

COMFORT SYSTEMS USA INC
Form 10-Q
August 02, 2011

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2011

OR

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

For the transition period from _____ to _____

Commission file number: 1-13011

COMFORT SYSTEMS USA, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
Incorporation or Organization)

76-0526487

(I.R.S. Employer
Identification No.)

**675 Bering Drive
Suite 400**

Houston, Texas 77057

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(713) 830-9600**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a
smaller reporting company)

Edgar Filing: COMFORT SYSTEMS USA INC - Form 10-Q

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

The number of shares outstanding of the issuer's common stock, as of July 29, 2011 was 37,776,239 (excluding treasury shares of 3,347,126).

Table of Contents

**COMFORT SYSTEMS USA, INC.
INDEX TO FORM 10-Q
FOR THE QUARTER ENDED JUNE 30, 2011**

	Page
Part I Financial Information	
Item 1 Financial Statements	
<u>Consolidated Balance Sheets</u>	<u>1</u>
<u>Consolidated Statements of Operations</u>	<u>2</u>
<u>Consolidated Statements of Stockholders' Equity</u>	<u>3</u>
<u>Consolidated Statements of Cash Flows</u>	<u>4</u>
<u>Condensed Notes to Consolidated Financial Statements</u>	<u>5</u>
Item 2 <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>16</u>
Item 3 <u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>32</u>
Item 4 <u>Controls and Procedures</u>	<u>32</u>
Part II Other Information	
Item 1 <u>Legal Proceedings</u>	<u>34</u>
Item 2 <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>34</u>
Item 6 <u>Exhibits</u>	<u>35</u>
<u>Signatures</u>	<u>36</u>

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

	June 30, 2011	December 31, 2010
	(Unaudited)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 50,101	\$ 86,346
Accounts receivable, less allowance for doubtful accounts of \$5,146 and \$5,096, respectively	255,286	233,893
Other receivables	5,534	6,682
Income tax receivable	9,995	9,544
Inventories	10,062	9,365
Prepaid expenses and other	28,499	30,470
Costs and estimated earnings in excess of billings	26,423	26,648
 Total current assets	 385,900	 402,948
PROPERTY AND EQUIPMENT, NET	41,039	43,620
GOODWILL	148,986	147,818
IDENTIFIABLE INTANGIBLE ASSETS, NET	37,388	39,616
OTHER NONCURRENT ASSETS	8,231	6,018
 Total assets	 \$ 621,544	 \$ 640,020

**LIABILITIES AND
STOCKHOLDERS'
EQUITY**

CURRENT LIABILITIES:		
Current maturities of long-term debt	\$ 300	\$ 300
Current maturities of notes to former owners	460	967
Accounts payable	98,202	101,134
Accrued compensation and benefits	35,810	42,577
Billings in excess of costs and estimated earnings	61,558	63,422
Accrued self-insurance expense	31,199	28,994
Other current liabilities	30,536	30,816
 Total current liabilities	 258,065	 268,210
LONG-TERM DEBT, NET OF CURRENT MATURITIES	2,700	2,700
NOTES TO FORMER OWNERS, NET OF CURRENT MATURITIES	24,919	25,969
	18,907	18,871

Edgar Filing: COMFORT SYSTEMS USA INC - Form 10-Q

DEFERRED INCOME TAX
LIABILITIES

OTHER LONG-TERM LIABILITIES	11,570	11,486
--------------------------------	--------	--------

Total liabilities	316,161	327,236
-------------------	---------	---------

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,
3,347,126 and 3,221,775 shares,
respectively

(36,040)	(34,714)
----------	----------

Additional paid-in capital	326,181	326,467
----------------------------	---------	---------

Retained earnings	14,831	20,620
-------------------	--------	--------

Total stockholders' equity	305,383	312,784
----------------------------	---------	---------

Total liabilities and stockholders' equity	\$ 621,544	\$ 640,020
---	------------	------------

