

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2019

OR

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

For the transition period from _____ to _____.

Commission file number 001-31972

TELKONET, INC.

(Exact name of Registrant as specified in its charter)

Utah
(State or Other Jurisdiction of Incorporation or Organization)

87-0627421
(I.R.S. Employer Identification No.)

20800 Swenson Drive, Suite 175, Waukesha, WI
(Address of Principal Executive Offices)

53186
(Zip Code)

(414) 302-2299

(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.001 par value

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

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

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

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The number of shares outstanding of the registrant's common stock, par value \$0.001 per share, as of April 30, 2019 is 135,085,519.

TELKONET, INC.
FORM 10-Q for the Three Months Ended March 31, 2019

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

TELKONET, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,745,998	\$ 4,678,891
Accounts receivable, net	2,546,293	1,081,291
Inventories	1,613,960	1,790,919
Contract assets	446,662	314,749
Prepaid expenses	562,366	577,386
Income taxes receivable	25,334	19,695
Total current assets	<u>8,940,613</u>	<u>8,462,931</u>
Property and equipment, net	<u>232,659</u>	<u>247,289</u>
Other assets:		
Deposits	17,130	17,130
Operating lease right of use assets	1,005,587	–
Total other assets	<u>1,022,717</u>	<u>17,130</u>
Total Assets	<u>\$ 10,195,989</u>	<u>\$ 8,727,350</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 870,650	\$ 408,045
Accrued liabilities	843,738	656,611
Line of credit	907,241	121,474
Contract liabilities – current	908,743	1,070,502
Operating lease liabilities – current	220,037	–
Total current liabilities	<u>3,750,409</u>	<u>2,256,632</u>
Long-term liabilities:		
Contract liabilities – long term	154,533	162,121
Operating lease liabilities – long term	862,114	–
Deferred lease liability – long term	–	71,877
Total long-term liabilities	<u>1,016,647</u>	<u>233,998</u>
Total liabilities	<u>\$ 4,767,056</u>	<u>\$ 2,490,630</u>
Commitments and contingencies		
Stockholders' Equity		
Series A, par value \$.001 per share; 215 shares issued, 185 shares outstanding at March 31, 2019 and December 31, 2018, preference in liquidation of \$1,618,421 and \$1,600,168 as of March 31, 2019 and December 31, 2018, respectively	1,340,566	1,340,566
Series B, par value \$.001 per share; 538 shares issued, 52 shares outstanding at March 31, 2019 and December 31, 2018, preference in liquidation of \$440,216 and \$435,081 as of March 31, 2019 and December 31, 2018, respectively	362,059	362,059
Common stock, par value \$.001 per share; 190,000,000 shares authorized; 135,085,519 and 134,793,211 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively	135,086	134,792
Additional paid-in-capital	127,608,232	127,570,709
Accumulated deficit	(124,017,010)	(123,171,406)
Total stockholders' equity	<u>5,428,933</u>	<u>6,236,720</u>
Total Liabilities and Stockholders' Equity	<u>\$ 10,195,989</u>	<u>\$ 8,727,350</u>

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2019	2018
Revenues, net:		
Product	\$ 2,586,669	\$ 1,503,658
Recurring	176,533	101,538
Total Net Revenue	2,763,202	1,605,196
Cost of Sales:		
Product	1,690,598	994,237
Recurring	86,042	59,997
Total Cost of Sales	1,776,640	1,054,234
Gross Profit	986,562	550,962
Operating Expenses:		
Research and development	486,626	438,780
Selling, general and administrative	1,323,049	1,276,903
Depreciation and amortization	16,931	16,915
Total Operating Expenses	1,826,606	1,732,598
Operating Loss	(840,044)	(1,181,636)
Other (Expenses) Income:		
Interest (expense), net	(5,560)	(2,530)
Total Other (Expenses)	(5,560)	(2,530)
Loss before Provision (Benefit) for Income Taxes	(845,604)	(1,184,166)
Provision (Benefit) for Income Taxes	–	–
Net loss attributable to common stockholders	\$ (845,604)	\$ (1,184,166)
Net loss per common share:		
Basic – net loss attributable to common stockholders	\$ (0.01)	\$ (0.01)
Diluted – net loss attributable to common stockholders	\$ (0.01)	\$ (0.01)
Weighted Average Common Shares Outstanding – basic	134,793,211	133,695,111
Weighted Average Common Shares Outstanding – diluted	134,793,211	133,695,111

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
THREE MONTHS FROM JANUARY 1, 2018 THROUGH MARCH 31, 2018

	Series A Preferred Stock Shares	Series A Preferred Stock Amount	Series B Preferred Stock Shares	Series B Preferred Stock Amount	Common Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2017	185	\$ 1,340,566	52	\$ 362,059	133,695,111	\$ 133,695	\$ 127,421,402	\$ (119,724,656)	\$ 9,533,066
January 1, 2018, Cumulative effect of a change in accounting principle related to ASC 606, net of tax	–	–	–	–	–	–	–	(430,000)	(430,000)
Shares issued to directors	–	–	–	–	294,808	294	35,706	–	36,000
Stock-based compensation expense related to employee stock options	–	–	–	–	–	–	1,531	–	1,531
Net loss	–	–	–	–	–	–	–	(1,184,166)	(1,184,166)
Balance at March 31, 2018	<u>185</u>	<u>\$ 1,340,566</u>	<u>52</u>	<u>\$ 362,059</u>	<u>133,989,919</u>	<u>\$ 133,989</u>	<u>\$ 127,458,639</u>	<u>\$ (121,338,822)</u>	<u>\$ 7,956,431</u>

TELKONET, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
THREE MONTHS FROM JANUARY 1, 2019 THROUGH MARCH 31, 2019

	Series A Preferred Stock Shares	Series A Preferred Stock Amount	Series B Preferred Stock Shares	Series B Preferred Stock Amount	Common Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance at December 31, 2018	185	\$ 1,340,566	52	\$ 362,059	134,793,211	\$ 134,792	\$ 127,570,709	\$ (123,171,406)	\$ 6,236,720
Shares issued to directors	–	–	–	–	292,308	294	35,708	–	36,002
Stock-based compensation expense related to employee stock options	–	–	–	–	–	–	1,815	–	1,815
Net loss attributable to common stockholders	–	–	–	–	–	–	–	(845,604)	(845,604)
Balance at March 31, 2019	<u>185</u>	<u>\$ 1,340,566</u>	<u>52</u>	<u>\$ 362,059</u>	<u>135,085,519</u>	<u>\$ 135,086</u>	<u>\$ 127,608,232</u>	<u>\$ (124,017,010)</u>	<u>\$ 5,428,933</u>

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Three Months Ended March 31,	
	2019	2018
Cash Flows from Operating Activities:		
Net loss	\$ (845,604)	\$ (1,184,166)
Adjustments to reconcile net loss to cash used in operating activities:		
Stock-based compensation expense	1,815	1,531
Stock issued to directors as compensation	36,002	36,000
Depreciation and amortization	16,931	16,915
Provision for doubtful accounts, net of recoveries	(26,317)	(3,356)
Reserve for inventory obsolescence	171,901	54,100
Noncash operating lease expense	59,476	-
Changes in operating assets and liabilities:		
Accounts receivable	(1,438,685)	329,367
Inventories	5,061	361,948
Prepaid expenses and other current assets	15,020	(219,316)
Accounts payable	462,605	(283,485)
Accrued liabilities and expenses	187,127	(67,554)
Contract liability	(169,347)	255,170
Contract assets	(131,913)	(295,479)
Operating lease liability	(54,788)	-
Income taxes receivable	(5,641)	-
Deferred lease liability	-	6,441
Net Cash Used In Operating Activities	(1,716,357)	(991,884)
Cash Flows From Investing Activities:		
Purchase of property and equipment	(2,302)	(7,493)
Net proceeds from sale of subsidiary	-	-
Net Cash Used In By Investing Activities	(2,302)	(7,493)
Cash Flows From Financing Activities:		
Proceeds from line of credit	2,339,000	220,610
Payments on line of credit	(1,553,234)	(279,969)
Net Cash (Used In) Provided By Financing Activities	785,766	(59,359)
Net decrease in cash and cash equivalents	(932,893)	(1,058,736)
Cash, cash equivalents and restricted cash at the beginning of the period	4,678,891	9,195,595
Cash, cash equivalents and restricted cash at the end of the period	\$ 3,745,998	\$ 8,136,859
Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets:		
Cash and cash equivalents	\$ 3,745,998	\$ 8,126,859
Restricted cash	-	10,000
Total cash, cash equivalents, and restricted cash	\$ 3,745,998	\$ 8,136,859

