

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, 2020

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, 2020 is 136,311,335.

TELKONET, INC.
FORM 10-Q for the Three Months Ended March 31, 2020

Index

	<u>Page</u>
<u>PART I. FINANCIAL INFORMATION</u>	3
<u>Item 1. Financial Statements</u>	3
<u>Condensed Consolidated Balance Sheets (Unaudited): March 31, 2020 and December 31, 2019</u>	3
<u>Condensed Consolidated Statement of Operations (Unaudited): Three Months Ended March 31, 2020 and 2019</u>	4
<u>Condensed Consolidated Statement of Stockholders' Equity (Unaudited): January 1, 2020 through March 31, 2020</u>	5
<u>Condensed Consolidated Statements of Cash Flows (Unaudited): Three Months Ended March 31, 2020 and 2019</u>	6
<u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u>	8
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	24
<u>Item 4. Controls and Procedures</u>	32
<u>PART II. OTHER INFORMATION</u>	34
<u>Item 1. Legal Proceedings</u>	34
<u>Item 1A. Risk Factors</u>	34
<u>Item 6. Exhibits</u>	34

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

TELKONET, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	March 31, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 3,084,828	\$ 3,300,600
Accounts receivable, net	1,322,590	2,283,587
Inventories	1,041,813	1,373,074
Contract assets	72,764	188,120
Prepaid expenses	340,933	251,619
Income taxes receivable	85,467	85,070
Total current assets	<u>5,948,395</u>	<u>7,482,070</u>
Property and equipment, net	<u>171,730</u>	<u>186,525</u>
Other assets:		
Deposits	7,000	17,130
Operating lease right of use assets	853,624	892,170
Deferred tax asset	28,021	28,021
Total other assets	<u>888,645</u>	<u>937,321</u>
Total Assets	<u>\$ 7,008,770</u>	<u>\$ 8,605,916</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 683,814	\$ 1,265,560
Accrued liabilities	442,856	527,826
Line of credit	518,463	624,347
Contract liabilities – current	515,530	653,053
Operating lease liabilities – current	226,464	223,835
Total current liabilities	<u>2,387,127</u>	<u>3,294,621</u>
Long-term liabilities:		
Contract liabilities – long-term	91,590	111,131
Operating lease liabilities – long-term	720,890	758,315
Total long-term liabilities	<u>812,480</u>	<u>869,446</u>
Total liabilities	<u>\$ 3,199,607</u>	<u>\$ 4,164,067</u>
Commitments and contingencies		
Stockholders' Equity		
Series A, par value \$.001 per share; 215 shares authorized, 185 shares outstanding at March 31, 2020 and December 31, 2019, preference in liquidation of \$1,692,649 and \$1,674,195 as of March 31, 2020 and December 31, 2019, respectively	1,340,566	1,340,566
Series B, par value \$.001 per share; 567 shares authorized, 52 shares outstanding at March 31, 2020 and December 31, 2019, preference in liquidation of \$461,094 and \$455,904 as of March 31, 2020 and December 31, 2019, respectively	362,059	362,059
Common stock, par value \$.001 per share; 190,000,000 shares authorized; 136,311,335 and 135,990,491 shares issued and outstanding at March 31, 2020 and December 31, 2019, respectively	136,311	135,990
Additional paid-in-capital	127,728,267	127,708,773
Accumulated deficit	(125,758,040)	(125,105,539)
Total stockholders' equity	<u>3,809,163</u>	<u>4,441,849</u>
Total Liabilities and Stockholders' Equity	<u>\$ 7,008,770</u>	<u>\$ 8,605,916</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,	
	2020	2019
Revenues, net:		
Product	\$ 1,609,262	\$ 2,586,669
Recurring	194,162	176,533
Total Net Revenue	1,803,424	2,763,202
Cost of Sales:		
Product	966,603	1,690,598
Recurring	22,772	86,042
Total Cost of Sales	989,375	1,776,640
Gross Profit	814,049	986,562
Operating Expenses:		
Research and development	369,243	486,626
Selling, general and administrative	1,070,610	1,323,049
Depreciation and amortization	14,795	16,931
Total Operating Expenses	1,454,648	1,826,606
Operating Loss	(640,599)	(840,044)
Other Expenses:		
Interest expense, net	(8,680)	(5,560)
Total Other Expenses	(8,680)	(5,560)
Loss before Provision for Income Taxes	(649,279)	(845,604)
Income Taxes Provision	3,222	-
Net Loss Attributable to Common Stockholders	\$ (652,501)	\$ (845,604)
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 used in Computing Basic Net Loss Per Share	135,990,491	134,793,211
Weighted Average Common Shares Outstanding used in Computing Diluted Net Loss Per Share	135,990,491	134,793,211

See accompanying notes to the unaudited condensed consolidated financial statements

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>

TELKONET, INC.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)
THREE MONTHS FROM JANUARY 1, 2020 THROUGH MARCH 31, 2020

	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, 2019	185	\$ 1,340,566	52	\$ 362,059	135,990,491	\$ 135,990	\$ 127,708,773	\$ (125,105,539)	\$ 4,441,849
Shares issued to directors	–	–	–	–	320,844	321	17,679	–	18,000
Stock-based compensation expense related to employee stock options	–	–	–	–	–	–	1,815	–	1,815
Net loss attributable to common stockholders	–	–	–	–	–	–	–	(652,501)	(652,501)
Balance at March 31, 2020	<u>185</u>	<u>\$ 1,340,566</u>	<u>52</u>	<u>\$ 362,059</u>	<u>136,311,335</u>	<u>\$ 136,311</u>	<u>\$ 127,728,267</u>	<u>\$ (125,758,040)</u>	<u>\$ 3,809,163</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,	
	2020	2019
Cash Flows from Operating Activities:		
Net loss	\$ (652,501)	\$ (845,604)
Adjustments to reconcile net loss to cash used in operating activities:		
Stock-based compensation expense related to employee stock options	1,815	1,815
Stock issued to directors as compensation	18,000	36,002
Depreciation and amortization	14,795	16,931
Reserve for inventory obsolescence	(91,994)	171,901
Noncash operating lease expense	58,779	59,476
Changes in operating assets and liabilities:		
Accounts receivable	960,997	(1,465,002)
Inventories	423,255	5,061
Prepaid expenses and other current assets	(89,314)	15,020
Deposits and other long term assets	10,130	-
Accounts payable	(581,746)	462,605
Accrued liabilities and expenses	(84,970)	187,127
Contract liabilities	(157,064)	(169,347)
Contract assets	115,356	(131,913)
Operating lease liability	(55,029)	(54,788)
Income taxes receivable	(397)	(5,641)
Net Cash Used In Operating Activities	(109,888)	(1,716,357)
Cash Flows From Investing Activities:		
Purchase of property and equipment	-	(2,302)
Net Cash Used In By Investing Activities	-	(2,302)
Cash Flows From Financing Activities:		
Proceeds from line of credit	2,820,000	2,339,000
Payments on line of credit	(2,925,884)	(1,553,234)
Net Cash (Used In) Provided By Financing Activities	(105,884)	785,766
Net decrease in cash and cash equivalents	(215,772)	(932,893)
Cash, cash equivalents at the beginning of the period	3,300,600	4,678,891
Cash and cash equivalents at the end of the period	\$ 3,084,828	\$ 3,745,998

