



Sterling Ridge Business Advisors

MERGERS & ACQUISITIONS · DENVER, COLORADO



CONFIDENTIAL INFORMATION MEMORANDUM

Summit Peak Mechanical

Commercial HVAC & Mechanical Services · Denver, Colorado

Prepared for qualified acquirers under executed confidentiality agreement

\$7.9M

TTM REVENUE

\$1.7M

TTM ADJ. EBITDA

612

SERVICE AGREEMENTS

93%

RETENTION

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July 2026

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IMPORTANT NOTICE

Confidentiality, disclaimer, and contents

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The information herein has been provided by the Company and other sources believed to be reliable. Neither the Advisor nor the Company makes any representation or warranty, express or implied, as to the accuracy or completeness of this Memorandum, and nothing contained herein is, or shall be relied upon as, a promise or representation as to the past or future performance of the Company. Recipients should conduct their own independent investigation and analysis. Certain financial information has been adjusted to reflect normalized operations; a detailed schedule of adjustments is available in the Company's recast financial statements.

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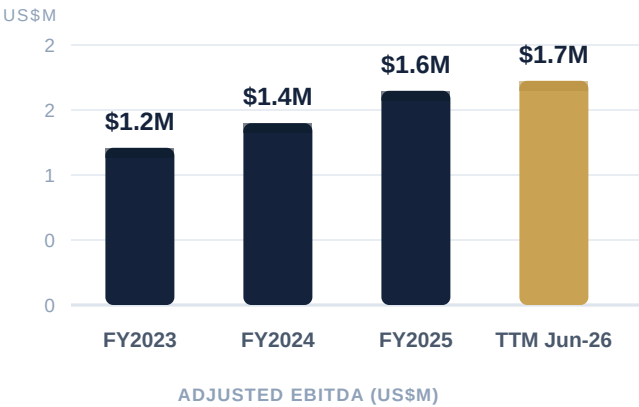
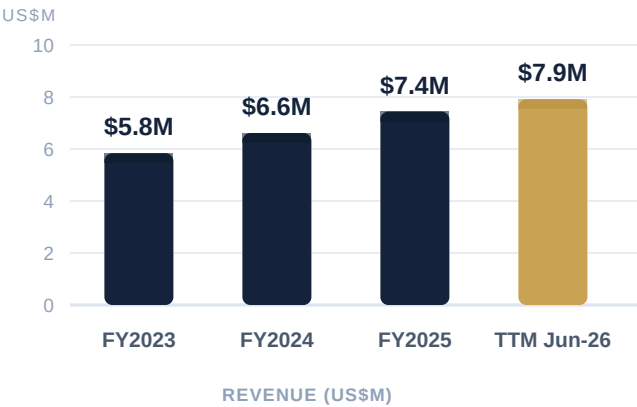
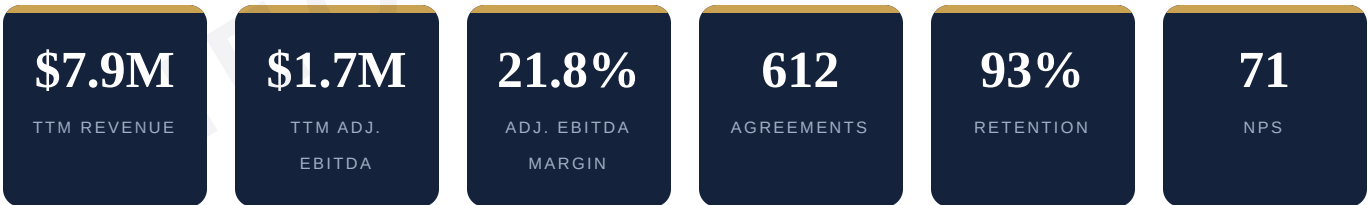
I. EXECUTIVE SUMMARY

The opportunity at a glance

Summit Peak Mechanical, LLC (“Summit Peak” or the “Company”) is a commercial HVAC and mechanical services platform serving the Denver Front Range. Founded in 2009 and built deliberately around recurring service relationships rather than bid work, the Company today operates 24 service vehicles with 28 field technicians, serves 3,400+ active commercial customers, and administers 612 annual maintenance agreements that renew at 93%.

For the twelve months ended June 30, 2026, the Company generated revenue of \$7.9 million and Adjusted EBITDA of \$1.7 million, a 21.8% margin, continuing a three-year trajectory of double-digit growth with roughly 200 basis points of margin expansion. Growth has been entirely organic and self-funded; the Company carries no funded debt.

The founder is preparing for retirement and has engaged Sterling Ridge Business Advisors to conduct a confidential process. He seeks a buyer who will invest behind the team and the agreement base, and he is flexible on structure and transition. Management below the owner is expected to continue, led by an operations manager with eleven years of tenure who has run day-to-day field operations since 2023.