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

Table of Contents

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
REVENUES	\$ 312,148	\$ 249,588	\$ 594,207	\$ 486,063
COST OF SERVICES	264,638	207,623	512,488	404,590
Gross profit	47,510	41,965	81,719	81,473
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	41,928	35,611	84,550	73,020
GOODWILL IMPAIRMENT		4,446		4,446
GAIN ON SALE OF ASSETS	(19)	(468)	(104)	(473)
Operating income (loss)	5,601	2,376	(2,727)	4,480
OTHER INCOME (EXPENSE):				
Interest income	23	80	49	144
Interest expense	(466)	(289)	(953)	(574)
Other	517	(6)	437	6
Other income (expense)	74	(215)	(467)	(424)
INCOME (LOSS) BEFORE INCOME TAXES	5,675	2,161	(3,194)	4,056
INCOME TAX EXPENSE (BENEFIT)	2,513	515	(1,186)	1,245
INCOME (LOSS) FROM CONTINUING OPERATIONS	3,162	1,646	(2,008)	2,811
GAIN ON DISPOSITION OF DISCONTINUED OPERATION, NET OF INCOME TAX BENEFIT OF \$, \$, \$, AND \$29				762
NET INCOME (LOSS)	\$ 3,162	\$ 1,646	\$ (2,008)	\$ 3,573
INCOME (LOSS) PER SHARE:				
Basic				
Income (loss) from continuing operations	\$ 0.08	\$ 0.04	\$ (0.05)	\$ 0.08
Gain on disposition of discontinued operation				0.02
Net income (loss)	\$ 0.08	\$ 0.04	\$ (0.05)	\$ 0.10
Diluted				
Income (loss) from continuing operations	\$ 0.08	\$ 0.04	\$ (0.05)	\$ 0.07
Gain on disposition of discontinued operation				0.02

Edgar Filing: COMFORT SYSTEMS USA INC - Form 10-Q

Net income (loss)	\$	0.08	\$	0.04	\$	(0.05)	\$	0.09
SHARES USED IN COMPUTING INCOME PER SHARE:								
Basic		37,630		37,598		37,584		37,566
Diluted		37,742		37,848		37,584		37,834
DIVIDENDS PER SHARE	\$	0.05	\$	0.05	\$	0.10	\$	0.10

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

Table of Contents

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In Thousands, Except Share Amounts)

	STOCKHOLDERS' EQUITY								
	Comprehensive Income (Loss)	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
BALANCE AT DECEMBER 31, 2009		41,123,365	\$ 411	(3,129,460)	\$(33,810)	\$ 326,103	\$ (181)	\$ 13,461	\$ 305,984
Comprehensive Income:									
Net income	\$ 14,740							14,740	14,740
Realized gain on marketable securities reclassified into earnings, net of tax	181						181		181
Comprehensive Income	\$ 14,921								
Issuance of Stock:									
Issuance of shares for options exercised including tax benefit				183,686	1,982	(875)			1,107
Issuance of restricted stock				235,122	2,864	(2,614)			250
Shares received in lieu of tax withholding payment on vested restricted stock				(50,575)	(616)				(616)
Tax benefit from vesting of restricted stock						106			106
Forfeiture of unvested restricted stock				(5,610)	(60)	60			
Stock-based compensation expense						3,687			3,687
Dividends								(7,581)	(7,581)
Share repurchase				(454,938)	(5,074)				(5,074)
BALANCE AT DECEMBER 31, 2010		41,123,365	411	(3,221,775)	(34,714)	326,467		20,620	312,784
Comprehensive Income (Loss):									
Net loss (unaudited)	\$ (2,008)							(2,008)	(2,008)
Issuance of Stock:									
Issuance of shares for options exercised including tax benefit (unaudited)				51,250	552	(184)			368
Issuance of restricted stock (unaudited)				230,702	2,488	(2,488)			
Shares received in lieu of tax withholding payment on vested restricted stock (unaudited)				(49,811)	(654)				(654)
Tax benefit from vesting of restricted stock (unaudited)						54			54
Stock-based compensation expense (unaudited)						2,332			2,332
Dividends (unaudited)								(3,781)	(3,781)
Share repurchase (unaudited)				(357,492)	(3,712)				(3,712)
BALANCE AT JUNE 30, 2011 (unaudited)		41,123,365	\$ 411	(3,347,126)	\$(36,040)	\$ 326,181		\$ 14,831	\$ 305,383

