a regional mechanical contractor based in Fort Worth, Texas that engages in a broad range of mechanical contracting projects, HVAC services and controls, in the Dallas/Fort Worth metroplex and in surrounding areas. The total purchase price, which was finalized in the first quarter of 2015, was \$40.5 million, of which \$19.8 million was allocated to goodwill.

Other Acquisitions

We completed various other acquisitions in 2015 and 2014, which were not material, individually or in the aggregate, and were "tucked-in" with existing operations. The total purchase price for the "tucked-in" acquisitions, including earn-outs, was \$8.3 million in 2015 and \$15.4 million in 2014. No acquisitions were completed in 2013. One of the "tucked-in" acquisitions was completed on the last day

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

4. Acquisitions (Continued)

of the fourth quarter of 2015 with cash funding occurring in early January 2016. Our consolidated balance sheet includes preliminary allocations of the purchase price to the assets acquired and liabilities assumed for this acquisition pending the completion of the final valuation of intangible assets and purchase price adjustments. The results of operations of acquisitions are included in our consolidated financial statements from their respective acquisition dates. Additional contingent purchase price ("earn-out") has been or will be paid if certain acquisitions achieve predetermined profitability targets. Such earn-outs are not subject to the continued employment of the sellers.

5. Discontinued Operations

During the fourth quarter of 2012, we substantially completed the shutdown of our operation located in Delaware, which we decided to curtail operating in the fourth quarter of 2011. No activity was reported for the year ended December 31, 2015. The after tax loss was less than \$0.1 million for the year ended December 31, 2014 and \$0.1 million for the year ended December 31, 2013. These results have been recorded in discontinued operations under "Income (loss) from discontinued operations, net of income tax expense (benefit)."

Our consolidated statements of operations and the related earnings per share amounts have been restated to reflect the effects of the discontinued operations. No interest expense has been allocated to discontinued operations.

Revenue and pre-tax income (loss) related to discontinued operations are as follows (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Revenue	—	\$ 7	\$ 49
Pre-tax loss	—	\$ (25)	\$ (195)

6. Goodwill and Identifiable Intangible Assets, Net**Goodwill**

The changes in the carrying amount of goodwill are as follows (in thousands):

	December 31,	
	2015	2014
Balance at beginning of year	\$ 140,341	\$ 114,588
Additions (See Note 4)	3,533	26,480
Impairment adjustment	—	(727)
Balance at end of year	<u>\$ 143,874</u>	<u>\$ 140,341</u>

We perform our annual impairment testing on October 1, or more frequently, if events and circumstances indicate impairment may have occurred. As discussed in Note 2, "Summary of Significant

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

6. Goodwill and Identifiable Intangible Assets, Net (Continued)

Accounting Policies," we have the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than the carrying value.

During our annual impairment testing on October 1, we performed a qualitative assessment for each reporting unit, which considered various factors, including changes in the carrying value of the reporting unit, forecasted operating results, long-term growth rates and discount rates. Additionally, we considered qualitative key events and circumstances (i.e. macroeconomic environment, industry and market specific conditions, cost factors and events specific to the reporting unit, etc.). Based on this assessment, we concluded that it was more likely than not that the fair value of each of the reporting units was greater than its carrying value. Accordingly, no further testing was required.

There was no impairment of goodwill as a result of our annual goodwill impairment test in 2015 and 2014. Prior to our annual goodwill impairment test in 2014, we recorded a goodwill impairment charge of \$0.7 million during the second quarter of 2014. Based on market activity declines and write-downs incurred on several jobs, we determined that the operating environment, conditions and performance at our operating unit based in California could no longer support the related goodwill balance. When the carrying value of a given reporting unit exceeds its fair value, an impairment loss is recorded to the extent that the implied fair value of the goodwill of the reporting unit is less than its carrying value. The fair value was estimated using a discounted cash flow model combined with market valuation approaches.

There are significant inherent uncertainties and management judgment involved in estimating the fair value of each reporting unit. While we believe we have made reasonable estimates and assumptions to estimate the fair value of our reporting units, it is possible that a material change could occur. If actual results are not consistent with our current estimates and assumptions, or the current economic outlook worsens, goodwill impairment charges may be recorded in future periods.

Identifiable Intangible Assets, Net

Identifiable intangible assets consist of the following (dollars in thousands):

	Estimated Useful Lives in Years	December 31,			
		2015		2014	
		Gross Book Value	Accumulated Amortization	Gross Book Value	Accumulated Amortization
Customer relationships	2 - 15	\$ 53,334	\$ (31,960)	\$ 50,440	\$ (26,287)
Backlog	1 - 2	1,600	(1,412)	1,600	(829)
Noncompete agreements	2 - 7	2,890	(2,890)	2,890	(2,868)
Tradenames	2 - 25	27,995	(8,478)	27,995	(7,275)
Total		\$ 85,819	\$ (44,740)	\$ 82,925	\$ (37,259)

The amounts attributable to customer relationships, noncompete agreements and tradenames are amortized to "Selling, General and Administrative Expenses" on a pattern of economic benefit or a straight-line method over periods from two to twenty-five years. The amounts attributable to backlog are being amortized to "Cost of Services" on a proportionate method over the remaining backlog

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

6. Goodwill and Identifiable Intangible Assets, Net (Continued)

period. Amortization expense for the years ended December 31, 2015, 2014 and 2013 was \$7.5 million, \$7.7 million and \$7.1 million, respectively.

At December 31, 2015, future amortization expense of identifiable intangible assets is as follows (in thousands):

Year ended December 31—	
2016	\$ 5,956
2017	4,640
2018	3,850
2019	3,430
2020	3,102
Thereafter	20,101
Total	<u>\$ 41,079</u>

7. Property and Equipment

Property and equipment consist of the following (dollars in thousands):

	Estimated Useful Lives in Years	December 31,	
		2015	2014
Land	—	\$ 2,745	\$ 2,745
Transportation equipment	1 - 10	64,951	56,229
Machinery and equipment	1 - 20	25,118	24,430
Computer and telephone equipment	1 - 10	21,141	19,812
Buildings and leasehold improvements	1 - 40	30,319	27,720
Furniture and fixtures	1 - 17	4,181	4,461
		<u>148,455</u>	<u>135,397</u>
Less—Accumulated depreciation		(87,642)	(79,638)
Property and equipment, net		<u>\$ 60,813</u>	<u>\$ 55,759</u>

Depreciation expense, including capital lease amortization, for the years ended December 31, 2015, 2014 and 2013 was \$15.9 million, \$13.7 million and \$11.4 million, respectively.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

8. Detail of Certain Balance Sheet Accounts

Activity in our allowance for doubtful accounts consists of the following (in thousands):

	December 31,		
	2015	2014	2013
Balance at beginning of year	\$ 4,379	\$ 4,460	\$ 6,333
Additions for bad debt expense	1,552	1,275	19
Deductions for uncollectible receivables written off, net of recoveries	(798)	(1,650)	(1,892)
Allowance for doubtful accounts of acquired companies at date of acquisition	25	294	—
Balance at end of year	<u>\$ 5,158</u>	<u>\$ 4,379</u>	<u>\$ 4,460</u>

Other current liabilities consist of the following (in thousands):

	December 31,	
	2015	2014
Accrued warranty costs	\$ 7,746	\$ 7,227
Accrued job losses	1,365	1,329
Accrued rent and lease obligations	891	953
Accrued sales and use tax	2,216	1,945
Deferred revenue	2,175	1,538
Liabilities due to former owners	2,650	520
Other current liabilities	11,634	11,001
	<u>\$ 28,677</u>	<u>\$ 24,513</u>

9. Long-Term Debt Obligations

Long-term debt obligations consist of the following (in thousands):

	December 31,	
	2015	2014
Revolving credit facility	\$ 10,000	\$ 38,500
Notes to former owners	1,000	1,000
Capital lease obligations	507	846
Total debt	11,507	40,346
Less—current portion	(751)	(317)
Total long-term portion of debt	<u>\$ 10,756</u>	<u>\$ 40,029</u>

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

9. Long-Term Debt Obligations (Continued)

At December 31, 2015, future principal payments of debt are as follows (in thousands):

Year ended December 31—	
2016	\$ 751
2017	663
2018	72
2019	10,021
2020	—
Thereafter	—
	<u>\$ 11,507</u>

Interest expense included the following primary elements (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Interest expense on notes to former owners	\$ 25	\$ 38	\$ 97
Interest expense on borrowings and unused commitment fees	692	790	278
Letter of credit fees	719	747	731
Amortization of debt financing costs	317	283	245
Total	<u>\$ 1,753</u>	<u>\$ 1,858</u>	<u>\$ 1,351</u>

Revolving Credit Facility

We have a \$250.0 million senior credit facility (the "Facility") provided by a syndicate of banks, which is available for borrowings and letters of credit. The Facility expires in October 2019 and is secured by a first lien on substantially all of our personal property except for assets related to projects subject to surety bonds and assets held by certain unrestricted subsidiaries and a second lien on our assets related to projects subject to surety bonds. In 2014, we incurred approximately \$0.6 million in financing and professional costs in connection with an amendment to the Facility, which combined with the previous unamortized costs of \$1.3 million, are being amortized on a straight-line basis as a non-cash charge to interest expense over the remaining term of the Facility. As of December 31, 2015, we had \$10.0 million of outstanding borrowings, \$41.5 million in letters of credit outstanding and \$198.5 million of credit available.

Collateral

A common practice in our industry is the posting of payment and performance bonds with customers. These bonds are offered by financial institutions known as sureties, and provide assurance to the customer that in the event we encounter significant financial or operational difficulties, the surety will arrange for the completion of our contractual obligations and for the payment of our vendors on the projects subject to the bonds. In cooperation with our lenders, we granted our sureties a first lien on assets such as receivables, costs and estimated earnings in excess of billings, and equipment specifically identifiable to projects for which bonds are outstanding, as collateral for potential

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

9. Long-Term Debt Obligations (Continued)

obligations under bonds. As of December 31, 2015, the book value of these assets was approximately \$40.5 million.

Covenants and Restrictions

The Facility contains financial covenants defining various measures and the levels of these measures with which we must comply. Covenant compliance is assessed as of each quarter end. Credit Facility Adjusted EBITDA is defined under the Facility for financial covenant purposes as net earnings for the four quarters ending as of any given quarterly covenant compliance measurement date, plus the corresponding amounts for (a) interest expense; (b) income taxes; (c) depreciation and amortization; (d) other non-cash charges; and (e) pre-acquisition results of acquired companies. The following is a reconciliation of Credit Facility Adjusted EBITDA to net income for 2015 (in thousands):

Net income including noncontrolling interests	\$ 57,440
Income taxes—continuing operations	31,224
Interest expense, net	1,681
Depreciation and amortization expense	23,416
Stock compensation expense	5,609
Goodwill impairment	—
EBITDA attributable to noncontrolling interests	(9,027)
Pre-acquisition results of acquired companies, as defined under the Facility	373
Credit Facility Adjusted EBITDA	<u>\$ 110,716</u>

The Facility's principal financial covenants include:

Leverage Ratio— The Facility requires that the ratio of our Consolidated Total Indebtedness to our Credit Facility Adjusted EBITDA not exceed 2.75 through maturity. The leverage ratio as of December 31, 2015 was 0.10.

Fixed Charge Coverage Ratio— The Facility requires that the ratio of Credit Facility Adjusted EBITDA, less non-financed capital expenditures, tax provision, dividends and amounts used to repurchase stock to the sum of interest expense and scheduled principal payments of indebtedness be at least 2.00; provided that the calculation of the fixed charge coverage ratio excludes stock repurchases and the payment of dividends at any time that the Company's Net Leverage Ratio does not exceed 1.50. The Facility also allows the fixed charge coverage ratio not to be reduced for stock repurchases through September 30, 2015 in an aggregate amount not to exceed \$25 million if at the time of and after giving effect to such repurchase the Company's Net Leverage Ratio was less than or equal to 1.50. Capital expenditures, tax provision, dividends and stock repurchase payments are defined under the Facility for purposes of this covenant to be amounts for the four quarters ending as of any given quarterly covenant compliance measurement date. The fixed charge coverage ratio as of December 31, 2015 was 27.45.

Other Restrictions— The Facility permits acquisitions of up to \$25.0 million per transaction, provided that the aggregate purchase price of such an acquisition and of acquisitions in the same

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

9. Long-Term Debt Obligations (Continued)

fiscal year does not exceed \$60.0 million. However, these limitations only apply when the Company's Net Leverage Ratio is equal to or greater than 2.00.

While the Facility's financial covenants do not specifically govern capacity under the Facility, if our debt level under the Facility at a quarter-end covenant compliance measurement date were to cause us to violate the Facility's leverage ratio covenant, our borrowing capacity under the Facility and the favorable terms that we currently have could be negatively impacted by the lenders.

We were in compliance with all of our financial covenants as of December 31, 2015.

Interest Rates and Fees

There are two interest rate options for borrowings under the Facility, the Base Rate Loan Option and the Eurodollar Rate Loan Option. Under the Base Rate Loan Option, the interest rate is determined based on the highest of the Federal Funds Rate plus 0.5%, the prime lending rate offered by Wells Fargo Bank, N.A. or the one-month Eurodollar Rate plus 1.00%. Under the Eurodollar Rate Loan Option, the interest rate is determined based on the one- to six-month Eurodollar Rate. The Eurodollar Rate corresponds very closely to rates described in various general business media sources as the London Interbank Offered Rate or "LIBOR." Additional margins are then added to these rates. The additional margins are determined based on the ratio of our Consolidated Total Indebtedness as of a given quarter end to our "Credit Facility Adjusted EBITDA" for the twelve months ending as of that quarter end, as defined in the credit agreement and shown below.

The interest rates under the Facility are floating rates determined by the broad financial markets, meaning they can and do move up and down from time to time. For illustrative purposes, the following are the respective market rates as of December 31, 2015 relating to interest options under the Facility:

Base Rate Loan Option:	
Federal Funds Rate plus 0.50%	0.87%
Wells Fargo Bank, N.A. Prime Rate	3.50%
One-month LIBOR plus 1.00%	1.43%
Eurodollar Rate Loan Option:	
One-month LIBOR	0.43%
Six-month LIBOR	0.86%

Certain of our vendors require letters of credit to ensure reimbursement for amounts they are disbursing on our behalf, such as to beneficiaries under our self-funded insurance programs. We have also occasionally used letters of credit to guarantee performance under our contracts and to ensure payment to our subcontractors and vendors under those contracts. Our lenders issue such letters of credit through the Facility. A letter of credit commits the lenders to pay specified amounts to the holder of the letter of credit if the holder demonstrates that we have failed to perform specified actions. If this were to occur, we would be required to reimburse the lenders for amounts they fund to honor the letter of credit holder's claim. Absent a claim, there is no payment or reserving of funds by us in connection with a letter of credit. However, because a claim on a letter of credit would require immediate reimbursement by us to our lenders, letters of credit are treated as a use of facility capacity

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

9. Long-Term Debt Obligations (Continued)

just the same as actual borrowings. We have never had a claim made against a letter of credit that resulted in payments by a lender or by us and believe such claim is unlikely in the foreseeable future.

Commitment fees are payable on the portion of the revolving loan capacity not in use for borrowings or letters of credit at any given time. Letter of credit fees and commitment fees are based on the ratio of Consolidated Total Indebtedness to Credit Facility Adjusted EBITDA, as defined in the credit agreement.

	Consolidated Total Indebtedness to Credit Facility Adjusted EBITDA			
	Less than 0.75	0.75 to 1.50	1.50 to 2.25	2.25 or greater
Additional Per Annum Interest Margin Added Under:				
Base Rate Loan Option	0.25%	0.50%	0.75%	1.00%
Eurodollar Rate Loan Option	1.25%	1.50%	1.75%	2.00%
Letter of credit fees	1.25%	1.50%	1.75%	2.00%
Commitment fees on any portion of the Revolving Loan capacity not in use for borrowings or letters of credit at any given time	0.20%	0.25%	0.30%	0.35%

The weighted average interest rate applicable to the borrowings under the Facility was approximately 1.7% as of December 31, 2015.

Notes to Former Owners

In conjunction with an immaterial acquisition in the fourth quarter of 2014, we issued a subordinated note to the former owners of the acquired company as part of the consideration used to acquire the company. This note had an outstanding balance of \$1.0 million as of December 31, 2015 and bears interest, payable quarterly, at a weighted average interest rate of 2.5%. The principal is due in equal installments on October 2016 and 2017.

Other Debt

In conjunction with one of our acquisitions, we acquired capital lease obligations. As of December 31, 2015, \$0.5 million of capital lease obligations were outstanding, of which \$0.3 million was considered current.

Our majority owned subsidiary, Environmental Air Systems, LLC, has a revolving \$2.5 million credit line that is available for temporary working capital needs and expires May 31, 2016. As of December 31, 2015, we had no outstanding borrowings and, therefore, \$2.5 million of credit available. We estimate that the weighted average interest rate applicable to borrowings under this variable rate credit line would be approximately 2.2% as of December 31, 2015.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

10. Income Taxes

Provision for Income Taxes

The provision for income taxes relating to continuing operations consists of the following (in thousands):

	December 31,		
	2015	2014	2013
Current—			
Federal	\$ 27,564	\$ 13,402	\$ 11,707
State and Puerto Rico	4,065	2,810	1,954
	<u>31,629</u>	<u>16,212</u>	<u>13,661</u>
Deferred—			
Federal	(1,481)	(308)	3,254
State and Puerto Rico	1,076	(4,290)	1,233
	<u>(405)</u>	<u>(4,598)</u>	<u>4,487</u>
	<u>\$ 31,224</u>	<u>\$ 11,614</u>	<u>\$ 18,148</u>

The difference in income taxes provided for and the amounts determined by applying the federal statutory tax rate to income before income taxes results from the following (in thousands):

	December 31,		
	2015	2014	2013
Income tax expense at the statutory rate of 35%	\$ 31,032	\$ 14,080	\$ 16,373
Changes resulting from—			
State income taxes, net of federal tax effect	3,432	1,653	1,910
Increase (decrease) in valuation allowance	463	(1,944)	1,465
Increase (decrease) in tax contingency reserves	(72)	(40)	(145)
Increase (decrease) from noncontrolling interests	(2,827)	(1,938)	(450)
Non-deductible expenses	751	704	594
Production activity deduction	(1,701)	(694)	(520)
Purchase accounting adjustments	—	(46)	(472)
Other	146	(161)	(607)
	<u>\$ 31,224</u>	<u>\$ 11,614</u>	<u>\$ 18,148</u>

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

10. Income Taxes (Continued)

Deferred Tax Assets (Liabilities)

Significant components of the net deferred tax assets and net deferred tax liabilities as reflected on the balance sheet are as follows (in thousands):

	Year Ended December 31,	
	2015	2014
Deferred income tax assets—		
Accounts receivable and allowance for doubtful accounts	\$ 1,889	\$ 1,626
Stock compensation	3,080	2,793
Accrued liabilities and expenses	19,174	18,670
State net operating loss carryforwards	6,781	6,958
Other	830	761
Total deferred income tax assets	<u>31,754</u>	<u>30,808</u>
Deferred income tax liabilities—		
Property and equipment	(5,572)	(7,035)
Long-term contracts	(728)	(535)
Goodwill	(6,037)	(3,562)
Intangible assets	(156)	(1,378)
Other	(357)	(271)
Total deferred income tax liabilities	<u>(12,850)</u>	<u>(12,781)</u>
Less—Valuation allowance	<u>(4,438)</u>	<u>(3,975)</u>
Net deferred income tax assets	<u>\$ 14,466</u>	<u>\$ 14,052</u>

The deferred income tax assets and liabilities reflected above are included in the consolidated balance sheets as follows (in thousands):

	December 31,	
	2015	2014
Deferred income tax assets—		
Other noncurrent assets	\$ 16,276	\$ 15,362
Deferred income tax liabilities—		
Deferred income tax liabilities	\$ 1,810	\$ 1,310

As of December 31, 2015, we had \$6.8 million of future tax benefits related to \$96.8 million of available state and Puerto Rican net operating loss carryforwards ("NOLs"), which expire between 2016 and 2035. A valuation allowance of \$4.4 million has been recorded against the state and Puerto Rican net deferred tax assets. We recorded an increase in valuation allowances of \$0.5 million for the year ended December 31, 2015. Our deferred tax assets for Puerto Rico are fully valued. A deferred tax asset for state NOLs, net of related valuation allowance, of \$2.8 million reflects our conclusion that it is likely that this asset will be realized based upon expected future earnings in certain subsidiaries. We update this assessment of the realizability of deferred tax assets relating to state net NOLs annually. A

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

10. Income Taxes (Continued)

return to profitability in our entities with valuation allowances on their NOL's and deferred tax assets would result in a reversal of a portion of the valuation allowance relating to realized deferred tax assets. A sustained period of profitability could cause a change in our judgment of the remaining deferred tax assets. If that were to occur then it is likely that we would reverse some or all of the remaining deferred tax asset valuation allowance.

As of December 31, 2015 and 2014, approximately \$0.2 million and \$0.3 million, respectively, of unrecognized tax benefits, if recognized in future periods, would impact our effective tax rate. This liability is included in "Other Long-Term Liabilities" in the consolidated balance sheets. We do not expect that the total amount of unrecognized tax benefits will significantly increase or decrease within the next twelve months.

We recognize potential interest and penalties related to unrecognized tax benefits in income tax expense. We had accrued approximately \$0.3 million and \$0.3 million for the payment of interest and penalties at December 31, 2015 and 2014, respectively. Our tax records are subject to review by the Internal Revenue Service for the 2012 tax year forward and by various state authorities for the 2007 tax year forward.

Liabilities for Uncertain Tax Positions

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding accrued interest and penalties, is as follows (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Balance at beginning of year	\$ 343	\$ 413	\$ 499
Additions based on tax positions related to the current year	—	—	—
Additions for tax positions of prior years	—	—	—
Reductions for tax positions of prior years	(103)	(70)	(86)
Settlements	—	—	—
Balance at end of year	<u>\$ 240</u>	<u>\$ 343</u>	<u>\$ 413</u>

11. Employee Benefit Plans

We and certain of our subsidiaries sponsor various retirement plans for most full-time and some part-time employees. These plans primarily consist of defined contribution plans. The defined contribution plans generally provide for contributions up to 2.5% of covered employees' salaries or wages. These contributions totaled \$7.1 million in 2015, \$6.1 million in 2014 and \$5.5 million in 2013. Of these amounts, approximately \$0.1 million was payable to the plans at December 31, 2015 and 2014.