I. EXECUTIVE SUMMARY (CONT.)

The investment case

■ Why this business, in one page

The revenue is bought, not re-won. 38% of revenue arrives under annual agreements billed quarterly in advance, and roughly 70% of repair and replacement work originates inside that agreement base. The customer list functions as an installed-base annuity: every aging rooftop unit under agreement is a future replacement project the Company is first in line to win.

The margin is structural, not cyclical. Margin expansion since FY2023 has come from route density, standardized flat-rate pricing with enforced floors, and mix shift toward service, not from deferred spending or one-time pricing. Job-level margin is visible in the field-service platform and reviewed weekly.

The organization outlasts the owner. The founder has not run service calls since 2021. Operations, dispatch, quoting, and billing are systematized and run by a tenured team, which is why the business is transferable to either a financial buyer installing a GM or a strategic acquirer integrating a branch.

The numbers are diligence-ready. Bank deposits reconcile to recorded revenue within 0.4% across the recast period. The adjustment schedule is short, documented item-by-item, and deliberately conservative, with no revenue normalizations or pro-forma credits anywhere in the presentation.

SUMMARY FINANCIAL PROFILE

FY2023–FY2025 revenue CAGR of 12.8%; FY2025 Adjusted EBITDA of \$1.65M on \$7.4M revenue (22.2%); TTM June-2026 Adjusted EBITDA of \$1.7M. No funded debt; seasonal working-capital band of \$250–\$400K; maintenance capex ~2.1% of revenue.

US\$000s	FY2023	FY2024	FY2025	TTM Jun-26
Revenue	5,842	6,617	7,438	7,912
Growth %	—	13.3%	12.4%	6.4%
Gross profit	2,460	2,845	3,288	3,529
Margin %	42.1%	43.0%	44.2%	44.6%
Reported EBITDA	1,022	1,195	1,382	1,489
Adjustments	187	203	266	236
Adjusted EBITDA	1,209	1,398	1,648	1,725
Margin %	20.7%	21.1%	22.2%	21.8%

II. INVESTMENT HIGHLIGHTS

Eight reasons this platform is scarce

1. Recurring-revenue foundation

612 agreements, 93% retention, quarterly advance billing, and 104% net revenue retention across the agreement base in FY2025.

2. Installed-base replacement annuity

Agreement customers' aging equipment feeds ~70% of repair/replacement revenue; replacement projects average \$28K at service-level margins.

3. Diversification without dilution

3,400+ customers across five end markets; top ten customers under 15% of revenue; largest customer 3.1%.

4. Margin trajectory with proof

Adjusted EBITDA margin of 20.7% → 22.2% FY2023–FY2025, driven by density, pricing discipline, and mix; drivers documented at job level.

5. Owner-independent operations

Eleven-year operations manager runs the field; documented SOPs; modern FSM platform since 2020; founder role narrowed to relationships.

6. Technician moat in a scarce market

6.2-year average technician tenure, paid certification pipeline, and employer-of-choice reputation in a trade defined by labor scarcity.

7. Structural market tailwinds

Aging installed base, refrigerant phase-down, and utility-funded efficiency retrofits drive a multi-year replacement cycle in the core market.

8. Unexercised growth levers

Adjacent-metro expansion, controls attach, plumbing cross-sell, and legacy-agreement repricing, all tested, none scaled, none in the numbers.

FOR PLATFORM BUILDERS

For an acquirer building Mountain West density, Summit Peak brings the two assets hardest to replicate: a retained technician bench and a renewing agreement base. Systems, facility capacity, and management depth support tuck-in absorption without incremental overhead.

III. COMPANY OVERVIEW & HISTORY

From two trucks to a regional platform

Summit Peak was founded in 2009 by its current owner, a licensed mechanical contractor who began with two trucks and a conviction that commercial customers were underserved on response time and communication. The Company grew through the 2010s by converting demand-service customers into maintenance agreements, a strategy that traded short-term ticket revenue for compounding, defensible relationships.

Milestones

- 2009** — **Founded** — first commercial service accounts in central Denver
- 2012** — **Install capability** — first dedicated install crew; sheet-metal subcontracting brought in-house
- 2014** — **Agreement program** — formal maintenance-agreement program launched; 100th agreement
- 2017** — **Facility** — moved to current 12,000 sq ft facility with fabrication shop
- 2020** — **Systems** — cloud field-service platform end-to-end; flat-rate pricing adopted
- 2023** — **Succession** — operations manager assumes day-to-day leadership of the field organization
- 2025** — **Record year** — 600th agreement; record revenue (\$7.4M) and Adjusted EBITDA (\$1.65M)