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
(UNAUDITED)

	Three Months Ended	
	March 31,	
	2019	2018
Supplemental Disclosures of Cash Flow Information:		
Cash transactions:		
Cash paid during the period for interest	\$ 10,937	\$ 12,228

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2019
(UNAUDITED)

NOTE A – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying condensed consolidated financial statements follows.

General

The accompanying unaudited condensed consolidated financial statements of Telkonet, Inc. (the “Company”, “Telkonet”) have been prepared in accordance with Rule S-X of the Securities and Exchange Commission (the “SEC”) and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. However, the results from operations for the three months ended March 31, 2019, are not necessarily indicative of the results that may be expected for the year ending December 31, 2019. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated December 31, 2018 financial statements and footnotes thereto included in the Company's Form 10-K filed with the SEC.

Business and Basis of Presentation

Telkonet, Inc. (the “Company”, “Telkonet”), formed in 1999 and incorporated under the laws of the state of Utah, is the creator of the EcoSmart Platform of intelligent automation solutions designed to optimize energy efficiency, comfort and analytics in support of the emerging Internet of Things (“IoT”).

In 2007, the Company acquired substantially all of the assets of Smart Systems International (“SSI”), which was a provider of energy management products and solutions to customers in the United States and Canada and the precursor to the Company’s EcoSmart platform. The EcoSmart platform provides comprehensive savings, management reporting, analytics and virtual engineering of a customer’s portfolio and/or property’s room-by-room energy consumption. Telkonet has deployed more than a half million intelligent devices worldwide in properties within the hospitality, military, educational, healthcare and other commercial markets. The EcoSmart platform is recognized as a solution for reducing energy consumption, operational costs and carbon footprints, and eliminating the need for new energy generation in these marketplaces – all whilst improving occupant comfort and convenience.

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Telkonet Communications, Inc. We currently operate in a single reportable business segment.

Going Concern and Management's Plan

The accompanying financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future and, thus, do not include any adjustments relating to the recoverability and classification of assets and liabilities that may be necessary if the Company is unable to continue as a going concern.

Since inception through March 31, 2019, we have incurred cumulative losses of \$124,017,010 and have never generated enough funds through operations to support our business. For the three-month period ended March 31, 2019, we had an operating cash flow deficit of \$1,716,357 from operations. The Company's ability to continue as a going concern is dependent upon generating profitable operations in the future and obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. There can be no assurance that the Company will be able to secure such financing at commercially reasonable terms, if at all. If cash resources become insufficient to meet the Company's ongoing obligations, the Company will be required to scale back or discontinue portions of its operations or discontinue operations entirely, whereby, the Company's shareholders may lose some or all of their investment.

We have not identified, and cannot be certain we will be able to identify, a course of action that guarantees the achievement of profitable operations in the foreseeable future. In June 2018, the Company's Board engaged an investment bank to identify strategic alternatives to maximize shareholder value, including but not limited to, a sale of the Company, an investment in the Company, a merger or other business combination, a sale of all or substantially all assets or a strategic joint venture. At May 15, 2019, no definitive alternatives had been identified.

At March 31, 2019, the Company had \$3,745,998 of cash and approximately \$1,043,000 of availability on its credit facility. The Company currently expects to draw on these cash reserves and utilize the credit facility to finance its near term working capital needs. It expects to continue to incur operating losses and negative operating cash flows for one year beyond the date of these financial statements. Accordingly, and in light of the Company's historic and continuing losses, there is substantial doubt about the Company's ability to continue as a going concern.

Income (Loss) per Common Share

The Company computes earnings per share under ASC 260-10, "Earnings Per Share". Basic net income (loss) per common share is computed using the weighted average shares outstanding. Diluted net income (loss) per common share is computed using the treasury stock method, which assumes that the proceeds to be received on exercise of outstanding stock options and warrants are used to repurchase shares of the Company at the average market price of the common shares for the year. Dilutive common stock equivalents consist of shares issuable upon the exercise of the Company's outstanding stock options and warrants. For the three months ended March 31, 2019 and 2018, there were 3,559,793 and 3,557,399 shares of common stock underlying options and warrants excluded due to these instruments being anti-dilutive, respectively.

Use of Estimates

The preparation of financial statements in conformity with United States of America (U.S.) generally accepted accounting principles ("GAAP") requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates are used when accounting for items and matters such as revenue recognition and allowances for uncollectible accounts receivable, inventory obsolescence, depreciation and amortization, long-lived assets, taxes, related valuation allowance and income tax provisions, stock-based compensation, and contingencies. The Company believes that the estimates, judgments and assumptions are reasonable, based on information available at the time they are made. Actual results may differ from those estimates.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740-10 "Income Taxes." Under this method, deferred income taxes (when required) are provided based on the difference between the financial reporting and income tax bases of assets and liabilities and net operating losses at the statutory rates enacted for future periods. The Company has a policy of establishing a valuation allowance when it is more likely than not that the Company will not realize the benefits of its deferred income tax assets in the future.

The Company adopted ASC 740-10-25, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740-10-25 also provides guidance on de-recognition, classification, treatment of interest and penalties, and disclosure of such positions. The Securities and Exchange Commission issued Staff Accounting Bulletin 118 to address uncertainty regarding the application of ASC 740 to the income tax effects of the Tax Cuts and Jobs Act, signed into law on December 22, 2017. The bulletin provides a measurement period (not to exceed one year from the Tax Act enactment date) for companies to complete the accounting under ASC 740. To the extent that a company's accounting for certain income tax effects is incomplete, but is able to determine a reasonable estimate, it must record a provisional estimate in the financial statements. If a company cannot determine a provisional estimate in the financial statements, it should continue to apply ASC 740 on the basis of the provisions of the tax laws that were in effect immediately before the enactment of the Tax Act. The company was able to make reasonable estimates of certain effects and, therefore, recorded non-material provisional adjustments.

Revenue from Contracts with Customers

Accounting Standards Codification Topic 606, Revenue from Contracts with Customers ("ASC 606, the Standard") supersedes nearly all legacy revenue recognition guidance. ASC 606, the Standard outlines a comprehensive five-step revenue recognition model based on the principle that an entity should recognize revenue based on when it satisfies its performance obligations by transferring control of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for said goods or services.

Identify the customer contracts

The Company accounts for a customer contract under ASC 606 when the contract is legally enforceable. A contract is legally enforceable when all of the following criteria are met: (1) the contract has been approved by the Company and the customer and both parties are committed to perform their respective obligations, (2) the Company can identify each party's rights regarding goods or services transferred, (3) the Company can identify payment terms for goods or services transferred, (4) the contract has commercial substance, and (5) collectability of all the consideration to which the Company is entitled in exchange for the goods or services transferred is probable.