Certain of our subsidiaries also participate or have participated in various multi-employer pension plans for the benefit of employees who are union members. As of December 31, 2015 and 2014, we had 11 and 6 employees, respectively, who were union members. There were no contributions made to multi-employer pension plans in 2015, 2014 or 2013. The data available from administrators of other multi-employer pension plans is not sufficient to determine the accumulated benefit obligations, nor the net assets attributable to the multi-employer plans in which our employees participate or previously participated.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

11. Employee Benefit Plans (Continued)

Certain individuals at one of our operating units are entitled to receive fixed annual payments that reach a maximum amount, as specified in the related agreements, for a 15 year period following retirement or, in some cases, the attainment of 65 years of age. We recognize the unfunded status of the plan as a non-current liability in our Consolidated Balance Sheet. Benefits vest 50% after ten years of service, 75% after fifteen years of service and are fully vested after 20 years of service. We had an unfunded benefit liability of \$3.3 million and \$3.0 million recorded as of December 31, 2015 and 2014, respectively.

12. Commitments and Contingencies*Leases*

We lease certain facilities and equipment under noncancelable operating leases. Rent expense for the years ended December 31, 2015, 2014 and 2013 was \$20.6 million, \$17.8 million, and \$16.2 million, respectively. We recognize escalating rental payments that are quantifiable at the inception of the lease on a straight-line basis over the lease term. Concurrent with the acquisitions of certain companies, we entered into various agreements with previous owners to lease buildings used in our operations. The terms of these leases generally range from three to ten years and certain leases provide for escalations in the rental expenses each year, the majority of which are based on inflation. Included in the 2015, 2014 and 2013 rent expense above are approximately \$5.4 million, \$3.8 million and \$3.8 million of rent paid to these related parties, respectively. In addition to the noncancelable operating leases, we have capital lease obligations of \$0.5 million as of December 31, 2015, which were attained through our acquisition in Northern Texas.

The following represents future minimum rental payments under noncancelable operating leases (in thousands):

Year ended December 31—	
2016	\$ 11,819
2017	10,647
2018	9,066
2019	7,004
2020	4,949
Thereafter	6,068
	<u>\$ 49,553</u>

Claims and Lawsuits

We are subject to certain legal and regulatory claims, including lawsuits arising in the normal course of business. We maintain various insurance coverages to minimize financial risk associated with these claims. We have estimated and provided accruals for probable losses and related legal fees associated with certain litigation in the accompanying consolidated financial statements. While we cannot predict the outcome of these proceedings, in management's opinion and based on reports of counsel, any liability arising from these matters individually and in the aggregate will not have a

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

12. Commitments and Contingencies (Continued)

material effect on our operating results, cash flows or financial condition, after giving effect to provisions already recorded.

Surety

Many customers, particularly in connection with new construction, require us to post performance and payment bonds issued by a financial institution known as a surety. If we fail to perform under the terms of a contract or to pay subcontractors and vendors who provided goods or services under a contract, the customer may demand that the surety make payments or provide services under the bond. We must reimburse the surety for any expenses or outlays it incurs. To date, we are not aware of any losses to our sureties in connection with bonds the sureties have posted on our behalf, and do not expect such losses to be incurred in the foreseeable future.

Surety market conditions have seen some strengthening as the commercial construction markets have started to rebound. Bonding capacity remains adequate in the current market conditions along with acceptable terms and conditions. Historically, approximately 20% to 30% of our business has required bonds. While we currently have strong surety relationships to support our bonding needs, future market conditions or changes in the sureties' assessment of our operating and financial risk could cause the sureties to decline to issue bonds for our work. If that were to occur, the alternatives include doing more business that does not require bonds, posting other forms of collateral for project performance such as letters of credit or cash, and seeking bonding capacity from other sureties. We would likely also encounter concerns from customers, suppliers and other market participants as to our creditworthiness. While we believe our general operating and financial characteristics would enable us to ultimately respond effectively to an interruption in the availability of bonding capacity, such an interruption would likely cause our revenue and profits to decline in the near term.

Self-Insurance

We are substantially self-insured for workers' compensation, employer's liability, auto liability, general liability and employee group health claims, in view of the relatively high per-incident deductibles we absorb under our insurance arrangements for these risks. Losses up to deductible amounts are estimated and accrued based upon known facts, historical trends and industry averages. Loss estimates associated with the larger and longer-developing risks, such as workers' compensation, auto liability and general liability, are reviewed by a third-party actuary quarterly.

Our self-insurance arrangements as of December 31, 2015 were as follows:

Workers' Compensation— The per-incident deductible for workers' compensation is \$500,000. Losses above \$500,000 are determined by statutory rules on a state-by-state basis, and are fully covered by excess workers' compensation insurance.

Employer's Liability— For employer's liability, the per incident deductible is \$500,000. We are fully insured for the next \$500,000 of each loss, and then have several layers of excess loss insurance policies that cover losses up to \$100 million in aggregate across this risk area (as well as general liability and auto liability noted below).

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

12. Commitments and Contingencies (Continued)

General Liability— For general liability, the per incident deductible is \$500,000. We are fully insured for the next \$1.5 million of each loss, and then have several layers of excess loss insurance policies that cover losses up to \$100 million in aggregate across this risk area (as well as employer's liability noted above and auto liability noted below).

Auto Liability— For auto liability, the per incident deductible is \$500,000. We are fully insured for the next \$1.5 million of each loss, and then have several layers of excess loss insurance policies that cover losses up to \$100 million in aggregate across this risk area (as well as employer's liability and general liability noted above).

Employee Medical— We have two medical plans. The deductible for employee group health claims is \$350,000 per person, per policy (calendar) year for each plan. Insurance then covers any responsibility for medical claims in excess of the deductible amount.

Our \$100 million of aggregate excess loss coverage above applicable per-incident deductibles represents one policy limit that applies to all lines of risk; we do not have a separate \$100 million of excess loss coverage for each of general liability, employer's liability and auto liability.

13. Stockholders' Equity

2012 Equity Incentive Plan

In May 2012, our stockholders approved our 2012 Equity Incentive Plan (the "2012 Plan"), which provides for the granting of incentive or non-qualified stock options, stock appreciation rights, restricted or deferred stock, dividend equivalents or other incentive awards to directors, employees, or consultants. The number of shares authorized and reserved for issuance under the 2012 Plan is 5.1 million shares. As of December 31, 2015, there were 3.6 million shares available for issuance under this plan. The 2012 Plan will expire in May 2022. Additionally, we have outstanding stock options, stock awards and stock units that were issued under other plans, and no further grants may be made under those plans.

Share Repurchase Program

On March 29, 2007, our Board of Directors (the "Board") approved a stock repurchase program to acquire up to 1.0 million shares of our outstanding common stock. Subsequently, the Board has from time to time approved extensions of the program to acquire additional shares. Since the inception of the repurchase program, the Board has approved 7.6 million shares to be repurchased. As of December 31, 2015, we have repurchased a cumulative total of 6.9 million shares at an average price of \$11.99 per share under the repurchase program.

The share repurchases will be made from time to time at our discretion in the open market or privately negotiated transactions as permitted by securities laws and other legal requirements, and subject to market conditions and other factors. The Board may modify, suspend, extend or terminate the program at any time. During the twelve months ended December 31, 2015, we repurchased 0.3 million shares for approximately \$8.3 million at an average price of \$26.36 per share.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

13. Stockholders' Equity (Continued)

Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted EPS is computed considering the dilutive effect of stock options, contingently issuable restricted stock, restricted stock units and performance stock units. The vesting of unvested contingently issuable performance stock units is based on the achievement of certain earnings per share targets and total shareholder return. These shares are considered contingently issuable shares for purposes of calculating diluted earnings per share. These shares are not included in the diluted earnings per share denominator until the performance criteria are met, if it is assumed that the end of the reporting period was the end of the contingency period.

Unvested restricted stock, restricted stock units and performance stock units are included in diluted earnings per share, weighted outstanding until the shares and units vest. Upon vesting, the vested restricted stock, restricted stock units and performance stock units are included in basic earnings per share weighted outstanding from the vesting date.

There were no anti-dilutive stock options for the years ended December 31, 2015 and 2013. There were approximately 0.2 million anti-dilutive stock options excluded from the calculation of diluted EPS for the year ended December 31, 2014.

The following table reconciles the number of shares outstanding with the number of shares used in computing basic and diluted earnings per share for each of the periods presented (in thousands):

	Year Ended December 31,		
	2015	2014	2013
Common shares outstanding, end of period	37,427	37,270	37,578
Effect of using weighted average common shares outstanding	15	277	(333)
Shares used in computing earnings per share—basic	37,442	37,547	37,245
Effect of shares issuable under stock option plans based on the treasury stock method	266	147	183
Effect of contingently issuable restricted shares	160	103	108
Shares used in computing earnings per share—diluted	<u>37,868</u>	<u>37,797</u>	<u>37,536</u>

14. Stock-Based Compensation

Under the 2012 Equity Incentive Plan (the "2012 Plan") grants of stock options, restricted stock and restricted stock units, and performance share units have been, and will be, determined and administered by the compensation committee of the Board of Directors. Total stock-based compensation expense was \$5.6 million, \$4.8 million and \$4.0 million for the years ended December 31, 2015, 2014 and 2013, respectively. Total income tax benefit recognized for stock-based compensation arrangements was \$2.1 million, \$1.8 million and \$1.5 million for each of the years ended December 31, 2015, 2014 and 2013. We present the benefits of tax deductions in excess of recognized compensation costs ("excess tax benefits") as financing cash flows in the consolidated statements of cash flows.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

14. Stock-Based Compensation (Continued)

Upon the vesting of restricted shares, we have allowed the holder to elect to surrender an amount of shares to meet their minimum statutory tax withholding requirements. These shares are accounted for as treasury stock based upon the value of the stock on the date of vesting.

Stock Options

The following table summarizes activity under our stock option plans (shares in thousands):

<u>Stock Options</u>	<u>Year Ended</u> <u>December 31,</u> <u>2015</u>	
	<u>Shares</u>	<u>Weighted-Average</u> <u>Exercise Price</u>
Outstanding at beginning of year	910	\$ 12.95
Granted	132	\$ 19.67
Exercised	(318)	\$ 11.78
Forfeited	—	\$ —
Expired	—	\$ —
Outstanding at end of year	<u>724</u>	<u>\$ 14.69</u>
Options exercisable at end of year	437	

The total intrinsic value of options exercised during the years ended December 31, 2015, 2014 and 2013 was \$3.9 million, \$0.4 million and \$3.0 million, respectively. Stock options exercisable as of December 31, 2015 have a weighted-average remaining contractual term of 5.4 years and an aggregate intrinsic value of \$6.8 million. As of December 31, 2015, we have 0.7 million options that are vested or expected to vest; these options have a weighted average exercise price of \$14.69 per share, have a weighted-average remaining contractual term of 6.6 years and an aggregate intrinsic value of \$9.9 million.

The following table summarizes information about stock options outstanding at December 31, 2015 (shares in thousands):

<u>Range of Exercise Prices</u>	<u>Options Outstanding</u>			<u>Options Exercisable</u>	
	<u>Number</u> <u>Outstanding</u> <u>at 12/31/15</u>	<u>Weighted-</u> <u>Average</u> <u>Remaining</u> <u>Contractual</u> <u>Life</u>	<u>Weighted-</u> <u>Average</u> <u>Exercise Price</u>	<u>Number</u> <u>Exercisable</u> <u>at 12/31/15</u>	<u>Weighted-</u> <u>Average</u> <u>Exercise Price</u>
\$7.95 - \$12.94	202	4.98	\$ 11.56	202	\$ 11.56
\$12.95 - \$17.94	390	6.61	\$ 14.63	235	\$ 14.13
\$17.95 - \$19.67	132	9.24	\$ 19.67	—	\$ —
\$7.95 - \$19.67	<u>724</u>	6.63	\$ 14.69	<u>437</u>	\$ 12.94

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

14. Stock-Based Compensation (Continued)

The fair value of each option award is estimated, based on several assumptions, on the date of grant using the Black-Scholes option valuation model. The fair values and the assumptions used for the 2015, 2014 and 2013 grants are shown in the table below:

	Year Ended December 31,		
	2015	2014	2013
Weighted-average fair value per share of options granted	\$6.33	\$6.24	\$5.06
Fair value assumptions:			
Expected dividend yield	1.51%	1.34%	1.82%
Expected stock price volatility	38.4%	45.2%	46.6%
Risk-free interest rate	1.50%	1.91%	0.96%
Expected term	5.6 years	5.6 years	5.6 years

Stock options are accounted for as equity instruments, and compensation cost is recognized using the straight-line method over the vesting period. Stock options generally vest over a three-year vesting period. Certain stock option and restricted stock awards provide for accelerated vesting when the sum of an employee's age and years of service is at least 75. As of December 31, 2015, the unrecognized compensation cost related to stock options was \$0.7 million, which is expected to be recognized over a weighted-average period of 1.7 years. The total fair value of options vested during the year ended December 31, 2015 was \$0.8 million.

The following table summarizes information about nonvested stock option awards as of December 31, 2015 and changes for the year ended December 31, 2015 (shares in thousands):

<u>Stock Options</u>	<u>Shares</u>	<u>Weighted-Average Grant Date Fair Value</u>	
Nonvested at December 31, 2014	323	\$	5.43
Granted	132	\$	6.33
Vested	(168)	\$	5.03
Forfeited	—		—
Nonvested at December 31, 2015	<u>287</u>	\$	6.07

We generally issue treasury shares for stock options and restricted stock, unless treasury shares are not available.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

14. Stock-Based Compensation (Continued)

Restricted Stock and Restricted Stock Units

The following table summarizes activity under our restricted stock plans (shares in thousands):

<u>Restricted Stock and Restricted Stock Units</u>	<u>Year Ended December 31,</u>	
	<u>2015</u>	
	<u>Shares</u>	<u>Weighted-Average Grant Date Fair Value</u>
Unvested at beginning of year	160	\$ 14.42
Granted	113	\$ 20.64
Vested	(121)	\$ 16.42
Forfeited	(3)	\$ 14.45
Unvested at end of year	<u>149</u>	<u>\$ 17.48</u>

Approximately \$1.2 million of compensation expense related to restricted stock and restricted stock units will be recognized over a weighted-average period of 1.8 years. The total fair value of shares vested during the year ended December 31, 2015 was \$2.0 million. The weighted-average fair value per share of restricted stock shares and units awarded during 2015, 2014 and 2013 was \$20.64, \$15.80 and \$13.57, respectively. The aggregate intrinsic value of restricted stock vested during the years ended December 31, 2015, 2014 and 2013 was \$3.4 million, \$2.9 million and \$4.7 million, respectively.

Performance Stock Units

Under the 2012 Plan, we granted dollar-denominated performance vesting restricted stock units ("PSUs"), which cliff vest at the end of a three-year performance period. The PSUs are subject to two performance measures; 50% of the PSUs are based on the annual performance of our stock price relative to a group of our peers (total shareholder return) and 50% of the PSUs are measured based on meeting or exceeding a pre-determined annual earnings per share target as set by our board of directors (EPS). Depending on the Company's performance in relation to the established performance measures, the awards may vest at zero to a maximum of 2.0 times the dollar-denominated award granted at target. Upon achievement of the necessary performance metrics, the award will be determined in dollars and may be settled in cash or stock based on the market price of the Company's common stock at the end of the performance period, at our discretion.

Compensation expense for dollar-denominated performance units will ultimately be equal to the final dollar value awarded to the grantee upon vesting, settled either in cash or stock. However, throughout the performance period we must record an accrued expense based on an estimate of that future payout. For units determined by EPS performance, the awards are evaluated quarterly against established targets in order to estimate the liability throughout the vesting period. For units determined by total shareholder return performance, a Monte Carlo simulation model was used to estimate accruals throughout the vesting period. The model simulates our total shareholder return and compares it against our peer group over the three-year performance period to produce a predicted distribution of relative share performance. This is applied to the reward criteria to give an expected value of the total shareholder return element. The calculated fair market value as of December 31, 2015 was \$5.2 million.

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

14. Stock-Based Compensation (Continued)

Of this amount, \$2.0 million relates to the PSUs granted in 2013 whose performance period ended December 31, 2015. These awards will be settled within the upcoming year either in cash or stock. The accrued expense related to performance stock units for the years ended December 31, 2015 and 2014 was \$2.6 million and \$1.8 million, respectively. At the December 31, 2015 calculated fair market value, approximately \$1.6 million of compensation expense related to performance stock units will be recognized over a weighted-average period of 1.4 years.

We generally issue treasury shares for stock compensation purposes, unless treasury shares are not available.

15. Selected Quarterly Financial Data (Unaudited)

Quarterly financial information for the years ended December 31, 2015 and 2014 is summarized as follows (in thousands, except per share data):

	2015			
	Q1	Q2	Q3	Q4
Revenue	\$ 369,547	\$ 416,567	\$ 410,565	\$ 383,840
Gross profit(1)	64,688	82,049	87,465	83,927
Net income including noncontrolling interests	6,889	15,782	19,886	14,883
Net income attributable to Comfort Systems USA, Inc.	5,066	13,404	17,673	13,221
INCOME PER SHARE ATTRIBUTABLE TO COMFORT SYSTEMS				
USA, INC.:				
Basic—				
Income from continuing operations	\$ 0.14	\$ 0.36	\$ 0.47	\$ 0.35
Income from discontinued operations	—	—	—	—
Net income	\$ 0.14	\$ 0.36	\$ 0.47	\$ 0.35
Diluted—				
Income from continuing operations	\$ 0.13	\$ 0.35	\$ 0.46	\$ 0.35
Income from discontinued operations	—	—	—	—
Net income	\$ 0.13	\$ 0.35	\$ 0.46	\$ 0.35

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

15. Selected Quarterly Financial Data (Unaudited) (Continued)

	2014			
	Q1	Q2	Q3	Q4
Revenue	\$ 321,381	\$ 362,801	\$ 370,145	\$ 356,468
Gross profit	52,149	61,859	66,459	69,304
Net income including noncontrolling interests	1,063	6,336	9,379	11,821
Net income attributable to Comfort Systems USA, Inc.	375	4,401	7,605	10,682
INCOME PER SHARE ATTRIBUTABLE TO COMFORT SYSTEMS USA, INC.:				
Basic—				
Income from continuing operations	\$ 0.01	\$ 0.12	\$ 0.20	\$ 0.29
Income from discontinued operations	—	—	—	—
Net income	\$ 0.01	\$ 0.12	\$ 0.20	\$ 0.29
Diluted—				
Income from continuing operations	\$ 0.01	\$ 0.12	\$ 0.20	\$ 0.29
Income from discontinued operations	—	—	—	—
Net income	\$ 0.01	\$ 0.12	\$ 0.20	\$ 0.29

(1) In the fourth quarter of 2015, we recognized a \$3.4 million project gain related to change orders we received.

The sums of the individual quarterly earnings per share amounts do not necessarily agree with year-to-date earnings per share as each quarter's computation is based on the weighted average number of shares outstanding during the quarter, the weighted average stock price during the quarter and the dilutive effects of options and contingently issuable restricted stock in each quarter.

16. Subsequent Events

Effective January 1, 2016, we acquired the remaining 40% noncontrolling interest in Environmental Air Systems, LLC ("EAS") headquartered in Greensboro, North Carolina. As required under applicable accounting standards, since the original acquisition in 2011, EAS has been fully consolidated with Comfort Systems USA's financial results. As a result, this transaction will not affect the presentation of revenue, EBITDA or other financial metrics for Comfort Systems USA that are above the elimination of noncontrolling interest numbers in our financial statements. EAS was the only entity in which we reported a noncontrolling interest for financial statement purposes as of December 31, 2015.

On February 22, 2016, the Company entered into Amendment No. 4 to Second Amended and Restated Credit Agreement and Amendment to Other Loan Documents (the "Fourth Amendment" and, together with the Facility, the "Amended Facility") with a syndicate of banks. The Amended Facility is secured by a first lien on substantially all of the Company's personal property except for assets related to projects subject to surety bonds and assets held by certain unrestricted subsidiaries and a second lien on the Company's assets related to projects subject to surety bonds. The Amended Facility provides an increased line of credit to the Company from \$250 million to \$325 million, with a

COMFORT SYSTEMS USA, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

December 31, 2015

16. Subsequent Events (Continued)

\$100 million accordion option. The line of credit includes up to \$125 million issuable in the form of letters of credit. The Amended Facility will expire in February 2021.

Effective February 1, 2016, we acquired the ShoffnerKalthoff family of companies, including ShoffnerKalthoff Mechanical Electrical Service, Inc., Shoffner Mechanical Services, Inc. and SKMES, Inc. (collectively, "Shoffner") for \$17.25 million plus an earn-out that we will pay if certain financial targets are met after the acquisition date. Shoffner is a regional mechanical contractor based in Knoxville, Tennessee. Shoffner engages in a broad range of mechanical contracting projects, HVAC service and electrical contracting in Knoxville and surrounding areas.

ITEM 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

None.

ITEM 9A. *Controls and Procedures*

Evaluation of Disclosure Controls and Procedures

Our executive management is responsible for ensuring the effectiveness of the design and operation of our disclosure controls and procedures. We carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) are effective as of the end of the period covered by this report.

Internal Controls over Financial Reporting

Management's report on our internal controls over financial reporting can be found in Item 8 of this report. The Independent Registered Public Accounting Firm's Attestation Report on the effectiveness of our internal controls over financial reporting can also be found in Item 8 of this report.

Changes in Internal Control over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the three months ended December 31, 2015 that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

ITEM 9B. *Other Information*

None.