17

Years of continuous operation under founding ownership

\$0

Funded debt; growth entirely organic and self-financed

100%

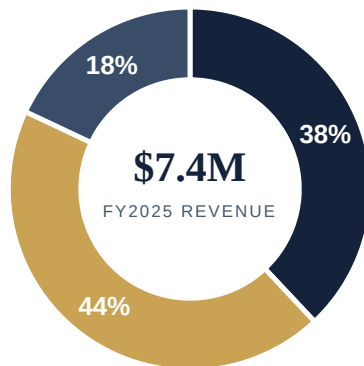
Owned by the founder; clean single-member LLC structure

Ownership & structure

The Company is a Colorado limited liability company wholly owned by the founder. It holds a Colorado mechanical contractor license (transferable qualifying individual on staff), EPA 608 universal certifications across the technician base, and is licensed in the municipalities it serves. There is no funded debt, no related-party leases, and no outstanding litigation.

IV. SERVICES & REVENUE MODEL

Three lines, one flywheel

**Service & maintenance agreements**

38% of revenue ·
\$2.8M
FY2025

Repair & replacement

44% of revenue ·
\$3.3M
FY2025

New installation & retrofit

18% of revenue ·
\$1.3M
FY2025



ROOFTOP AND SPLIT-SYSTEM SERVICE IS THE CORE TRADE

■ Service & maintenance agreements — 38% of revenue

Annual contracts covering scheduled preventative maintenance across rooftop units, split systems, boilers, chillers, and building controls. Agreements are billed quarterly in advance (deferred revenue tracked monthly), include priority four-hour emergency response, and carry preferred labor rates that anchor the customer relationship. Average agreement value is approximately \$4,600, with multi-site property portfolios ranging to \$85K.

■ Repair & replacement — 44% of revenue

Demand service, component repair, and full unit replacement. Approximately 70% originates from the agreement base, where technicians photo-document equipment condition at every visit and replacement recommendations are queued years in advance. Replacements average \$28K per project and are priced from a standardized rate card with margin floors enforced in the quoting workflow.

■ New installation & retrofit — 18% of revenue

Selective design-build, tenant-finish, and efficiency retrofit work for existing customers and their tenants, accepted only at service-level margins. The Company does not bid plan-and-spec general-contractor work. Current installed backlog is \$1.9M, all for existing relationships.

IV. SERVICES & REVENUE MODEL (CONT.)

The economics of the agreement flywheel

How the model compounds

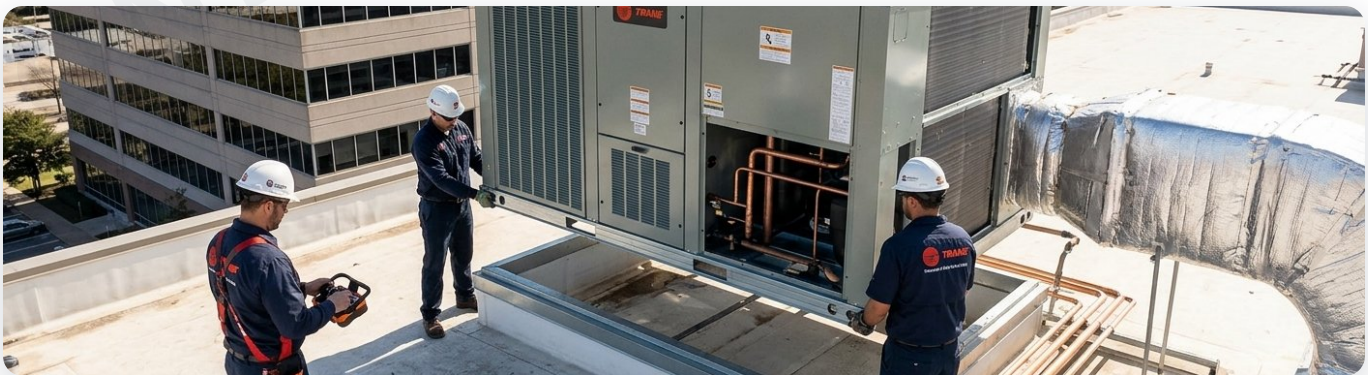
The agreement base is the Company's flywheel. Each agreement produces four economic effects simultaneously: predictable maintenance revenue; priority access to that customer's repair and replacement spending; route density that lowers drive time and raises billable utilization; and equipment intelligence, because every maintained unit's age, condition, and refrigerant type is logged, giving the Company a forward calendar of replacement demand competitors cannot see.

Pricing architecture

Element	Practice
Agreements	Rate card by equipment count/type; annual escalators standard since 2022
Service labor	Flat-rate task pricing; agreement customers at preferred tier
Replacement projects	Standardized estimating templates; minimum-margin floors enforced in FSM quoting
Materials & equipment	Two primary distributors; rebate programs; price escalation passed through since 2021

Seasonality

Revenue peaks in the summer cooling season and shoulder maintenance months; the agreement base and Colorado's heating season flatten the curve materially versus residential peers. The lowest revenue month in FY2025 was 71% of the highest, and advance agreement billings partially pre-fund seasonal working capital.