A contract does not exist if each party to the contract has the unilateral right to terminate a wholly unperformed contract without compensating the other party (or parties). Nearly all of the Company's contracts do not contain such mutual termination rights for convenience. All contracts are in written form.

Identify the performance obligations

The Company will enter into product only contracts that contain a single performance obligation related to the transfer of EcoSmart products to a customer.

The Company will also enter into certain customer contracts that encompass product and installation services, referred to as “turnkey” solutions. These contracts ultimately provide the customer with a solution that enhances the functionality of the customer’s existing equipment. For this reason, the Company has determined that the product and installation services are not separately identifiable performance obligations, but in essence represent one, combined performance obligation (“turnkey”).

The Company also offers technical phone support services to customers. This service is considered a separate performance obligation.

Determine the transaction price

The Company generally enters into contracts containing fixed prices. It is not customary for the Company to include contract terms that would result in variable consideration. In the rare situation that a contract does include this type of provision, it is not expected to result in a material adjustment to the transaction price. The Company regularly extends pricing discounts; however, they are negotiated up front and adjust the fixed transaction price set out in the contract.

Customer contracts will typically contain upfront deposits that will be applied against future invoices, as well as customer retainage. The intent of any required deposit or retainage is to ensure that the obligations of either party are honored and follow customary industry practices. In addition, the Company will typically be paid in advance at the beginning of any support contracts, consistent with industry practices. None of these payment provisions are intended to represent significant implicit financing. The Company’s standard payment terms are thirty days from invoice date. Products are fully refundable when returned in their original packaging without damage or defacing less a restocking fee. Historical returns have shown to be immaterial. The Company offers a standard one-year assurance warranty. However customers can purchase an extended warranty. Under the new standard, extended warranties are accounted for as a service warranty, requiring the revenue to be recognized over the extended service periods. Contracts involving an extended warranty are immaterial and will continue to be combined with technical phone support services revenue and recognized on a straight-line basis over the term of the contract.

Allocate the transaction price to the performance obligations

Revenues from customer contracts are allocated to the separate performance obligations based on their relative stand-alone selling price (“SSP”) at contract inception. The SSP is the price at which the Company would sell a promised good or service separately. The best evidence of an SSP is the observable price of a good or service when the entity sells that good or service separately in similar circumstances and to similar customers. However, turnkey solutions are sold for a broad range of amounts resulting from, but not limited to, tiered discounting for value added resellers (“VAR”) based upon committed volumes and other economic factors. Due to the high variability of our pricing, the Company cannot establish a reliable SSP using observable data. Accordingly, the Company uses the residual approach to allocate the transaction price to performance obligations related to its turnkey solutions. When support services are not included within the turnkey solution, the residual method is not utilized and no allocation of the transaction price to the performance obligation is necessary.

All support service agreements, whether single or multi-year terms, automatically renew for one-year terms at a suggested retail price (“SRP”). Support service renewals are consistently priced and therefore would support the use of SRP as the best estimate of an SSP for such performance obligations.

Revenue Recognition

The Company recognizes revenues from product only sales at a point in time, when control over the product has transferred to the customer. As the Company’s principal terms of sale are FOB shipping point, the Company primarily transfers control and records revenue for product only sales upon shipment.

A typical turnkey project involves the installation and integration of 200-300 rooms in a customer-controlled facility and usually takes sixty days to complete. Since control over goods and services transfers to a customer once a room is installed, the Company recognizes revenue for turnkey solutions over time. The Company uses an outputs measure based on the number of rooms installed to recognize revenues from turnkey solutions.

Revenues from support services are recognized over time, in even daily increments over the term of the contract, and are presented as “Recurring Revenue” in the Statement of Operations.

Contract liabilities include deferrals for the monthly support service fees. Long-term contract liabilities represent support service fees that will be recognized as revenue after March 31, 2020.

Contract Fulfillment Cost

The Company recognizes related costs of the contract over time in relation to the revenue recognition. Costs included within the projects relate to the cost of the material, direct labor and costs of outside services utilized to complete projects. These are represented as “Contract assets” in the condensed consolidated balance sheets.

Guarantees and Product Warranties

The Company records a liability for potential warranty claims in cost of sales at the time of sale. The amount of the liability is based on the trend in the historical ratio of claims to sales, the historical length of time between the sale and resulting warranty claim, new product introductions and other factors. The products sold are generally covered by a warranty for a period of one year. In the event the Company determines that its current or future product repair and replacement costs exceed its estimates, an adjustment to these reserves would be charged to earnings in the period such determination is made. For the three months ended March 31, 2019 and the year ended December 31, 2018, the Company experienced returns of approximately 1% to 2% of materials included in the cost of sales. As of March 31, 2019 and December 31, 2018, the Company recorded warranty liabilities in the amount of \$39,736 and \$46,103, respectively, using this experience factor range.

Product warranties for the three months ended March 31, 2019 and the year ended December 31, 2018 are as follows:

	March 31, 2019	December 31, 2018
Beginning balance	\$ 46,103	\$ 59,982
Warranty claims incurred	(11,194)	(28,000)
Provision charged to expense	4,826	14,211
Ending balance	<u>\$ 39,736</u>	<u>\$ 46,103</u>

NOTE B – NEW ACCOUNTING PRONOUNCEMENTS

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016-13 provides guidance for estimating credit losses on certain types of financial instruments, including trade receivables, by introducing an approach based on expected losses. The expected loss approach will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. ASU 2016-13 also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The guidance requires a modified retrospective transition method and early adoption is permitted. The Company does not expect the adoption of ASU 2016-13 to have a material impact on its consolidated financial statements.

Management has evaluated other recently issued accounting pronouncements and does not believe that any of these pronouncements will have a significant impact on our consolidated financial statements and related disclosures.

Accounting Standards Recently Adopted

Effective January 1, 2019, the Company has adopted ASU 2016-02, Leases (“ASU 2016-02”), subsequently amended in 2018 by ASU 2018-10, ASU 2018-11 and ASU 2018-20 and codified in ASC 842, Leases (“ASC 842”). ASC 842 is effective for annual periods beginning after December 15, 2018 and interim periods thereafter. Earlier application was permitted, however the Company did not elect to do so. ASC 842 supersedes current lease guidance in ASC 840 and requires a lessee to recognize a right-of-use asset and a corresponding lease liability for substantially all leases. The lease liability will be equal to the present value of the remaining lease payments while the right-of-use asset will be similarly calculated and then adjusted for initial direct costs. In addition, ASC 842 expands the disclosure requirements to increase the transparency and comparability of the amount, timing and uncertainty of cash flows arising from leases.

We chose to elect available practical expedients permitted under the guidance, which among other items, allowed the Company to carry forward its historical lease classification to not reassess leases for the definition of lease under the new standard, and to not reassess initial direct costs for existing leases. Refer below for practical expedient package adopted:

- Whether expired or existing contracts contain leases under the new definition of the lease;
- Lease classification for expired or existing leases; and
- Whether previously capitalized initial direct costs would qualify for capitalization under ASC 842.

Upon the adoption of ASC 842, we have elected to not recognize a right-of-use asset and related lease liability for leases with an initial term of 12 months or less as an accounting policy choice and elected to account for lease and non-lease components as a single lease component.

The Company elected to utilize the new alternative transition approach introduced by ASU 2018-11, under which the standard is adopted and measured from the first date of the fiscal year under adoption, in this case January 1, 2019. Comparative periods are presented in accordance with Topic 840 and do not include any retrospective adjustments to comparative periods to reflect the adoption of Topic 842.

As of March 31, 2019, \$1.01 million was included in total other assets, \$0.22 million in total current liabilities, and \$0.86 million in total long-term liabilities. There was no impact on our Condensed Consolidated Statements of Operations. Refer to Note K for further discussion.