PART III

ITEM 10. *Directors, Executive Officers and Corporate Governance*

We have adopted a code of ethics that applies to our principal executive officer, our principal financial officer, and our principal accounting officer, as well as to our other employees. This code of ethics consists of our Corporate Compliance Policy. The Company has made this code of ethics available on our website, as described in Item 1 of this annual report on Form 10-K. If we make substantive amendments to this code of ethics or grant any waiver, including any implicit waiver, we will disclose the nature of such amendment or waiver on our website or in a report on Form 8-K within four business days of such amendment or waiver.

The other information called for by this item has been omitted in accordance with the instructions to Form 10-K. The Company will file with the Commission a definitive proxy statement including the other information to be disclosed under this item in the 120 days following December 31, 2015 and such information is hereby incorporated by reference.

ITEMS 11, 12, 13 AND 14.

These items have been omitted in accordance with the instructions to Form 10-K. The Company will file with the Commission a definitive proxy statement including the information to be disclosed

under the items in the 120 days following December 31, 2015 and such information is hereby incorporated by reference.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

(a) *The following documents are filed as part of this annual report on Form 10-K:*

- (1) Consolidated Financial Statements (Included Under Item 8): The Index to the Consolidated Financial Statements is included on page 38 of this annual report on Form 10-K and is incorporated herein by reference.
- (2) Financial Statement Schedules:
None.

(b) *Exhibits*

Reference is made to the Index of Exhibits immediately following the signature page thereof, which is incorporated herein by reference.

(c) *Excluded financial statements:*

None.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <i>/s/ ALAN P. KRUSI</i> Alan P. Krusi	Director	February 23, 2016
<hr/> <i>/s/ JAMES H. SCHULTZ</i> James H. Schultz	Director	February 23, 2016
<hr/> <i>/s/ CONSTANCE E. SKIDMORE</i> Constance E. Skidmore	Director	February 23, 2016
<hr/> <i>/s/ VANCE W. TANG</i> Vance W. Tang	Director	February 23, 2016

INDEX OF EXHIBITS

Exhibit Number	Description of Exhibits	Incorporated by Reference to the Exhibit Indicated Below and to the Filing with the Commission Indicated Below	
		Exhibit Number	Filing or File Number
3.1	Second Amended and Restated Certificate of Incorporation of the Registrant	3.1	333-24021
3.2	Certificate of Amendment dated May 21, 1998	3.2	1998 Form 10-K
3.3	Certificate of Amendment dated July 9, 2003	3.3	2003 Form 10-K
3.4	Amended and Restated Bylaws of Comfort Systems USA, Inc.	3.1	March 26, 2012 Form 8-K
4.1	Form of certificate evidencing ownership of Common Stock of the Registrant	4.1	333-24021
*10.1	Comfort Systems USA, Inc. 1997 Long-Term Incentive Plan	10.1	333-24021
*10.2	Comfort Systems USA, Inc. 1997 Non-Employee Directors' Stock Plan	10.2	333-24021
*10.3	Amendment to the 1997 Non-Employee Directors' Stock Plan dated May 23, 2002	10.3	Second Quarter 2002 Form 10-Q/A
*10.4	Comfort Systems USA, Inc. 2006 Equity Incentive Plan	4.5	333-138377
*10.5	Form of Option Award under the Comfort Systems USA, Inc. 2006 Equity Incentive Plan	10.6	2006 Form 10-K
*10.6	Form of Option Award under the Comfort Systems USA, Inc. 2006 Stock Options/SAR Plan for Non-Employee Directors	10.7	2006 Form 10-K
*10.7	Employment Agreement between the Company, Eastern Heating & Cooling, Inc. and Alfred J. Giardinelli, Jr.	10.1	Second Quarter 2003 Form 10-Q
*10.8	Amended and Restated 2006 Equity Compensation Plan for Non-Employee Directors	A	Proxy Statement April 10, 2008
*10.9	2008 Senior Management Annual Performance Plan	B	Proxy Statement April 10, 2008
*10.10	Form of Change in Control Agreement	10.2	First Quarter 2008 Form 10-Q
*10.11	Form of Comfort Systems USA, Inc. Executive Severance Policy	10.3	First Quarter 2008 Form 10-Q
*10.12	Form of Directors and Officers Indemnification Agreement	10.1	May 19, 2009 Form 8-K

Exhibit Number	Description of Exhibits	Incorporated by Reference to the Exhibit Indicated Below and to the Filing with the Commission Indicated Below	
		Exhibit Number	Filing or File Number
10.13	Second Amended and Restated Credit Agreement by and among Comfort Systems USA, Inc., as Borrower and Wells Fargo Bank, National Association, as Administrative Agent/Wells Fargo Securities LLC, as Sole Lead Arranger and Sole Lead Book Runner/Bank of Texas, N.A., Capital One, N.A., and Regions Bank as Co-Syndication Agent/and Certain Financial Institutions as Lenders	10.1	July 22, 2010 Form 8-K/A
10.14	Stock Purchase Agreement, dated July 28, 2010	10.1	July 30, 2010 Form 8-K
*10.15	Summary of 2011 Incentive Compensation Plan	10.1	First Quarter 2011 Form 10-Q
*10.16	Form of Performance Restricted Stock Award Agreement dated March 24, 2011	10.1	March 28, 2011 Form 8-K
*10.17	First Amendment to Comfort Systems USA, Inc. Amended and Restated 2006 Equity Compensation Plan for Non-Employee Directors	10.1	Second Quarter 2011 Form 10-Q
10.18	Amendment No. 1 to Second Amended and Restated Credit Agreement, Second Amended and Restated Security Agreement, and Second Amended and Restated Pledge Agreement	10.1	Third Quarter 2011 Form 10-Q
*10.19	Summary of 2012 Incentive Compensation Plan	10.1	First Quarter 2012 Form 10-Q
*10.20	Form of 2012 Restricted Stock Unit Agreement	10.1	March 30, 2012 Form 8-K
*10.21	Form of 2012 Dollar-denominated Performance Vesting Restricted Stock Unit Agreement	10.2	March 30, 2012 Form 8-K
*10.22	2012 Equity Incentive Plan	A	Proxy Statement April 9, 2012
*10.23	2012 Senior Management Annual Performance Plan	B	Proxy Statement April 9, 2012
*10.24	Summary of 2013 Incentive Compensation Plan	10.1	First Quarter 2013 Form 10-Q
*10.25	Form of 2013 Restricted Stock Unit Agreement	10.2	March 22, 2013 Form 8-K
*10.26	Form of 2013 Dollar-denominated Performance Vesting Restricted Stock Unit Agreement	10.3	March 22, 2013 Form 8-K
10.27	Amendment No. 2 to Second Amended and Restated Credit Agreement and Amendment to Other Loan Documents	10.1	Second Quarter 2013 Form 10-Q

Exhibit Number	Description of Exhibits	Incorporated by Reference to the Exhibit Indicated Below and to the Filing with the Commission Indicated Below	
		Exhibit Number	Filing or File Number
*10.28	Letter Agreement between the Company and James Mylett	10.28	2013 Form 10-K
*10.29	Form of Change in Control Agreement (2013)	10.29	2013 Form 10-K
*10.30	Summary of 2014 Incentive Compensation Plan	10.1	First Quarter 2014 Form 10-Q
*10.31	Form of 2014 Restricted Stock Unit Agreement	10.1	March 21, 2014 Form 8-K
*10.32	Form of 2014 Dollar-denominated Performance Vesting Restricted Stock Unit Agreement	10.2	March 21, 2014 Form 8-K
*10.33	Form of Option Award under the Comfort Systems USA, Inc. 2012 Equity Incentive Plan	10.33	2014 Form 10-K
10.34	Amendment No. 3 to Second Amended and Restated Credit Agreement and Amendment to Other Loan Documents	10.1	Third Quarter 2014 Form 10-Q
10.35	Agreement and Plan of Merger between the Company and Dyna Ten Corporation, dated April 7, 2014	10.1	April 7, 2014 Form 8-K
*10.36	Form of 2015 Restricted Stock Unit Agreement	10.1	April 1, 2015 Form 8-K
*10.37	Form of 2015 Dollar-denominated Performance Vesting Restricted Stock Unit Agreement	10.2	April 1, 2015 Form 8-K
*10.38	Summary of 2015 Incentive Compensation Plan	10.1	First Quarter 2015 Form 10-Q
*10.39	Form of Amended Change in Control Agreement	10.1	Third Quarter 2015 Form 10-Q
10.40	Amendment No. 4 to Second Amended and Restated Credit Agreement and Amendment to Other Loan Documents		Filed Herewith
21.1	List of subsidiaries of Comfort Systems USA, Inc.		Filed Herewith
23.1	Consent of Ernst & Young LLP		Filed Herewith
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		Filed Herewith
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		Filed Herewith
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		Furnished Herewith
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002		Furnished Herewith
101.INS	XBRL Instance Document		

Exhibit Number	Description of Exhibits	Incorporated by Reference to the Exhibit Indicated Below and to the Filing with the Commission Indicated Below	
		Exhibit Number	Filing or File Number
101.SCH	XBRL Taxonomy Extension Schema Document		
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document		
101.LAB	XBRL Taxonomy Extension Label Linkbase Document		
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document		
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document		

* Management contract or compensatory plan.

**AMENDMENT NO. 4 TO
SECOND AMENDED AND RESTATED CREDIT AGREEMENT
AND
AMENDMENT TO OTHER LOAN DOCUMENTS**

THIS AMENDMENT NO. 4 TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT AND AMENDMENT TO OTHER LOAN DOCUMENTS (this "Amendment") dated as of February 22, 2016, is among COMFORT SYSTEMS USA, INC., a Delaware corporation (the "Borrower"), the other entities identified as Guarantors on the signature pages hereto (the "Guarantors"), the several banks and other financial institutions signatories hereto (the "Lenders") and WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as Agent for the Lenders (the "Agent").

RECITALS

- A. The Borrower, the Lenders and the Agent are parties to a Second Amended and Restated Credit Agreement dated as of July 16, 2010 (as amended, modified and supplemented prior to the date hereof, the "Credit Agreement").
- B. The Borrower, the Guarantors, and the Agent are parties to a Second Amended and Restated Security Agreement dated as of July 16, 2010 (as amended, modified and supplemented prior to the date hereof, the "Security Agreement").
- C. The Borrower, the Guarantors and the Agent are parties to a Second Amended and Restated Pledge Agreement dated as of July 16, 2010 (as amended, modified and supplemented prior to the date hereof, the "Pledge Agreement").
- D. The Borrower, the Guarantors and the Agent are parties to a Second Amended and Restated Subsidiary Guaranty dated as of July 16, 2010 (as amended, modified and supplemented prior to the date hereof, the "Guaranty").
- E. The Borrower and the Guarantors have requested that the Lenders approve this Amendment to amend certain terms and provisions of the Credit Agreement, Security Agreement and Pledge Agreement, as set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants set forth in this Amendment, the Borrower, the Guarantors, the Agent and the Lenders agree as follows:

1. **Defined Terms.** Unless otherwise defined in this Amendment, capitalized terms used in this Amendment have the meanings assigned to those terms in the Credit Agreement.
2. **Amendments to Credit Agreement.** The Credit Agreement is hereby amended as follows:

(a) The cover page of the Credit Agreement is hereby amended to show BOKF, NA dba Bank of Texas as Syndication Agent and Capital One, N.A. and Branch Banking and Trust Company as Co-Documentation Agents.

(b) The dollar amount set forth on the cover page of the Credit Agreement is hereby amended to be shown as \$325,000,000.

(c) Section 1.1 of the Credit Agreement is hereby amended by deleting the second sentence of the definition of "Aggregate Commitment" in its entirety and substituting therefor the following:

"As of the Amendment No. 4 Effective Date, the Aggregate Commitment is equal to \$325,000,000."

(d) Section 1.1 of the Credit Agreement is hereby amended by adding the following definitions in alphabetical order:

"Amendment No. 4 Effective Date" means February 22, 2016.

"Anti-Corruption Laws" means all laws, rules and regulations of any jurisdiction applicable to Borrower or its Subsidiaries from time to time concerning or relating to bribery or anti-corruption, including, without limitation, the United States Foreign Corrupt Practices Act of 1977, as amended, and the rules and regulations thereunder.

"Bail-In Action" means the exercise of any Write-Down and Conversion Powers by the applicable EEA Resolution Authority in respect of any liability of an EEA Financial Institution.

"Bail-In Legislation" means, with respect to any EEA Member Country implementing Article 55 of Directive 2014/59/EU of the European Parliament and of the Council of the European Union, the implementing law for such EEA Member Country from time to time which is described in the EU Bail-In Legislation Schedule.

(e) Section 1.1 of the Credit Agreement is hereby amended by deleting clause (b) of the definition of "Change of Control" and substituting in its place the following:

"(b) a majority of the directors of Borrower shall consist of Persons not approved by Borrower's Board of Directors (not including as Board approved directors any directors which the Board is obligated to approve pursuant to shareholders agreements, voting trust arrangements or similar arrangements)."

(f) Section 1.1 of the Credit Agreement is hereby amended by adding the following new phrase at the end of the definitions of “Consolidated Capital Expenditures” and “Consolidated Interest Expense”:

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“With respect to Non-Wholly Owned Subsidiaries, only that amount attributable to Borrower’s direct and indirect proportionate share shall be included for purposes of this calculation.”

Lender”: (g) Section 1.1 of the Credit Agreement is hereby amended by adding the following clause to the end of the definition of “Defaulting

“or (iii) become the subject of a Bail-In Action.”

(h) Section 1.1 of the Credit Agreement is hereby amended by adding the following definitions in alphabetical order:

“EEA Financial Institution” means (a) any credit institution or investment firm established in any EEA Member Country which is subject to the supervision of an EEA Resolution Authority, (b) any entity established in an EEA Member Country which is a parent of an institution described in clause (a) of this definition, or (c) any financial institution established in an EEA Member Country which is a subsidiary of an institution described in clauses (a) or (b) of this definition and is subject to consolidated supervision with its parent.

“EEA Member Country” means any of the member states of the European Union, Iceland, Liechtenstein, and Norway.

“EEA Resolution Authority” means any public administrative authority or any person entrusted with public administrative authority of any EEA Member Country (including any delegee) having responsibility for the resolution of any EEA Financial Institution.

“Environmental Air Facilities” means the physical facilities owned or leased by Environmental Air Systems, LLC or any of its Subsidiaries, and any related assets that are ordinarily subject to a lien pursuant to a mortgage securing a real estate financing.

“EU Bail-In Legislation Schedule” means the EU Bail-In Legislation Schedule published by the Loan Market Association (or any successor person), as in effect from time to time.

(i) Section 1.1 of the Credit Agreement is hereby amended by adding the following new phrase at the end of the definition of “Eurodollar Rate”:

“; provided that if the applicable rate described in clause (a), (b) or (c) above is less than zero, such rate shall be deemed to be zero for purposes of this Agreement”.

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(j) Section 1.1 of the Credit Agreement is hereby amended by deleting the definition of “Excluded Assets” in its entirety and substituting the following definition therefor:

“Excluded Assets” means, collectively, (a) equity interests in any Unrestricted Subsidiary (including the Southeast Acquisition Entity), so long as a pledge or transfer of such equity interests would be prohibited or restricted under, or would require consent of a third party that is not an Affiliate pursuant to, the governing documents of such Unrestricted Subsidiary or any other agreement binding on the Restricted Persons or their assets; provided that (except with respect to the equity interests in the Southeast Acquisition Entity) in the event such pledge or transfer is not prohibited but is so restricted or would require such consent of a third party that is not an Affiliate, Borrower shall have used commercially reasonable efforts to satisfy such restriction or obtain such consent, (b) assets, a security interest in which would be prohibited by contract or applicable Law unless such prohibition is not effective under applicable Law, (c) assets as to which the Agent has determined in its sole discretion that the costs of obtaining a lien or security interest therein are excessive in relation to the value of the security to be afforded thereby and (d) equity interests in excess of 65% of the voting stock of any Foreign Subsidiary.

(k) Section 1.1 of the Credit Agreement is hereby amended by adding the following definition in alphabetical order:

“FATCA” means Sections 1471 through 1474 of the Code, as of the Amendment No. 4 Effective Date (or any amended or successor version that is substantively comparable and not materially more onerous to comply with) and any current or future regulations thereunder or official interpretations thereof, any agreements entered into pursuant to Section 1471(b)(1) of the Code, any intergovernmental agreements between the United States and another country entered into in connection therewith, and any fiscal or regulatory legislation, rules, guidance notes or practices adopted pursuant to such intergovernmental agreement.

(l) Section 1.1 of the Credit Agreement is hereby amended by deleting the definition of “Foreign Subsidiary” in its entirety and substituting the following therefor:

“Foreign Subsidiary” means (a) any Subsidiary that is a “controlled foreign corporation” under Section 957 of the Internal Revenue Code of 1986, (b) any Subsidiary that is held directly or indirectly by such a “controlled foreign corporation” or (c) any Subsidiary all or substantially all of the assets of which are equity interests in one or more such “controlled foreign corporations”.

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(m) Section 1.1 of the Credit Agreement is hereby amended by deleting the definition of “GAAP” in its entirety and substituting the following therefor:

“GAAP” means those generally accepted accounting principles and practices which are recognized as such by the Financial Accounting Standards Board (or any generally recognized successor) and which, in the case of Restricted Persons and their Consolidated Subsidiaries, are applied for all periods on a consistent basis, as in effect from time to time and in a manner consistent with that used in preparing the audited financial statements required by Section 6.2(a), except as otherwise specifically provided herein. If at any time any change in GAAP would affect the computation of any financial ratio or requirement set forth in any Loan Document, and either Borrower or Required Lenders shall so request, Agent, Lenders and Borrower shall negotiate in good faith to amend such ratio or requirement to preserve the original intent thereof in light of such change in GAAP (subject to the approval of Required Lenders); provided that, until so amended, (i) such ratio or requirement shall continue to be computed in accordance with GAAP prior to such change therein and (ii) Borrower shall provide to Agent and Lenders financial statements and other documents required under this Agreement or otherwise reasonably requested hereunder setting forth a reconciliation between such calculations of such ratio or requirement made before and after giving effect to such change in GAAP.

(n) Section 1.1 of the Credit Agreement is hereby amended by deleting the definition of “Guarantors” in its entirety and substituting the following definition therefor:

“Guarantors” means, collectively, (a) each Subsidiary of the Borrower existing on the Amendment No. 4 Effective Date, other than an Immaterial Subsidiary, an Unrestricted Subsidiary or a Foreign Subsidiary, and (b) any Subsidiary of the Borrower that executes and delivers a Guaranty to the Agent after the Amendment No. 4 Effective Date, pursuant to Section 6.15.

(o) Section 1.1 of the Credit Agreement is hereby amended by deleting clause (ii) of the proviso at the end of the definition of “Indebtedness” in its entirety and substituting therefor the following clause (ii):

“(ii) obligations under Operating Leases.”

(p) Section 1.1 of the Credit Agreement is hereby amended by deleting the definition of “Lender Party” in its entirety and substituting the following definition therefor:

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“Lender Party” means Agent, LC Issuer, Swingline Lender and all Lenders.”

(q) Section 1.1 of the Credit Agreement is hereby amended by adding the following definition in alphabetical order:

“Lender Bank Services Obligations” means obligations to a Lender or an Affiliate of a Lender arising out of any of the following bank services provided by such Lender or Affiliate to a Restricted Person: commercial credit cards, commercial checking accounts, stored value cards, and treasury management services (including, without limitation, controlled disbursements, automated clearinghouse transactions, return items, overdraft and interstate depository network services).

(r) Section 1.1 of the Credit Agreement is hereby amended by deleting the definitions of “Loan Documents”, “Maturity Date” and “Obligations” in their entirety and substituting the following definitions therefor:

“Loan Documents” means this Agreement, the Notes, the Security Documents, the Letters of Credit, the LC Applications and the Intercreditor Agreements to which Borrower and any Lender are a party, and all other agreements, certificates, documents, instruments and writings at any time delivered in connection herewith or therewith (exclusive of term sheets, commitment letters, any Hedging Contracts, and any agreements or arrangements pursuant to which Lender Bank Services Obligations are provided).

“Maturity Date” means the fifth anniversary of the Amendment No. 4 Effective Date.

“Obligations” means all indebtedness, liabilities and obligations, whether matured or unmatured, liquidated or unliquidated, primary or secondary, direct or indirect, absolute, fixed or contingent, from time to time owing by any Restricted Person to any Lender Party under or pursuant to any of the Loan Documents, including all LC Obligations. “Obligation” means any part of the Obligations.

(s) Section 1.1 of the Credit Agreement is hereby amended by adding the following definition in alphabetical order:

“OFAC” means the U.S. Department of the Treasury’s Office of Foreign Assets Control.

(t) Section 1.1 of the Credit Agreement is hereby amended by adding the following definition in alphabetical order:

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“Operating Lease” means (i) an operating lease under GAAP, (ii) any lease that was treated as an operating lease under GAAP at the time it was entered into that later becomes a capital lease as a result of a change in GAAP during the life of such lease, including any renewals, and (iii) any lease entered into after the date of this Agreement that would have been considered an operating lease under the provisions of GAAP in effect as of the Closing Date.

(u) Section 1.1 of the Credit Agreement is hereby amended by (i) deleting the word “and” at the end of clause (n) of the definition of “Permitted Liens”, (ii) deleting clause (o)

of such definition in its entirety, and (iii) substituting therefor the following clauses (o), (p) and (q):

(o) Liens securing Indebtedness permitted by Section 7.1(k), provided that such Liens attach only to the Environmental Air Facilities and proceeds thereof;

(p) Liens securing Indebtedness permitted by Section 7.1(l); and

(q) Liens in respect of Operating Leases.”

(v) Section 1.1 of the Credit Agreement is hereby amended by adding the following definitions of “Sanctioned Country”, “Sanctioned Person”, “Sanctions” and “Secured Party” in alphabetical order and replacing the definition of “Secured Obligations” with the following definition of “Secured Obligations”:

“Sanctioned Country” means at any time, a country or territory which is itself the subject or target of any Sanctions.