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

Table of Contents

COMFORT SYSTEMS USA, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss)	\$ 3,162	\$ 1,646	\$ (2,008)	\$ 3,573
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities				
Gain on disposition of discontinued operation				(762)
Amortization of identifiable intangible assets	1,700	983	3,358	2,146
Depreciation expense	3,013	2,461	6,174	4,934
Goodwill impairment		4,446		4,446
Bad debt expense	(128)	180	711	123
Deferred tax expense (benefit)	794	(1,825)	(1,316)	(3,266)
Amortization of debt financing costs	56	27	112	54
Gain on sale of assets	(19)	(468)	(104)	(473)
Changes in the fair value of contingent earn-out obligation	(584)		(489)	
Stock-based compensation expense	1,094	923	2,332	2,074
Changes in operating assets and liabilities, net of effects of acquisitions				
(Increase) decrease in				
Receivables, net	(20,835)	(1,940)	(22,555)	(1,669)
Inventories	(322)	(31)	(519)	532
Prepaid expenses and other current assets	972	1,475	2,203	2,329
Costs and estimated earnings in excess of billings	(724)	(2,508)	225	(1,621)
Other noncurrent assets	(1,533)	(598)	(2,323)	(332)
Increase (decrease) in				
Accounts payable and accrued liabilities	9,546	(67)	(7,846)	(16,290)
Billings in excess of costs and estimated earnings	(908)	(3,904)	(1,864)	(6,373)
Other long-term liabilities	339	(38)	466	(124)
Net cash provided by (used in) operating activities	(4,377)	762	(23,443)	(10,699)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Purchases of property and equipment	(1,544)	(860)	(3,904)	(2,082)
Proceeds from sales of property and equipment	134	1,115	381	1,218
Proceeds from businesses sold	39	47	78	1,264
Sale of marketable securities		1,000	2,000	1,925
Cash paid for acquisitions, earnouts and intangible assets, net of cash acquired	(521)		(2,321)	(3,577)
Net cash provided by (used in) investing activities	(1,892)	1,302	(3,766)	(1,252)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net borrowings on revolving line of credit				
Payments on other long-term debt	(1,289)	(667)	(1,289)	(917)
Payments of dividends to shareholders	(1,923)	(1,889)	(3,803)	(3,771)
Share repurchase program	(3,712)	(1,437)	(3,712)	(3,653)
Shares received in lieu of tax withholding	(654)	(609)	(654)	(609)
Excess tax benefit of stock-based compensation	217	279	204	432
Proceeds from exercise of options	95	91	218	221
Net cash used in financing activities	(7,266)	(4,232)	(9,036)	(8,297)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(13,535)	(2,168)	(36,245)	(20,248)

Edgar Filing: COMFORT SYSTEMS USA INC - Form 10-Q

CASH AND CASH EQUIVALENTS, beginning of period continuing and discontinued operations	63,636	109,770	86,346	127,850
---	--------	---------	--------	---------

CASH AND CASH EQUIVALENTS, end of period continuing and discontinued operations	\$ 50,101	\$ 107,602	\$ 50,101	\$ 107,602
---	-----------	------------	-----------	------------

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

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2011

(Unaudited)

1. Business and Organization

Comfort Systems USA, Inc., a Delaware corporation, provides comprehensive heating, ventilation and air conditioning ("HVAC") installation, 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. In addition to standard HVAC services, we provide specialized applications such as building automation control systems, fire protection, process cooling, electronic monitoring and process piping. Certain locations also perform related activities such as electrical service and plumbing. Approximately 44% of our consolidated 2011 revenues are attributable to installation of systems in newly constructed facilities, with the remaining 56% attributable to maintenance, repair and replacement services. The following service activities account for our consolidated 2011 revenues: HVAC 74%, plumbing 16%, building automation control systems 4% and other 6%. These service activities are within the mechanical services industry which is the single industry segment we serve.

2. Summary of Significant Accounting Policies

Basis of Presentation

These interim statements should be read in conjunction with the historical Consolidated Financial Statements and related notes of Comfort Systems included in the Annual Report on Form 10-K as filed with the Securities and Exchange Commission ("SEC") for the year ended December 31, 2010 (the "Form 10-K").

The accompanying unaudited consolidated financial statements were prepared using generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and applicable rules of Regulation S-X of the SEC. Accordingly, these financial statements do not include all the footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the Form 10-K. We believe all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature. The results of operations for interim periods are not necessarily indicative of the results for the full fiscal year.

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, revenues 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.

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

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:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Interest	\$ 411	\$ 240	\$ 810	\$ 412
Income taxes for continuing operations	344	827	998	1,653
Total	\$ 755	\$ 1,067	\$ 1,808	\$ 2,065

Income Taxes

We are subject to income tax in the United States and Puerto Rico and we 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 carry-forwards 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 each quarter. Estimations of required valuation allowances include estimates of future taxable income. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the activity underlying these assets becomes deductible. We consider projected future taxable income and tax planning strategies in making this assessment. If actual future taxable income is less than the estimates, we may not realize all or a portion of the recorded deferred tax assets.