NOTE C – REVENUE

The following table presents the Company’s product and recurring revenues disaggregated by industry for the three months ended March 31, 2019.

	Hospitality	Education	Multiple Dwelling Units	Government	Total
Product	\$ 1,694,649	\$ 255,736	\$ 200,426	\$ 435,858	\$ 2,586,669
Recurring	156,272	19,445	816	–	176,533
	<u>\$ 1,850,921</u>	<u>\$ 275,181</u>	<u>\$ 201,242</u>	<u>\$ 435,858</u>	<u>\$ 2,763,202</u>

Sales taxes and other usage-based taxes are excluded from revenues.

Remaining performance obligations

As of March 31, 2019, the aggregate amount of the transaction price allocated to remaining performance obligations was approximately \$1.2 million. Except for support services, the Company expects to recognize 100% of the remaining performance obligations over the next six months.

Contract assets and liabilities

	March 31, 2019	December 31, 2018	Variance
Contract assets	\$ 446,662	\$ 314,749	\$ 131,913
Contract liabilities	1,063,276	1,232,623	(169,347)
Net contract liabilities	<u>\$ 616,614</u>	<u>\$ 917,874</u>	<u>\$ (301,260)</u>

Contracts are billed in accordance with the terms and conditions, either at periodic intervals or upon substantial completion. This can result in billings occurring subsequent to revenue recognition, resulting in contract assets. Contract assets are presented as current assets in the Condensed Consolidated Balance Sheet. There were \$0.40 million of costs incurred to fulfill contracts in the closing balance of contract assets.

Often, the Company will require customers to pay a deposit upon contract signing that will be applied against work performed or products shipped. In addition, the Company will often invoice the full term of support at the start of the support period. Billings that occur prior to revenue recognition result in contract liabilities. The change in the contract liability balance during the three-month period ended March 31, 2019 is the result of cash payments received and billing in advance of satisfying performance obligations.

NOTE D – ACCOUNTS RECEIVABLE

Components of accounts receivable as of March 31, 2019 and December 31, 2018 are as follows:

	March 31, 2019	December 31, 2018
Accounts receivable	\$ 2,566,692	\$ 1,146,832
Allowance for doubtful accounts	(20,399)	(65,541)
Accounts receivable, net	<u>\$ 2,546,293</u>	<u>\$ 1,081,291</u>

NOTE E – ACCRUED LIABILITIES

Accrued liabilities at March 31, 2019 and December 31, 2018 are as follows

	March 31, 2019	December 31, 2018
Accrued payroll and payroll taxes	\$ 343,426	\$ 241,253
Accrued expenses	330,467	239,793
Accrued professional	70,924	86,062
Accrued sales taxes, penalties, and interest	59,185	43,400
Product warranties	39,736	46,103
Total accrued liabilities	<u>\$ 843,738</u>	<u>\$ 656,611</u>

NOTE F – DEBT

Revolving Credit Facility

The Company is a party to a loan and security agreement (the “Heritage Bank Loan Agreement”), with Heritage Bank of Commerce, a California state chartered bank (“Heritage Bank”), governing a new revolving credit facility in a principal amount not to exceed \$2,000,000 (the “Credit Facility”). Availability of borrowings under the Credit Facility is subject to a borrowing base calculation based on the Company’s eligible accounts receivable and eligible inventory each multiplied by an applicable advance rate, with an overall limitation tied to the Company’s eligible accounts receivable. The Heritage Bank Loan Agreement is available for working capital and other general business purposes. The outstanding principal balance of the Credit Facility bears interest at the Prime Rate plus 3.00%, which was 8.50% at March 31, 2019 and 8.50% at December 31, 2018. On October 9, 2014, as part of the Heritage Bank Loan Agreement, Heritage Bank was granted a warrant to purchase 250,000 shares of Telkonet common stock, for further information on the accounting for warrants, refer to Note I. The warrant has an exercise price of \$0.20 and expires October 9, 2021. On February 13, 2019, the tenth amendment to the Credit Facility was executed extending the maturity date to September 30, 2020, unless earlier accelerated under the terms of the Heritage Bank Loan Agreement.

The Heritage Bank Loan Agreement also contains financial covenants that place restrictions on, among other things, the incurrence of debt, granting of liens and sale of assets. The Heritage Bank Loan Agreement also contains financial covenants, including a maximum EBITDA loss covenant, measured quarterly, a minimum asset coverage ratio, measured monthly, and a minimum unrestricted cash balance of \$2 million. During the quarter ended March 31, 2019 and the year ended December 31, 2018, the Company and Heritage Bank entered into several amendments to the Credit Facility to adjust these covenant levels. As long as the Company maintains the minimum unrestricted cash balance of \$2 million, a violation of the minimum EBITDA level will not trigger an event of default. A violation of any of these covenants could result in an event of default under the Heritage Bank Loan Agreement. Upon the occurrence of such an event of default or certain other customary events of defaults, payment of any outstanding amounts under the Credit Facility may be accelerated and Heritage Bank’s commitment to extend credit under the Heritage Bank Loan Agreement may be terminated. The Heritage Bank Loan Agreement contains other representations and warranties, covenants, and other provisions customary to transactions of this nature.

The outstanding balance on the Credit Facility was \$907,241 and \$121,474 at March 31, 2019 and December 31, 2018 and the remaining available borrowing capacity was approximately \$1,043,000 and \$499,000, respectively. As of March 31, 2019, the Company was in compliance with all financial covenants.

NOTE G – REDEEMABLE PREFERRED STOCK

Preferred stock carries certain preference rights as detailed in the Company’s Amended and Restated Articles of Incorporation related to both the payment of dividends and as to payments upon liquidation in preference to any other class or series of capital stock of the Company. As of March 31, 2019, the liquidation preference of the preferred stock is based on the following order: first, Series B with a preference value of \$440,216, which includes cumulative accrued unpaid dividends of \$180,216, and second, Series A with a preference value of \$1,618,421, which includes cumulative accrued unpaid dividends of \$693,421. As of December 31, 2018, the liquidation preference of the preferred stock is based on the following order: first, Series B with a preference value of \$435,081, which includes cumulative accrued unpaid dividends of \$175,081, and second, Series A with a preference value of \$1,600,168, which includes cumulative accrued unpaid dividends of \$675,168.

NOTE H – CAPITAL STOCK

The Company has authorized 15,000,000 shares of preferred stock (designated and undesignated), with a par value of \$.001 per share. The Company has designated 215 shares as Series A preferred stock and 538 shares as Series B preferred stock. At March 31, 2019 and December 31, 2018, there were 185 shares of Series A and 52 shares of Series B outstanding.

The Company has authorized 190,000,000 shares of common stock with a par value of \$.001 per share. As of March 31, 2019 and December 31, 2018 the Company had 135,085,519 and 134,793,211 common shares issued and outstanding, respectively.

NOTE I – STOCK OPTIONS AND WARRANTS

Employee Stock Options

The Company maintains an equity incentive plan, (the “Plan”). The Plan was established in 2010 as an incentive plan for officers, employees, non-employee directors, prospective employees and other key persons. It is anticipated that providing such persons with a direct stake in the Company’s welfare will assure a better alignment of their interests with those of the Company and its stockholders.

The following table summarizes the changes in options outstanding and the related prices for the shares of the Company’s common stock issued to employees of the Company under the Plan as of March 31, 2019.