“Sanctioned Person” means, at any time, (a) any Person listed in any Sanctions-related list of designated Persons maintained by OFAC, the U.S. Department of State, the United Nations Security Council, the European Union or Her Majesty’s Treasury, (b) any Person operating, organized or resident in a Sanctioned Country, (c) any Person owned in the aggregate, directly or indirectly, 50% or more by any such Person or Persons described in clauses (a) and (b) or (d) any Person controlled by any such Person or Persons described in clauses (a) and (b).

“Sanctions” means economic or financial sanctions or trade embargoes imposed, administered or enforced from time to time by the U.S. government (including those administered by OFAC), the United Nations Security Council, the European Union or Her Majesty’s Treasury.

“Secured Obligations” means all Obligations, Lender Hedging Obligations, and Lender Bank Services Obligations; provided,

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however, that the “Secured Obligations” shall exclude any Excluded Swap Obligations.

“Secured Party” means each Lender Party and each Affiliate of a Lender that holds Lender Hedging Obligations or Lender Bank Services Obligations.

(w) Section 1.1 of the Credit Agreement is hereby amended by deleting the reference to “Obligations” in the definition of “Security Documents” and replacing it with a reference to “Secured Obligations”.

(x) Section 1.1 of the Credit Agreement is hereby amended by adding the following definition in alphabetical order:

“Write-Down and Conversion Powers” means, with respect to any EEA Resolution Authority, the write-down and conversion powers of such EEA Resolution Authority from time to time under the Bail-In Legislation for the applicable EEA Member Country, which write-down and conversion powers are described in the EU Bail-In Legislation Schedule.

(y) Section 2.4 of the Credit Agreement is hereby amended by adding the following sentence at the end of said Section:

“No Loan or Letter of Credit will be requested and no proceeds of any Loan or Letter of Credit will be used (i) in furtherance of an offer, payment, promise to pay, or authorization of the payment or giving of money, or anything else of value, to any Person in violation of any Anti-Corruption Laws, (ii) to fund any activities or business (A) of or with any Person, that, at the time of such funding, is the subject of Sanctions or (B) in any country or territory that, at the time of such funding, is, or whose government is, the subject of Sanctions, or (iii) in any manner that would result in the violation of any Sanctions applicable to any party hereto.”

(z) Section 2.17(b) of the Credit Agreement is hereby amended as follows:

(i) by deleting the phrase “December 31, 2009” in clause (vi) thereof, and substituting therefor following:

“the date of the audited financial statements most recently delivered pursuant to Section 6.2(a)”;

(ii) by deleting clause (viii) thereof in its entirety and substituting therefor the following:

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“(viii) the aggregate amount of the Lenders’ Revolving Loan Commitments shall not exceed \$425,000,000 without the approval of all Lenders; and”.

(aa) Section 2.18(c) of the Credit Agreement is hereby amended by adding the following phrase at the end of clause (i) thereof:

“; provided that, subject to Section 10.12, no reallocation hereunder shall constitute a waiver or release of any claim of any party hereunder against a Defaulting Lender arising from that Lender having become a Defaulting Lender, including any claim of a non-Defaulting Lender as a result of such non-Defaulting Lender’s increased exposure following such reallocation;”

(bb) Section 3.3(a) of the Credit Agreement is hereby amended by deleting clause (i) thereof in its entirety and substituting therefor the following:

“(i) shall change the basis of taxation of payments to any Lender Party of any principal, interest, or other amounts attributable to any Eurodollar Loan or Letter of Credit or otherwise due under this Agreement in respect of any Eurodollar Loan or Letter of Credit (other than Reimbursable Taxes governed by Section 3.6 and Taxes imposed on or measured by its overall net income, and franchise Taxes (in lieu of net income taxes) and branch profits Taxes imposed on it, by the jurisdiction (or any political subdivision thereof) under the Laws of which it is organized or otherwise resides for tax purposes or maintains any Applicable Lending Office); or”.

(cc) Section 3.6 of the Credit Agreement is hereby amended by deleting subsections (a), (b) and (d) thereof in their entirety and substituting therefor the following:

“(a) Borrower will indemnify each Lender Party against and reimburse each Lender Party for all present and future Taxes imposed, assessed, levied or collected on or in respect of this Agreement or any Eurodollar Loans or Letters of Credit (whether or not legally or correctly imposed, assessed, levied or collected), excluding, however, (i) Taxes imposed on or measured by its overall net income, franchise taxes (in lieu of net income taxes) and branch profits Taxes, imposed on it by the jurisdiction (or any political subdivision thereof) under the Laws of which it is organized or otherwise resides for tax purposes or maintains any Applicable Lending Office, (ii) with respect to each Lender Party, Taxes imposed by reason of any present or former connection between such Lender Party and the jurisdiction imposing such Taxes, other than solely as a result of this Agreement or any Note or any transaction contemplated hereby, (iii) any United States

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withholding Tax imposed on any payment by Borrower pursuant to this Agreement or under any Eurodollar Loans or Letters of Credit, but not excluding any portion of such Tax that exceeds the United States withholding tax which would have been imposed on such a payment to such Lender Party under the laws and treaties in effect when such Lender Party first becomes a party to this Agreement, (iv) Taxes attributable to such recipient’s failure to comply with requirements to deliver the Prescribed Forms as set forth Section 3.6(d), (v) any United States federal withholding Taxes imposed under FATCA, and (vi) any interests, penalties, additions to Tax or other charges imposed in connection with any of the items set forth in clause (i) through (v) (all such non-excluded Taxes being collectively called “Reimbursable Taxes”). Such indemnification shall be on an after-tax basis and, except as otherwise provided in Section 3.6(b), paid within 3 Business Days after a Lender Party makes demand therefor.

(b) All payments on account of the principal of, and interest on, each Lender Party’s Loans and Note, and all other amounts payable by Borrower to any Lender Party hereunder, shall be made in full without set-off or counterclaim and shall be made free and clear of and without deductions or withholdings of any nature by reason of any Reimbursable Taxes (except to the extent required by applicable Law), all of which will be for the account of Borrower. In the event of Borrower or the Agent being compelled by Law to make any such deduction or withholding from any payment to any Lender Party, Borrower shall pay on the due date of such payment, by way of additional interest, such additional amounts as are needed to cause the amount receivable by such Lender Party after such deduction or withholding to equal the amount which would have been receivable in the absence of such deduction or withholding. If Borrower should make any deduction or withholding as aforesaid, Borrower shall within 60 days thereafter forward to the Agent an official receipt or other official document evidencing payment of such deduction or withholding.

(d) Notwithstanding the foregoing provisions of this section, Borrower and Agent shall be entitled, to the extent such party is required to do so by Law, to deduct or withhold (and not to make any indemnification or reimbursement for) income or other similar Taxes imposed by the United States of America from interest, fees or other amounts payable hereunder for the account of any Lender Party, other than a Lender Party (i) who is a U.S. person for Federal income tax purposes that delivered to Agent executed originals of IRS Form W-9 certifying that such Lender Party is exempt from United States federal backup withholding tax or (ii) who has the Prescribed Forms on file with Agent (with copies

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provided to Borrower) for the applicable year to the extent deduction or withholding of such Taxes is not required as a result of the filing of such Prescribed Forms, provided that if Borrower or Agent shall so deduct or withhold any such Taxes, Borrower or Agent, as applicable, shall provide a statement to Agent (if applicable) and such Lender Party, setting forth the amount of such Taxes so deducted or withheld, the applicable rate and any other information or documentation which such Lender Party may reasonably request for assisting such Lender Party to obtain any allowable credits or deductions for the Taxes so deducted or withheld in the jurisdiction or jurisdictions in which such Lender Party is subject to tax. As used in this section, “Prescribed Forms” means such duly executed forms or statements, and in such number of copies, which may, from time to time, be prescribed by Law or otherwise reasonably requested by Agent (in form reasonably acceptable to Agent) and which, pursuant to applicable provisions of (x) an income tax treaty between the United States and the country of residence of the Lender Party providing the forms or statements, (y) the Internal Revenue Code, or (z) any applicable rules or regulations thereunder, permit Borrower to make payments hereunder for the account of such Lender Party free of such deduction or withholding of income or similar Taxes. If a payment made to a Lender Party under this Agreement or any Eurodollar Loans or Letters of Credit would be subject to United States federal withholding Tax imposed by FATCA if such person were to fail to comply with the applicable reporting requirements of FATCA (including those contained in Section 1471(b) or 1472(b) of the Code, as applicable), such Lender Party shall deliver to Borrower and Agent at the time or times prescribed by law and at such time or times reasonably requested by Borrower or Agent such documentation prescribed by applicable Law (including as prescribed by Section 1471(b)(3)(C)(i) of the Code) and such additional documentation reasonably requested by Borrower or Agent as may be necessary for Borrower and Agent to comply with their obligations under FATCA and to determine that such Lender has complied with such Lender Party’s obligations under FATCA or to determine the amount to deduct and withhold from such payment. For the avoidance of doubt, for all purposes from and after the Amendment No. 4 Effective Date, the parties shall treat any payment under this Agreement or any Eurodollar Loans or Letters of Credit as not being eligible to the grandfathering rules under FATCA. Solely for purposes of this clause (d), “FATCA” shall include any amendments made to FATCA after the Amendment No. 4 Effective Date.”

(dd) Section 4.2 of the Credit Agreement is hereby amended by deleting clause (d) thereof in its entirety and substituting therefor the following:

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“(d) No Material Adverse Change shall have occurred since December 31, 2014.”

(ee) Section 5.6 of the Credit Agreement is hereby amended to replace the reference therein to “December 31, 2009” with a reference to “December 31, 2014”.

(ff) Section 5.13 of the Credit Agreement is hereby amended to replace each reference therein to “Amendment No. 3 Effective Date” with a reference to “Amendment No. 4 Effective Date”.

(gg) Article V of the Credit Agreement is hereby amended by adding the following new Section 5.22 at the end of said Article:

“Section 5.22 Anti-Corruption Laws and Sanctions. None of (a) Borrower, any Subsidiary or, to the knowledge of Borrower, any of their respective directors, officers, employees or affiliates, (b) to the knowledge of Borrower, any agent or representative of Borrower or any Subsidiary that will act in any capacity in connection with or benefit from the credit facility established hereby, (i) is a Sanctioned Person or currently the subject or target of any Sanctions or (ii) has taken any action, directly or indirectly, that would result in a material violation by Borrower or any Guarantor of any Anti-Corruption Laws.”

(hh) Section 6.2(b) of the Credit Agreement is hereby amended by deleting the second sentence thereof in its entirety and substituting therefor the following:

“In addition Borrower will, together with each such set of financial statements and each set of financial statements furnished under subsection (a) of this section, furnish a certificate in the form of Exhibit 6.2(b), signed by the chief financial officer of Borrower stating that such financial statements are fair and complete in all material respects and fairly present the Consolidated financial position of Borrower for the periods covered thereby (subject to normal year-end adjustments), stating that he has reviewed the Loan Documents, containing calculations showing compliance (or non-compliance) at the end of such Fiscal Quarter with the requirements of Section 7.11, showing Borrower’s compliance (or non-compliance) as of the end of such Fiscal Quarter with the negative covenants set forth in Sections 7.1 through 7.10 and Section 7.12 and stating that no Default exists at the end of such Fiscal Quarter or at the time of such certificate or specifying the nature and period of existence of any such Default.”

(ii) Section 6.11 of the Credit Agreement is hereby amended by deleting the first sentence thereof in its entirety and substituting therefor the following:

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“Each Restricted Person will conduct its business and affairs in compliance with all Laws applicable thereto, except as could not reasonably be expected to cause a Material Adverse Change.”

(jj) Section 6.15 of the Credit Agreement is hereby amended by deleting the first sentence thereof in its entirety and substituting therefor the following:

“Each Subsidiary created, acquired or coming into existence after the date hereof, other than an Immaterial Subsidiary, an Unrestricted Subsidiary or a Foreign Subsidiary, shall, promptly upon request by Agent, execute and deliver to Agent an absolute and unconditional guaranty of the timely repayment of the Secured Obligations and the due and punctual performance of the Secured Obligations, which guaranty shall be in substantially the same form as the Guaranty entered into as of the Closing Date or otherwise reasonably satisfactory to Agent in form and substance.”

(kk) Section 6.16 of the Credit Agreement is hereby amended by replacing the reference therein to “Obligations” with a reference to “Secured Obligations”.

(ll) Section 7.1 of the Credit Agreement is hereby amended by (i) replacing the reference to “Obligations” in clause (a) thereof with a reference to “Secured Obligations” and (ii) replacing the reference to “\$40,000,000” in clause (h) thereof with a reference to “\$50,000,000”.

(mm) Section 7.1 of the Credit Agreement is hereby further amended by deleting the word “and” at the end of clause (j) thereof, deleting clause (k) thereof in its entirety and substituting therefor the following clauses (k) and (l):

“(k) Indebtedness related to the Environmental Air Facilities not to exceed \$35,000,000 in the aggregate at any time outstanding; and

(l) any other Indebtedness not to exceed \$15,000,000 in the aggregate at any time outstanding.”

(nn) Section 7.3 of the Credit Agreement is hereby amended by inserting the phrase “or an Affiliate of Agent or any Lender” immediately after the word “Lender”.

(oo) Section 7.6 of the Credit Agreement is hereby amended by deleting subsection (a) thereof in its entirety and substituting therefor the following:

“(a) No Restricted Person will declare or make any Distribution except, in each case, so long as no Default or Event of Default exists at the time thereof or would result therefrom:

(i) Distributions made at any time when the Net Leverage Ratio is less than or equal to 1.00 to 1.00;

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(ii) regularly scheduled dividends in an amount per share paid in any Fiscal Quarter not to exceed 125% of the amount per share paid during the immediately preceding Fiscal Quarter; provided that all such increases paid in any Fiscal Year shall not exceed \$1,500,000; and

(iii) (A) repurchases of the Borrower's common stock made on or prior to September 30, 2015, in an aggregate amount not to exceed \$25,000,000 and (B) repurchases of the Borrower's common stock made after the Amendment No. 4 Effective Date but on or prior to December 31, 2017, in an aggregate amount not to exceed \$25,000,000."

(pp) Section 7.7(a) of the Credit Agreement is hereby amended by deleting clause (ii) thereof in its entirety and substituting therefor the

following:

"(ii) investments in Unrestricted Subsidiaries not in excess of \$15,000,000 during any Fiscal Year, and".

(qq) Section 7.7(b) of the Credit Agreement is hereby amended by deleting clause (i) thereof in its entirety and substituting therefor the

following:

"(i) \$50,000,000 in the aggregate in any Fiscal Year plus".

(rr) Section 7.7(c) of the Credit Agreement is hereby amended by deleting clause (iii) thereof in its entirety and substituting therefor

the following:

"(iii) either (A) the Total Leverage Ratio is less than or equal to 2.00 to 1.00 after giving pro forma effect to the Acquisition or (B) the purchase price for such Acquisition is less than or equal to \$30,000,000 and the aggregate purchase price for such Acquisition and all prior Acquisitions made during the Fiscal Year when such Acquisition is consummated is less than or equal to \$65,000,000; or".

(ss) Section 7.11 of the Credit Agreement is hereby amended by deleting paragraphs (a) and (c) in their entirety and substituting

therefor the following:

"(a) Minimum Fixed Charge Coverage Ratio. The Borrower will not permit the ratio, determined as of the end of each of its Fiscal Quarters, for the then most-recently ended four Fiscal Quarters, of (i) its Consolidated EBITDA, minus (A) Consolidated Capital Expenditures, (B) the provision for income taxes (excluding one-time tax charges arising solely from changes to GAAP), and (C) if the Net Leverage Ratio for the most recently ended four Fiscal Quarters is greater than 1.50 to 1.00, Distributions made to Persons that are not Restricted Persons during such four-Fiscal Quarter period (other than (x) any

Distribution permitted under Section 7.6(a)(iii) if at the time of and after giving effect to such Distribution the Net Leverage Ratio was less than or equal to 1.50 to 1.00 and (y) any Distribution made by a Restricted Person that is a Non-Wholly Owned Subsidiary to the holders of its equity interests that are not Restricted Persons on a pro rata basis), in each case, calculated for the Borrower on a Consolidated basis, to (ii) its Consolidated Interest Expense for such four-Fiscal Quarter period, *plus* scheduled principal payments of Indebtedness made during such four-Fiscal Quarter period, to be less than 2.00 to 1.00.

(c) Total Leverage Ratio. The Borrower will not permit its Total Leverage Ratio, determined as of the end of each of its Fiscal Quarters, for the then most-recently ended four Fiscal Quarters, to be greater than (i) 3.00 to 1.00 as of the end of each Fiscal Quarter ending after the Amendment No. 4 Effective Date through and including the Fiscal Quarter ending September 30, 2017, and (b) 2.75 to 1.00 as of the end of each Fiscal Quarter thereafter."

(tt) Section 7.12 of the Credit Agreement is hereby amended by restating clause (c) thereof and substituting the following therefor:

"(c) pursuant to any other agreement that does not restrict in any manner (directly or indirectly) Liens created pursuant to the Loan Documents on property or assets of the Borrower or any other Restricted Person (whether now owned or hereafter acquired) securing the Secured Obligations and does not require the direct or indirect granting of any Lien securing any Indebtedness or other obligation by virtue of the granting of Liens on or pledge of property of the Borrower or any other Restricted Person to secure the Secured Obligations;"

(uu) Section 8.3 of the Credit Agreement is hereby amending by (i) replacing each reference therein to "Obligation" or "Obligations" with a reference to "Secured Obligation" or "Secured Obligations", as applicable, (ii) replacing the reference therein to "Lender Parties" with a reference to "Secured Parties", and (iii) deleting clause (d) thereof in its entirety and substituting therefor the following clauses (d) and (e):

"(d) Fourth, to the payment of that portion of the Secured Obligations constituting Lender Bank Services Obligations, ratably among the Secured Parties to whom such Secured Obligations are owed; provided that Agent shall have no independent responsibility to determine the existence or amount of Lender Bank Services Obligations and may reserve from the application of amounts under this Section amounts distributable in respect of Lender Bank Services Obligations until it has received evidence satisfactory to it of the existence and amount of such Lender Bank

Services Obligations; provided, further, however, that Agent may rely on statements of the Secured Parties as to the existence and amounts of Lender Bank Services Obligations owing to them; and

(e) The balance, if any, after all of the Secured Obligations have been indefeasibly paid in full, to the Borrower or as otherwise required by Law.

(vv) Section 9.2 of the Credit Agreement is hereby amended by deleting the word “may” in clause (a) of the second sentence thereof and substituting therefor the word “shall”.

(ww) Section 10.1(a) of the Credit Agreement is hereby amended by replacing the reference to “Obligations” in the last sentence thereof with a reference to “Secured Obligations”.

(xx) Section 10.5(b) of the Credit Agreement is hereby amended by adding the following new paragraph at the end of said Section:

“Each Lender that sells a participation shall, acting solely for this purpose as a non-fiduciary agent of Borrower, maintain a register on which it enters the name and address of each participant and the principal amounts of (and stated interest on) each participant’s interest in the Loan Documents or other obligations under the Loan Documents (the “Participant Register”); provided that no Lender shall have any obligation to disclose all or any portion of the Participant Register (including the identity of any participant or any information relating to a participant’s interest in any commitments, loans, letters of credit or its other obligations under any Loan Document) to any Person except to the extent that such disclosure is necessary to establish that such commitment, loan, letter of credit or other obligation is in registered form under Section 5f.103-1(c) of the United States Treasury Regulations. The entries in the Participant Register shall be conclusive absent manifest error, and such Lender shall treat each Person whose name is recorded in the Participant Register as the owner of such participation for all purposes of this Agreement notwithstanding any notice to the contrary.”

(yy) Section 10.5(f) is hereby amended by deleting the first two sentences thereof and substituting therefor the following:

“Agent shall maintain a copy of each Assignment and Acceptance and a register for the recordation of the names and addresses of Lenders and the Percentage Shares of, and principal amount of (and stated interest on) the Loans owing to, each Lender from time to time (in this section called the “Register”). The entries in the

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Register shall be conclusive, in the absence of manifest error, and Borrower and each Lender Party shall treat each Person whose name is recorded in the Register as a Lender hereunder for all purposes.”

(zz) Article X of the Credit Agreement is hereby amended by adding the following new Section 10.16 at the end of said Article:

“Section 10.16 Acknowledgement and Consent to Bail-In of EEA Financial Institutions. Notwithstanding anything to the contrary in any Loan Document or in any other agreement, arrangement or understanding among any such parties, each party hereto acknowledges that any liability of any EEA Financial Institution arising under any Loan Document, to the extent such liability is unsecured, may be subject to the write-down and conversion powers of an EEA Resolution Authority and agrees and consents to, and acknowledges and agrees to be bound by:

(a) the application of any Write-Down and Conversion Powers by an EEA Resolution Authority to any such liabilities arising hereunder which may be payable to it by any party hereto that is an EEA Financial Institution; and

(b) the effects of any Bail-in Action on any such liability, including, if applicable:

(i) a reduction in full or in part or cancellation of any such liability;

(ii) a conversion of all, or a portion of, such liability into shares or other instruments of ownership in such EEA Financial Institution, its parent undertaking, or a bridge institution that may be issued to it or otherwise conferred on it, and that such shares or other instruments of ownership will be accepted by it in lieu of any rights with respect to any such liability under this Agreement or any other Loan Document; or

(iii) the variation of the terms of such liability in connection with the exercise of the write-down and conversion powers of any EEA Resolution Authority.”

(aaa) The Pricing Schedule to the Credit Agreement is hereby replaced in its entirety with the Pricing Schedule attached to this

Amendment.

(bbb) Exhibit 6.2(b) to the Credit Agreement is hereby replaced in its entirety with Exhibit 6.2(b) attached to this Amendment.

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(ccc) Schedule 3.1 to the Credit Agreement and Sections 5.13 and 5.14 of Schedule 5 to the Credit Agreement are hereby replaced in their entirety with Schedule 3.1 and Sections 5.13 and 5.14 of Schedule 5 attached to this Amendment.

3. Amendments to Security Agreement.

(a) Sections 1(a), 2, 3, 4, 5, 7, 8, 9, 10, 16 and 20 of, and Exhibit A to, the Security Agreement are hereby amended by replacing each reference therein to “Lender” or “Lenders” with a reference to “Secured Party” or “Secured Parties”, as applicable.