REPLACEMENT PROJECTS AVERAGE \$28K, QUOTED FROM A STANDARDIZED RATE CARD

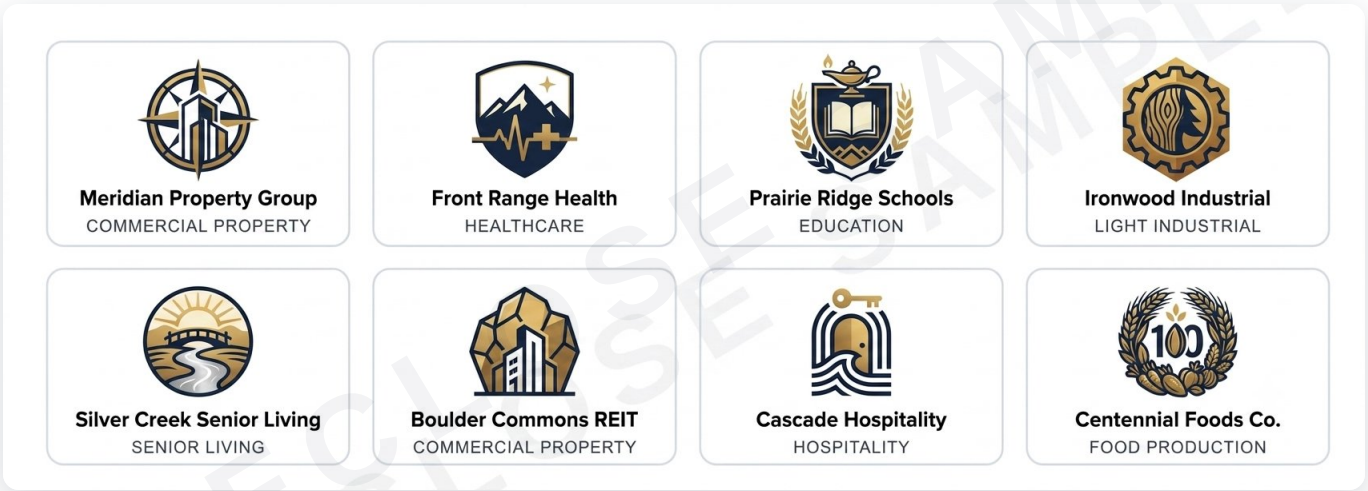
WHAT A BUYER INHERITS

A forward replacement calendar embedded in the maintained equipment base, a rate card with enforced floors, and billing practices that turn maintenance season into a financing source rather than a cash drain.

V. CUSTOMER ANALYSIS

Institutional customers, annuity behavior

The Company serves 3,400+ active customers. Concentration risk is minimal and has declined each year: the top ten customers represented 14.7% of FY2025 revenue (16.9% in FY2023), and the largest customer, a regional property manager with nine buildings under agreement, represents 3.1%.



REPRESENTATIVE CUSTOMER RELATIONSHIPS BY END MARKET

Revenue by end market (FY2025)

Segment	% Revenue	Agreements	Character
Commercial property mgmt	34%	241	Portfolio relationships; multi-site agreements
Healthcare & medical office	21%	117	Uptime-critical; compliance documentation valued
Education & municipal	17%	96	Budgeted maintenance; summer project windows
Light industrial & flex	16%	88	Process cooling; larger replacement tickets
Hospitality & other	12%	70	24/7 response drives agreement attach

V. CUSTOMER ANALYSIS (CONT.)

Reputation as an acquisition channel

Voice of the customer

The Company’s third-party NPS survey (November 2025, 214 responses) produced a score of 71, with response time and technician communication cited most often. Public reputation corroborates the survey: 4.8 stars across 640+ Google reviews, with management responses to every review under 4 stars.

“They just show up.”

Facility director, surgery center — agreement customer since 2016, three replacement projects completed.

“One call for nine buildings.”

Regional property manager — portfolio agreement, quarterly condition reporting to owners.

“The photos sell it for us.”

School district facilities lead — photo-documented recommendations support board approvals.

“Techs know our building.”

Hotel chief engineer — same two technicians assigned since 2019.

7.4 yrs

Average agreement-customer relationship length

104%

FY2025 net revenue retention across the agreement base

4.8★

Across 640+ public reviews, every sub-4★ answered

Cohort behavior and acquisition

Agreement customers average 7.4 years of relationship length; the FY2020 cohort has retained 89% of accounts and grown to 131% of original annual value. New business arrives primarily by referral and reputation: 62% of FY2025 new agreements came from existing-customer referrals or property-manager portfolio expansion, on a modest \$38K marketing budget. Customer-level revenue detail, agreement registers, and cohort analyses are in the data room; identities are unmasked post-LOI.