Options Outstanding				Options Exercisable	
Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$ 0.01 - \$0.15	2,000,000	7.76	\$ 0.14	2,000,000	\$ 0.14
\$ 0.16 - \$0.99	1,349,793	4.60	0.18	1,153,118	0.18
	<u>3,349,793</u>	<u>6.49</u>	<u>\$ 0.16</u>	<u>3,153,118</u>	<u>\$ 0.16</u>

Transactions involving stock options issued to employees are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Outstanding at January 1, 2018	4,376,474	\$ 0.18
Granted	67,394	0.14
Exercised	–	–
Cancelled or expired	(1,094,075)	0.17
Outstanding at December 31, 2018	<u>3,349,793</u>	<u>\$ 0.16</u>
Granted	–	–
Exercised	–	–
Cancelled or expired	–	–
Outstanding at March 31, 2019	<u>3,349,793</u>	<u>\$ 0.16</u>

No options were granted and no options were exercised during the three months ended March 31, 2019 and 2018. There were zero and 1,094,075 options cancelled or expired during the three months ended March 31, 2019 and 2018, respectively. Total stock-based compensation expense in connection with options granted to employees recognized in the condensed consolidated statements of operations for the three months ended March 31, 2019 and 2018 was \$1,815 and \$1,531, respectively.

Warrants

The following table summarizes the changes in warrants outstanding and the related exercise prices for the warrants issued to the debt holder in relation to the revolving credit facility see Note G.

Exercise Prices	Warrants Outstanding		Weighted Average Exercise Price	Warrants Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life (Years)		Number Exercisable	Weighted Average Exercise Price
\$ 0.20	250,000	3.52	\$ 0.20	250,000	\$ 0.20

Transactions involving warrants are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Outstanding at January 1, 2018	250,000	\$ 0.20
Issued	—	—
Exercised	—	—
Cancelled or expired	—	—
Outstanding at December 31, 2018	250,000	0.20
Issued	—	—
Exercised	—	—
Cancelled or expired	—	—
Outstanding at March 31, 2019	250,000	\$ 0.20

There were no warrants granted, exercised, cancelled or forfeited during the three months ended March 31, 2019 and 2018, respectively.

NOTE J – RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2019 and during the year ended December 31, 2018, the Company agreed to issue common stock in the amount of \$36,002 and \$144,000, respectively, to the Company's non-employee directors as compensation for their attendance and participation in the Company's Board of Director and committee meetings.

NOTE K – COMMITMENTS AND CONTINGENCIES

Leases

On January 1, 2019 the Company adopted ASC Topic 842 “Leases” (“ASC 842”), which supersedes ASC Topic 840 “Leases” (“ASC 840”), using the alternative transition method of adoption. Under this method of adoption, the Company have recognized and measured all leases that exist as at January 1, 2019 (the effective date) using a modified retrospective transition approach. Comparative periods are presented in accordance with Topic 840 and do not include any retrospective adjustments to comparative periods to reflect the adoption of Topic 842. Any cumulative-effect adjustments to retained earnings is recognized as of January 1, 2019. Upon adoption, we recognized our leases with greater than one year in duration on the balance sheet as right-of-use assets and lease liabilities. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Classification is based on criteria that are largely similar to those applied in prior lease accounting, but without explicit lines. We have made certain assumptions in judgments when applying ASC 842. Those judgments of most significance are as follows:

- We elected the package of practical expedients available for transition which allow us to not reassess the following:
 - o Whether expired or existing contracts contain leases under the new definition of the lease;
 - o Lease classification for expired or existing leases; and
 - o Whether previously capitalized initial direct costs would qualify for capitalization under ASC 842.
- We did not elect to use hindsight for transition when considering judgments and estimates such as assessments of lessee options to extend or terminate a lease or purchase the underlying asset.
- For all asset classes, we elected to not recognize a right-of-use asset and lease liability for leases with a term of 12 months or less.
- For all asset classes, we elected to not separate non-lease components from lease components to which they relate and have accounted for the combined lease and non-lease components as a single lease component.

We determine if an arrangement is a lease at inception. Operating leases are included in our consolidated balance sheet as right-of-use assets, operating lease liabilities - current and operating lease liabilities – long term. Upon adoption, the Company determined there were no financing leases. Our current operating leases are for facilities and office equipment. Our leases may contain renewal options; however, we do not recognize right-of-use assets or lease liabilities for renewal periods unless it is determined that we are reasonably certain of renewing the lease at inception or when a triggering event occurs. Some of our lease agreements may contain rent escalation clauses, rent holidays, capital improvement funding, or other lease concessions. We recognize our minimum rental expense on a straight-line basis based on the fixed components of a lease arrangement. Payments are set on a pre-determined schedule within each lease agreement. We amortize this expense over the term of the lease beginning with the date of the standard adoption for current leases and beginning with the date of initial possession, which is the date we enter the leased space and begin to make improvements in the preparation for its intended use, for future leases. Variable lease components represent amounts that are not fixed in nature and are not tied to an index or rate, and are recognized as incurred. Variable lease components consist primarily of common area maintenance, taxes and insurance.

The Company does not, upon adoption of ASC 842, control a specific space or underlying asset used in providing a service by a third-party service provider, under any third party service agreements. There are no such arrangements that meet the definition under ASC 842.

In determining our right-of-use assets and lease liabilities, we apply a discount rate to the minimum lease payments within each lease agreement. ASC 842 requires us to use the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term, an amount equal to the lease payments in a similar economic environment. When we cannot readily determine the discount rate implicit in the lease agreement, we utilize our current borrowing rate on our outstanding line of credit. The Company’s line of credit utilizes market rates to assess an interest rate. Refer to Note F for further discussion.

We lease certain property under non-cancelable operating leases, primarily facilities. The impact of the adoption of ASC 842 at January 1, 2019 created a right-of-use asset of \$1,042,004, lease liability of \$1,095,761 and unwound the \$71,877 balance of the deferred lease liability account.

The components of lease expense were as follows:

Operating lease expense:	
Operating lease cost - fixed	\$ 59,476
Variable lease cost	30,050
Total operating lease cost	<u>\$ 89,526</u>

Other information related to leases as of March 31, 2019 was as follows:

Operating lease liability - current	\$ 220,037
Operating lease liability - long-term	\$ 862,114
Operating cash flows from operating leases	\$ 54,788
Weighted-average remaining lease term of operating leases	6.3 years
Weighted-average discount rate of operating leases	8.5%

Future annual minimum operating lease payments as of March 31, 2019 were as follows:

2019 (excluding the three months ended March 31, 2019)	\$ 165,008
2020	223,835
2021	242,299
2022	195,176
2023	193,169
2024 and thereafter	384,119
Total minimum lease payments	<u>\$ 1,403,606</u>
Less imputed interest	(321,455)
Total	<u>\$ 1,082,151</u>

Future annual minimum lease payments under non-cancelable leases as of December 31, 2018 prior to our adoption of ASU 2016-02, Leases (Topic 842) are as follows:

2019	\$ 211,448
2020	223,417
2021	242,785
2022	195,176
2023	193,169
2024 and thereafter	380,715
Total	<u>\$ 1,446,708</u>

Rental expenses charged to operations for the three months ended March 31, 2019 and 2018 was \$89,526 and \$83,882, respectively.

Litigation

The Company is subject to legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

Sales Tax

The following table sets forth the change in the sales tax accrual as of March 31, 2019 and December 31, 2018:

	March 31,		December 31, 2018	
	2019			
Balance, beginning of year	\$	43,400	\$	83,282
Sales tax collected		56,314		101,145
Provisions		(7,706)		30,465
Interest and penalties		—		—
Payments		(32,823)		(171,492)
Balance, end of period	\$	<u>59,185</u>	\$	<u>43,400</u>

NOTE L – BUSINESS CONCENTRATION

For the three months ended March 31, 2019, two customers represented approximately 31% of total net revenues. For the three months ended March 31, 2018, one customer represented approximately 14% of total net revenues.

As of March 31, 2019, three customers accounted for approximately 51% of the Company's net accounts receivable. As of December 31, 2018, three customers accounted for approximately 47% of the Company's net accounts receivable.