(b) The last sentence of Section 8(a) to the Security Agreement is hereby amended by replacing the reference therein to “Obligations” with a reference to “Secured Obligations”.

(c) Schedules I and III to the Security Agreement are hereby replaced in their entirety with Schedules I and III to the Second Amended and Restated Security Agreement attached to this Amendment.

4. **Amendments to Pledge Agreement.**

(a) Section 1 of the Pledge Agreement is hereby amended by deleting the definition of “Secured Obligations” in its entirety.

(b) Section 2 of the Pledge Agreement is hereby amended by deleting clause (b) thereof and substituting therefor the following:

“(b) any additional shares of stock of a Subsidiary (other than an Immaterial Subsidiary or any shares of stock that constitute Excluded Assets) from time to time acquired by such Pledgor in any manner (which shares shall be deemed to be part of the Pledged Shares), and the certificates representing such additional shares, and all dividends, distributions, cash, instruments, and other property or proceeds from time to time received, receivable, or otherwise distributed in respect of or in exchange for any or all of such stock; and”.

(c) Section 3 of the Pledge Agreement is hereby deleted in its entirety and the following is substituted therefor:

“3. **Security for Secured Obligations.** This Agreement secures, and the Pledged Collateral is security for, the prompt payment in full when due, whether at stated maturity, by acceleration or otherwise, and performance of all Secured Obligations (as defined in the Credit Agreement).”

(d) Section 5 of the Pledge Agreement is hereby amended by deleting clause (i) thereof and substituting therefor the following:

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“(i) The Pledged Shares constitute 100% of the issued and outstanding shares of stock owned by a Pledgor in each Pledged Entity, except with respect to any Pledged Entity that is a Foreign Subsidiary, in which case the Pledged Shares in respect of such Pledged Entity constitute at least 65% of the issued and outstanding shares of voting stock owned by a Pledgor in such Pledged Entity, and except as disclosed on Schedule I or otherwise in writing to the Agent; and”.

(e) Section 6(d) of the Pledge Agreement is hereby amended by deleting the first sentence thereof and substituting therefor the following:

“Each Pledgor will, upon obtaining ownership of any additional stock or promissory notes or instruments of a Subsidiary (other than any stock that constitutes an Excluded Asset or stock of an Immaterial Subsidiary), which stock, notes or instruments are not already Pledged Collateral, promptly (and in any event with three (3) Business Days) deliver to Agent a Pledge Amendment, duly executed by such Pledgor, in substantially the form of Schedule II hereto (a “Pledge Amendment”) in respect of any such additional stock, notices or instruments, pursuant to which such Pledgor shall pledge to Agent all of such additional stock, notes and instruments.”

(f) Sections 2, 4, 5(g), 6(b) and 20 of the Pledge Agreement are hereby amended by replacing each reference therein to “Lender” or “Lenders” with a reference to “Secured Party” or “Secured Parties”, as applicable.

(g) Section 20 of the Pledge Agreement is hereby amended by replacing the reference therein to “Obligations” with a reference to “Secured Obligations”.

(h) Schedule I to the Pledge Agreement is hereby replaced in its entirety with Schedule I to the Second Amended and Restated Pledge Agreement attached to this Amendment.

5. **Amendments to Guaranty.**

(a) Sections 2.1, 2.2, 2.5, 2.6, 2.7, 2.8, 2.9, 4, 5, 6, 7 and 8 of the Guaranty are hereby amended by replacing each reference therein to “Lender” or “Lenders” with a reference to “Secured Party” or “Secured Parties”, as applicable.

(b) The third “Whereas” paragraph in the recitals of the Guaranty is hereby amended by replacing the reference therein to “Obligations” with a references to “Secured Obligations”.

(c) Section 2.1 of the Guaranty is hereby amended by deleting the title and first sentence thereof and substituting the following therefor:

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“Section 2.1 **Guaranty of Guaranteed Obligations.** Each Guarantor hereby jointly and severally unconditionally guarantees to Agent and Secured Parties, and their respective successors, endorsees, transferees and assigns, the prompt payment (whether at stated maturity, by acceleration or otherwise) and performance of the Secured Obligations (hereinafter the “Guaranteed Obligations”).

(d) Sections 2.6(e) and 7.5 of the Guaranty are hereby amended by replacing each reference therein to “Obligation” or “Obligations” with a reference to “Secured Obligation” or “Secured Obligations”, as applicable.

6. **Joinder of New Subsidiaries.** Each of (i) Comfort Systems USA (Indiana), LLC, an Indiana limited liability company, (ii) CSUSA (10), LLC, a North Carolina limited liability company, (iii) Environmental Air Systems, LLC, a North Carolina limited liability company, (iv) Envirotrol, LLC, a North Carolina limited liability company, (v) Shoffner Acquisition Corp., a Tennessee corporation, (vi) ShoffnerKalthoff Mechanical Electrical Service, Inc.,

a Tennessee corporation, (vii) Shoffner Mechanical Services, Inc., a Tennessee corporation, and (viii) SKMES, Inc., a Tennessee corporation (each a “New Subsidiary”) hereby:

(a) (i) joins the Guaranty as a party thereto and assumes all of the obligations of a Guarantor (as defined in the Guaranty) under the Guaranty, (ii) agrees to be bound by the provisions of the Guaranty as if such New Subsidiary had been an original party to the Guaranty and (iii) confirms that, after joining the Guaranty as set forth herein, the representations and warranties set forth in the Guaranty with respect to such New Subsidiary are true and correct in all material respects as of the date of this Amendment;

(b) (i) joins the Security Agreement as a party thereto and assumes all of the obligations of a Grantor (as defined in the Security Agreement) under the Security Agreement, (ii) grants the security interests described in and agrees to be bound by the provisions of the Security Agreement as if such New Subsidiary had been an original party to the Security Agreement and (iii) confirms that, after joining the Security Agreement as set forth herein, the representations and warranties set forth in the Security Agreement with respect to such New Subsidiary are true and correct in all material respects as of the date of this Amendment; and

(c) (i) joins the Pledge Agreement as a party thereto and assumes all of the obligations of a Pledgor (as defined in the Pledge Agreement) under the Pledge Agreement, (ii) grants the security interests described in and agrees to be bound by the provisions of the Pledge Agreement as if such New Subsidiary had been an original party to the Pledge Agreement and (iii) confirms that, after joining the Pledge Agreement as set forth herein, the representations and warranties set forth in the Pledge Agreement with respect to such New Subsidiary are true and correct in all material respects as of the date of this Amendment.

7. **Conditions to Effectiveness.** This Amendment will become effective on the date that the following conditions have been satisfied or waived:

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(a) the Agent shall have received counterparts of this Amendment, executed and delivered by the Borrower, the Guarantors, the Agent and the Lenders;

(b) the Agent shall have received a Revolving Note for each Lender substantially in the form of Exhibit 2.1 to the Credit Agreement in the principal amount of each such Lender’s Revolving Loan Commitment as set forth on Schedule 3.1 attached hereto;

(c) the representations and warranties of the Borrower and the Guarantors in Section 8 of this Amendment shall be true and correct;

(d) the Agent shall have received, or shall concurrently receive, payment of all fees payable in connection with this Amendment including, without limitation, the fees payable pursuant to that certain Fee Letter dated January 15, 2016;

(e) the Agent shall have received the following certificates of Borrower and, as appropriate, the Guarantors:

(i) an “Omnibus Certificate” of the Secretary or Assistant Secretary of the Borrower and each Guarantor, which shall (i) contain the names and signatures of the officers of Borrower and each Guarantor authorized to execute Loan Documents, (ii) certify that there have been no changes to the charter documents or bylaws of the Borrower and each Guarantor previously delivered to the Agent (or, to the extent any such documents have changed, attach and certify to the truth, correctness and completeness of such documents) and (iii) attach and certify to the truth, correctness and completeness of a copy of resolutions duly adopted by the Board of Directors of Borrower and each Guarantor and in full force and effect at the time this Amendment is entered into, authorizing the execution of this Amendment and the other Loan Documents delivered or to be delivered in connection herewith and the consummation of the transactions contemplated herein and therein; and

(ii) a “Closing Certificate” of the chief financial officer of Borrower, as of the date of this Amendment, certifying that (A) the conditions set out in subsections (a), (b), and (c) of Section 4.2 of the Credit Agreement have been satisfied and (B) the financial information of Borrower most recently delivered to the Agent pursuant to Section 6.2(b) of the Credit Agreement fairly present the Consolidated financial position of Borrower for the periods covered thereby;

(f) a certificate of existence and good standing for Borrower issued by the Secretary of State of Delaware, a certificate of due qualification to do business for the Borrower issued by the Secretary of State of Texas and evidence that the Borrower’s authority to transact business in the State of Texas is active;

(g) a favorable opinion of (i) Bracewell LLP, counsel for Restricted Persons, in form and substance reasonably satisfactory to the Agent; and (ii) Trent McKenna, in-house counsel for Restricted Persons, in form and substance reasonably satisfactory to the Agent;

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(h) the Agent shall have received, in form and substance reasonably satisfactory to the Agent, projections prepared by management of balance sheets, income statements and cashflow statements of the Borrower and its Subsidiaries for the Fiscal Years ending December 31, 2015 through December 31, 2020; and

(i) the Agent shall have received, in form and substance reasonably satisfactory to the Agent, the certificates of insurance required by Section 6.8 of the Credit Agreement.

8. **Representations and Warranties.** The Borrower and the Guarantors hereby represent and warrant to the Agent and each of the Lenders as follows:

(a) This Amendment has been duly authorized by all necessary corporate or other action and constitutes the binding obligation of the Borrower and the Guarantors.

(b) Each of the representations and warranties made by the Borrower and the Guarantors in or pursuant to the Credit Agreement and the other Loan Documents is true and correct in all material respects as of the date hereof, as if made (after giving effect to this Amendment) on and as of such date, except for any representations and warranties made as of a specified date, which were true and correct in all material respects as of such specified date.

(c) After giving effect to this Amendment, no Default or Event of Default has occurred and is continuing as of the date hereof.

(d) Since December 31, 2014, there has occurred no Material Adverse Change.

9. **New Lender.**

(a) By its execution of this Amendment, SunTrust Bank (the "New Lender") agrees to become a Lender for all purposes and to the same extent as if originally a party to the Credit Agreement and agrees to be bound by and entitled to the benefits of the Credit Agreement.

(b) The New Lender hereby (i) represents and warrants that it is legally authorized to enter into this Amendment and become a "Lender" under the Credit Agreement; (ii) confirms that it has received a copy of the Credit Agreement, together with the copies of the most recent financial statements delivered pursuant to Section 6.2 thereof and such other documents and information as it has deemed appropriate to make its own credit analysis and decision to enter into this Amendment and become a "Lender" under the Credit Agreement; (iii) agrees that it will, independently and without reliance upon the Agent or any other Lender and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under the Credit Agreement; (iv) appoints and authorizes the Agent to take any action as agent on its behalf and to exercise any powers under the Loan Documents that are delegated to the Agent by the terms of the Loan Documents, together with all powers that are reasonably incidental thereto; and (v) agrees that it shall perform in accordance with their terms all of the obligations which by the terms of the Credit Agreement are required to be performed by it as a Lender.

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10. **Continuing Effect of the Credit Agreement and Other Loan Documents.** This Amendment does not constitute a waiver of any provision of the Credit Agreement or any other Loan Document and, except as expressly provided herein, is not to be construed as a consent to any action on the part of the Borrower or the Guarantors that would require a waiver or consent of the Lenders or an amendment or modification to any term of the Loan Documents. The Borrower and the Guarantors hereby confirm and ratify the Credit Agreement as amended hereby and each of the other Loan Documents to which it is a party and acknowledges and agrees that the same continue in full force and effect as amended hereby (as applicable).

11. **Reference to the Credit Agreement, Security Agreement or Pledge Agreement.** Upon the effectiveness of this Amendment, each reference in the Credit Agreement, Security Agreement or Pledge Agreement to "this Agreement", "this Security Agreement", "hereunder", "herein" or words of like import refer to the Credit Agreement, Security Agreement or Pledge Agreement, as applicable, as amended and affected hereby.

12. **Designation as Loan Document.** This Amendment is a Loan Document.

13. **Counterparts.** This Amendment may be executed by all parties hereto in any number of separate counterparts each of which may be delivered in original, facsimile or other electronic (e.g., ".pdf") form and all of such counterparts taken together constitute one instrument.

14. **References.** The words "hereby," "herein," "hereinafter," "hereinafter," "hereinbelow," "hereof," "hereunder" and words of similar import when used in this Amendment refer to this Amendment as a whole and not to any particular article, section or provision of this Amendment. References in this Amendment to a section number are to such sections of the Credit Agreement unless otherwise specified.

15. **Headings Descriptive.** The headings of the several sections of this Amendment are inserted for convenience only and do not in any way affect the meaning or construction of any provision of this Amendment.

16. **Governing Law.** This Amendment is governed by and will be construed in accordance with the law of the State of Texas.

17. **Payment of Expenses.** The Borrower shall pay or reimburse the Agent for all of its reasonable out-of-pocket costs and reasonable expenses incurred in connection with this Amendment, any other documents prepared in connection herewith and the transactions contemplated hereby, including, without limitation, the reasonable fees and disbursements of counsel to the Agent.

18. **Final Agreement of the Parties.** THIS AMENDMENT, THE CREDIT AGREEMENT AND THE OTHER LOAN DOCUMENTS REPRESENT THE FINAL AGREEMENT AMONG THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS AMONG THE PARTIES.

[Signature Pages Follow]

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IN WITNESS WHEREOF, the parties are signing this Amendment as of the date first above written.

COMFORT SYSTEMS USA, INC.,
Borrower

By: /s/ William George III
William George III

Address:

Comfort Systems USA, Inc.
675 Bering, Suite 400
Houston, Texas 77057
Attention: William George III
Telephone: (713) 830-9650
Fax: (713) 830-9659

Signature Page to Amendment No. 4

ACKNOWLEDGMENT OF GUARANTORS

Each of the undersigned Guarantors hereby executes this Amendment to evidence its agreement to the modification of the Loan Documents to which it is a party and to confirm that each Loan Document (as the same may be amended or amended and restated, as the case may be, pursuant to and in connection with this Amendment) to which it is a party or otherwise bound remains in full force and effect and that all Collateral encumbered thereby will continue to secure, to the fullest extent possible, the payment and performance of all "Obligations", "Secured Obligations" and "Guaranteed Obligations" (in each case as such term is defined in the applicable Loan Document), including without limitation the payment and performance of all such "Obligations", "Secured Obligations" and "Guaranteed Obligations" in respect of the Obligations now or hereafter existing under or in respect of the Credit Agreement and the other Loan Documents. The Guarantors specifically reaffirm and extend their obligations under each of their applicable Guaranties to cover all indebtedness evidenced by the Credit Agreement as same has been created, amended and/or restated by or in connection with this Amendment. The Guaranties and all the terms thereof shall remain in full force and effect and the Guarantors hereby acknowledge and agree that same are valid and existing and that each of the Guarantors' obligations thereunder shall not be impaired or limited by the execution or effectiveness of this Amendment, except as expressly provided herein. Each Guarantor hereby represents and warrants that all representations and warranties contained in this Amendment and the other Loan Documents to which it is a party or otherwise bound are true, correct and complete in all material respects on and as of the dated of this Amendment, except to the extent such representations and warranties specifically relate to an earlier date, in which case they were true, correct and complete in all material respects on and as of such earlier date. The Agent on behalf of the Lenders hereby preserves all its rights against each Guarantor under its applicable Guaranty and the other Loan Documents to which each applicable Guarantor is a party.

Each Guarantor acknowledges and agrees that (i) notwithstanding the conditions to the effectiveness set forth in this Amendment, such Guarantor is not required by the terms of the Credit Agreement, this Amendment or any other Loan Document to consent to the amendments of the Credit Agreement effected pursuant to this Amendment; and (ii) nothing in the Credit Agreement, this Amendment or any other Loan Document shall be deemed to require the consent of such Guarantor to any future amendments to the Credit Agreement.

ACCU-TEMP GP, INC.
ACCU-TEMP LP, INC.
ACI MECHANICAL, INC.
ACORN INDUSTRIAL, LLC, by Comfort Systems USA (MidAtlantic), LLC, as Sole Managing Member
AIR SYSTEMS ENGINEERING, INC.
AIRTEMP, INC.
ARC COMFORT SYSTEMS USA, INC.
ATLAS-ACCURATE HOLDINGS, L.L.C., by CS53 Acquisition Corp., as Sole Managing Member
ATLAS COMFORT SYSTEMS USA, L.L.C., by Hess Mechanical, LLC, as Sole Managing Member

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BATCHELOR'S MECHANICAL CONTRACTORS, LLC, by H & M Mechanical, Inc., as Sole Managing Member
BCM CONTROLS CORPORATION
COLONIALWEBB CONTRACTORS COMPANY
CALIFORNIA COMFORT SYSTEMS USA, INC.
COMFORT SYSTEMS USA (ARKANSAS), INC.
COMFORT SYSTEMS USA (BALTIMORE), LLC, by Hess Mechanical, LLC as Sole Managing Member
COMFORT SYSTEMS USA (BRISTOL), INC.
COMFORT SYSTEMS USA ENERGY SERVICES, INC.
COMFORT SYSTEMS USA G.P., INC.
COMFORT SYSTEMS USA (INDIANA), LLC, by Comfort Systems USA Strategic Accounts, LLC, as Sole
Managing Member
COMFORT SYSTEMS USA (INTERMOUNTAIN), INC.
COMFORT SYSTEMS USA (KENTUCKY), INC.
COMFORT SYSTEMS USA (MIDATLANTIC), LLC, by Riddleberger Brothers, Inc., as Sole Managing Member
COMFORT SYSTEMS USA (MIDWEST), LLC, by Plant Services Incorporated, as Sole Managing Member
COMFORT SYSTEMS USA (OHIO), INC.
COMFORT SYSTEMS USA PUERTO RICO, INC.
COMFORT SYSTEMS USA (SOUTH CENTRAL), INC.
COMFORT SYSTEMS USA (SOUTHEAST), INC.

COMFORT SYSTEMS USA (SOUTHWEST), INC.
COMFORT SYSTEMS USA STRATEGIC ACCOUNTS, LLC, by Accu-Temp LP, Inc., as Managing Member
COMFORT SYSTEMS USA (SYRACUSE), INC.
COMFORT SYSTEMS USA (TEXAS), L.P., by Comfort Systems USA G.P., Inc., as general partner
COMFORT SYSTEMS USA (WESTERN MICHIGAN), INC.
CONTROL CONCEPTS, LLC, by Comfort Systems USA (Southeast), Inc., as Sole Managing Member
CONTROL CONCEPTS MECHANICAL SERVICES, LLC, by Comfort Systems USA (Southeast), Inc., as Sole
Managing Member
CSUSA (10), LLC, by Comfort Systems USA, Inc., as Sole Managing Member
CS53 ACQUISITION CORP.
DELCARD ASSOCIATES, LLC, by Seasonair, Inc., as Sole Managing Member
DESIGN MECHANICAL INCORPORATED
DYNA TEN CORPORATION
DYNA TEN MAINTENANCE SERVICES, LLC
EASTERN HEATING & COOLING, INC.
EASTERN REFRIGERATION CO., INC.

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ENVIRONMENTAL AIR SYSTEMS, LLC, by CSUSA (10), LLC, as Sole Managing Member
ENVIROTROL, LLC, by Environmental Air Systems, LLC, as Sole Managing Member
GRANITE STATE HOLDINGS COMPANY, INC.
GRANITE STATE PLUMBING & HEATING, LLC, by Granite State Holdings Company, Inc., as Sole Managing
Member
H & M MECHANICAL, INC.
HELM CORPORATION
HESS MECHANICAL, LLC, by Seasonair, Inc., as Sole Managing Member
HUDSON RIVER HEATING AND COOLING, INC.
H-VAC SUPPLY, L.L.C., by Comfort Systems USA Puerto Rico, Inc., as Sole Managing Member
MECHANICAL TECHNICAL SERVICES, INC.
MERIT MECHANICAL, INC.
MJ MECHANICAL SERVICES, INC.
NORTH AMERICAN MECHANICAL, INC.
PLANT SERVICES INCORPORATED
QUALITY AIR HEATING & COOLING, INC.
RIDDLEBERGER BROTHERS, INC.
S.I. GOLDMAN COMPANY, INC.
S.M. LAWRENCE COMPANY, INC.
SA ASSOCIATES, INC.
SALMON & ALDER, L.L.C., by SA Associates, Inc., as Sole Managing Member
SEASONAIR, INC.
SHOFFNER ACQUISITION CORP.
SHOFFNERKALTHOFF MECHANICAL ELECTRICAL SERVICE, INC.
SHOFFNER MECHANICAL SERVICES, INC.
SKMES, INC.
TEMP RIGHT SERVICE, INC.