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 fully supportable, we believe that certain positions may be challenged and potentially 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.

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

2. Summary of Significant Accounting Policies (Continued)

Our year to date effective tax rate for 2011 is 37.1% as compared to 30.7% in 2010. The increase in the effective tax rate for 2011 is primarily due to a lower than usual rate in 2010 from the release of certain valuation allowances during the second quarter of 2010.

Financial Instruments

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

Segment Disclosure

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

Reclassifications

Certain reclassifications have been made in prior period financial statements to conform to current period presentation. These reclassifications are of a normal and recurring nature and have not resulted in any changes to previously reported net income for any periods.

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.

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

3. Fair Value Measurements (Continued)

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 June 30, 2011 (in thousands):

	Total	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	\$ 50,101	\$ 50,101	\$	\$
Contingent earn-out obligation	\$ 6,977	\$	\$	\$ 6,977

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.

As of December 31, 2010, our marketable securities consisted of \$2.0 million of auction rate securities, which are variable rate debt instruments, having long-term maturities (with final maturities up to June 2032). We sold the entire \$2.0 million of these auction rate securities (Level 2) during the first quarter of 2011 at face value.

The valuation of the Company's contingent earn-out obligation is determined 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 obligation is measured at fair value each reporting period and changes in estimates of fair value are recognized in earnings in "Other income (expense)".

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

Balance at beginning of year	\$ 7,466
Issuances	
Adjustments to fair value	(489)
Balance at end of period	\$ 6,977

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 on those assets required to be measured at fair value on a nonrecurring basis.

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

4. Acquisitions*Acquisition of ColonialWebb*

On July 28, 2010, we entered into a stock purchase agreement to purchase all of the issued and outstanding stock of ColonialWebb Contractors Company ("ColonialWebb"). ColonialWebb operates as a comprehensive, single-source construction, service, manufacturing and refrigeration service firm servicing the Mid-Atlantic region. ColonialWebb is headquartered in Richmond, Virginia with seven other locations.

The acquisition date fair value of consideration transferred was \$110.3 million, of which \$49.9 million was allocated to goodwill. Our consolidated balance sheets include preliminary allocations of the purchase price to the assets acquired and liabilities assumed based on estimates of fair value, pending completion of final valuation and purchase price adjustments.

Other Acquisitions

We completed one acquisition in the first quarter of 2011 and one acquisition in the first quarter of 2010. These two acquisitions were not material and were "tucked-in" with two existing operations. Our consolidated balance sheet includes preliminary allocations of the purchase price to the assets acquired and liabilities assumed based on estimates of fair value, pending completion of final valuation 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.

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

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

	June 30, 2011	December 31, 2010
Balance at beginning of year	\$ 147,818	\$ 100,194
Additions	1,168	53,358
Impairment adjustment		(5,734)
Balance at end of period	\$ 148,986	\$ 147,818

The July 2010 ColonialWebb acquisition resulted in goodwill of approximately \$49.9 million.

[Table of Contents](#)

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

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

We recorded a goodwill impairment charge of \$4.4 million during the second quarter of 2010 and an impairment charge for \$1.3 million in the fourth quarter of 2010. Based on market activity declines and write-downs incurred on several jobs, we determined that the operating environment, conditions and performance at our operating location based in Delaware could no longer support the related goodwill balance. When the carrying value of a given reporting unit is less than 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.

Identifiable Intangible Assets, Net

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

	Estimated Useful Lives in Years	June 30, 2011		December 31, 2010	
		Gross Book Value	Accumulated Amortization	Gross Book Value	Accumulated Amortization
Customer relationships	2 - 15	\$ 27,078	\$ (7,586)	\$ 25,948	\$ (5,378)
Backlog	1 - 2	4,740	(4,486)	4,740	(4,253)
Noncompete agreements	2 - 7	3,490	(2,029)	3,490	(1,710)
Tradenames	2 - 25	19,570	(3,389)	19,570	(2,791)
Total		\$ 54,878	\$ (17,490)	\$ 53,748	\$ (14,132)

6. Long-Term Debt Obligations

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

	June 30, 2011	December 31, 2010
Revolving credit facility	\$	\$
Other debt	3,000	3,000
Notes to former owners	25,379	26,936
Total debt	28,379	29,936
Less current portion	(760)	(1,267)
Total long-term portion of debt	\$ 27,619	\$ 28,669