Purchases from one supplier approximated \$775,000, or 76%, of inventory purchases for the three months ended March 31, 2019 and \$760,000, or 82%, of purchases for the three months ended March 31, 2018. Deposits paid to this vendor were in excess of total accounts payable due to this supplier in the amount of \$697,405 as of March 31, 2019, and \$320,352 as of December 31, 2018.

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

The following discussion and analysis of the Company’s financial condition and results of operations should be read in conjunction with the accompanying condensed consolidated financial statements and related notes thereto for the three months ended March 31, 2019, as well as the Company’s consolidated financial statements and related notes thereto and management’s discussion and analysis of financial condition and results of operations in the Company’s Form 10-K for the year ended December 31, 2018, filed with the US. Securities and Exchange Commission (the “SEC”) on April 1, 2019.

Business

Telkonet, Inc. (the “Company”, “Telkonet”), formed in 1999 and incorporated under the laws of the state of Utah, is the creator of the EcoSmart Platform of intelligent automation solutions designed to optimize energy efficiency, comfort and analytics in support of the emerging Internet of Things (“IoT”). We currently operate in a single reportable business segment.

The Company’s direct sales effort targets the hospitality, education, commercial, utility and government/military markets. Taking advantage of legislation, including the Energy Independence and Security Act of 2007, or EISA, the Energy Policy Act of 2005, and the American Recovery and Reinvestment Act the Company is focusing its sales efforts in areas with available public funding and incentives, such as rebate programs offered by utilities for efficiency upgrades. Through the Company’s proprietary platform, technology and partnerships with energy efficiency providers, the Company’s management intends to position the Company as a leading provider of energy management solutions.

Forward-Looking Statements

In accordance with the Private Securities Litigation Reform Act of 1995, the Company can obtain a “safe-harbor” for forward-looking statements by identifying those statements and by accompanying those statements with cautionary statements which identify factors that could cause actual results to differ materially from those in the forward-looking statements. Accordingly, the following “Management’s Discussion and Analysis of Financial Condition and Results of Operations” may contain certain forward-looking statements regarding strategic growth initiatives, growth opportunities and management’s expectations regarding orders and financial results for the remainder of 2019 and future periods. These forward-looking statements are based on current expectations and current assumptions which management believes are reasonable. However, these statements involve risks and uncertainties that could cause actual results to differ materially from any future results encompassed within the forward-looking statements. Factors that could cause or contribute to such differences include those risks affecting the Company’s business as described in the Company’s filings with the SEC, including the current reports on Form 8-K, which factors are incorporated herein by reference. The Company expressly disclaims a duty to provide updates to forward-looking statements, whether as a result of new information, future events or other occurrences.

Critical Accounting Policies and Estimates and New Accounting Pronouncements

Please refer to the Company’s Form 10-K filed April 1, 2019 for critical accounting policies and estimates. For information regarding recent accounting pronouncements and their effect on the Company, see “New Accounting Pronouncements” in Note B of the Notes to Unaudited Condensed Consolidated Financial Statements contained herein.

Revenues

The table below outlines product versus recurring revenues for comparable periods:

	March 31, 2019		Three Months Ended March 31, 2019		Variance	
Product	\$ 2,586,669	94%	\$ 1,503,658	94%	\$ 1,083,011	72%
Recurring	176,533	6%	101,538	6%	74,995	74%
Total	<u>\$ 2,763,202</u>	100%	<u>\$ 1,605,196</u>	100%	<u>\$ 1,158,006</u>	72%

Product Revenue

Product revenue principally arises from the sale and installation of the EcoSmart energy management platform. The EcoSmart Suite of products consists of thermostats, sensors, controllers, wireless networking products, switches, outlets and a control platform.

For the three months ended March 31, 2019, product revenue increased by 72% or \$1.08 million when compared to the prior year period as a result of the Company beginning the quarter with a backlog of approximately \$4.00 million, along with continued growth in channel sales. As a result of continued sales growth, the Company also finished the quarter with a backlog of approximately \$4.00 million. The hospitality market sales for the three months ended March 31, 2019 increased \$0.49 million from the prior year period to \$1.69 million, largely driven by international sales in the hospitality market due to contract for a modular home project sold through an OEM partner. In addition, the government market increased \$0.43 million to \$0.44 million and the Multiple Dwelling Unit (“MDU”) market increased \$0.18 million to \$0.20 million. This was partially offset by a decrease in the education market sales for the three months ended March 31, 2019 of \$0.03 million from the prior year period to \$0.26 million. The Company’s commitment to access distribution channels through resellers and value added distribution partners continued to grow. Product revenue derived from channel partners increased \$0.86 million to \$2.13 million for the three months ended March 31, 2019 compared to the prior year period.

Recurring Revenue

Recurring revenue is attributed to our call center support services. The Company recognizes revenue ratably over the service month for monthly support revenues and defers revenue for annual support services over the term of the service period. Recurring revenue consists of Telkonet’s EcoCare service and support program.

For the three months ended March 31, 2019, recurring revenue increased by 74% when compared to the prior year period. New sales outpaced non-renewals.

Cost of Sales

	March 31, 2019		Three Months Ended March 31, 2018		Variance	
Product	\$ 1,690,598	65%	\$ 994,237	66%	\$ 696,361	70%
Recurring	86,042	49%	59,997	59%	26,045	43%
Total	<u>\$ 1,776,640</u>	64%	<u>\$ 1,054,234</u>	66%	<u>\$ 722,406</u>	69%

Costs of Product Sales

Costs of product revenue include equipment and installation labor related to EcoSmart technology. For the three months ended March 31, 2019, total product costs increased by 70% compared to the prior year. Cost of materials increased by 82% or \$0.42 million compared to the prior year period, primarily as a result of the increase in sales. The impact of tariffs resulted in a \$0.25 million increase in freight expense. The Company’s use of outside contractors for installations increased, resulting in a \$0.12 million increase in contractor services costs. These increases were partially offset by a \$0.10 million decrease in inventory adjustments.

Costs of Recurring Revenue

Recurring costs are comprised of labor and telecommunication services for our customer service department. For the three months ended March 31, 2019, recurring costs increased by 43% compared to the prior year period. This \$0.03 million variance was due to an increase in salary, benefits and temporary staffing.

Gross Profit

	Three Months Ended					
	March 31, 2019		March 31, 2018		Variance	
Product	\$ 896,071	35%	\$ 509,421	34%	\$ 386,650	76%
Recurring	90,491	51%	41,541	41%	48,950	118%
Total	<u>\$ 986,562</u>	36%	<u>\$ 550,962</u>	34%	<u>\$ 435,600</u>	79%

Gross Profit on Product Revenue

Gross profit for the three months ended March 31, 2019 increased by 76% when compared to the prior year period. The actual gross profit percentage increased from 34% for the three months ended March 31, 2018 to 35% for the three months ended March 31, 2019. Contributing to the increase in margin were lower discounts utilized offsetting the increases in costs of product sales discussed above.

Gross Profit on Recurring Revenue

The gross profit associated with recurring revenue increased by 118% for the three months ended March 31, 2019 when compared to the prior year period. The increase was related to increased unit sales with call center support services included.

Operating Expenses

	Three Months Ended March 31,			
	2019	2018	Variance	
Total	<u>\$ 1,826,607</u>	<u>\$ 1,732,598</u>	<u>\$ 94,009</u>	5%

During the three months ended March 31, 2019, operating expenses increased by 5% when compared to the prior year period as outlined below.

Research and Development

	Three Months Ended March 31,			
	2019	2018	Variance	
Total	<u>\$ 486,626</u>	<u>\$ 438,780</u>	<u>\$ 47,846</u>	11%

Research and development costs are related to both present and future products and are expensed in the period incurred. Current research and development costs are associated with product development and integration. During the three months ended March 31, 2019, research and development costs increased 11% when compared to the prior year period. The variance is due to an approximate \$0.05 million increase in expenditures for consulting.