By: /s/ William George III
William George III
Vice President and Assistant Secretary

Signature Page to Amendment No. 4

**WELLS FARGO BANK, NATIONAL
ASSOCIATION,**
Agent and a Lender

By: /s/ Chad D. Johnson
Chad D. Johnson
Senior Vice President

Address:

Wells Fargo Bank, National Association
1000 Louisiana, 3rd Floor

Houston, Texas 77002
Attention: Chad D. Johnson
Telephone: 713-319-1332
Fax: 713-739-1086

Signature Page to Amendment No. 4

BOKE, NA dba Bank of Texas,
Lender

By: /s/ H. Michael Sultanik
Name: H. Michael Sultanik
Title: Senior Vice President

Address:

BOKE, NA dba Bank of Texas
5 Houston Center
1401 McKinney, Suite 1000
Houston, Texas 77010
Attention: Mike Sultanik
Telephone: 713-289-5886
Fax: 713-289-5825

Signature Page to Amendment No. 4

CAPITAL ONE, N.A.,
Lender

By: /s/ Sallye Cielencki
Name: Sallye Cielencki
Title: Senior Vice President / Underwriter IV

Address:

Capital One, N.A.
5444 Westheimer, Suite 700
Houston, Texas 77056
Attention: Yasmin Huebinger
Telephone: 713-212-5285
Fax: 855-735-8388

Signature Page to Amendment No. 4

BRANCH BANK AND TRUST COMPANY,
Lender

By: /s/ Matt McCain
Name: Matt McCain
Title: Senior Vice President

Address:

Branch Bank and Trust Company
333 Clay Street, Ste. 4495
Houston, Texas 77002
Attention: Matt McCain
Telephone: 713-797-2147
Fax: 713-652-0753

Signature Page to Amendment No. 4

REGIONS BANK,

Lender

By: /s/ Joey Powell
Name: Joey Powell
Title: Senior Vice President

Address:

Regions Bank
5005 Woodway Drive, Suite 110
Houston, Texas 77479
Attention: Joey Powell
Telephone: 713-426-7236
Fax: 713-426-7180

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U.S. BANK NATIONAL ASSOCIATION,

Lender

By: /s/ Michael E. Temnick
Name: Michael E. Temnick
Title: Vice President

Address:

U.S. Bank National Association
425 Walnut St.
CN-OH-W8
Cincinnati, Ohio 45202
Attention: Michael Temnick
Telephone: 513-632-4133
Fax: 513-632-4894

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SUNTRUST BANK,

Lender

By: /s/ Garrett O'Malley
Name: Garrett O'Malley
Title: Director

Address:

SunTrust Robinson Humphrey
3333 Peachtree Road NE, 6th Floor
Atlanta, Georgia 30326
Attention: Pete Osterland
Telephone: 404-926-5136
Fax: 404-439-7327

Signature Page to Amendment No. 4

CADENCE BANK, N.A.,

Lender

By: /s/ H. Gale Smith, Jr.
Name: H. Gale Smith, Jr.
Title: Executive Vice President

Address:

Cadence Bank, N.A.
2800 Post Oak Boulevard, Suite 3800
Houston, Texas 77056
Attention: Gale Smith
Telephone: 713-871-3941
Fax: 713-634-4963

Signature Page to Amendment No. 4

PRICING SCHEDULE

The applicable Eurodollar Margin, Base Rate Margin, Commitment Fee Rate and Letter of Credit Fee Rate shall be determined by the Agent in accordance with the following tables:

APPLICABLE MARGIN FOR REVOLVING LOAN ADVANCES	LEVEL I STATUS	LEVEL II STATUS	LEVEL III STATUS	LEVEL IV STATUS
Eurodollar Rate Margin	1.25%	1.50%	1.75%	2.00%
Base Rate Margin	0.25%	0.50%	0.75%	1.00%

APPLICABLE COMMITMENT FEE RATE	LEVEL I STATUS	LEVEL II STATUS	LEVEL III STATUS	LEVEL IV STATUS
Commitment Fee Rate	0.20%	0.25%	0.30%	0.35%

LETTER OF CREDIT FEE RATE	LEVEL I STATUS	LEVEL II STATUS	LEVEL III STATUS	LEVEL IV STATUS
LC Fee Rate	1.25%	1.50%	1.75%	2.00%

For the period beginning on the Amendment No. 4 Effective Date and continuing to the date on which the financial statements and certificates are first delivered by the Borrower thereafter pursuant to Section 6.2(a) and Section 6.2(b), as applicable, Level I Status shall apply. Notwithstanding the foregoing if the Borrower has failed to deliver the financial statements and certificates required by Section 6.2(a) and Section 6.2(b) then Level IV Status will be deemed to exist after two Business Days' notice from the Agent to the Borrower.

For the purposes of this Pricing Schedule, the following terms have the following meanings, subject to the final paragraph of this Pricing Schedule:

"Level I Status" exists for any day that the Total Leverage Ratio is less than 0.75 to 1.00.

"Level II Status" exists for any day that the Total Leverage Ratio is greater than or equal to 0.75 to 1.00 but is less than 1.50 to 1.00.

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"Level III Status" exists for any day that the Total Leverage Ratio is greater than or equal to 1.50 to 1.00 but is less than 2.25 to 1.00.

"Level IV Status" exists for any day that the Total Leverage Ratio is greater than or equal to 2.25 to 1.00.

"Status" means either Level I Status, Level II Status, Level III Status or Level IV Status.

In the event that any financial statement delivered pursuant to this Agreement is shown to be inaccurate (regardless of whether this Agreement or the Commitments are in effect when such inaccuracy is discovered), and such inaccuracy, if corrected, would have led to the application of a higher Eurodollar Rate Margin or Base Rate Margin, as applicable, for any period (an "Applicable Period") than the Eurodollar Rate Margin or Base Rate Margin, as applicable, applied for such Applicable Period, and only in such case, then the Borrower shall immediately (i) deliver to the Agent a corrected financial statement for such Applicable Period, (ii) determine the Eurodollar Rate Margin or Base Rate Margin, as applicable, for such Applicable Period based upon the corrected financial statement, and (iii) immediately pay to the Agent the accrued additional interest owing as a result of such increased Eurodollar Rate Margin or Base Rate Margin, as applicable for such Applicable Period, which payment shall be promptly applied by the Agent in accordance with the terms of this Agreement. This provision is in addition to rights of the Agent and Lenders with respect to Sections 2.5, 2.11, 6.10 and 8.1 and other of their respective rights under this Agreement.

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EXHIBIT 6.2(b)

CERTIFICATE ACCOMPANYING FINANCIAL STATEMENTS

Reference is made to that certain Second Amended and Restated Credit Agreement dated as of July 16, 2010 (as from time to time amended, the "Agreement"), by and among Comfort Systems USA, Inc. ("Borrower"), Wells Fargo Bank, National Association, as Agent, and certain financial institutions party thereto ("Lenders"), which Agreement is in full force and effect on the date hereof. Terms which are defined in the Agreement are used herein with the meanings given them in the Agreement.

This Certificate is furnished pursuant to Section 6.2(b) of the Agreement. Together herewith Borrower is furnishing to Agent and each Lender the [audited/unaudited] financial statements of Borrower (the "Financial Statements") as at (the "Reporting Date"). Borrower hereby represents, warrants, and acknowledges to Agent and each Lender that:

- (a) the officer of Borrower signing this instrument is the duly elected, qualified and acting of Borrower and as such is Borrower's chief financial officer;
- (b) the Financial Statements are fair and complete in all material respects and fairly present the Consolidated financial position of Borrower for the periods covered thereby (subject to normal year-end adjustments);
- (c) attached hereto is a schedule of calculations showing Borrower's compliance as of the Reporting Date with the requirements of Section 7.11 of the Agreement *[and Borrower's non-compliance as of such date with the requirements of Section of the Agreement];
- (d) on the Reporting Date Borrower was, and on the date hereof Borrower is, in full compliance with the disclosure requirements of Section 6.2 of the Agreement, and no Default otherwise existed on the Reporting Date or otherwise exists on the date of this instrument *[except for Default(s) under Section(s) of the Agreement, which *[is/are] more fully described on a schedule attached hereto];
- (e) attached hereto is a schedule showing Borrower's compliance as of the Reporting Date with the negative covenants set forth in Sections 7.1 through 7.10 and Section 7.12 of the Agreement *[and Borrower's non-compliance as of such date with the requirements of Section of the Agreement].

The officer of Borrower signing this instrument hereby certifies that he has reviewed the Loan Documents and the Financial Statements and has otherwise undertaken such inquiry as is in his opinion necessary to enable him to express an informed opinion with respect to the above.

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IN WITNESS WHEREOF, this instrument is executed as of , 20 .

Comfort Systems USA, Inc.

By: _____

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SCHEDULE 3.1

LENDERS SCHEDULE

Domestic Lending Office	Eurodollar Lending Office	Percentage Share	Revolving Loan Commitment
Wells Fargo Bank, N.A. 1000 Louisiana, 3rd Floor Houston, TX 77002 Telephone: (713) 319-1332 Fax: (713) 739-1086	Same	23.076923077%	\$ 75,000,000.00
BOKF, NA dba Bank of Texas 5 Houston Center 1401 McKinney, Suite 1650 Houston, Texas 77010 Telephone: (713) 289-5855 Fax: (713) 289-5825	Same	13.846153846%	\$ 45,000,000.00
Capital One, N.A. 5444 Westheimer, Suite 700 Houston, Texas 77056 Telephone: (713) 212-5285 Fax: (855) 735-8388	Same	13.846153846%	\$ 45,000,000.00
Branch Bank and Trust Company 200 W. 2 nd St., 16 th Floor Winston-Salem, North Carolina 27101 Telephone: (336) 733-2741 Fax: (336) 733-2740	Same	13.846153846%	\$ 45,000,000.00

Regions Bank 5005 Woodway Houston, Texas 77056 Telephone: (713) 426-7157 Fax: (713) 426-7180	Same	10.769230769%	\$	35,000,000.00
U.S. Bank National Association 425 Walnut St. CN-OH-W8 Cincinnati, Ohio 45202 Telephone: (513) 632-4133 Fax: (513) 632-4894	Same	10.769230769%	\$	35,000,000.00
SunTrust Bank 303 Peachtree Street NE Atlanta, Georgia 30308 Telephone: (404) 588-7711 Fax: (404) 4397327	Same	7.692307692%	\$	25,000,000.00
Cadence Bank, N.A. 3500 Colonnade Pkwy., Suite 600 Birmingham, AL 35243 Telephone: (205) 488-3367 Fax: (205) 488-3320	Same	6.153846154%	\$	20,000,000.00

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SECTION 5.13 to SCHEDULE 5

NAMES AND PLACES OF BUSINESS

<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Comfort Systems USA, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
ACI Mechanical, Inc.	Principal Place of Business	2182 231 st Lane Ames, Iowa 50014		
	Satellite	212 Industrial Park Road Story City, Iowa 50248		
ARC Comfort Systems USA, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Accu-Temp GP, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Accu-Temp LP, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Acorn Industrial, LLC	Principal Place of Business	7311 ACC Boulevard, Raleigh, North Carolina 27617		
Air Systems Engineering, Inc.	Principal Place of Business	3602 South Pine Street, Tacoma, Washington 98409		
AirTemp, Inc.	Principal Place of Business	20 Thomas Drive Westbrook, Maine 04092	11 Wallace Avenue, South Portland, Maine 04106	
Atlas-Accurate Holdings, L.L.C.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Atlas Comfort Systems USA, L.L.C.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		Atlas Comfort Systems USA

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Batchelor's Mechanical Contractors, LLC	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
BCM Controls Corporation	Principal Place of Business	30 Commerce Way, Woburn, Massachusetts 01801		
California Comfort Systems USA, Inc.	Principal Place of Business	7740 Kenamar Court, San Diego, California 92121		TCP Company
	Satellite	4189 Santa Ana Avenue, Suite D Ontario, California 91761		
	Satellite	3612 Madison Avenue, Suite 32 North Highlands, California 95660		
	Satellite	981 Bing Street San Carlos, California 94070		
ColonialWebb Contractors Company	Principal Place of Business	2820 Ackley Avenue, Richmond, Virginia 23228		Comfort Systems USA (Carolinas)

Satellite	1600 Crossbeam Drive, Charlotte, North Carolina 28217
Satellite	1 Marcus Drive, Greenville, South Carolina 29615
Satellite	811 Pleasant Valley Road, Harrisonburg, Virginia 22801
Satellite	8509 Phoenix Drive, Manassas, Virginia 20110
Satellite	740C Bluecrab Road, Newport News, Virginia 23606
Satellite	3719 E. Virginia Beach Blvd., Norfolk, Virginia 23502
Satellite	1977 Snow Pointe Lane Bldg 7B Charlottesville, Virginia 22902

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
	Satellite	8851 B. Park Central Drive Richmond, Virginia 23227		
Comfort Systems USA (Arkansas), Inc.	Principal Place of Business	4806 Rixey Road, North Little Rock, Arkansas 72117		
	Satellite	116 Commercial Drive, Lowell, Arkansas 72745		
	Satellite	3900 Terra Glen Lane North Little Rock, Arkansas 72117		
Comfort Systems USA (Baltimore), LLC	Principal Place of Business	675 Bering Drive, Suite 400 Houston, Texas 77057		
Comfort Systems USA (Bristol), Inc.	Principal Place of Business	294 Blevins Blvd., Bristol, Virginia 24203-0757		Comfort Systems USA New River (Bristol)
	Satellite	6450 Merriman Road, Suite E Roanoke, Virginia 24018		
	Satellite	90 Old Shoals Road, Suite 108 Arden, North Carolina 28704		
Comfort Systems USA (Carolinas), LLC	Principal Place of Business	675 Bering Drive, Suite 400 Houston, Texas 77057		
Comfort Systems USA Energy Services, Inc.	Principal Place of Business	7 Waterside Crossing, Windsor, Connecticut 06095		
	Satellite	One Financial Centre Bldg. 650 S. Shackelford Road, #224, Little Rock, Arkansas 72211		
Comfort Systems USA G.P., Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Comfort Systems USA (Indiana), LLC	Principal Place of Business	2655 Fortune Circle West, Suites E & F, Indianapolis, Indiana 46241		

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Comfort Systems USA (Intermountain), Inc.	Principal Place of Business	2035 S. Milestone Drive, Salt Lake City, Utah 84104		Contract Services Martin Heating & Cooling
Comfort Systems USA (Kentucky), Inc.	Principal Place of Business	3405 Robards Court, Louisville, Kentucky 40218		MELCO
Comfort Systems USA (MidAtlantic), LLC	Principal Place of Business	1057 Bill Tuck Highway, So Boston, Virginia 24592		
Comfort Systems USA (Midwest), LLC	Principal Place of Business	2181 231 st Lane, Suite 1 Ames, Iowa 50014		
Comfort Systems USA (Ohio), Inc.	Principal Place of Business	7401 First Place, Oakwood Village, Ohio 44146		Innovative Energy Solutions, LLC
	Satellite	3080 South Tech Blvd, Miamisburg, Ohio 45342		
	Satellite	690 Lakeview Plaza Blvd., Suites D-F, Worthington, Oh 43085	690 A Lakeview Plaza Blvd., Worthington, Oh 43085	
	Satellite	3680 Symmes Road Hamilton, Ohio 45015		
Comfort Systems USA	Principal Place of Business	675 Bering Drive, Suite 400,		

(Pasadena), Inc.		Houston, Texas 77057		P.O. Box 4956 Ste 1134, Caguas, Puerto Rico 00726-4956
Comfort Systems USA Puerto Rico, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		Road #1, KM 27.5; Int. Sector El Barranco; B. Rio Canas; Caguas, Puerto Rico 00725

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Comfort Systems USA (South Central), Inc.	Principal Place of Business	9745 Bent Oak Drive, Houston, Texas 77040		Atlas Comfort Systems USA
Comfort Systems USA (Southeast), Inc.	Principal Place of Business	435 Corday Street, Pensacola, Florida 32503		Batchelor's Mechanical Contractors
	Satellite	250 Commercial Drive, Thomasville, Georgia 31757		Control Concepts, Inc.
	Satellite	13040 W. US Hwy 84, Newton, Alabama 36352		
	Satellite	3835 Gordon John Drive, Mobile, Alabama 36693		
	Satellite	4518 Val North Drive, Valdosta, Georgia 31602		
	Satellite	1965 Vaughn Road, Suite B Kennesaw, Georgia 30144		
	Satellite	8633 Elm Fair Blvd, Tampa, Florida 33610		
	Satellite	7826 McElvey Road, Panama City Beach, Florida 32408		
	Satellite	6074 Business Park Drive, Suite G, Columbus, Georgia 31909		
	Satellite	309 James E. Williams Dr., #1, Byron, Georgia 31008		
	Satellite	5616 Joe Elliot Way Pensacola, Florida 32503		
	Satellite	464 Moore Circle Tallahassee, Florida 32304		
	Satellite	507 CDP Industrial Blvd. No. 10 Grovetown, Georgia 30813		

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
	Satellite	2305 Rowland Ave Savannah, Georgia 31404		Tri-City Mechanical, Inc.
Comfort Systems USA (Southwest), Inc.	Principal Place of Business	6875 W. Galveston, Chandler, Arizona 85226		Air Management Services, Inc.
	Satellite	3325 Ali Baba Lane, Suite 613, Las Vegas, Nevada 89118		Commercial Mechanical Service, Inc.
	Satellite	1830 W. Copper St., Tucson, Arizona 85745		
	Satellite	4516 Anaheim NE Albuquerque, New Mexico 85226		
Comfort Systems USA Strategic Accounts, LLC	Principal Place of Business	2655 Fortune Circle West, Suites E & F, Indianapolis, Indiana 46241		Comfort Systems USA National Accounts, LLC

Comfort Systems USA (Syracuse), Inc.	Principal Place of Business	6500 New Venture Gear Drive, East Syracuse, New York 13057	Armani Plumbing & Mechanical
			ABJ Fire Protection Company
			Woodcock & Armani
			Billone Mechanical Contractors

	Satellite	3543 Winton Place, Suite 6 Rochester, New York 14623	
Comfort Systems USA (Texas), L.P.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057	

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Comfort Systems USA (Western Michigan), Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Control Concepts, LLC	Principal Place of Business	3550 North Parkway, Suite 100 Cumming, Georgia 30040		Control Concepts, Inc.
Control Concepts Mechanical Services, LLC	Principal Place of Business	3550 North Parkway, Suite 100 Cumming, Georgia 30040		Control Concepts Mechanical Services, Inc.
CS53 Acquisition Corp.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
CSUSA (10), LLC	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Delcard Associates, LLC	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Design Mechanical Incorporated	Principal Place of Business	168 CTC Blvd. Suite D, Louisville, Colorado 80027		Rocky Mountain Mechanical Systems, Inc.
	Satellite	0068 Continental Court Spaces B-7 and B-8 Breckenridge, Colorado 80424		Breckenridge Mechanical, Inc.
	Satellite	951 Vallejo Street Denver, Colorado 80204		
Dyna Ten Corporation	Principal Place of Business	4375 Diplomacy Road, Fort Worth, Texas 76155		
	Satellite	3935 Tarrant Main Street Fort Worth, Texas 76040		
Dyna Ten Maintenance Services, LLC	Principal Place of Business	4375 Diplomacy Road, Fort Worth, Texas 76155		

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Eastern Heating & Cooling, Inc.	Principal Place of Business	880 Broadway, Albany, New York 12207-1316		
Eastern Refrigeration Co., Inc.	Principal Place of Business	880 Broadway, Albany, New York 12207-1316		
Environmental Air Systems, LLC	Principal Place of Business	521 Banner Avenue Greensboro, North Carolina 27401		EAS Holdings, LLC
	Satellite	531 Banner Avenue Greensboro, North Carolina 27401		
	Satellite	8307 Triad Drive Greensboro, North Carolina 27409		
	Satellite	623 McWay Drive West High Point, North Carolina 27409		
	Satellite	3501 Jamac Road High Point, North Carolina 27260		
Envirotrol, LLC	Satellite	525-B Uwharrie Court Raleigh, North Carolina		
	Principal Place of Business	114 Landmark Drive		Envirotrol Holdings,

		Greensboro, North Carolina 27409		LLC
	Satellite	7148 Cross County Road North Charleston, South Carolina 29418		

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Granite State Holdings Company, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Granite State Plumbing & Heating LLC	Principal Place of Business	10 N. Riverdale Road, Weare, New Hampshire 03281		Delta Mechanical
H & M Mechanical, Inc.	Principal Place of Business	3100 Richard Arrington Jr. Blvd. North Birmingham, Alabama 35203		The Capital Refrigeration Company MidSouth Controls LLC
	Satellite	619 E. Jefferson Street Montgomery, Alabama 36104		Huntsville Refrigeration Service
	Satellite	480 North Dean Road, Unit G-3 Auburn, Alabama 36830		
	Satellite	Southblunt Parkway Trafford, Alabama		
Helm Corporation	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Hess Mechanical, LLC	Principal Place of Business	9600 Fallard Court, Upper Marlboro, Maryland 20772-6703		Hess Mechanical Corporation
Hudson River Heating and Cooling, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
H-VAC Supply, L.L.C.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057	P.O. Box 4956, Suite 1134, Caguas, Puerto Rico 00726-4956	
Mechanical Technical Services, Inc.	Principal Place of Business	1720 Royston Lane, Round Rock, Texas 78664		MTECH

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<u>ENTITY NAME</u>	<u>ADDRESS TYPE</u>	<u>ADDRESS</u>	<u>PRIOR ADDRESSES</u>	<u>PRIOR NAMES & TRADE NAMES</u>
Merit Mechanical, Inc.	Principal Place of Business	9630 153 rd Ave NE, Redmond, Washington 98052		
MJ Mechanical Services, Inc.	Principal Place of Business	2040 Military Road, Tonawanda, New York 14150	300 Fire Tower Drive, Tonawanda, New York 14150	JM State Refrigeration Vastola Heating & Air Conditioning
	Satellite	188 Creekside Drive Amherst, NY 14228		
North American Mechanical, Inc.	Principal Place of Business	4401 State Road 19 Windsor, Wisconsin 53598	6135 North American Lane, De Forest, Wisconsin 53532	Masterson Plumbing
	Satellite	2600 W. College Avenue, Ste 4, Appleton, Wisconsin 54914		
	Satellite	2524A Alpine Road Eau Claire, Wisconsin 54703		
Plant Services Incorporated	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Quality Air Heating and Cooling, Inc.	Principal Place of Business	3395 Kraft Avenue, SE, Grand Rapids, Michigan 49512		Control Logic
	Satellite	2306 Winters Drive, Portage, Michigan 49002		
	Satellite	2501 Coolidge Road, Suite 501 East Lansing, Michigan 49002		
Riddleberger Brothers, Inc.	Principal Place of Business	6127 S. Valley Pike, Mount Crawford, Virginia 22841		
S.I. Goldman Company, Inc.	Principal Place of Business	799 Bennett Drive, Longwood, Florida 32750		
	Satellite	320 Melody Lane, Casselberry, Florida 32707		
	Satellite	4111 NW 6 th Street, Suite A Gainesville, Florida 32609		

ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES
S.M. Lawrence Company, Inc.	Principal Place of Business	2311, 2312, 2319 Kline Avenue Nashville, Tennessee 37211		Comfort Systems USA (Tennessee), Inc. Dillingham & Smith Mechanical and Sheet Metal Contractors, Inc.
	Satellite	156 Main St., Collierville, Tennessee 38017		
	Satellite	245, 257, 251 Preston Street, Jackson, Tennessee 38301		
SA Associates, Inc.	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		Salmon & Alder Associates
Salmon & Alder, LLC	Principal Place of Business	675 Bering Drive, Suite 400, Houston, Texas 77057		
Seasonair, Inc.	Principal Place of Business	16001-A Industrial Drive, Gaithersburg, Maryland 20877		
Shoffner Acquisition Corp.	Principal Place of Business	3538, 3600 and 3626 Papermill Drive, Knoxville, Tennessee 37909		
ShoffnerKalthoff Mechanical Electrical Service, Inc.	Principal Place of Business	3538, 3600 and 3626 Papermill Drive, Knoxville, Tennessee 37909		Shoffner Mechanical, Industrial & Service Company, Inc.
	Satellite	158 Lynn Road, Johnson City, Tennessee 37604		
	Satellite	1010 Wilder Place, Knoxville Tennessee 37915		
Shoffner Mechanical Services, Inc.	Satellite	150 Glenn Bridge Road, Arden, North Carolina 28704		
	Principal Place of Business	1010 Wilder Place Knoxville, Tennessee 37915		Mechanical Services of Knoxville, Inc.