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,	
	2020	2019
Supplemental Disclosures of Cash Flow Information:		
Cash transactions:		
Cash paid during the period for interest	\$ 15,565	\$ 10,937

See accompanying notes to the unaudited condensed consolidated financial statements

TELKONET, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2020
(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, 2020, are not necessarily indicative of the results that may be expected for the year ending December 31, 2020. The unaudited condensed consolidated financial statements should be read in conjunction with the consolidated December 31, 2019 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, 2020, we have incurred cumulative losses of \$125,758,040 and have never generated enough cash through operations to support our business. For the three-month period ended March 31, 2020, we had a cash flow deficit from operations of \$109,888. 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 previous independent registered public accounting firm on our consolidated financial statements for the year ended December 31, 2019 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 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.

The Company's operations and financial results have also been impacted by the COVID-19 pandemic. On January 30, 2020 the World Health Organization ("WHO") announced a global health emergency because of a new strain of a novel coronavirus in Wuhan, China (the "COVID-19 outbreak") and the risks to the international community as the virus spreads globally. In March 2020, the WHO classified the COVID-19 outbreak a pandemic, based on the rapid increase in exposure globally. The spread of the COVID-19 outbreak has caused significant volatility and uncertainty in U.S. and international markets.

The Company's sales have been disrupted as a result of its customers furloughing and laying off their employees and/or suspending projects. Despite these challenges, quoting remains active and the aggregate pipeline has not contracted significantly. Thus far, the impact has been delays as opposed to cancellations. Due to travel restrictions, social distancing and shelter at home edicts, the hospitality industry, our largest market that generally contributes more than 50% of our revenue, has suffered as much as any. At this time, the disruption is expected to be temporary; however, the length or severity of this pandemic is unknown. Depending on the length and severity, the demand for our products, our customers' ability to meet payment obligations to the Company, our supply chain and production capabilities, and our workforces' ability to deliver our products and services could be impacted. Management is actively monitoring the impact of the global situation on its financial condition, liquidity, operations, suppliers, industry, and workforce. While we expect this disruption to have a material adverse impact our results of operations, financial condition and cash flows for the year 2020, the Company is unable to reasonably determine the impact at this time.

In response to the COVID-19 pandemic and its effects (and potential further effects) on the Company's operations and financial results, the Company has taken and is continuing to take a number of actions to preserve cash. These actions include suspending the use of engineering consultants, and cancelling all travel and the Company's attendance at tradeshow (implemented prior to applicable government stay-at-home orders being put in place). In addition, in early April of 2020, management made the decision to furlough certain employees, instituted pay cuts for certain other employees and suspended the Company's 401(k) match through the end of 2020. With the receipt of the PPP Loan (discussed below), the Company was able to bring back the furloughed employees, restore payroll to prior levels and delay suspension of the 401(k) match. The actions taken in response to the COVID-19 pandemic are in addition to the cost elimination and liquidity management actions that the Company began implementing in the second half of 2019, including reviewing opportunities to decrease spend with third party consultants and providers, strategically reviewing whether or not to fill employee positions in the event of vacancies, and implementing sales campaigns to sell slow-moving inventory and reducing existing inventory volumes. There is no guarantee, however, that these actions, nor any other actions identified, will yield profitable operations in the foreseeable future.

In addition, on April 21, 2020, the Company entered into an unsecured promissory note, dated as of April 17, 2020 ("the PPP Loan"), with Heritage Bank of Commerce for a \$913,063 loan under the Paycheck Protection Program ("PPP") SBA 7(a) loan. The PPP SBA 7(a) loan program is being administered by the United States Small Business Administration ("SBA") and was authorized by the Keeping American Workers Employed and Paid Act, which is part of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act that was signed into law on March 27, 2020. The principal amount of the Loan is \$913,063, bears interest of 1.0% per annum and has a maturity date of April 21, 2022. See Note N – Subsequent Event for a summary of the terms of the PPP Loan.

At March 31, 2020, the Company had \$3,084,828 of cash and approximately \$153,000 of availability on its credit facility. However, the credit facility requires that the Company maintain an unrestricted cash balance of \$2,000,000, limiting the ability of the Company to use its cash reserves to fund its operations. As of March 31, 2020, the outstanding balance on the credit facility was \$518,463. On average, during the twelve-month period between April 1, 2019 and March 31, 2020, the Company's cash balance decreased \$55,000 per month.

The Company is using the proceeds of the PPP Loan to support its ongoing operations and currently expects to also draw on its 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. The Credit Facility provides us with needed liquidity to assist in meeting our obligations or pursuing strategic objectives. Continued operating losses will deplete these cash reserves and could result in a violation of the financial covenants. Consequently, repayment of amounts borrowed 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 occurrence of any of these events could have a material adverse effect on our business and results of operations.

The Company's Board also continues to consider 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. However, these actions are not solely within the control of the Company. At May 15, 2020, no definitive alternatives had been identified.

Accordingly, and in light of the Company's historic 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 both the three months ended March 31, 2020 and 2019, there were 3,599,793 shares of common stock underlying options and warrants excluded due to these instruments being anti-dilutive.

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 and related valuation allowance, 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 follows 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.

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.

Contracts are billed in accordance with the terms and conditions, either at periodic intervals or upon substantial completion. This can result in billing occurring subsequent to revenue recognition, resulting in contract assets. Contract assets are presented as current assets in the Condensed Consolidated Balance Sheet.

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, 2021.

Contract Completion 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 material, direct labor and costs of outside services utilized to complete projects. These are presented as “Contract assets” in the consolidated balance sheets.

Sales Taxes

Unless provided with a resale or tax exemption certificate, the Company assesses and collects sales tax on sales transactions and records the amount as a liability. It is recognized as a liability until remitted to the applicable state. Total revenues do not include sales tax as the Company is considered a pass through conduit for collecting and remitting sales taxes.

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, 2020 and the year ended December 31, 2019, the Company experienced returns of approximately 1% to 3% of materials included in the cost of sales. As of March 31, 2020 and December 31, 2019, the Company recorded warranty liabilities in the amount of \$61,742 and \$58,791, respectively, using this experience factor range.

Product warranties for the three months ended March 31, 2020 and the year ended December 31, 2019 are as follows:

	March 31, 2020	December 31, 2019
Beginning balance	\$ 58,791	\$ 46,103
Warranty claims incurred	(2,947)	(66,803)
Provision charged to expense	5,898	79,491
Ending balance	<u>\$ 61,742</u>	<u>\$ 58,791</u>

Advertising

The Company follows the policy of charging the costs of advertising to expenses as incurred. The Company incurred \$5,893 and \$10,805 in advertising costs during the three months ended March 31, 2020 and 2019, respectively.