Selling, General and Administrative Expenses

	Three Months Ended March 31,			
	2019	2018	Variance	
Total	\$ 1,323,049	\$ 1,276,903	\$ 46,146	4%

During the three months ended March 31, 2019, selling, general and administrative expenses increased over the prior year period by 4%. For the three month comparison, the majority of the variance is attributed to the increase in accounting and legal services, leading to an increase in \$0.06 million. Additionally, there were increased commissions in the amount of \$0.04 million. These costs were offset by a decrease in salaries of \$0.03 million and a \$0.02 change in bad debt expense.

EBITDA from Operations

Management believes that certain non-GAAP financial measures may be useful to investors in certain instances to provide additional meaningful comparisons between current results and results in prior operating periods. Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") is a metric used by management and frequently used by the financial community. Adjusted EBITDA provides insight into an organization's operating trends and facilitates comparisons between peer companies, since interest, taxes, depreciation and amortization can differ greatly between organizations as a result of differing capital structures and tax strategies. Adjusted EBITDA is one of the measures used for determining our debt covenant compliance. Adjusted EBITDA excludes certain items that are unusual in nature or not comparable from period to period. While management believes that non-GAAP measurements are useful supplemental information, such adjusted results are not intended to replace our GAAP financial results. Adjusted EBITDA is not, and should not be considered, an alternative to net income (loss), income (loss) from operations, or any other measure for determining operating performance of liquidity, as determined under accounting principles generally accepted in the United States (GAAP). In assessing the overall health of its business for the three months ended March 31, 2019 and 2018, the Company excluded items in the following general category described below:

- Stock-based compensation: The Company believes that because of the variety of equity awards used by companies, varying methodologies for determining stock-based compensation and the assumptions and estimates involved in those determinations, the exclusion of non-cash stock-based compensation expense related to employee stock options enhances the ability of management and investors to understand the impact of non-cash stock-based compensation on our operating results. Further, the Company believes that excluding stock-based compensation expense related to employee stock options allows for a more transparent comparison of its financial results to the previous period.

RECONCILIATION OF NET LOSS FROM OPERATIONS TO ADJUSTED EBITDA FOR THE THREE MONTHS ENDED MARCH 31,

	2019	2018
Net loss	\$ (845,604)	\$ (1,184,166)
Interest expense, net	5,561	2,530
Depreciation and amortization	16,931	16,915
EBITDA	(823,112)	(1,164,721)
Adjustments:		
Stock-based compensation	1,815	1,531
Adjusted EBITDA	\$ (821,297)	\$ (1,163,190)

Liquidity and Capital Resources

For the three-month period ended March 31, 2019, the Company reported a net loss of \$845,604 and had cash used in operating activities of \$1,716,357 and ended the period with an accumulated deficit of \$124,017,010 and total current assets in excess of current liabilities of 5,190,204. At March 31, 2019, the Company had \$3,745,998 of cash and approximately \$1,043,000 of availability on its credit facility. The credit facility is a \$2,000,000 line of credit, which is subject to a borrowing base calculation based on the Company's eligible accounts receivable and eligible inventory each multiplied by an applicable advance rate, with an overall limitation tied to the Company's eligible accounts receivable. As of March 31, 2019, we had borrowing capacity of \$2,000,000 and an outstanding balance of approximately \$907,000, resulting in the approximate availability of \$1,043,000 on the credit facility.

Since inception, the Company has incurred operating losses and has reported negative cash flows from operating activities. Since 2012, the Company has made significant investments in the engineering, development and marketing of an intelligent automation platform, including but not limited to, hardware and software enhancements, support services and applications. The funding for these development efforts has contributed to the ongoing operating losses and use of cash. Operating losses have been financed by debt and equity transactions, credit facility capacity, the sale of a wholly-owned subsidiary and management of working capital levels. The report from our independent registered public accounting firm on our consolidated financial statements for the year ended December 31, 2018 stated there is substantial doubt about our ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon generating profitable operations in the future and/or securing the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. There can be no assurance that the Company will be able to secure such financing at commercially reasonable terms, if at all. If cash resources become insufficient to meet the Company's ongoing obligations, the Company will be required to scale back or discontinue portions of its operations or discontinue operations entirely, whereby, the Company's shareholders may lose some or all of their investment.

We have not identified, and cannot be certain we will be able to identify, a course of action that guarantees the achievement of profitable operations in the foreseeable future. In June 2018, the Company's Board engaged an investment bank to identify strategic alternatives to maximize shareholder value, including but not limited to, a sale of the Company, an investment in the Company, a merger or other business combination, a sale of all or substantially all assets or a strategic joint venture. At May 15, 2019, no definitive alternatives had been identified.

The Company expects to draw on its' cash reserves and utilize the credit facility to the extent availability exists to finance its near term working capital needs. We expect to continue to incur operating losses and negative operating cash flows for one year beyond the date of these financial statements. Accordingly, and in light of the Company's historic and continuing losses, there is substantial doubt about the Company's ability to continue as a going concern.

Working Capital

Working capital (current assets in excess of current liabilities) from operations decreased by \$1,016,095 during the three months ended March 31, 2019 from working capital of \$6,206,299 at December 31, 2018 to a working capital of \$5,190,204 at March 31, 2019.

Revolving Credit Facility

The Company is a party to a loan and security agreement (the "Heritage Bank Loan Agreement"), with Heritage Bank of Commerce, a California state chartered bank ("Heritage Bank"), governing a new revolving credit facility in a principal amount not to exceed \$2,000,000 (the "Credit Facility"). Availability of borrowings under the Credit Facility is subject to a borrowing base calculation based on the Company's eligible accounts receivable and eligible inventory each multiplied by an applicable advance rate, with an overall limitation tied to the Company's eligible accounts receivable. The Heritage Bank Loan Agreement is available for working capital and other general business purposes. The outstanding principal balance of the Credit Facility bears interest at the Prime Rate plus 3.00%, which was 8.50% at March 31, 2019 and December 31, 2018. On October 9, 2014, as part of the Heritage Bank Loan Agreement, Heritage Bank was granted a warrant to purchase 250,000 shares of Telkonet common stock. The warrant has an exercise price of \$0.20 and expires October 9, 2021. On February 13, 2019, the tenth amendment to the Credit Facility was executed extending the maturity date to September 30, 2020, unless earlier accelerated under the terms of the Heritage Bank Loan Agreement.

The Heritage Bank Loan Agreement also contains financial covenants that place restrictions on, among other things, the incurrence of debt, granting of liens and sale of assets. The Heritage Bank Loan Agreement also contains financial covenants, including a maximum EBITDA loss covenant, measured quarterly, a minimum asset coverage ratio, measured monthly, and a minimum unrestricted cash balance of \$2 million. During the period ended March 31, 2019 and the year ended December 31, 2018, the Company and Heritage Bank entered into several amendments to the Credit Facility to adjust these covenant levels. As long as the Company maintains the minimum unrestricted cash balance of \$2 million, a violation of the minimum EBITDA level will not trigger an event of default. A violation of any of these covenants could result in an event of default under the Heritage Bank Loan Agreement. Upon the occurrence of such an event of default or certain other customary events of defaults, payment of any outstanding amounts under the Credit Facility may be accelerated and Heritage Bank's commitment to extend credit under the Heritage Bank Loan Agreement may be terminated. The Heritage Bank Loan Agreement contains other representations and warranties, covenants, and other provisions customary to transactions of this nature.