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ENTITY NAME	ADDRESS TYPE	ADDRESS	PRIOR ADDRESSES	PRIOR NAMES & TRADE NAMES
SKMES, Inc.	Principal Place of Business	3538, 3600 and 3626 Papermill Drive, Knoxville, Tennessee 37909		Kalthoff Fabricators, Inc.; Kalthoff, Inc.
Temp Right Service, Inc.	Principal Place of Business	101 North Catlin, Missoula, Montana 59801		Carson Brothers
	Satellite	1639 MT Highway 35, Kalispell, Montana 59901		

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SECTION 5.14 to SCHEDULE 5

SUBSIDIARIES

ENTITY NAME	JURISDICTION OF ORGANIZATION	FORMATION DATE
ACI Mechanical, Inc.	Delaware	06/26/1998
ARC Comfort Systems USA, Inc.	Delaware	03/17/1998
Accu-Temp GP, Inc.	Delaware	05/21/1998
Accu-Temp LP, Inc.	Delaware	05/20/1998
Acorn Industrial, LLC	North Carolina	01/03/1997
Air Systems Engineering, Inc.	Washington	05/18/1973
AirTemp, Inc.	Maine	10/15/1998
Atlas-Accurate Holdings, L.L.C.	Delaware	12/28/1998
Atlas Comfort Systems USA, L.L.C.	Delaware	06/08/2007
Batchelor's Mechanical Contractors, LLC	Alabama	03/16/1981
BCM Controls Corporation	Massachusetts	10/03/1984
California Comfort Systems USA, Inc.	California	05/18/1983
ColonialWebb Contractors Company	Virginia	2/18/1977
Comfort Systems USA (Arkansas), Inc.	Delaware	03/17/1998
Comfort Systems USA (Baltimore), LLC	Delaware	10/15/1998
Comfort Systems USA (Bristol), Inc.	Delaware	08/25/1997
Comfort Systems USA Energy Services, Inc.	Delaware	08/25/1997

Comfort Systems USA G.P., Inc.	Delaware	08/12/1998
Comfort Systems USA (Indiana), LLC	Indiana	06/08/2015
Comfort Systems USA (Intermountain), Inc.	Utah	05/06/1969
Comfort Systems USA (Kentucky), Inc.	Kentucky	02/10/1981
Comfort Systems USA (MidAtlantic), LLC	Virginia	01/01/2010
Comfort Systems USA (Midwest), LLC	Iowa	10/13/2009
Comfort Systems USA (Ohio), Inc.	Ohio	10/10/1979
Comfort Systems USA Puerto Rico, Inc.	Puerto Rico	08/09/1991
Comfort Systems USA (South Central), Inc.	Texas	5/24/2007
Comfort Systems USA (Southeast), Inc.	Delaware	03/24/1998
Comfort Systems USA (Southwest), Inc.	Arizona	12/23/1997
Comfort Systems USA Strategic Accounts, LLC	Indiana	07/28/1998
Comfort Systems USA (Syracuse), Inc.	New York	03/08/1965

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ENTITY NAME	JURISDICTION OF ORGANIZATION	FORMATION DATE
Comfort Systems USA (Texas), L.P.	Texas	08/14/1998
Comfort Systems USA (Western Michigan), Inc.	Michigan	07/21/1989
Control Concepts, LLC	Georgia	12/16/1996
Control Concepts Mechanical Services, LLC	Georgia	01/17/2008
CS53 Acquisition Corp.	Delaware	01/26/1999
CSUSA (10), LLC	North Carolina	10/21/2011
Delcard Associates, LLC	Delaware	06/23/2000
Design Mechanical Incorporated	Delaware	10/30/1997
Dyna Ten Corporation	Texas	06/26/1980
Dyna Ten Maintenance Services, LLC	Texas	08/07/2006
Eastern Heating & Cooling, Inc.	New York	12/19/1988
Eastern Refrigeration Co., Inc.	New York	01/30/1990
Environmental Air Systems, LLC	North Carolina	10/07/2011
Envirotrol, LLC	North Carolina	10/07/2011
Granite State Holdings Company, Inc.	Delaware	11/02/2005
Granite State Plumbing & Heating, LLC	Delaware	07/31/2001
H & M Mechanical, Inc.	Alabama	08/06/1998
Helm Corporation	Colorado	10/26/1972
Hess Mechanical, LLC	Maryland	01/07/2016
Hudson River Heating and Cooling, Inc.	Delaware	08/19/2005
H-VAC Supply, L.L.C.	Puerto Rico	10/18/2006
Mechanical Technical Services, Inc.	Texas	05/24/2007
Merit Mechanical, Inc.	Washington	02/14/1984
MJ Mechanical Services, Inc.	Delaware	12/12/1997
North American Mechanical, Inc.	Delaware	03/17/1998
Plant Services Incorporated	Iowa	07/02/1986
Quality Air Heating and Cooling, Inc.	Michigan	09/10/1980
Riddleberger Brothers, Inc.	Virginia	12/22/1958
S.I. Goldman Company, Inc.	Florida	10/04/1976
S.M. Lawrence Company, Inc.	Tennessee	03/08/1973
SA Associates, Inc.	Utah	03/27/1984
Salmon & Alder, LLC	Utah	07/08/1996
Seasonair, Inc.	Maryland	10/28/1966
Shoffner Acquisition Corp.	Tennessee	08/15/2005
ShoffnerKalthoff Mechanical Electrical Service, Inc.	Tennessee	11/14/2001
Shoffner Mechanical Services, Inc.	Tennessee	07/15/1974
SKMES, Inc.	Tennessee	10/24/1978
Temp Right Service, Inc.	Delaware	09/25/1997

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SCHEDULE I
to
SECOND AMENDED AND RESTATED SECURITY AGREEMENT

Filing Jurisdictions

COMFORT SYSTEMS USA, INC. — SUBSIDIARIES

ENTITY NAME	DOMESTIC JURISDICTION	FORMATION DATE
Accu-Temp GP, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	05/21/1998
Accu-Temp LP, Inc.	Delaware	05/20/1998

675 Bering, Suite 400 Houston, TX 77057 ACI Mechanical, Inc. 2182 231st Lane Ames, IA 50014	Delaware	06/26/1998
Acorn Industrial, LLC 7311 ACC Boulevard Raleigh, NC 27617	North Carolina	01/03/1997
Air Systems Engineering, Inc. 3602 South Pine Street Tacoma, WA 98409	Washington	05/18/1973
AIRTEMP, INC. 20 Thomas Drive Westbook, Maine 04092	Maine	10/15/1998
ARC Comfort Systems USA, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	03/17/1998
Atlas-Accurate Holdings, L.L.C. 675 Bering, Suite 400 Houston, TX 77057	Delaware	12/28/1998
Atlas Comfort Systems USA, L.L.C. 675 Bering, Suite 400 Houston, TX 77057	Delaware	06/08/2007
Batchelor's Mechanical Contractors, LLC 675 Bering, Suite 400 Houston, TX 77057	Alabama	03/16/1981
BCM Controls Corporation 30 Commerce Way Woburn, MA 01801	Massachusetts	10/03/1984
California Comfort Systems USA, Inc. 7740 Kenamar Court San Diego, CA 92121	California	05/18/1983
ColonialWebb Contractors Company 2820 Ackley Avenue Richmond, VA 23228	Virginia	02/18/1977

ENTITY NAME	DOMESTIC JURISDICTION	FORMATION DATE
Comfort Systems USA (Arkansas), Inc. 4806 Rixey Road North Little Rock, AR 72117	Delaware	03/17/1998
Comfort Systems USA (Baltimore), LLC 675 Bering Drive, Suite 400 Houston, TX 77057	Delaware	10/15/1998
Comfort Systems USA (Bristol), Inc. 294 Blevins Blvd. Bristol, VA 24202	Delaware	08/25/1997
Comfort Systems USA Energy Services, Inc. 7 Waterside Crossing Windsor, CT 06095	Delaware	08/25/1997
Comfort Systems USA G.P., Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	08/12/1998
Comfort Systems USA (Indiana), LLC 2655 Fortune Circle West, Suites E & F Indianapolis, Indiana 46241	Indiana	06/08/2015
Comfort Systems USA (Intermountain), Inc. 2035 S. Milestone Drive Salt Lake City, UT 84104	Utah	05/06/1969
Comfort Systems USA (Kentucky), Inc. 3405 Robards Court Louisville, KY 40218	Kentucky	02/10/1981
Comfort Systems USA (MidAtlantic), LLC 1057 Bill Tuck Highway South Boston, VA 24592	Virginia	01/01/2010
Comfort Systems USA (Midwest), LLC 2182 231st Lane Ames, IA 50014	Iowa	10/13/2009
Comfort Systems USA (Ohio), Inc. 7401 First Place Oakwood Village, OH 44146	Ohio	10/10/1979
Comfort Systems USA Puerto Rico, Inc.	Puerto Rico	07/02/1991

675 Bering Drive, Suite 400 Houston, Texas 77057 Comfort Systems USA (South Central), Inc. 9745 Bent Oak Drive Houston, TX 77040	Texas	05/24/2007
Comfort Systems USA (Southeast), Inc. 435 Corday Street Pensacola, FL 32503	Delaware	03/24/1998
Comfort Systems USA (Southwest), Inc. 6875 W. Galveston Chandler, AZ 85226	Arizona	12/23/1977
Comfort Systems USA Strategic Accounts, LLC 2655 Fortune Circle West, Suite E & F Indianapolis, IN 46241	Indiana	07/28/1998

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ENTITY NAME	DOMESTIC JURISDICTION	FORMATION DATE
Comfort Systems USA (Syracuse), Inc. 6500 New Venture Gear Drive East Syracuse, NY 13057	New York	03/08/1965
Comfort Systems USA (Texas), L.P. 675 Bering, Suite 400 Houston, TX 77057	Texas	08/14/1998
Comfort Systems USA (Western Michigan), Inc. 675 Bering, Suite 400 Houston, TX 77057	Michigan	07/21/1989
Control Concepts, LLC 3550 North Parkway, Suite 100 Cumming, GA 30040	Georgia	12/16/1996
Control Concepts Mechanical Services, LLC 3550 North Parkway, Suite 100 Cumming, GA 30040	Georgia	01/17/2008
CSUSA (10), LLC 675 Bering Drive, Suite 400 Houston, Texas 77057	North Carolina	10/21/2011
CS53 Acquisition Corporation 675 Bering, Suite 400 Houston, TX 77057	Delaware	01/26/1999
Delcard Associates, LLC 675 Bering, Suite 400 Houston, TX 77057	Delaware	06/23/2000
Design Mechanical Incorporated 168 CTC Blvd., Suite #D Louisville, CO 80027	Delaware	10/30/1997
Dyna Ten Corporation 4375 Diplomacy Road Fort Worth, TX 76155	Texas	06/26/1980
Dyna Ten Maintenance Services, LLC 4375 Diplomacy Road Fort Worth, TX 76155	Texas	08/07/2006
Eastern Heating & Cooling, Inc. 880 Broadway Albany, NY 12207-1316	New York	12/19/1988
Eastern Refrigeration Co., Inc. 880 Broadway Albany, NY 12207-1316	New York	01/30/1990
Environmental Air Systems, LLC 521 Banner Avenue Greensboro, North Carolina 27401	North Carolina	10/07/2011
Envirotrol, LLC 114 Landmark Drive Greensboro, North Carolina 27409	North Carolina	10/27/2011
Granite State Holdings Company, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	11/02/2005

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ENTITY NAME	DOMESTIC JURISDICTION	FORMATION DATE
Granite State Plumbing & Heating, LLC	Delaware	07/31/2001

10 N. Riverdale Road Weare, NH 03281 H & M Mechanical, Inc. 3100 Richard Arrington Jr. Blvd. North Birmingham, AL 35203 Helm Corporation	Alabama	08/06/1998
675 Bering, Suite 400 Houston, TX 77057 Hess Mechanical, LLC 9600 Fallard Court Upper Marlboro, MD 20772-6703 Hudson River Heating and Cooling, Inc. 675 Bering, Suite 400 Houston, TX 77057 H-VAC Supply, L.L.C. 675 Bering Drive, Suite 400 Houston, Texas 77057	Colorado Maryland Delaware	10/26/1972 01/07/2016 08/19/2005
Mechanical Technical Services, Inc. 1720 Royston Lane Round Rock, TX 78664 Merit Mechanical, Inc. 9630 153 rd Ave NE Redmond, WA 98052 MJ Mechanical Services, Inc. 2040 Military Road Tonawanda, NY 14150 North American Mechanical, Inc. 4401 State Road 19 Windsor, WI 53598 Plant Services Incorporated 675 Bering, Suite 400 Houston, TX 77057 Quality Air Heating & Cooling, Inc. 3395 Kraft Avenue, SE Grand Rapids, MI 49512 Riddleberger Brothers, Inc. 6127 S. Valley Pike Mount Crawford, VA 22841 S.I. Goldman Company, Inc. 799 Bennett Drive Longwood, FL 32750 S.M. Lawrence Company, Inc. 2311, 2312, 2319 Kline Avenue Nashville, Tennessee 37211 SA Associates, Inc. 675 Bering, Suite 400 Houston, TX 77057	Texas Washington Delaware Delaware Iowa Michigan Virginia Florida Tennessee Utah	05/24/2007 02/14/1984 12/12/1997 03/17/1998 07/02/1986 09/10/1980 12/22/1958 10/04/1976 03/08/1973 03/27/1984

ENTITY NAME	DOMESTIC JURISDICTION	FORMATION DATE
Salmon & Alder, L.L.C. 675 Bering, Suite 400 Houston, TX 77057	Utah	07/08/1996
Seasonair, Inc. 16001-A Industrial Drive Gaithersburg, MD 20877	Maryland	10/28/1966
Shoffner Acquisition Corp. 3538, 3600 and 3626 Papermill Drive Knoxville, Tennessee 37909	Tennessee	08/18/2005
ShoffnerKalthoff Mechanical Electrical Service, Inc. 3538, 3600 and 3626 Papermill Drive Knoxville, Tennessee 37909	Tennessee	11/14/2001
Shoffner Mechanical Services, Inc. 1010 Wilder Place Knoxville, Tennessee 37915	Tennessee	07/15/1974
SKMES, Inc. 3538, 3600 and 3626 Papermill Drive Knoxville, Tennessee 37909	Tennessee	10/24/1978
Temp Right Service, Inc. 101 North Catlin Missoula, MT 59801	Delaware	09/25/1997

SCHEDULE III
to
SECOND AMENDED AND RESTATED SECURITY AGREEMENT

Schedule of Organizational Identification, Offices, Locations of Collateral and Records Concerning Collateral

<u>Grantor Official Name, Address of Principal Place of Business and Location of Records of Collateral</u>	<u>State of Organization</u>	<u>Entity Type</u>	<u>Charter/ID Number</u>	<u>Prior Names & Trade Names</u>
Accu-Temp GP, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Corporation	2898499	
Accu-Temp LP, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Corporation	2898748	
ACI Mechanical, Inc. 2182 231 st Lane Ames, IA 50014	Delaware	Corporation	2913899	
Acorn Industrial, LLC 7311 ACC Boulevard Raleigh, NC 27617	North Carolina	Limited Liability Company	0414387	
Air Systems Engineering, Inc. 3602 South Pine Street Tacoma, WA 98409	Washington	Corporation	600099211	
AIRTEMP, INC. 20 Thomas Drive Westbook, Main 04092	Maine	Corporation	20130432D	
ARC Comfort Systems USA, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Corporation	2872674	
Atlas-Accurate Holdings, L.L.C. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Limited Liability Company	2985409	
Atlas Comfort Systems USA, L.L.C. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Limited Liability Company	4367814	Atlas Comfort Systems USA

<u>Grantor Official Name, Address of Principal Place of Business and Location of Records of Collateral</u>	<u>State of Organization</u>	<u>Entity Type</u>	<u>Charter/ID Number</u>	<u>Prior Names & Trade Names</u>
Batchelor's Mechanical Contractors, LLC 675 Bering, Suite 400 Houston, TX 77057	Alabama	Limited Liability Company	D/C 081 557	
BCM Controls Corporation 30 Commerce Way Woburn, MA 01801	Massachusetts	Corporation	042842193	
California Comfort Systems USA, Inc. 7740 Kenamar Court San Diego, CA 92121	California	Corporation	1201196	TCP Company
ColonialWebb Contractors Company 2820 Ackley Avenue Richmond, VA 23228	Virginia	Corporation	0137512-0	Comfort Systems USA (Carolinas), LLC
Comfort Systems USA (Arkansas), Inc. 4806 Rixey Road North Little Rock, AR 72117	Delaware	Corporation	2872673	
Comfort Systems USA (Baltimore), LLC 675 Bering Drive, Suite 400 Houston, TX 77057	Delaware	Limited Liability Company	2955787	
Comfort Systems USA (Bristol), Inc. 294 Blevins Blvd. Bristol, VA 24202	Delaware	Corporation	2783665	Comfort Systems USA New River (Bristol)
Comfort Systems USA Energy Services, Inc. 7 Waterside Crossing Windsor, CT 06095	Delaware	Corporation	2788605	
Comfort Systems USA G.P., Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Corporation	2932812	
Comfort Systems USA (Indiana), LLC 2655 Fortune Circle West, Suites E & F, Indianapolis, Indiana 46241	Indiana	Limited Liability Company	2015060800753	
Comfort Systems USA (Intermountain), Inc. 2035 S. Milestone Drive Salt Lake City, UT 84104	Utah	Corporation	04982	Contract Services; Martin Heating & Cooling

Comfort Systems USA (Kentucky), Inc. 3405 Robards Court Louisville, KY 40218	Kentucky	Corporation	0153687	MELCO Industries, Inc.
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<u>Grantor Official Name, Address of Principal Place of Business and Location of Records of Collateral</u>	<u>State of Organization</u>	<u>Entity Type</u>	<u>Charter/ID Number</u>	<u>Prior Names & Trade Names</u>
Comfort Systems USA (MidAtlantic), LLC 1057 Bill Tuck Highway South Boston, VA 24592	Virginia	Limited Liability Company	S313150-7	
Comfort Systems USA (Midwest), LLC 2182 231st Lane Ames, IA 50014	Iowa	Limited Liability Company	387726	
Comfort Systems USA (Ohio), Inc. 7401 First Place Oakwood Village, OH 44146	Ohio	Corporation	543269	Innovative Energy Solutions, LLC
Comfort Systems USA Puerto Rico, Inc. 675 Bering Drive, Suite 400 Houston, Texas 77057	Puerto Rico	Corporation	78,907	
Comfort Systems USA (South Central), Inc. 9745 Bent Oak Drive Houston, TX 77040	Texas	Corporation	801702880	Atlas Comfort Systems USA
Comfort Systems USA (Southeast), Inc. 435 Corday Street Pensacola, FL 32503	Delaware	Corporation	2875705	Batchelor's Mechanical Contractors; Control Concepts, Inc.
Comfort Systems USA (Southwest), Inc. 6875 W. Galveston Chandler, AZ 85226	Arizona	Corporation	113419	Tri-City Mechanical, Inc.; Air Management Services, Inc.; Commercial Mechanical Service, Inc.
Comfort Systems USA Strategic Accounts, LLC 2655 Fortune Circle West, Suite E & F Indianapolis, IN 46241	Indiana	Limited Liability Company	1998071673	Comfort Systems USA National Accounts, LLC
Comfort Systems USA (Syracuse), Inc. 6500 New Venture Gear Drive East Syracuse, NY 13057	New York	Corporation	N/A	Armani Plumbing & Mechanical; ABJ Fire Protection Company; Woodcock & Armani; Billone Mechanical Contractors
Comfort Systems USA (Texas), L.P. 675 Bering, Suite 400 Houston, TX 77057	Texas	Limited Partnership	00111578-10	
Comfort Systems USA (Western Michigan), Inc. 675 Bering, Suite 400 Houston, TX 77057	Michigan	Corporation	341-042	

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<u>Grantor Official Name, Address of Principal Place of Business and Location of Records of Collateral</u>	<u>State of Organization</u>	<u>Entity Type</u>	<u>Charter/ID Number</u>	<u>Prior Names & Trade Names</u>
Control Concepts, LLC 3550 North Parkway, Suite 100 Cumming, GA 30040	Georgia	Limited Liability Company	12058032	Control Concepts, Inc.
Control Concepts Mechanical Services, LLC 3550 North Parkway, Suite 100 Cumming, GA 30040	Georgia	Limited Liability Company	12058034	Control Concepts Mechanical Services, Inc.
CSUSA (10), LLC 675 Bering Drive, Suite 400 Houston, Texas 77057	North Carolina	Limited Liability Company	1226798	
CS53 Acquisition Corporation 675 Bering, Suite 400 Houston, TX 77057	Delaware	Corporation	2997337	
Delcard Associates, LLC 675 Bering, Suite 400 Houston, TX 77057	Delaware	Limited Liability Company	3250401	
Design Mechanical Incorporated 168 CTC Blvd., Suite #D Louisville, CO 80027	Delaware	Corporation	2814928	Rocky Mountain Mechanical Systems, Inc.; Breckenridge Mechanical, Inc.
Dyna Ten Corporation 4375 Diplomacy Road Fort Worth, TX 76155	Texas	Corporation	00523341-00	
Dyna Ten Maintenance Systems, LLC	Texas	Limited Liability	800690724	