VI. MARKET OPPORTUNITY

A replacement-cycle market, not a construction bet

The Denver–Aurora–Lakewood MSA is a market of approximately 3.0 million people with two decades of above-average commercial development now aging into prime replacement years. Industry analysts size the U.S. commercial HVAC services market in the tens of billions of dollars with mid-single-digit growth, and consistently identify service and replacement, the Company's segments, as growing faster than new construction.

Demand drivers

Installed-base aging

Units from the 1995–2010 construction boom are beyond design life; replacement is need-based, not discretionary.

Refrigerant transition

Phase-down of legacy refrigerants raises repair costs on older units, tilting repair-vs-replace economics toward replacement.

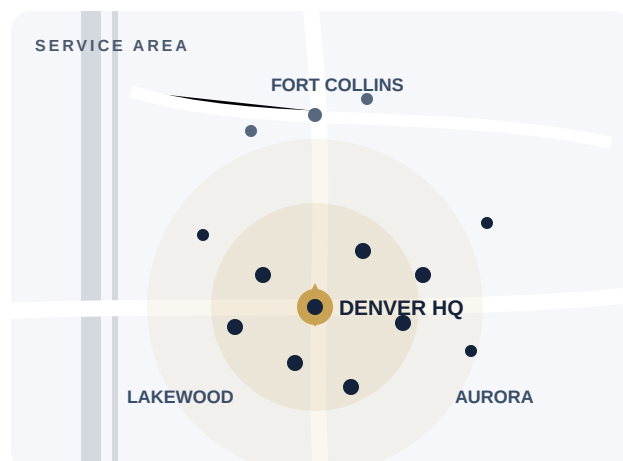
Codes & incentives

Energy benchmarking ordinances and utility rebates fund retrofits; building owners increasingly need a contractor who can navigate programs.

Labor scarcity

Technician shortages constrain industry capacity, protect pricing, and reward employers who can recruit and retain, a structural advantage for the Company.

Why service beats construction exposure



Service and replacement demand is driven by the installed base, weather, and equipment age rather than development cycles. In the 2020 disruption, the Company's revenue declined less than 4% and recovered within two quarters, while regional plan-and-spec mechanical firms saw double-digit backlog contraction.

The service footprint covers the Denver metro with route-dense clusters in the central, southeast, and west corridors; Northern Colorado is served opportunistically today and is the first expansion target.

VII. COMPETITIVE POSITIONING

The defensible middle of the market

Competition falls into three tiers. National mechanical contractors pursue large projects and national accounts but are structurally uncompetitive on response time for mid-market service. PE-backed consolidators are active acquirers but thin on the ground in the Front Range service segment. The long tail of owner-operator shops competes on price but cannot offer 24/7 coverage, portfolio reporting, or bench depth.

Positioning map

Capability	Summit Peak	National mech.	Consolidators	Owner-operators
4-hour emergency response	✓	Limited	Varies	Rare
Portfolio/multi-site reporting	✓	✓	Varies	—
Dedicated agreement program	✓	Select	✓	Informal
In-house sheet metal	✓	✓	Varies	—
Local decision-making	✓	—	Varies	✓

Win/loss reality

The Company tracks quoted-work outcomes in its FSM platform: FY2025 close rate was 58% on service quotes and 44% on replacement proposals, with price cited in fewer than a third of losses. Most agreement losses trace to buildings changing ownership rather than competitive displacement.

THE PRACTICAL MOAT

In commercial service, the moat is a retained technician bench plus first-call relationships. Both take years to build, and both transfer with this business.

VIII. OPERATIONS

Systematized field execution

Operations are built for density and accountability. Service territories are routed around agreement clusters; technicians are assigned to recurring customers; and every work order carries photos, condition notes, and recommended actions logged in the FSM platform at the point of work.

A day in the system

Workflow	Practice
Dispatch	Two dispatchers; agreement customers guaranteed 4-hour emergency response
Quoting	Standardized templates; margin floors; same-day quotes on 80% of service work
Job costing	Real-time labor and material capture; weekly margin review by ops manager
Billing & collections	Invoicing on completion; DSO of 34 days; agreement billings quarterly in advance
Safety & compliance	Weekly toolbox talks; EMR of 0.84; OSHA logs clean for five years



FOUR-HOUR EMERGENCY RESPONSE, 24/7, FOR AGREEMENT CUSTOMERS



CONDITION DATA LOGGED IN THE FSM PLATFORM AT THE POINT OF WORK

Quality & training pipeline

Two lead technicians run a structured apprentice pathway that has produced nine of the current field staff. The Company pays for NATE certification and refrigerant credentials, and its indentured-apprentice relationships with two trade schools provide a recruiting advantage most competitors lack.