Research and Development

The Company accounts for research and development costs in accordance with the ASC 730-10, "Research and Development". Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. Total expenditures on research and product development for the three months ended March 31, 2020 and 2019 were \$369,243 and \$486,626, respectively.

Stock-Based Compensation

The Company accounts for stock-based awards in accordance with ASC 718-10, "Share-Based Compensation", which requires a fair value measurement and recognition of compensation expense for all share-based payment awards made to the Company's employees and directors, including employee stock options and restricted stock awards. The Company estimates the fair value of stock options granted using the Black-Scholes valuation model. This model requires the Company to make estimates and assumptions including, among other things, estimates regarding the length of time an employee will hold vested stock options before exercising them, the estimated volatility of the Company's common stock price and the number of options that will be forfeited prior to vesting. The fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period. Changes in these estimates and assumptions can materially affect the determination of the fair value of stock-based compensation and consequently, the related amount recognized in the Company's consolidated statements of operations.

The expected term of the options represents the estimated period of time until exercise and is based on historical experience of similar awards, giving consideration to the contractual terms, vesting schedules and expectations of future employee behavior. For 2019 and prior years, expected stock price volatility is based on the historical volatility of the Company's stock for the related expected term.

Stock-based compensation expense in connection with options granted to employees for both the three months ended March 31, 2020 and 2019 was \$1,815.

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 requires a modified retrospective transition method and early adoption is permitted. In November 2019, FASB issued ASU No. 2019-10, Financial Instruments – Credit Losses, Derivatives and Hedging, and Leases ("ASU 2019-10"), which defers the adoption of ASU 2016-13 for smaller reporting companies until January 1, 2023. The Company will continue to evaluate the impact of ASU 2016-13 on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. This guidance modifies, removes, and adds certain disclosure requirements on fair value measurements. This ASU is effective for annual periods beginning after December 15, 2019, including interim periods therein. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

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

NOTE C – REVENUE

The following table presents the Company’s product and recurring revenues disaggregated by industry for the three months ended March 31, 2020.

	Hospitality	Education	Multiple Dwelling Units	Government	Total
Product	\$ 1,202,342	\$ 249,432	\$ 93,072	\$ 64,416	\$ 1,609,292
Recurring	173,572	20,263	327	–	194,162
	<u>\$ 1,375,914</u>	<u>\$ 269,695</u>	<u>\$ 93,399</u>	<u>\$ 64,416</u>	<u>\$ 1,803,424</u>

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, 2020, the aggregate amount of the transaction price allocated to remaining performance obligations was approximately \$0.29 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, 2020	December 31, 2019
Contract assets	\$ 72,764	\$ 188,120
Contract liabilities	607,120	764,184
Net contract liabilities	<u>\$ 534,356</u>	<u>\$ 576,064</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.

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, 2020 is the result of cash payments received and billing in advance of satisfying performance obligations.

Contract costs

Costs to complete a turnkey contract primarily relate to the materials cost and direct labor and are recognized proportionately as the performance obligation is satisfied. The Company will defer costs to complete a contract when materials have shipped (and control over the materials has transferred to the customer), but an insignificant amount of rooms have been installed. The Company will recognize any deferred costs in proportion to revenues recognized from the related turnkey contract. The Company does not expect deferred contract costs to be long-lived since a typical turnkey project takes sixty days to complete. Deferred contract costs are generally presented as other current assets in the condensed consolidated balance sheets.

The Company incurs incremental costs to obtain a contract in the form of sales commissions. These costs, whether related to performance obligations that extend beyond twelve months or not, are immaterial and will continue to be recognized in the period incurred within selling, general and administrative expenses.

NOTE D – ACCOUNTS RECEIVABLE

Components of accounts receivable as of March 31, 2020 and December 31, 2019 are as follows:

	March 31, 2020	December 31, 2019
Accounts receivable	\$ 1,396,924	\$ 2,338,626
Allowance for doubtful accounts	(74,334)	(55,039)
Accounts receivable, net	<u>\$ 1,322,590</u>	<u>\$ 2,283,587</u>

NOTE E – INVENTORIES

Components of inventories as of March 31, 2020 and December 31, 2019 are as follows:

	March 31, 2020	December 31, 2019
Product purchased for resale	\$ 1,374,466	\$ 1,613,733
Reserve for obsolescence	(332,653)	(240,659)
Inventory, net	<u>\$ 1,041,813</u>	<u>\$ 1,373,074</u>

NOTE F – ACCRUED LIABILITIES AND EXPENSES

Accrued liabilities at March 31, 2020 and December 31, 2019 are as follows

	March 31, 2020	December 31, 2019
Accrued liabilities and expenses	106,915	214,925
Accrued payroll and payroll taxes	265,309	227,153
Accrued sales taxes, penalties, and interest	8,890	26,957
Product warranties	61,742	58,791
Total accrued liabilities and expenses	<u>\$ 442,856</u>	<u>\$ 527,826</u>

NOTE G – DEBT

Revolving Credit Facility

On September 30, 2014, the Company entered into a loan and security agreement (the “Heritage Bank Loan Agreement”), with Heritage Bank of Commerce, a California state chartered bank (“Heritage Bank”), governing a 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 6.25% at March 31, 2020 and 7.75% December 31, 2019. 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 J. The warrant has an exercise price of \$0.20 and expires October 9, 2021. On November 6, 2019, the eleventh amendment to the Credit Facility was executed to extend the maturity date to September 30, 2021, unless earlier accelerated under the terms of the Heritage Bank Loan Agreement, and eliminate the maximum EBITDA loss covenant. The eleventh amendment was effective as of September 30, 2019.

The Heritage Bank Loan Agreement contains 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. As discussed above, the EBITDA loss covenant was eliminated in the eleventh amendment to the Credit Facility. The sole financial covenants are a minimum asset coverage ratio and a minimum unrestricted cash balance of \$2 million, both of which are measured at the end of each month. 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 \$518,463 and \$624,347 at March 31, 2020 and December 31, 2019 and the remaining available borrowing capacity was approximately \$153,000 and \$424,000, respectively. As of March 31, 2020, the Company was in compliance with all financial covenants.

NOTE H – PREFERRED STOCK

Series A

The Company has authorized 215 shares of preferred stock as Series A Preferred Stock (“Series A”). Each share of Series A is convertible, at the option of the holder thereof, at any time, into shares of the Company’s common stock at a conversion price of \$0.363 per share. On November 16, 2009, the Company sold 215 shares of Series A with attached warrants to purchase an aggregate of 1,628,800 shares of the Company’s common stock at \$0.33 per share. The Series A shares were sold at a price per share of \$5,000 and each Series A share is convertible into approximately 13,774 shares of common stock at a conversion price of \$0.363 per share. The Company received \$1,075,000 from the sale of the Series A shares. In prior years, 30 of the preferred shares issued on November 16, 2009 were converted to shares of the Company’s common stock. In a prior year, the redemption feature available to the Series A holders expired.