4375 Diplomacy Road Fort Worth, TX 76155		Company		
Eastern Heating & Cooling, Inc. 880 Broadway Albany, NY 12207-1316	New York	Corporation	N/A	
Eastern Refrigeration Co., Inc. 880 Broadway Albany, NY 12207-1316	New York	Corporation	N/A	
Environmental Air Systems, LLC 521 Banner Avenue Greensboro, North Carolina 27401	North Carolina	Limited Liability Company	1224823	EAS Holdings, LLC
Envirotrol, LLC 114 Landmark Drive Greensboro, North Carolina 27409	North Carolina	Limited Liability Company	1227732	Envirotrol Holdings, LLC

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Grantor Official Name, Address of Principal Place of Business and Location of Records of Collateral	State of Organization	Entity Type	Charter/ID Number	Prior Names & Trade Names
Granite State Holdings Company, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Corporation	4054936	
Granite State Plumbing & Heating, LLC 10 N. Riverdale Road Weare, NH 03281	Delaware	Limited Liability Company	3420719	Delta Mechanical
H & M Mechanical, Inc. 3100 Richard Arrington Jr. Blvd. North Birmingham, AL 35203	Alabama	Corporation	912-998	The Capital Refrigeration Company; MidSouth Controls LLC; Huntsville Refrigeration Service
Helm Corporation 675 Bering, Suite 400 Houston, TX 77057	Colorado	Corporation	19871249912	
Hess Mechanical, LLC 9600 Fallard Court Upper Marlboro, MD 20772-6703	Maryland	Limited Liability Company	2872661	Hess Mechanical Corporation
Hudson River Heating and Cooling, Inc. 675 Bering, Suite 400 Houston, TX 77057	Delaware	Corporation	4018441	
H-VAC Supply, L.L.C. 675 Bering Drive, Suite 400 Houston, Texas 77057	Puerto Rico	Limited Liability Company	423	
Mechanical Technical Services, Inc. 1720 Royston Lane Round Rock, TX 78664	Texas	Corporation	801702874	MTECH
Merit Mechanical, Inc. 9630 153 rd Ave NE Redmond, WA 98052	Washington	Corporation	600517946	
MJ Mechanical Services, Inc. 2040 Military Road Tonawanda, NY 14150	Delaware	Corporation	2832395	JM State Refrigeration; Vastola Heating & Air Conditioning
North American Mechanical, Inc. 4401 State Road 19 Windsor, WI 53598	Delaware	Corporation	2872663	Masterson Plumbing

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Grantor Official Name, Address of Principal Place of Business and Location of Records of Collateral	State of Organization	Entity Type	Charter/ID Number	Prior Names & Trade Names
Plant Services Incorporated 675 Bering, Suite 400 Houston, TX 77057	Iowa	Corporation	109676	
Quality Air Heating & Cooling, Inc. 3395 Kraft Avenue, SE Grand Rapids, MI 49512	Michigan	Corporation	233-444	Control Logic
Riddleberger Brothers, Inc. 6127 S. Valley Pike Mount Crawford, VA 22841	Virginia	Corporation	0081890	
S.I. Goldman Company, Inc. 799 Bennett Drive Longwood, FL 32750	Florida	Corporation	515751	
S.M. Lawrence Company, Inc. 2311, 2312, 2379 Kline Avenue Nashville, Tennessee 37211	Tennessee	Corporation	000018143	Comfort Systems USA (Tennessee), Inc.; Dillingham & Smith

SA Associates, Inc. 675 Bering, Suite 400 Houston, TX 77057	Utah	Corporation	108921	Mechanical and Sheet Metal Contractors, Inc. Salmon & Alder Associates
Salmon & Alder, L.L.C. 675 Bering, Suite 400 Houston, TX 77057	Utah	Limited Liability Company	LC014499	
Seasonair, Inc. 16001-A Industrial Drive Gaithersburg, MD 20877	Maryland	Corporation	D0193599	
Shoffner Acquisition Corp. 3538, 3600 and 3626 Papermill Drive Knoxville, Tennessee 37909	Tennessee	Corporation	000500444	
ShoffnerKalthoff Mechanical Electrical Service, Inc. 3538, 3600 and 3626 Papermill Drive Knoxville, Tennessee 37909	Tennessee	Corporation	000416997	Shoffner Mechanical, Industrial & Service Company, Inc.
Shoffner Mechanical Services, Inc. 1010 Wilder Place Knoxville, Tennessee 37915	Tennessee	Corporation	000020374	Mechanical Services of Knoxville, Inc.
SKMES, Inc. 3538, 3600 and 3626 Papermill Drive Knoxville, Tennessee 37909	Tennessee	Corporation	000058694	Kalthoff Fabricators, Inc.; Kalthoff, Inc.

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Grantor Official Name, Address of Principal Place of Business and Location of Records of Collateral	State of Organization	Entity Type	Charter/ID Number	Prior Names & Trade Names
Temp Right Service, Inc. 101 North Catlin Missoula, MT 59801	Delaware	Corporation	2800213	Carson Brothers

Names of Persons from whom a Grantor has acquired assets during the past two (2) years, other than assets acquired in the ordinary course of business:

Innovative Energy Solutions, LLC: assets acquired by Comfort Systems USA (Ohio), Inc. (June 1, 2014)
Commercial Mechanical Service, Inc.: assets acquired by Comfort Systems USA (Southwest), Inc. (October 1, 2014)
Delta Mechanical Corporation: assets acquired by Granite State Plumbing & Heating, LLC (January 1, 2015)
Rocky Mountain Mechanical Systems, Inc.: assets acquired by Design Mechanical Incorporated (January 1, 2015)
Blue Earth Energy Management Services, Inc.: assets acquired by California Comfort Systems USA, Inc. (July 31, 2015)
Huntsville Refrigeration Service, LLC: assets acquired by H & M Mechanical, Inc. (December 31, 2015)

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SCHEDULE I
to
SECOND AMENDED AND RESTATED PLEDGE AGREEMENT

Part A
Pledged Shares

	Pledged Entity	Class of Common Stock	Stock Certificate Number(s)	Number of Shares	Pledgor(s)/Percentage of Outstanding Shares
1.	Accu-Temp GP, Inc.	Common	CS1	100	100% of shares owned by Borrower
2.	Accu-Temp LP, Inc.	Common	CS1	100	100% of shares owned by Borrower
3.	ACI Mechanical, Inc.	Common	CS1	100	100% of shares owned by Borrower
4.	Acorn Industrial, LLC	Common	N/A	N/A	100% of member interest — Comfort Systems USA (MidAtlantic), LLC
5.	Air Systems Engineering, Inc.	Common	CS1	100	100% of shares owned by Borrower
6.	AIRTEMP, INC.	Common	CS1	100	100% of shares owned by Borrower
7.	ARC Comfort Systems USA, Inc.	Common	CS1	100	100% of shares owned by Borrower
8.	Atlas-Accurate Holdings, L.L.C.	N/A	N/A	N/A	100% member interest — CS53 Acquisition Corp.
9.	Atlas Comfort Systems USA, L.L.C.	N/A	N/A	N/A	100% member interest — Hess Mechanical, LLC
10.	Batchelor's Mechanical Contractors, LLC	N/A	N/A	N/A	100% of member interest — H & M Mechanical, Inc.
11.	BCM Controls Corporation	Common	CS1	100	100% of shares owned by Borrower
12.	California Comfort Systems USA, Inc.	Common	CS1	100	100% of shares owned by Borrower
13.	ColonialWebb Contractors Company	Common	CS1	100	100% of shares owned by Borrower
14.	Comfort Systems USA (Arkansas), Inc.	Common	CS1	100	100% of shares owned by Borrower
15.	Comfort Systems USA (Baltimore), LLC	N/A	N/A	N/A	100% member interest — Hess Mechanical, LLC
16.	Comfort Systems USA (Bristol), Inc.	Common	CS1	100	100% of shares owned by Borrower

17.	Comfort Systems USA Energy Services, Inc.	Common	CS1	100	100% of shares owned by Borrower
18.	Comfort Systems USA G.P., Inc.	Common	CS1	100	100% of shares owned by Borrower
19.	Comfort Systems USA (Indiana), LLC	Common	N/A	N/A	100% of membership interest — Comfort Systems USA Strategic Accounts, LLC
20.	Comfort Systems USA (Intermountain), Inc.	Common	CS1	100	100% of shares owned by Borrower
21.	Comfort Systems USA (Kentucky), Inc.	Common	CS1	100	100% of shares owned by Borrower

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	Pledged Entity	Class of Common Stock	Stock Certificate Number(s)	Number of Shares	Pledgor(s)/Percentage of Outstanding Shares
22.	Comfort Systems USA (MidAtlantic), LLC	N/A	N/A	N/A	100% member interest — Riddleberger Brothers, Inc.
23.	Comfort Systems USA (Midwest), LLC	N/A	N/A	N/A	100% member interest — Plant Services Incorporated
24.	Comfort Systems USA (Ohio), Inc.	Common	CS1	100	100% of shares owned by Borrower
25.	Comfort Systems USA Puerto Rico, Inc.	Common	CS1	65	65% of shares owned by Borrower
26.	Comfort Systems USA (South Central), Inc.	Common	CS1	100	100% of shares owned by Borrower
27.	Comfort Systems USA (Southeast), Inc.	Common	CS1	100	100% of shares owned by Borrower
28.	Comfort Systems USA (Southwest), Inc.	Common	CS1	100	100% of shares owned by Borrower
29.	Comfort Systems USA Strategic Accounts, LLC	Common	N/A	N/A	1% membership interest of Accu-Temp GP, Inc. 99% membership interest of Accu-Temp LP, Inc.
30.	Comfort Systems USA (Syracuse), Inc.	Common	CS1	100	100% of shares owned by Borrower
31.	Comfort Systems USA (Texas), L.P.	N/A	N/A	N/A	1% general partner interest — Comfort Systems USA GP, Inc. 99% limited partner interest — Tri-City Mechanical, Inc.
32.	Comfort Systems USA (Western Michigan), Inc.	Common	CS1	100	100% of shares owned by Borrower
33.	Control Concepts, LLC	Common	N/A	N/A	100% of member interest — Comfort Systems USA (Southeast), Inc.
34.	Control Concepts Mechanical Services, LLC	Common	N/A	N/A	100% of member interest — Comfort Systems USA (Southeast), Inc.
35.	CSUSA (10), LLC	Common	N/A	N/A	100% of membership interest — Comfort Systems USA, Inc.
36.	CS53 Acquisition Corporation	Common	CS1	100	100% of shares owned by Borrower
37.	Delcard Associates, LLC	N/A	N/A	N/A	100% of member interest — Seasonair, Inc.
38.	Design Mechanical Incorporated	Common	CS1	100	100% of shares owned by Borrower
39.	Dyna Ten Corporation	Common	CS1	100	100% of shares owned by Borrower
40.	Dyna Ten Maintenance Services, LLC	N/A	N/A	N/A	100% member interest — Dyna Ten Corporation
41.	Eastern Heating & Cooling, Inc.	Common	CS1	100	100% of shares owned by Borrower
42.	Eastern Refrigeration Co., Inc.	Common	CS1	100	100% of shares owned by Borrower
43.	Environmental Air Systems, LLC	Common	N/A	N/A	100% of membership interest — CSUSA (10), LLC

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	Pledged Entity	Class of Common Stock	Stock Certificate Number(s)	Number of Shares	Pledgor(s)/Percentage of Outstanding Shares
44.	Envirotrol, LLC	Common	N/A	N/A	100% of membership interest — Environmental Air Systems, LLC
45.	Granite State Holdings Company, Inc.	Common	CS1	100	100% of shares owned by Borrower
46.	Granite State Plumbing & Heating, LLC	N/A	N/A	N/A	100% membership interest — Granite State Holdings Company, Inc.
47.	H & M Mechanical, Inc.	Common	CS1	100	100% of shares owned by Borrower
48.	Helm Corporation	Common	CS1	100	100% of shares owned by Borrower
49.	Hess Mechanical, LLC	Common	CS1	100	100% of shares owned by Borrower
50.	Hudson River Heating and Cooling, Inc.	Common	CS1	100	100% of shares owned by Borrower
51.	H-VAC Supply, L.L.C.	N/A	N/A	N/A	65% member interest — Comfort Systems USA Puerto Rico, Inc.
52.	Mechanical Technical Services, Inc.	Common	CS1	100	100% of shares owned by Borrower
53.	Merit Mechanical, Inc.	Common	CS1	100	100% of shares owned by Borrower
54.	MJ Mechanical Services, Inc.	Common	CS1	100	100% of shares owned by Borrower

55.	North American Mechanical, Inc.	Common	CS1	100	100% of shares owned by Borrower
56.	Plant Services Incorporated	Common	CS1	100	100% of shares owned by Borrower
57.	Quality Air Heating & Cooling, Inc.	Common	CS1	100	100% of shares owned by Borrower
58.	Riddleberger Brothers, Inc.	Common	CS1	100	100% of shares owned by Borrower
59.	S.I. Goldman Company, Inc.	Common	CS1	750	100% of shares owned by Borrower
60.	S.M. Lawrence Company, Inc.	Common	CS1	100	100% of shares owned by Borrower
61.	SA Associates, Inc.	Common	CS1	100	100% of shares owned by Borrower
62.	Salmon & Alder, L.L.C.	N/A	N/A	N/A	100% membership interest — SA Associates, Inc.
63.	Seasonair, Inc.	Common	CS1	1,544,000	100% of shares owned by Borrower
64.	Shoffner Acquisition Corp.	Common	1	600	100% of shares owned by Borrower
			3	300	
			4	484	
			5	110	
			6	81.20	
			7	18.80	
65.	ShoffnerKalthoff Mechanical Electrical Service, Inc. (formerly known as Shoffner Mechanical, Industrial & Service Company, Inc.)	Common	5	600	100% of shares owned by Shoffner Acquisition Corp.
			6	300	
			7	100	

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	<u>Pledged Entity</u>	<u>Class of Common Stock</u>	<u>Stock Certificate Number(s)</u>	<u>Number of Shares</u>	<u>Pledgor(s)/Percentage of Outstanding Shares</u>
66.	Shoffner Mechanical Services, Inc. (formerly known as Mechanical Services of Knoxville, Inc.)	Common	8	10	100% of shares owned by Shoffner Acquisition Corp.
67.	SKMES, Inc. (formerly Kalthoff, Inc. and Kalthoff Fabricators, Inc.)	Common	6 11	10 112	100% of shares owned by Shoffner Acquisition Corp.
68.	Temp Right Service, Inc.	Common	CS1	100	100% of shares owned by Borrower

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SUBSIDIARIES OF COMFORT SYSTEMS USA, INC.
as of December 31, 2015

<u>ENTITY NAME</u>	<u>DOMESTIC JURISDICTION</u>	<u>FORMATION DATE</u>
ACI Mechanical, Inc.	Delaware	06/26/1998
ARC Comfort Systems USA, Inc.	Delaware	03/17/1998
Accu-Temp GP, Inc.	Delaware	05/21/1998
Accu-Temp LP, Inc.	Delaware	05/20/1998
Acorn Industrial, LLC	North Carolina	01/03/1997
Air Systems Engineering, Inc.	Washington	05/18/1973
AirTemp, Inc.	Maine	10/15/1998
Atlas-Accurate Holdings, L.L.C.	Delaware	12/28/1998
Atlas Comfort Systems USA, L.L.C.	Delaware	06/08/2007
Batchelor's Mechanical Contractors, LLC	Alabama	03/16/1981
BCM Controls Corporation	Massachusetts	10/03/1984
California Comfort Systems USA, Inc.	California	05/18/1983
ColonialWebb Contractors Company	Virginia	03/30/1972
Comfort Systems USA (Arkansas), Inc.	Delaware	03/17/1998
Comfort Systems USA (Baltimore), LLC	Delaware	10/15/1998
Comfort Systems USA (Bristol), Inc.	Delaware	08/25/1997
Comfort Systems USA Energy Services, Inc.	Delaware	08/25/1997
Comfort Systems USA G.P., Inc.	Delaware	08/12/1998
Comfort Systems USA (Indiana), LLC	Indiana	06/08/2015
Comfort Systems USA (Intermountain), Inc.	Utah	05/06/1969
Comfort Systems USA (Kentucky), Inc.	Kentucky	02/10/1981
Comfort Systems USA (MidAtlantic), LLC	Virginia	01/01/2010
Comfort Systems USA (Midwest), LLC	Iowa	10/13/2009
Comfort Systems USA (Ohio), Inc.	Ohio	10/10/1979
Comfort Systems USA Puerto Rico, Inc.	Puerto Rico	08/09/1991
Comfort Systems USA (South Central), Inc.	Texas	06/22/2007
Comfort Systems USA (Southeast), Inc.	Delaware	03/24/1998
Comfort Systems USA (Southwest), Inc.	Arizona	12/23/1977
Comfort Systems USA Strategic Accounts, LLC	Indiana	07/28/1998
Comfort Systems USA (Syracuse), Inc.	New York	03/08/1965
Comfort Systems USA (Texas), L.P.	Texas	08/14/1998
Comfort Systems USA (Western Michigan), Inc.	Michigan	07/21/1989
Control Concepts, LLC	Georgia	12/16/1996
Control Concepts Mechanical Services, LLC	Georgia	01/17/2008
CS53 Acquisition Corp.	Delaware	01/26/1999
CSUSA (10), LLC	North Carolina	10/21/2011
Delcard Associates, LLC	Delaware	06/23/2000
Design Mechanical Incorporated	Delaware	10/30/1997
Dyna Ten Corporation	Texas	06/26/1980
Dyna Ten Maintenance Services, LLC	Texas	08/07/2006
Eastern Heating & Cooling, Inc.	New York	12/19/1988
Eastern Refrigeration Co., Inc.	New York	01/30/1990
Environmental Air Systems, LLC	North Carolina	10/07/2011
Envirotrol, LLC	North Carolina	10/27/2011
Granite State Holdings Company, Inc.	Delaware	11/02/2005
Granite State Plumbing & Heating, LLC	Delaware	07/31/2001
H & M Mechanical, Inc.	Alabama	08/06/1998
Helm Corporation	Colorado	10/26/1972

<u>ENTITY NAME</u>	<u>DOMESTIC JURISDICTION</u>	<u>FORMATION DATE</u>
Hess Mechanical, LLC	Delaware	03/17/1998
Hudson River Heating and Cooling, Inc.	Delaware	08/19/2005
H-VAC Supply, L.L.C.	Puerto Rico	10/18/2006
Mechanical Technical Services, Inc.	Texas	06/22/2007
Merit Mechanical, Inc.	Washington	02/14/1984
MJ Mechanical Services, Inc.	Delaware	12/12/1997
North American Mechanical, Inc.	Delaware	03/17/1998
Plant Services Incorporated	Iowa	07/02/1986
Quality Air Heating and Cooling, Inc.	Michigan	09/10/1980
Riddleberger Brothers, Inc.	Virginia	12/22/1958
S.I. Goldman Company, Inc.	Florida	10/04/1976
S.M. Lawrence Company, Inc.	Tennessee	03/08/1973
SA Associates, Inc.	Utah	03/27/1984
Salmon & Alder, L.L.C.	Utah	07/08/1996
Seasonair, Inc.	Maryland	10/28/1966
Temp-Right Service, Inc.	Delaware	09/25/1997

QuickLinks

[EXHIBIT 21.1](#)

[SUBSIDIARIES OF COMFORT SYSTEMS USA, INC. as of December 31, 2015](#)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-38011) pertaining to the 1997 Long-Term Incentive Plan, 1997 Non-Employee Director's Stock Plan, and 1998 Employee Stock Purchase Plan of Comfort Systems USA, Inc.
- (2) Registration Statement (Form S-8 No. 333-44354) pertaining to the 2000 Incentive Plan of Comfort Systems USA, Inc.
- (3) Registration Statement (Form S-8 No. 333-138377) pertaining to the 2006 Equity Incentive Plan and 2006 Stock Options/SAR Plan for Non-Employee Directors of Comfort Systems USA, Inc.
- (4) Registration Statement (Form S-8 No. 333-188302) pertaining to the Comfort Systems USA, Inc. 2012 Equity Incentive Plan.

of our reports dated February 23, 2016, with respect to the consolidated financial statements of Comfort Systems USA, Inc. and the effectiveness of internal control over financial reporting of Comfort Systems USA, Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2015.

/s/ Ernst & Young, LLP
Houston, Texas
February 23, 2016

QuickLinks

[Exhibit 23.1](#)

[Consent of Independent Registered Public Accounting Firm](#)

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Brian E. Lane, certify that:

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

Date: February 23, 2016

/s/ BRIAN E. LANE

Brian E. Lane
President and Chief Executive Officer

QuickLinks

[Exhibit 31.1](#)

[CERTIFICATION OF CHIEF EXECUTIVE OFFICER Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, William George, certify that:

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

Date: February 23, 2016

/s/ WILLIAM GEORGE

William George
Executive Vice President and Chief Financial Officer

QuickLinks

[Exhibit 31.2](#)

[CERTIFICATION OF CHIEF FINANCIAL OFFICER Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)

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

In connection with the Annual Report of Comfort Systems USA, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian E. Lane, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 23, 2016

/s/ BRIAN E. LANE

Brian E. Lane
President and Chief Executive Officer

* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

QuickLinks

[Exhibit 32.1](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)

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

In connection with the Annual Report of Comfort Systems USA, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William George, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 23, 2016

/s/ WILLIAM GEORGE

William George
Executive Vice President and Chief Financial Officer

* A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

QuickLinks

[Exhibit 32.2](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)