IX. FACILITIES, FLEET & SYSTEMS

Capacity in place for the next leg of growth

12,000

SQ FT FACILITY

24

VEHICLES OWNED

3.8 yrs

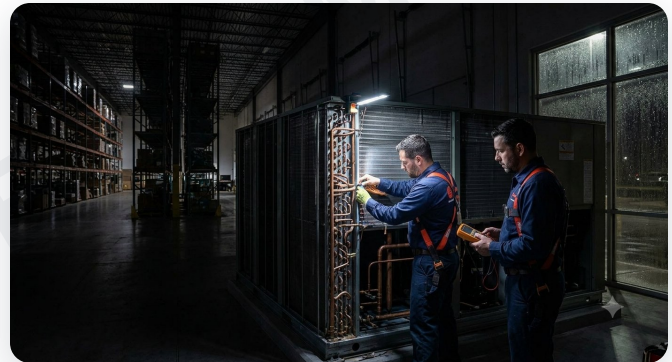
AVG FLEET AGE

2020FSM PLATFORM
SINCE**34 days**

DSO



12,000 SQ FT SHOP, OFFICE, AND FABRICATION FACILITY WITH OWNED FLEET



IN-HOUSE SHEET-METAL AND COIL WORK IN THE FABRICATION SHOP

Facility & fleet

The Company operates from a 12,000 sq ft leased facility with offices, warehouse, and a sheet-metal fabrication shop, located with efficient access to the metro highway network. The lease runs four more years with a five-year renewal option at market escalators; the landlord is unrelated to ownership and has consented in principle to assignment. Utilization supports roughly 40% headcount growth before expansion is needed. The fleet of 24 wrapped service vans and install trucks is owned outright, averages 3.8 years of age, and is rotated on a documented schedule within the ~2.1% of revenue maintenance-capex envelope.

Systems

Cloud FSM platform (dispatch through invoicing), QuickBooks accounting reconciled monthly, cloud document management, and GPS fleet telematics. Customer equipment records, including model, serial, age, refrigerant, and photo history, are an underappreciated data asset: they constitute a forward replacement-demand calendar for the entire agreement base.

X. ORGANIZATION & MANAGEMENT

A bench built for succession

The organization is deliberately deeper than a company of this size requires, reflecting the founder's succession planning since 2022.

Role	Tenure	Responsibilities
Founder / Owner	17 yrs	Key relationships, strategy, banking; no daily field role since 2021
Operations Manager	11 yrs	Full P&L for field operations; GM-ready; expected to remain
Service Manager	8 yrs	Technician scheduling, quality, escalations
Install Manager	7 yrs	Project crews, fabrication, backlog delivery
Office Manager	9 yrs	Billing, agreement administration, HR support
Account Reps (2)	4–6 yrs	Agreement sales and renewals, portfolio expansion

43

Employees, deliberately deeper than a firm this size requires

<10%

Voluntary technician turnover in each of the last three years

6.2 yrs

Average field technician tenure; nine grown via apprenticeship

Human capital

Headcount of 43 includes 28 field technicians with 6.2 years average tenure and voluntary technician turnover under 10% in each of the last three years. Compensation is at or above market with production incentives for technicians and commissions for account reps; benefits include health, 401(k) match, and paid certifications. Two family members work in the business in genuine operating roles at market wages; neither is expected to depart at close.

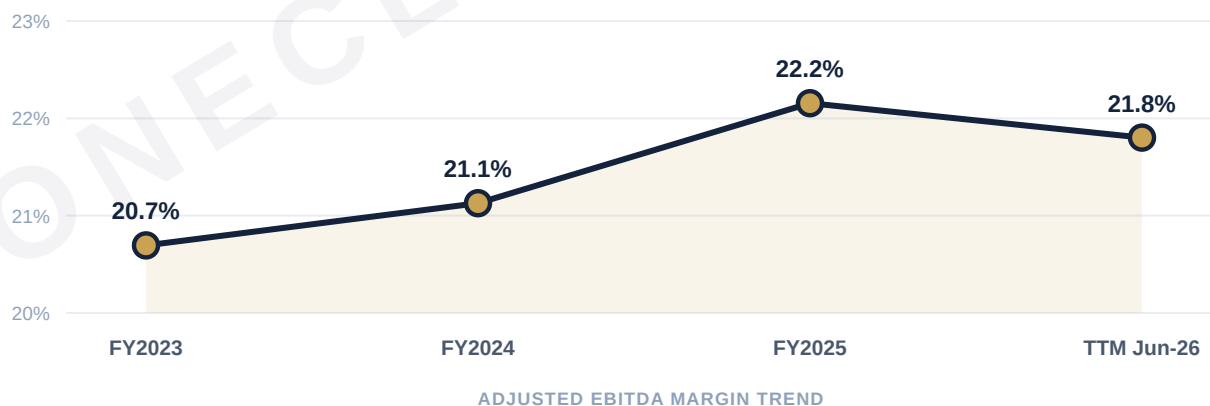
TRANSITION PLAN

The founder will support a 6–12 month transition and introduce all key relationships personally. The operations manager has signaled interest in expanded responsibility, and a retention framework for key staff can be structured with the buyer during diligence.