The outstanding balance on the Credit Facility was \$907,241 and \$121,474 at March 31, 2019 and December 31, 2018 and the remaining available borrowing capacity was approximately \$1,043,000 and \$499,000, respectively. As of March 31, 2019, the Company was in compliance with all financial covenants.

Cash Flow Analysis

Cash used in operations was \$1,716,357 and \$991,884 during the three months ended March 31, 2019 and 2018, respectively. As of March 31, 2019, our primary capital needs included costs incurred to increase energy management sales, inventory procurement and managing current liabilities. The working capital changes during the three months ended March 31, 2019 were primarily a result of increased working capital needs based on revenue growth, with an approximate \$1,439,000 increase in accounts receivable, a \$463,000 increase in accounts payable, a \$187,000 increase in accrued expenses, a \$172,000 increase in the reserve for inventory obsolescence, a \$169,000 decrease in contract liabilities, and a \$132,000 increase in contract assets. The working capital changes during the three months ended March 31, 2018 were primarily related to an approximate \$329,000 decrease in accounts receivable, a \$362,000 decrease in inventory, a \$283,000 decrease in accounts payable, a \$295,000 increase in customer asset, a \$124,000 decrease in customer deposits and a \$273,000 decrease in deferred revenue that were both reclassified to contract liabilities which increased \$653,000 and a \$219,000 increase in prepaid expenses. Accounts receivable balances fluctuate based on the negotiated billing terms with customers and collections. We purchase inventory based on forecasts and orders, and when those forecasts and orders change, the amount of inventory may also fluctuate. Accounts payable balances fluctuate with changes in inventory levels, volume of inventory purchases, and negotiated supplier and vendor terms.

Cash used in investing activities was \$2,302 during the three months ended March 31, 2019. Cash used in investing activities was \$7,493 during the three months ended March 31, 2018. During the three months ended March 31, 2019 and March 31, 2018, the Company purchased approximately \$2,302 and \$7,493, respectively, of computer equipment.

Cash used in financing activities was \$785,766 and \$59,359 during the three months ended March 31, 2019 and 2018, respectively. Proceeds borrowed from the line of credit were \$2,339,000 and cash used for payments on the line of credit were \$1,553,234 during the three months ended March 31, 2019. Proceeds borrowed from the line of credit were \$220,610 and cash used for payments on the line of credit were \$279,969 during the three months ended March 31, 2018.

We are working to manage our current liabilities while we continue to make changes in operations to improve our cash flow and liquidity position.

Management expects that global economic conditions, in particular the decreasing price of energy, along with the impact of tariffs and competition will continue to present a challenging operating environment through 2019; therefore working capital management will continue to be a high priority for 2019. The Company's estimated cash requirements for our operations for the next 12 months is not anticipated to differ significantly from our present cash requirements for our operations.

Off-Balance Sheet Arrangements

The Company has no material off-balance sheet arrangements.

Acquisition or Disposition of Property and Equipment

The Company does not anticipate significant purchases of property or equipment during the next twelve months. The Waukesha, Wisconsin lease may require additional furniture, shelving, computer equipment and peripherals to be used in the Company's day-to-day operations.

Item 4. Controls and Procedures.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurances regarding the reliability of financial reporting and the preparation of the financial statements of the Company in accordance with U.S. generally accepted accounting principles, or GAAP. 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 or compliance with the policies or procedures may deteriorate.

With the participation of our Chief Executive Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2018 based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our evaluation and the material weaknesses described below, management concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2018 based on the COSO framework criteria.

Management did not properly design or maintain effective controls over the control environment and monitoring components of COSO. We did not have a sufficient complement of accounting and financial personnel with an appropriate level of knowledge to address technical accounting and financial reporting matters in accordance with generally accepted accounting principles and the Company's overall financial reporting requirements. We also lack sufficient information technology resources to address our IT general control environment requirements. The failures within the control environment and monitoring components contributed to the following control activity level material weaknesses:

- Revenues – We did not properly design or maintain effective controls over the recording of revenue recognition for contracts whose performance obligations are fulfilled over time.
- Financial Statement Close and Reporting – We did not properly design or maintain effective controls over the period end financial close and reporting process. Specifically, we lacked control over the review of account reconciliations, journal entries, identification of related party transactions, and reporting of our financial results and disclosures.
- Information Technology – We did not properly design or maintain effective controls to prevent unauthorized access to certain systems, programs and data, and provide for periodic review and monitoring of access and changes in programs, including review of security logs and analysis of segregation of duties conflicts.
- Segregation of Duties – We did not maintain adequate segregation of duties within the Company’s business processes, financial applications, and IT systems. Specifically, we did not have appropriate controls in place to adequately assess the segregation of job responsibilities and system user access for initiating, authorizing, and recording transactions.

These control deficiencies could result in a misstatement of account balances resulting in a more than remote likelihood that a material misstatement to our financial statements may not be prevented or detected on a timely basis. Accordingly, we have determined that these control deficiencies as described above constitute material weaknesses.

We are reviewing actions to remediate the identified material weaknesses. As we continue to evaluate and work to improve our internal controls over financial reporting, our senior management may determine to take additional measures to address deficiencies or modify the remediation efforts. Until the remediation efforts that our senior management identifies as necessary, are completed, tested and determined effective, the material weaknesses described above will continue to exist. At present, the Company does not expect to hire additional personnel to remediate these control deficiencies in the near future.

In light of these material weaknesses, we performed additional analyses and procedures in order to conclude that our consolidated financial statements as of and for the year ended December 31, 2018 and 2017 included in this Annual Report on Form 10-K were fairly stated in accordance with GAAP. Accordingly, management believes that despite our material weaknesses, our financial statements for the years ended December 31, 2018 and 2017 are fairly stated, in all material respects, in accordance with GAAP.

Under applicable Securities Law, the Company is not required to obtain an attestation report from the Company's independent registered public accounting firm regarding internal control over financial reporting, and accordingly, such an attestation has not been obtained or included in this Annual Report.

Changes in Internal Controls

Other than the material weaknesses discussed above, during the quarter ended March 31, 2019, there have been no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is subject to legal proceedings and claims which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

Item 1A. Risk Factors.

There were no material changes during the quarter to the Risk Factors disclosed in Item 1A – “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2018.

Item 6. Exhibits.

Exhibit Number	Description Of Document
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Jason L. Tienor
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Richard E. Mushrush
32.1	Certification of Jason L. Tienor pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Richard E. Mushrush pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Telkonet, Inc.
Registrant

Date: May 15, 2019

By: /s/ Jason L. Tienor
Jason L. Tienor
Chief Executive Officer
(principal executive officer)

Date: May 15, 2019

By: /s/ Richard E. Mushrush
Richard E. Mushrush
Chief Financial Officer
(principal financial officer)

EXHIBIT 31.1

CERTIFICATIONS

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Jason L. Tienor, certify that:

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

Date: May 15, 2019

By: /s/ Jason L. Tienor
Jason L. Tienor
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Richard E. Mushrush certify that:

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

Date: May 15, 2019

By: /s/ Richard E. Mushrush
Richard E. Mushrush
Chief Financial Officer

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

In connection with the Quarterly Report of Telkonet, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jason L. Tienor, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is being provided pursuant to 18 U.S.C. Section 1350 and is not to be deemed a part of the Report, nor is it to be deemed to be "filed" for any purpose whatsoever.

/s/ Jason L. Tienor

Jason L. Tienor
Chief Executive Officer
May 15, 2019

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

In connection with the Quarterly Report of Telkonet, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard E. Mushrush, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is being provided pursuant to 18 U.S.C. Section 1350 and is not to be deemed a part of the Report, nor is it to be deemed to be "filed" for any purpose whatsoever.

/s/ Richard E. Mushrush
Richard E. Mushrush
Chief Financial Officer
May 15, 2019