Series B

The Company has authorized 567 shares of preferred stock as Series B Preferred Stock (“Series B”). Each share of Series B is convertible, at the option of the holder thereof, at any time, into shares of the Company’s common stock at a conversion price of \$0.13 per share. On August 4, 2010, the Company sold 267 shares of Series B with attached warrants to purchase an aggregate of 5,134,626 shares of the Company’s common stock at \$0.13 per share. The Series B shares were sold at a price per share of \$5,000 and each Series B share was convertible into approximately 38,461 shares of common stock at a conversion price of \$0.13 per share. The Company received \$1,335,000 from the sale of the Series B shares on August 4, 2010. On April 8, 2011, the Company sold 271 additional shares of Series B with attached warrants to purchase an aggregate of 5,211,542 shares of the Company’s common stock at \$0.13 per share. The Series B shares were sold at a price per share of \$5,000 and each Series B share was convertible into approximately 38,461 shares of common stock at a conversion price of \$0.13 per share. The Company received \$1,355,000 from the sale of the Series B shares on April 8, 2011. In prior years, 486 of the preferred shares issued on August 4, 2010 and April 8, 2011 were converted to shares of the Company’s common stock. In a prior year, the redemption feature available to the Series B holders expired.

Preferred stock carries certain preference rights as detailed in the Company’s Amended 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, 2020, the liquidation preference of the preferred stock is based on the following order: first, Series B with a preference value of \$461,094, which includes cumulative accrued unpaid dividends of \$201,094, and second, Series A with a preference value of \$1,692,649, which includes cumulative accrued unpaid dividends of \$767,649. As of December 31, 2019, the liquidation preference of the preferred stock is based on the following order: first, Series B with a preference value of \$455,904, which includes cumulative accrued unpaid dividends of \$195,904, and second, Series A with a preference value of \$1,674,195, which includes cumulative accrued unpaid dividends of \$749,195.

NOTE I – CAPITAL STOCK

The Company has authorized 15,000,000 shares of preferred stock, with a par value of \$.001 per share. The Company has authorized 215 shares as Series A preferred stock and 567 shares as Series B preferred stock. At March 31, 2020 and December 31, 2019, there were 185 shares of Series A and 52 shares of Series B outstanding, respectively.

The Company has authorized 190,000,000 shares of common stock with a par value of \$.001 per share. As of March 31, 2020 and December 31, 2019, the Company had 136,311,335 and 135,990,491 common shares issued and outstanding, respectively.

During the three months ended March 31, 2020 and 2019, the Company issued 320,844 and 292,308 shares of common stock, respectively to directors for services performed during the three months ended March 31, 2020 and 2019. These shares were valued at \$18,000 and \$36,002, respectively, which approximated the fair value of the shares when they were issued.

During the three months ended March 31, 2020 and 2019, no warrants were exercised. These warrants were originally granted to shareholders of the April 8, 2011 Series B preferred stock issuance.

During the three months ended March 31, 2020 and 2019, no shares of Series A or B preferred stock were converted to shares of common stock.

NOTE J – 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. The Plan is administered by the Board of Directors or the compensation committee, which is comprised of not less than two non-employee directors who are independent. A total of 10,000,000 shares of stock were reserved and available for issuance under the Plan. The exercise price per share for the stock covered by a stock option granted shall be determined by the administrator at the time of grant but shall not be less than 100 percent of the fair market value on the date of grant. The term of each stock option shall be fixed by the administrator, but no stock option shall be exercisable more than ten years after the date the stock option is granted. As of March 31, 2020, there were approximately 85,425 shares remaining for issuance in the Plan.

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, 2020.

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	6.76	\$ 0.14	2,000,000	\$ 0.14
\$ 0.16 - \$1.00	1,349,793	3.59	0.18	1,227,001	0.18
	<u>3,349,793</u>	<u>5.48</u>	<u>\$ 0.16</u>	<u>3,227,001</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, 2019	3,349,793	\$ 0.16
Granted	–	–
Exercised	–	–
Cancelled or expired	–	–
Outstanding at December 31, 2019	3,349,793	\$ 0.16
Granted	–	–
Exercised	–	–
Cancelled or expired	–	–
Outstanding at March 31, 2020	<u>3,349,793</u>	<u>\$ 0.16</u>

No options were granted, exercised, cancelled or expired during the three months ended March 31, 2020 or 2019. Total stock-based compensation expense in connection with options granted to employees recognized in the condensed consolidated statements of operations for both the three months ended March 31, 2020 and 2019 was \$1,815.

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	1.52	\$ 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, 2019	250,000	\$ 0.20
Issued	—	—
Exercised	—	—
Cancelled or expired	—	—
Outstanding at December 31, 2019	250,000	0.20
Issued	—	—
Exercised	—	—
Cancelled or expired	—	—
Outstanding at March 31, 2020	250,000	\$ 0.20

No warrants were granted, exercised, cancelled or forfeited during the three months ended March 31, 2020 or 2019.

NOTE K – STOCK ISSUANCE TO NON-EMPLOYEE DIRECTORS

During the three months ended March 31, 2020 and during the year ended December 31, 2019, the Company issued common stock in the amount of \$18,000 and \$132,000 and paid cash consideration of \$24,000 and \$20,000, 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 L – COMMITMENTS AND CONTINGENCIES

Office Leases Obligations

In October 2013, the Company entered into a lease agreement for 6,362 square feet of commercial office space in Waukesha, Wisconsin for its corporate headquarters. The Waukesha lease would have expired in April 2021, but was subsequently amended and extended through April 2026. On April 7, 2017 the Company executed an amendment to its' existing lease in Waukesha, Wisconsin to expand another 3,982 square feet, bringing the total leased space to 10,344 square feet. In addition, the lease term was extended from May 1, 2021 to April 30, 2026. The commencement date for this amendment was July 15, 2017.

In January 2016, the Company entered into a lease agreement for 2,237 square feet of commercial office space in Germantown, Maryland for its Maryland employees. The Germantown lease, as amended, was set to expire at the end of January 2018. In November 2017, the Company entered into a second amendment to the lease agreement extending the lease through the end of January 2019. In November 2018, the Company entered into a third amendment to the lease agreement extending the lease through the end of January 2022.

In May 2017, the Company entered into a lease agreement for 5,838 square feet of floor space in Waukesha, Wisconsin for its inventory warehousing operations. The Waukesha lease expires in May 2024.

The Company determines if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to the Company the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to the Company if the Company obtains the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. The Company does not separate non-lease components from lease components to which they relate and accounts for the combined lease and non-lease components as a single lease component.

Operating leases are included in our condensed consolidated balance sheet as right-of-use assets, operating lease liabilities – current and operating lease liabilities – long-term. We do not recognize a right-of-use asset and lease liability for leases with a term of 12 months or less. Our current operating leases are for facilities. 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.