XI. FINANCIAL OVERVIEW

Summary results, FY2023–TTM

US\$000s	FY2023	FY2024	FY2025	TTM Jun-26
Revenue	5,842	6,617	7,438	7,912
Growth %	—	13.3%	12.4%	6.4%
Gross profit	2,460	2,845	3,288	3,529
Margin %	42.1%	43.0%	44.2%	44.6%
Reported EBITDA	1,022	1,195	1,382	1,489
Adjustments	187	203	266	236
Adjusted EBITDA	1,209	1,398	1,648	1,725
Margin %	20.7%	21.1%	22.2%	21.8%



Revenue has compounded at 12.8% annually since FY2023 with growth in every service line, led by agreements and replacement. Margin expansion of roughly 200 basis points reflects route density, standardized pricing with enforced floors, and richer service mix, each of which is evidenced at job level in the FSM platform rather than asserted.

Adjustments normalize owner compensation to a market GM salary and remove documented non-recurring and discretionary items. The accompanying Recast Financial Statements present the complete schedule with per-item documentation, the SDE bridge, and methodology.

XI. FINANCIAL OVERVIEW (CONT.)

Detailed operating statement

US\$000s	FY2023	FY2024	FY2025	TTM Jun-26
Service & maintenance agreements	2,110	2,448	2,826	3,006
Repair & replacement	2,571	2,911	3,273	3,481
New installation & retrofit	1,161	1,258	1,339	1,425
Total revenue	5,842	6,617	7,438	7,912
Direct labor & burden	1,857	2,065	2,264	2,391
Equipment & materials	1,216	1,364	1,509	1,594
Subcontract, permits & other	309	343	377	398
Total cost of goods sold	3,382	3,772	4,150	4,383
Gross profit	2,460	2,845	3,288	3,529
Office wages & benefits	652	742	838	895
Facilities & utilities	168	176	189	196
Vehicles, fuel & insurance	287	322	372	401
Sales, marketing & other G&A	331	410	507	548
Total operating expenses	1,438	1,650	1,906	2,040
Reported EBITDA	1,022	1,195	1,382	1,489

Presented on the accrual basis per the Company's books; excludes depreciation and amortization (memo: FY2025 D&A of \$178K). Direct labor includes payroll burden and production incentives. Figures may not foot due to rounding.

■ Revenue quality notes

Agreement revenue is recognized ratably with billing quarterly in advance; deferred revenue was \$612K at June 30, 2026. Replacement and install revenue is recognized on completion for jobs under 30 days and percentage-of-completion for larger retrofits; open WIP at TTM date was \$214K, detailed in the data room.

XI. FINANCIAL OVERVIEW (CONT.)

Working capital, capex, and cash conversion

Working capital

Net working capital is modest and seasonal within a \$250–\$400K band. Receivables run at 34 days DSO with credit loss under 0.3% of revenue across the recast period; inventory is limited to truck stock and staged equipment (~\$180K); and advance agreement billings provide a structural float that funds the spring and fall maintenance ramps.

Capital expenditure

US\$000s	FY2023	FY2024	FY2025	TTM Jun-26
Fleet rotation	96	121	108	102
Shop & diagnostic equipment	27	34	31	29
IT & other	13	17	19	18
Total capex	136	172	158	149

Cash conversion

Adjusted EBITDA less maintenance capex has averaged 90% conversion before tax across the period, reflecting the owned fleet, leased facility, and absence of heavy project working capital. There is no funded debt, no capitalized leases beyond the facility, and no off-balance-sheet obligations.

LENDER VIEW

On TTM figures, a transaction financed with typical SBA 7(a) leverage would carry debt-service coverage comfortably above customary underwriting thresholds on either an Adjusted EBITDA or SDE basis; a lender-ready package is maintained in the data room.

XII. GROWTH OPPORTUNITIES

Levers one through four

Summit Peak's results reflect focus, not saturation. Six levers have been tested at pilot scale and deliberately left for the next owner to fund; none contributes materially to current earnings, and no credit for any of them is embedded in the financial presentation.

\$180K

Annual revenue from legacy-agreement repricing at full margin

60%

Controls-monitoring attach rate achieved in 2025 pilots

12 mos

Modeled breakeven for a Northern Colorado satellite

1. Northern Colorado satellite

Fort Collins/Greeley corridor served opportunistically at 4% of revenue with zero local presence. A two-truck satellite with one dispatcher is modeled to reach agreement-base breakeven within 12 months on existing demand alone.