Revolving Credit Facility

On July 16, 2010, we entered into a \$125.0 million senior credit facility (the "Facility") provided by a syndicate of banks. The Facility, which is available for borrowings and letters of credit, expires in July 2014 and is secured by the capital stock of our current and future subsidiaries. The Facility provides that availability under the facility will be limited to the lesser of the face amount of \$125.0 million, or

indebtedness less certain exclusions equal to 2.5 times trailing twelve month Credit Facility Adjusted

Table of Contents**COMFORT SYSTEMS USA, INC.****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****June 30, 2011****(Unaudited)****6. Long-Term Debt Obligations (Continued)**

EBITDA, which calculates to \$105.6 million as of June 30, 2011. As of June 30, 2011, we had no outstanding borrowings, \$43.0 million in letters of credit outstanding, and \$77.2 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 following is a summary of the additional margins:

	Consolidated Total Indebtedness to Credit Facility Adjusted EBITDA			
	Less than 0.75	0.75 to 1.25	1.25 to 2.00	2.00 or greater
Additional Per Annum Interest Margin Added Under:				
Base Rate Loan Option	0.75%	1.00%	1.25%	1.50%
Eurodollar Rate Loan Option	1.75%	2.00%	2.25%	2.50%

We estimate that the interest rate applicable to the borrowings under the Facility would be approximately 2.2% as of June 30, 2011.

We have 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 claim is unlikely in the foreseeable future. The letter of credit fees range from 1.30% to 1.90% 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 0.25% to 0.45% per annum, based on the ratio of Consolidated Total Indebtedness to Credit Facility Adjusted EBITDA, as defined in the credit agreement.

The Facility contains financial covenants defining various financial 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.

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

6. Long-Term Debt Obligations (Continued)

The following is a reconciliation of Credit Facility Adjusted EBITDA to net income (in thousands):

Net income	\$ 9,159
Interest expense, net	1,980
Income taxes continuing operations	3,929
Income taxes discontinued operations	195
Depreciation and amortization expense	19,894
Stock compensation expense	3,945
Goodwill impairment	1,288
Pre-acquisition results of acquired companies, as defined in the credit agreement	1,861
Credit Facility Adjusted EBITDA	\$ 42,251

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 2.50. The leverage ratio as of June 30, 2011 was 0.67.

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 1.0. 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 June 30, 2011 was 12.19.

Other Restrictions The Facility permits acquisitions of up to \$5.0 million per transaction, provided that the aggregate purchase price of such an acquisition and of acquisitions in the preceding 12 month period does not exceed \$10.0 million. However, these limitations only apply when the Company's Net Leverage Ratio is equal to or greater than 1.5.

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 are in compliance with all of our financial covenants as of June 30, 2011.

Notes to Former Owners

We issued subordinated notes to the former owners of acquired companies as part of the consideration used to acquire these companies. These notes had an outstanding balance of

Table of Contents**COMFORT SYSTEMS USA, INC.****CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****June 30, 2011****(Unaudited)****6. Long-Term Debt Obligations (Continued)**

\$25.4 million as of June 30, 2011, of which \$0.5 million is current, and bear interest, payable annually, at a weighted average interest rate of 3.3%.

Other Debt

In conjunction with our acquisition of ColonialWebb, we acquired the \$3.0 million of long-term debt related to an industrial revenue bond associated with its office building and warehouse, of which \$0.3 million is current as of June 30, 2011. The weighted average interest rate on this variable rate debt as of June 30, 2011 was approximately 0.5%.

7. Commitments and Contingencies*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 material effect on our operating results or financial condition, after giving effect to provisions already recorded.

In addition to the matters described above, we have accrued \$7.1 million as of June 30, 2011 for potential and asserted backcharges from several customers of our large multi-family operation based in Texas. In July 2011, the Company reached an agreement related to certain backcharges, and this resulted in an increase to the accrual of \$0.6 million during the second quarter. The payment associated with this agreement of \$4.8 million will be paid in the third quarter of 2011. The additions and reductions to the accrual are included in "Cost of Services." The accrual is included in "Other Current Liabilities." We believe these accruals reflect a probable outcome with respect to such backcharges and potential backcharges, however, if we are not successful in resolving these disputes, we may in the future experience a material adverse effect on our operating results.