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 G for further discussion.

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 the Company's proportionate share of common area maintenance, utilities, taxes and insurance and are presented as operating expenses in the Company's statements of operations in the same line item as expense arising from fixed lease payments.

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 for the three months ended March 31, 2020 were as follows:

Operating lease expense:		
Operating lease cost – fixed	\$	58,779
Variable lease cost		38,732
Total operating lease cost	\$	<u>97,511</u>

Other information related to leases as of March 31, 2020 was as follows:

Operating lease liability – current	\$	226,464
Operating lease liability – long-term	\$	720,890
Operating cash outflows from operating leases	\$	55,029
Weighted-average remaining lease term of operating leases		5.43 years
Weighted-average discount rate of operating leases		8.5 %

Future annual minimum operating lease payments as of March 31, 2020 were as follows:

2020 (excluding the three months ended March 31, 2020)	\$	168,806
2021		242,299
2022		195,176
2023		193,169
2024 and thereafter		384,119
Total minimum lease payments		1,183,569
Less imputed interest		(236,215)
Total	\$	<u>947,354</u>

Rental expenses charged to operations for the three months ended March 31, 2020 and 2019 was \$97,511 and \$89,526, 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

Unless provided with a resale or tax exemption certificate, the Company assesses and collects sales tax on sales transactions and records the amount as a liability. It is recognized as a liability until remitted to the applicable state. Total revenues do not include sales tax as the Company is considered a pass through conduit for collecting and remitting sales taxes.

The following table sets forth the change in the sales tax accrual as of March 31, 2020 and December 31, 2019:

	March 31, 2020	December 31, 2019
Balance, beginning of year	\$ 26,957	\$ 43,400
Sales tax collected	20,449	167,233
Provisions (reversals)	15,553	(10,664)
Payments	(54,069)	(173,012)
Balance, end of period	<u>\$ 8,890</u>	<u>\$ 26,957</u>

NOTE M – BUSINESS CONCENTRATION

For the three months ended March 31, 2020, there were two customers represented approximately 23% of total net revenues. For the three months ended March 31, 2019, two customers represented approximately 31% of total net revenues.

As of March 31, 2020, two customers accounted for approximately 29% of the Company's net accounts receivable. As of December 31, 2019, two customers represented 36% of the Company's net accounts receivable.

Purchases from one supplier approximated \$385,000, or 84%, of total purchases for the three months ended March 31, 2020 and approximately \$775,000, or 76%, of total purchases for the three months ended March 31, 2019. The amount due to this supplier, net of deposits paid, was approximately \$71,000 and \$579,000 as of March 30, 2020 and December 31, 2019, respectively.

NOTE N – SUBSEQUENT EVENT

On April 21, 2020, Telkonet, Inc. (the "Company") entered into an unsecured promissory note, dated as of April 17, 2020 ("the PPP Loan"), with Heritage Bank of Commerce under the Paycheck Protection Program (the "PPP") administered by the United States Small Business Administration ("SBA") and authorized by the Keeping American Workers Employed and Paid Act, which is part of the Coronavirus Aid, Relief, and Economic Security Act, enacted on March 27, 2020. The principal amount of the PPP Loan is \$913,063, bears interest of 1.0% per annum and was disbursed on April 21, 2020.

The PPP Loan has a maturity date of April 21, 2022. No payments of principal or interest are required during the first six months, but interest accrues during this period. After this period, monthly payments of principal and interest are required and continue until maturity with respect to any portion of the PPP Loan not forgiven, as discussed below. The PPP Loan may be prepaid, in full or in part, at any time prior to maturity with no prepayment penalties. The note contains events of default and other provisions customary for a loan of this type.

Under the terms of the PPP, the Company can apply for, and be granted, forgiveness for all or a portion of the PPP Loan. Such forgiveness will be determined, subject to limitations and ongoing rulemaking by the SBA, based on the use of loan proceeds for eligible purposes, including payroll costs, mortgage interest, rent, utility costs and the maintenance of employee and compensation levels. At least 75% of such forgiven amounts must be used for eligible payroll costs. The amount of loan forgiveness will be reduced if the Company terminates employees or reduces salaries during the eight-week period following the date the proceeds are disbursed. No assurance is provided that the Company will obtain forgiveness of the PPP Loan in whole or in part.

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, 2020, 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, 2019, filed with the US. Securities and Exchange Commission (the “SEC”) on March 30, 2020.

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 2020 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 March 30, 2020 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, 2020		Three Months Ended March 31, 2019		Variance	
Product	\$ 1,609,262	89%	\$ 2,586,669	94%	\$ (977,407)	(38%)
Recurring	194,162	11%	176,533	6%	17,629	10%
Total	<u>\$ 1,803,424</u>	100%	<u>\$ 2,763,202</u>	100%	<u>\$ (959,778)</u>	(35%)

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, 2020, product revenues decreased by 38% or \$0.98 million when compared to the prior year. Product revenues derived from value added resellers and distribution partners were \$1.1 million for the three months ended March 31, 2020, a decrease of 48% compared to the prior year period. The decrease was primarily driven by non-repeatable revenues in 2019 from three customers. Beginning in the third quarter of 2019, the Company began implementing portfolio pricing increases, which under normal circumstances would be expected to positively impact product revenue, but given the COVID-19 pandemic, the impact of these price increases has been offset by reduced demand for our products at this time.

For the three months ended March 31, 2020, all major industry sectors decreased when compared to the prior year. Hospitality revenues decreased \$0.49 million to \$1.2 million, government revenues decreased \$0.37 million to \$0.06 million, education revenues decreased \$0.01 million to \$0.25 million and MDU revenues decreased \$0.10 million to \$0.09 million. For the three months ended March 31, 2020, international revenues decreased \$0.49 million to \$0.06 million when compared to the prior year period. The decrease in international revenues was primarily driven by non-repeatable revenues from three customers in 2019 and limited international revenues in 2020.

Backlogs were approximately \$2.8 million and \$4.0 million at March 31, 2020 and 2019, respectively.

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, 2020, recurring revenue increased by 10% when compared to the prior year period. The increase was related to increased unit sales of call center support services.

Cost of Sales

The table below outlines product versus recurring cost of sales, along with respective amounts of those costs as a percentage of revenue for the comparable periods:

	March 31, 2020		Three Months Ended March 31, 2019		Variance	
Product	\$ 966,603	60%	\$ 1,690,598	65%	\$ (723,995)	(43%)
Recurring	22,772	12%	86,042	49%	(63,270)	(74%)
Total	<u>\$ 989,375</u>	55%	<u>\$ 1,776,640</u>	64%	<u>\$ (787,265)</u>	(44%)

Costs of Product Sales

Costs of product revenue include equipment and installation labor related to EcoSmart technology. For the three months ended March 31, 2020, product costs decreased 43% compared to the prior year period based upon lower revenues. The variance was primarily attributable to decreases in material costs of \$0.35 million, logistical expenses of \$0.22 million, inclusive of import tariffs and inventory adjustments of \$0.08 million. Material costs as a percentage of product revenues were 43% for the quarter, an increase of 8%, compared to the prior year period. Our core products are manufactured in China and as a result tariffs imposed on Chinese imports resulted in an adverse impact of approximately 3% on the actual gross profit percentage for the quarter ended March 31, 2020, compared to approximately 9% for the quarter ended March 31, 2019.