2. Controls & monitoring attach

9% of agreement customers take building-controls monitoring today. 2025 pilots achieved 60% attach on new agreements at 70%+ incremental margin, with third-party hardware and no added headcount.

3. Commercial plumbing cross-sell

Customers request plumbing weekly; the Company refers it away. Two licensed hires or a small tuck-in open a second trade across existing routes and relationships.

4. Legacy agreement repricing

Agreements written before 2022 renew 8–12% below current rate card. A two-year catch-up program at renewal, modeled in the data room, is worth roughly \$180K of annual revenue at full margin.

Lever economics at a glance

Lever	Capital required	Time to impact	Evidence base
Legacy repricing	None	At each renewal	Rate-card gap analysis, all agreements
Controls attach	Minimal (hardware pass-through)	1–2 quarters	2025 pilot cohort, 60% attach
Northern Colorado satellite	~\$220K (trucks, dispatcher)	12 months	Existing corridor demand, 4% of revenue
Plumbing cross-sell	Two hires or small tuck-in	2–3 quarters	Weekly inbound requests, referred away

XII. GROWTH OPPORTUNITIES (CONT.)

Levers five and six, and how to sequence them

5. Electrification & incentive retrofits

Utility and state programs fund heat-pump conversions and efficiency upgrades. The Company holds the certifications but has never marketed the capability; competitors are winning funded projects the Company is better qualified to deliver.

6. Tuck-in acquisition platform

The Front Range service market remains fragmented with a deep bench of retiring owner-operators. The Company's FSM platform, training pipeline, and facility capacity can absorb one to two small tuck-ins per year without incremental overhead, converting acquired demand-service books into agreement relationships.

Quarter 1–2

Legacy repricing at renewal; controls attach systematized

Quarter 3–4

Northern Colorado satellite; first plumbing hires

Year 2

First tuck-in acquisition absorbed on existing systems

Throughout

Incentive-funded retrofit marketing across the agreement base

■ Sequencing for a new owner

Management's view of the highest-return sequence: (i) legacy repricing at renewal, immediate and capital-light; (ii) controls attach on new agreements, systematized within two quarters; (iii) Northern Colorado satellite in year one; (iv) plumbing and tuck-ins as integration capacity allows. The operations manager has been involved in each pilot and can execute this sequence under new ownership.

UNDERWRITING POSTURE

Buyers should treat these levers as documented options, not promises: each is supported by pilot data and models in the data room, and none is reflected in the recast earnings a buyer is asked to pay for.

XIII. TRANSACTION CONSIDERATIONS

Structure, terms, and priorities

Proposed transaction

The founder seeks a sale of 100% of the Company. He is open to asset or equity structures and to reasonable seller-financing or earnout components as part of a competitive proposal, and will evaluate offers on total value, certainty of close, and fit for the team. He will support a 6–12 month transition with consulting availability thereafter by agreement.

100%

Of the Company offered; asset or equity structures considered

6–12 mos

Founder transition, with consulting availability thereafter

Q1 2027

Target close, with lender workstreams coordinated by the Advisor

Considerations for buyers

Topic	Position
Licenses	Qualifying individual on staff post-close; owner will maintain license through transition
Facility lease	4 years + 5-year option; landlord consent to assignment indicated in principle
Key employees	Retention framework to be structured with buyer; ops manager expected to remain
Working capital	Delivered at normalized level per an agreed peg; seasonality documented monthly
Financing	Profile fits SBA 7(a) and conventional structures; lender-ready file maintained
Diligence	Indexed data room; QoE-ready recast; site visits after LOI

WHAT THE FOUNDER CARES ABOUT

Beyond value: continuity for a team many of whom he trained personally, and a buyer who will fund the growth levers his own risk appetite left on the table. Proposals that speak to both will be received differently than those that do not.

XIV. PROCESS & CONTACT

How to engage

Step	Detail	Timing
1. CIM review & Q&A	Written questions via the Advisor; recast package and data room index provided	Now
2. Management session	Video meeting with founder and operations manager	Rolling
3. Indications of interest	Value, structure, financing plan, diligence timeline	Early Q4 2026
4. LOI & exclusivity	Full data room, customers unmasked, site visit, QoE	Q4 2026
5. Definitive agreements & close	Advisor coordinates lender, counsel, and landlord workstreams	Target Q1 2027

Financial

Tax returns, monthly statements, documented recast package

Commercial

Agreement registers, cohort analyses, masked top-25 profiles

Operational

Asset and fleet registers, SOPs, HR summaries, loss runs

Growth

Pilot data and models for all six growth levers

Data room

A fully indexed data room accompanies this Memorandum: corporate records, three years of tax returns and monthly financials, the documented recast package, agreement registers, customer cohort analyses, asset and fleet registers, HR summaries, insurance loss runs, and the growth-lever models referenced herein.

Contact

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