The following summarizes the backcharge activity during the six months ended June 30, 2011 (in thousands):

Balance at December 31, 2010	\$ 6,489
Additions	600
Utilization	

Balance at June 30, 2011	\$ 7,089
--------------------------	----------

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

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

7. Commitments and Contingencies (Continued)

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 remain challenging as a result of significant losses incurred by many sureties in recent periods, both in the construction industry as well as in certain larger corporate bankruptcies. As a result, less bonding capacity is available in the market and terms have become more restrictive. Further, 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 25% to 35% of our business has required bonds. While we have strong surety relationships to support our bonding needs, current market conditions as well as 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, including a significant amount of cash on our balance sheet, would enable us to ultimately respond effectively to an interruption in the availability of bonding capacity, such an interruption would likely cause our revenues 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.

8. Stockholders' Equity

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 and contingently issuable restricted stock.

There were approximately 0.7 million and 0.5 million of anti-dilutive stock options that were excluded from the calculation of diluted EPS for the three months ended June 30, 2011 and 2010, respectively. The effect of 0.3 million of common stock equivalents have been excluded from the calculation of diluted EPS for the six months ended June 30, 2011 due to our net loss position. Assuming dilution, there were approximately 0.5 million anti-dilutive stock options excluded from the calculation of diluted EPS for the six months ended June 30, 2011. There were approximately

Table of Contents

COMFORT SYSTEMS USA, INC.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

June 30, 2011

(Unaudited)

8. Stockholders' Equity (Continued)

0.5 million of anti-dilutive stock options that were excluded from the calculation of diluted EPS for the six months ended June 30, 2010.

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):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Common shares outstanding, end of period(a)	37,414	37,565	37,414	37,565
Effect of using weighted average common shares outstanding	216	33	170	1
Shares used in computing earnings per share basic	37,630	37,598	37,584	37,566
Effect of shares issuable under stock option plans based on the treasury stock method	110	250		268
Effect of contingently issuable restricted stock	2			
Shares used in computing earnings per share diluted	37,742	37,848	37,584	37,834

(a)

Excludes 0.4 million and 0.4 million shares of unvested contingently issuable restricted stock outstanding as of June 30, 2011 and 2010, respectively.

Share Repurchase Program

On March 29, 2007, our Board of Directors (the "Board") approved a stock repurchase program to acquire up to one million shares of our outstanding common stock. As of June 30, 2011, the Board approved extensions of the program to acquire up to 5.6 million shares.

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. We repurchased 0.4 million shares during the six months ended June 30, 2011 at an average price of \$10.38 per share. Since the inception of the program in 2007 and as of June 30, 2011, we have repurchased a cumulative total of 5.2 million shares at an average price of \$11.10 per share.

Table of Contents

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

The following discussion should be read in conjunction with our historical Consolidated Financial Statements and related notes thereto included elsewhere in this Form 10-Q and the Annual Report on Form 10-K as filed with the Securities and Exchange Commission for the year ended December 31, 2010 (the "Form 10-K"). This discussion contains "forward-looking statements" regarding our business and industry within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on our current plans and expectations and involve risks and uncertainties that could cause our actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual results to differ include risks set forth in "Item 1A. Company Risk Factors" included in our Form 10-K. 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.

Introduction and Overview

We are a national provider of comprehensive HVAC installation, 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. In addition to standard HVAC services, we provide specialized applications such as building automation control systems, fire protection, process cooling, electronic monitoring and process piping. Certain locations also perform related activities such as electrical service and plumbing.

Nature and Economics of Our Business

Approximately 82% of our revenues are earned on a project basis for installation of HVAC systems in newly constructed facilities or for replacement of HVAC 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 an HVAC installation and service provider.

Table of Contents

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. These margins are typically less than fixed-price contract margins because there is less risk of unrecoverable cost overruns in cost-plus or time and materials work.

Our average project takes six to nine months to complete, with an average contract price of approximately \$375,000. We also perform larger HVAC projects. 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. 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 revenues 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.

A stratification of projects in progress as of June 30, 2011, by contract price, is as follows:

Contract Price of Project	No. of Projects	Aggregate Contract Price Value (millions)
Under \$1 million	4,500	\$ 744.9
\$1 million - \$5 million	172	417.5
\$5 million - \$10 million	39	325.8
\$10 million - \$15 million	16	188.0
Greater than \$15 million	5	95.9
Total	4,732	\$ 1,772.1

In addition to project work, approximately 18% of our revenues represent 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

Table of Contents

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 revenues 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 37 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 revenues 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 an HVAC 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 se