Costs of Recurring Revenue

Recurring costs are comprised primarily of call center support labor. For the three months ended March 31, 2020, recurring costs decreased by 74% when compared to the prior year period. The variance was primarily due to decreases in call center staffing as the Company evaluates internal staffing and outsourcing arrangements.

Gross Profit

The table below outlines product versus recurring gross profit, along with respective actual gross profit percentages for the comparable periods:

	March 31, 2020		Three Months Ended March 31, 2019		Variance	
Product	\$ 642,659	40%	\$ 896,071	35%	\$ (253,412)	(28%)
Recurring	171,390	88%	90,491	51%	80,899	89%
Total	<u>\$ 814,049</u>	45%	<u>\$ 986,562</u>	36%	<u>\$ (172,513)</u>	(17%)

Gross Profit on Product Revenue

Gross profit on product revenue for the three months ended March 31, 2020 decreased 28% when compared to the prior year period. For the three months ended March 31, 2020, the actual gross profit percentage increased 5% to 40%. Contributing to the increase were decreases in material costs of \$0.35 million, logistical expenses of \$0.22 million, inclusive of import tariffs and inventory adjustments of \$0.08 million. Tariffs imposed on Chinese imports resulted in an adverse impact of approximately 3% on the actual gross profit percentage for the three months ended March 31, 2020, compared to approximately 9% for the prior year period.

Gross Profit on Recurring Revenue

Gross profit on recurring revenue for the three months ended March 31, 2020 increased 89% when compared to the prior year period. The increase was a combination of increased unit sales of call center support services and decreased call center staffing. For the three months ended March 31, 2020, the actual gross profit percentage increased 37% when compared to the prior year period.

Operating Expenses

The tables below outline operating expenses for the comparable periods, along with percentage change:

	Three Months Ended March 31,		
	2020	2019	Variance
Total	\$ 1,454,648	\$ 1,826,606	\$ (371,958) (20%)

The Company's operating expenses are comprised of research and development, selling, general and administrative expenses and depreciation and amortization expense. During the three months ended March 31, 2020, operating expenses decreased by 20% when compared to the prior year period as outlined below.

Research and Development

	Three Months Ended March 31,		
	2020	2019	Variance
Total	\$ 369,243	\$ 486,626	\$ (117,383) (24%)

Research and development costs are related to both present and future product development and integration and are expensed in the period incurred. During the three months ended March 31, 2020, research and development costs decreased 24% when compared to the prior year period. The variance is primarily attributable to decreases in expenses incurred with third-party consultants and salary expense.

Selling, General and Administrative Expenses

	Three Months Ended March 31,		
	2020	2019	Variance
Total	\$ 1,070,610	\$ 1,323,049	\$ (252,439) (19%)

During the three months ended March 31, 2020, selling, general and administrative expenses decreased over the prior year period by 19%. The variance is primarily attributable to decreases in trade shows and audit fees of \$0.07 million each, salary and recruitment of \$0.10 million and sales commissions of \$0.05 million, partially offset by a \$0.05 million increase in temporary staffing.

Non-GAAP Financial Measures

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, amortization and stock-based compensation ("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, amortization and stock-based compensation 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), operating income (loss), or any other measure for determining operating performance or 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, 2020 and 2019, the Company excluded items in the following general categories 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 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 allows for a more transparent comparison of its financial results to the previous year.

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

	2020	2019
Net loss	\$ (652,501)	\$ (845,604)
Interest expense, net	8,680	5,560
Income tax provision	3,222	–
Depreciation and amortization	14,795	16,931
EBITDA	(625,804)	(823,113)
Adjustments:		
Stock-based compensation	1,815	1,815
Adjusted EBITDA	<u>\$ (623,989)</u>	<u>\$ (821,298)</u>

Liquidity and Capital Resources

For the three-month period ended March 31, 2020, the Company reported a net loss of \$652,501 and had cash used in operating activities of \$109,888 and ended the period with an accumulated deficit of \$125,758,040 and total current assets in excess of current liabilities of \$3,561,268. At March 31, 2020, the Company had \$3,084,828 of cash and approximately \$153,000 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, 2020, we had a total borrowing base of approximately \$720,000 and an outstanding balance of \$518,463, resulting in the approximate availability of \$153,000 on the credit facility.

Since inception through March 31, 2020, we have incurred cumulative losses of \$125,758,040 and have never generated enough cash through operations to support our business. For the three-month period ended March 31, 2020, we had a cash flow deficit from operations of \$109,888. 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 previous independent registered public accounting firm on our consolidated financial statements for the year ended December 31, 2019 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 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.

The Company's operations and financial results have also been impacted by the COVID-19 pandemic. On January 30, 2020 the World Health Organization ("WHO") announced a global health emergency because of a new strain of a novel coronavirus in Wuhan, China (the "COVID-19 outbreak") and the risks to the international community as the virus spreads globally. In March 2020, the WHO classified the COVID-19 outbreak a pandemic, based on the rapid increase in exposure globally. The spread of the COVID-19 outbreak has caused significant volatility and uncertainty in U.S. and international markets.

The Company's sales have been disrupted as a result of its customers furloughing and laying off their employees and/or suspending projects. Despite these challenges, quoting remains active and the aggregate pipeline has not contracted significantly. Thus far, the impact has been delays as opposed to cancellations. Due to travel restrictions, social distancing and shelter at home edicts, the hospitality industry, our largest market that generally contributes more than 50% of our revenue, has suffered as much as any. At this time, the disruption is expected to be temporary; however, the length or severity of this pandemic is unknown. Depending on the length and severity, the demand for our products, our customers' ability to meet payment obligations to the Company, our supply chain and production capabilities, and our workforces' ability to deliver our products and services could be impacted. Management is actively monitoring the impact of the global situation on its financial condition, liquidity, operations, suppliers, industry, and workforce. While we expect this disruption to have a material adverse impact our results of operations, financial condition and cash flows for the year 2020, the Company is unable to reasonably determine the impact at this time.

In response to the COVID-19 pandemic and its effects (and potential further effects) on the Company's operations and financial results, the Company has taken and is continuing to take a number of actions to preserve cash. These actions include suspending the use of engineering consultants, and cancelling all travel and the Company's attendance at tradeshows (implemented prior to applicable government stay-at-home orders being put in place). In addition, in early April of 2020, management made the decision to furlough certain employees, instituted pay cuts for certain other employees and suspended the Company's 401(k) match through the end of 2020. With the receipt of the PPP Loan (discussed below), the Company was able to bring back the furloughed employees, restore payroll to prior levels and delay suspension of the 401(k) match. The actions taken in response to the COVID-19 pandemic are in addition to the cost elimination and liquidity management actions that the Company began implementing in the second half of 2019, including reviewing opportunities to decrease spend with third party consultants and providers, strategically reviewing whether or not to fill employee positions in the event of vacancies, and implementing sales campaigns to sell slow-moving inventory and reducing existing inventory volumes. There is no guarantee, however, that these actions, nor any other actions identified, will yield profitable operations in the foreseeable future.

In addition, on April 21, 2020, the Company entered into an unsecured promissory note, dated as of April 17, 2020 ("the PPP Loan"), with Heritage Bank of Commerce for a \$913,063 loan under the Paycheck Protection Program ("PPP") SBA 7(a) loan. The PPP SBA 7(a) loan program is being administered by the United States Small Business Administration ("SBA") and was authorized by the Keeping American Workers Employed and Paid Act, which is part of the Coronavirus Aid, Relief, and Economic Security ("CARES") Act that was signed into law on March 27, 2020. The principal amount of the Loan is \$913,063, bears interest of 1.0% per annum and has a maturity date of April 21, 2022. See Note N – Subsequent Event for a summary of the terms of the PPP Loan.

At March 31, 2020, the Company had approximately \$3,084,828 of cash and approximately \$153,000 of availability on its credit facility. However, the credit facility requires that the Company maintain an unrestricted cash balance of \$2,000,000, limiting the ability of the Company to use its cash reserves to fund its operations. As of March 31, 2020, the outstanding balance on the credit facility was \$518,463. On average, during the twelve-month period between April 1, 2019 and March 31, 2020, the Company's cash balance decreased \$55,000 per month.

The Company is using the proceeds of the PPP Loan to support its ongoing operations and currently expects to also draw on its 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. The Credit Facility provides us with needed liquidity to assist in meeting our obligations or pursuing strategic objectives. Continued operating losses will deplete these cash reserves and could result in a violation of the financial covenants. Consequently, repayment of amounts borrowed 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 occurrence of any of these events could have a material adverse effect on our business and results of operations.

The Company's Board also continues to consider 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. However, these actions are not solely within the control of the Company. At May 15, 2020, no definitive alternatives had been identified.

Accordingly, and in light of the Company's historic 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 \$626,181 during the three months ended March 31, 2020 from working capital of \$4,187,449 at December 31, 2019 to a working capital of \$3,561,268 at March 31, 2020. The changes in Accounts Receivable and Inventory were primarily a result of the decline in revenues. The change in Accounts Payable was primarily a result of the decline in revenues and cost containment actions.

Revolving Credit Facility

On September 30, 2014, the Company entered into a loan and security agreement (the "Heritage Bank Loan Agreement"), with Heritage Bank of Commerce, a California state chartered bank ("Heritage Bank"), governing a 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 6.25% at March 31, 2020 and 7.75% December 31, 2019. 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 November 6, 2019, the eleventh amendment to the Credit Facility was executed to extend the maturity date to September 30, 2021, unless earlier accelerated under the terms of the Heritage Bank Loan Agreement, and eliminate the maximum EBITDA loss covenant. The eleventh amendment was effective as of September 30, 2019.

The Heritage Bank Loan Agreement contains 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. As discussed above, the EBITDA loss covenant was eliminated in the eleventh amendment to the Credit Facility. The sole financial covenants are a minimum asset coverage ratio and a minimum unrestricted cash balance of \$2 million, both of which are measured at the end of each month. A violation of either 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 \$518,463 and \$624,347 at March 31, 2020 and December 31, 2019 and the remaining available borrowing capacity was approximately \$153,000 and \$424,000, respectively. As of March 31, 2020, the Company was in compliance with all financial covenants.

Cash Flow Analysis

Cash used in operations was \$109,888 and \$1,716,357 during the three months ended March 31, 2020 and 2019, respectively. As of March 31, 2020, 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, 2020 were primarily a result of approximate \$961,000 decrease in accounts receivable, a \$423,000 decrease in inventories, a \$115,000 decrease in contract assets, partially offset by a \$582,000 decrease in accounts payable, a \$157,000 decrease in contract liabilities, a \$85,000 decrease in other accrued expenses, a \$89,000 increase in prepaid expenses and other current assets, and a \$91,000 decrease in the reserve for inventory obsolescence. 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. 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.

There was no cash used in investing activities during the three months ended March 31, 2020. Cash used in investing activities was \$2,302 during the three months ended March 31, 2019. During the three months ended March 31, 2019, the Company purchased approximately \$2,302 of computer equipment.

Cash used in financing activities was \$105,884 during the three months ended March 31, 2020. Cash provided by financing activities was \$785,766 during the three months ended March 31, 2019. Proceeds borrowed from the line of credit were \$2,820,000 and cash used for payments on the line of credit were \$2,925,884 during the three months ended March 31, 2020. 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.

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 impacts and uncertainties of the COVID-19 outbreak and the decreasing price of energy, along with competition will continue to present a challenging operating environment through 2020; therefore working capital management will continue to be a high priority for 2020. The Company's estimated cash requirements for operations over the next 12 months are anticipated to benefit from the cost elimination and liquidity management actions that the Company has initiated. However, due to the speed with which the COVID-19 pandemic is developing and the uncertainty of its duration and the timing of recovery, we are unable to predict at this time the extent to which the COVID-19 pandemic may impact our financial results, including liquidity.

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.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that material information required to be disclosed in our periodic reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to ensure that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure. The Company's Chief Executive Officer and Chief Financial Officer each evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2020. Based on these evaluations, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures required by paragraph (b) of Rule 13a-15 and 15d-15 were not effective as of March 31, 2020 as a result of the material weaknesses discussed below.

Management's Report on Internal Control over Financial Reporting

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 of 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, 2019 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, 2019 based on the COSO framework criteria.

As previously disclosed in Item 9A of our Annual Report on Form 10-K for the year ended December 31, 2019, our 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 years ended December 31, 2019 and 2018 included in the Annual Report on Form 10-K and as of March 31, 2020 and 2019 included in this Form 10-Q were fairly stated in accordance with U.S. GAAP. Notwithstanding the identified material weaknesses, our management has concluded that the audited financial statements included in the Annual Report on Form 10K for the year ended December 31, 2019 and the unaudited condensed consolidated financial statements included in this quarterly filing fairly represent, in all material respects, our financial position, results of operations, cash flows, and changes in stockholders’ equity as of and for the periods presented in accordance with U.S. 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 the Annual Report on Form 10-K for the year ended December 31, 2019.

Attestation Report of the Registered Public Accounting Firm

Not applicable.

Changes in Internal Controls

Other than the material weaknesses discussed above, during the quarter ended March 31, 2020, 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, 2019.

Item 6. Exhibits.

<u>Exhibit Number</u>	<u>Description Of Document</u>
10.1	Paycheck Protection Program Promissory Note, dated April 17, 2020, between Telkonet, Inc. and Heritage Bank of Commerce (incorporated by reference to our Form 8-K (File No. 000-31972) filed April 27, 2020)
10.2	Amendment to the Telkonet, Inc. 2010 Stock Option and Incentive Plan
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, 2020

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

Date: May 15, 2020

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

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
TELKONET, INC.**

April 14, 2020

The undersigned, being all of the members of the board of directors (the "Board of Directors") of Telkonet, Inc., a Utah corporation (the "Company"), do hereby waive any and all formalities of notice, time, date, place, and purpose of meeting and hereby adopt the following resolutions, such resolutions to have the same force and effect as if adopted at a duly constituted meeting of the Board of Directors:

WHEREAS, capitalized terms used, but not defined herein, shall have the meanings assigned to such terms in the Telkonet, Inc. 2010 Stock Option and Incentive Plan (the "2010 Plan");

WHEREAS, the Board of Directors adopted the 2010 Plan on September 23, 2010, subject to the approval of the 2010 Plan by the Company's shareholders, and the Company's shareholders approved the 2010 Plan on November 17, 2010;

WHEREAS, the Board of Directors previously adopted a resolution in 2016 to amend the 2010 Plan to remove the limit on awards of shares of stock with respect to non-qualified Stock Options that may be granted to an individual grantee during any one calendar year period (the "2016 Amendment");

WHEREAS, pursuant to Section 3(a) of the 2010 Plan, the maximum number of shares of common stock available for issuance under the 2010 Plan is 10,000,000 shares, provided that no more than 10 percent of the total number of shares of common stock authorized for issuance under the 2010 Plan, or 1,000,000 shares, can be granted in the form of Unrestricted Stock Awards (the "Unrestricted Stock Share Sublimit");

WHEREAS, pursuant to Section 3(b) of the 2010 Plan, the grant of any full value Award (i.e., an Award other than an Option or a Stock Appreciation Right) is deemed, for purposes of determining the number of shares of Stock available for issuance under Section 3(a) of the 2010 Plan, as an Award of two shares of Stock for each such share of Stock actually subject to the Award (the "Effect of Full Value Awards Provision");

WHEREAS, since December 2010, the Company has issued shares of common stock to certain executive officers and members of the Board of Directors pursuant to Unrestricted Stock Awards, and due to administrative error, the Company has issued shares of unrestricted common stock under the 2010 Stock Plan in excess of the Unrestricted Stock Share Sublimit;

WHEREAS, pursuant to Section 18 of the 2010 Plan, the Board of Directors may, at any time, amend the 2010 Plan, and shareholder approval of an amendment is only needed if it is required (a) by the rules of the securities exchange or market system on which the Company's stock is listed or the Code, (b) to ensure that Incentive Stock Options granted under the 2010 Plan are qualified under Section 422 of the Code, or (c) to ensure that compensation earned under Awards qualifies as performance-based compensation under Section 162(m) of the Code;

WHEREAS, the Board of Directors deems it to be in the best interests of the Company to adopt an amendment to the 2010 Plan, substantially in the form attached hereto as Exhibit A (the "2010 Plan Amendment"), in order to remove the Unrestricted Share Sublimit (the "Unrestricted Share Sublimit Increase"), amend the Effect of Full Value Awards Provision such that a full value Award is deemed, for purposes of determining the number of shares of Stock available for issuance under Section 3(a) of the 2010 Plan, as an Award of one share of Stock for each such share of Stock actually subject to the Award, and reflect the 2016 Amendment, all effective as of November 17, 2010; and

WHEREAS, shareholder approval of the 2010 Plan Amendment is not required under the rules of the OTCQB, the market system on which the Company's stock is listed, nor needed in connection with treatment of Awards under the abovementioned sections of the Code.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes, approves, and ratifies in all respects the Unrestricted Share Sublimit Increase, the 2010 Plan Amendment, and all previously made Unrestricted Stock Awards;

FURTHER RESOLVED, that any officer of the Company or its authorized representatives are hereby severally authorized, directed, and empowered on behalf of the Company, for and on its behalf, to take or cause to be taken any and all action, to execute, deliver, and file any and all certificates, instructions, requests, agreements, filings, or other instruments that may be necessary or advisable to effect the foregoing resolutions and to carry out the purposes thereof, and as may be necessary or advisable for the conduct of the business of the Company;

FURTHER RESOLVED, that all of the acts, actions and things done for, in the name of, and on behalf of the Company by any officer or any authorized representative heretofore are hereby approved, ratified, and confirmed; and

FURTHER RESOLVED, that this consent may be executed in counterparts (including by electronic mail in portable document format (.pdf)), each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first set forth above.

DIRECTORS:

/s/ Peter Kross

Peter Kross, Director

/s/ Jason L. Tienor

Jason L. Tienor, Director

/s/ Leland D. Blatt

Leland D. Blatt, Director

/s/ Arthur E. Byrnes

Arthur E. Byrnes, Director

/s/ Timothy Ledwick

Timothy Ledwick, Director

EXHIBIT A

2010 Plan Amendment

[See attached]

**AMENDMENT TO
THE TELKONET, INC. 2010 STOCK OPTION AND INVENTIVE PLAN**

1. General. Telkonet, Inc. sponsors the Telkonet, Inc. 2010 Stock Option and Incentive Plan (the "Plan"), which provides for the issuance of equity incentive awards in order to attract and retain officers, employees, Non-Employee Directors, and other key persons. Pursuant to Section 18 of the 2010 Plan, the Board of Directors of the Company has adopted and approved this amendment to the 2010 Plan (this "Amendment").
2. Amendments.
 - (a) The fourth sentence of Section 3(a) (Stock Issuable) of the 2010 Plan is amended and restated in its entirety as follows:

"Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type or types of Award; provided, however, that no more than 1,500,000 shares of the Stock may be issued in the form of Incentive Stock Options."
 - (b) Section 3(b) (Effect of Awards) of the 2010 Plan is amended and restated in its entirety as follows:

"The grant of any full-value Award (i.e., an Award other than an Option or a Stock Appreciation Right), Option, or Stock Appreciation Right shall be deemed, for purposes of determining the number of shares of Stock available for issuance under Section 3(a), as an Award for one share of Stock for each such share of Stock actually subject to the Award. Any forfeitures, cancellations or other terminations (other than by exercise) of such Awards shall be returned to the reserved pool of shares of Stock under the Plan in the same manner."
3. Defined Terms. All capitalized terms used but not defined herein shall have the meaning given to such terms in the 2010 Plan.
4. Full Force and Effect. The 2010 Plan, as amended hereby, is hereby ratified and confirmed and shall continue in full force and effect.
5. Effective Date of this Amendment This Amendment is effective as of November 17, 2010.

[Remainder of Page Intentionally Left Blank]

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, 2020

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, 2020

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, 2020 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, 2020

**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, 2020 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, 2020