
**UNITED STATES
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 September 30, 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 001-38066

SELECT ENERGY SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

81-4561945
(IRS Employer
Identification Number)

1233 W. Loop South, Suite 1400
Houston, TX
(Address of principal executive offices)

77027
(Zip Code)

(713) 235-9500

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.01 per share	WTTR	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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, a 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 Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth 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 7(a)(2)(B) of the Securities Act.

Indicate by check mark whether the registrant is a shell company. Yes No

As of November 2, 2020, the registrant had 86,824,127 shares of Class A common stock and 16,221,101 shares of Class B common stock outstanding.

SELECT ENERGY SERVICES, INC.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (the “Quarterly Report”) includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements, other than statements of historical fact included in this Quarterly Report, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this Quarterly Report, the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “project,” “preliminary,” “forecast,” and similar expressions or variations are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading “Risk Factors” included in our most recent Annual Report on Form 10-K, in our subsequently filed Quarterly Reports on Form 10-Q, under the heading “Part II—Item 1A. Risk Factors” in this Quarterly Report and those set forth from time to time in our other filings with the SEC. These forward-looking statements are based on management’s current belief, based on currently available information, as to the outcome and timing of future events.

Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, those summarized below:

- the severity and duration of world health events, including the novel coronavirus (“COVID-19”) pandemic, which has caused a sharp decline in economic activity in the United States and around the world, resulting in lower demand for oil and gas, oversupply and therefore lower oil and gas prices, to which our exploration and production (“E&P”) customers have responded by cutting capital spending, leading to fewer oil and gas well completions and thus reduced demand for our services, all of which has had, and will likely continue to have, a negative impact on our financial results;
- actions taken by the members of the Organization of the Petroleum Exporting Countries and other allied producing countries, (“OPEC+”) with respect to oil production levels and announcements of potential changes in such levels, including the ability of the OPEC+ countries to agree on and comply with announced supply limitations;
- operational challenges relating to the COVID-19 pandemic and efforts to mitigate the spread of the virus, including logistical challenges, protecting the health and well-being of our employees, remote work arrangements, performance of contracts and supply chain disruptions;
- the potential deterioration of our customers’ financial condition, including defaults resulting from actual or potential insolvencies;
- the level of capital spending and access to capital markets by oil and gas companies, including significant recent reductions and potential additional reductions in capital expenditures by oil and gas producers in response to commodity prices and dramatically reduced demand;
- the degree to which consolidation among our customers’ may affect spending on U.S. drilling and completions in the near-term;
- trends and volatility in oil and gas prices, and our ability to manage through such volatility;
- our customers’ ability to complete and produce new wells;
- the impact of current and future laws, rulings and governmental regulations, including those related to hydraulic fracturing, accessing water, disposing of wastewater, transferring produced water, interstate

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freshwater transfer, chemicals, carbon pricing, taxation or emissions, drilling on federal lands and various other environmental matters;

- capacity constraints on regional oil, natural gas and water gathering, processing and pipeline systems that result in a slowdown or delay in drilling and completion activity, and thus a slowdown or delay in the demand for our services in our core markets;
- our ability to retain key management and employees;
- our ability to hire and retain skilled labor;
- regional impacts to our business, including our key infrastructure assets within the Bakken and Northern Delaware formation of the Permian Basin;
- our access to capital to fund expansions, acquisitions and our working capital needs and our ability to obtain debt or equity financing on satisfactory terms;
- our health, safety and environmental performance;
- the impact of competition on our operations;
- the degree to which our E&P customers may elect to operate their water-management services in-house rather than source these services from companies like us;
- our level of indebtedness and our ability to comply with covenants contained in our Credit Agreement (as defined herein) or future debt instruments;
- delays or restrictions in obtaining permits by us or our customers;
- constraints in supply or availability of equipment used in our business;
- the impact of advances or changes in well-completion technologies or practices that result in reduced demand for our services, either on a volumetric or time basis;
- changes in global political or economic conditions, generally, and in the markets we serve;
- the ability to source certain raw materials globally from economically advantaged sources;
- accidents, weather, seasonality or other events affecting our business; and
- the other risks identified in our most recent Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 and June 30, 2020, and under the headings “Part I—Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Part II—Item 1A. Risk Factors” in this Quarterly Report.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could have material adverse effects on our future results. Our future results will depend upon various other risks and uncertainties, including those described under the heading “Part I—Item 1A. Risk Factors” in our most recent Annual Report on Form 10-K and under the heading “Part II—Item 1A. Risk Factors” in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 and June 30, 2020, and this Quarterly Report. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to update or revise

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any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise. All forward-looking statements attributable to us are qualified in their entirety by this cautionary note.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

**SELECT ENERGY SERVICES, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)**

	September 30, 2020 (unaudited)	December 31, 2019
Assets		
Current assets		
Cash and cash equivalents	\$ 185,438	\$ 79,268
Accounts receivable trade, net of allowance for credit losses of \$9,731 and \$5,773, respectively	92,148	267,628
Accounts receivable, related parties	595	4,677
Inventories	34,366	37,542
Prepaid expenses and other current assets	19,815	26,486
Total current assets	332,362	415,601
Property and equipment		
Property and equipment	907,980	1,015,379
Accumulated depreciation	(538,380)	(562,986)
Property and equipment held-for-sale, net	—	885
Total property and equipment, net	369,600	453,278
Right-of-use assets, net	57,402	70,635
Goodwill	—	266,934
Other intangible assets, net	118,801	136,952
Other assets, net	2,468	4,220
Total assets	\$ 880,633	\$ 1,347,620
Liabilities and Equity		
Current liabilities		
Accounts payable	\$ 11,037	\$ 35,686
Accrued accounts payable	13,058	47,547
Accounts payable and accrued expenses, related parties	300	2,789
Accrued salaries and benefits	14,811	20,079
Accrued insurance	10,227	8,843
Sales tax payable	678	2,119
Accrued expenses and other current liabilities	13,296	15,375
Current operating lease liabilities	14,611	19,315
Current portion of finance lease obligations	304	128
Total current liabilities	78,322	151,881
Long-term operating lease liabilities	64,217	72,143
Other long-term liabilities	12,698	10,784
Total liabilities	155,237	234,808
Commitments and contingencies (Note 10)		
Class A common stock, \$0.01 par value; 350,000,000 shares authorized and 86,824,127 shares issued and outstanding as of September 30, 2020; 350,000,000 shares authorized and 87,893,525 shares issued and outstanding as of December 31, 2019	868	879
Class A-2 common stock, \$0.01 par value; 40,000,000 shares authorized; no shares issued or outstanding as of September 30, 2020 and December 31, 2019	—	—
Class B common stock, \$0.01 par value; 150,000,000 shares authorized and 16,221,101 shares issued and outstanding as of September 30, 2020 and December 31, 2019	162	162
Preferred stock, \$0.01 par value; 50,000,000 shares authorized; no shares issued and outstanding as of September 30, 2020 and December 31, 2019	—	—
Additional paid-in capital	907,832	914,699
Accumulated (deficit) retained earnings	(299,264)	21,437
Total stockholders' equity	609,598	937,177
Noncontrolling interests	115,798	175,635
Total equity	725,396	1,112,812
Total liabilities and equity	\$ 880,633	\$ 1,347,620

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

SELECT ENERGY SERVICES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except share and per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
Revenue				
Water Services	\$ 54,516	\$ 196,782	\$ 259,834	\$ 619,388
Water Infrastructure	16,165	63,953	89,227	169,279
Oilfield Chemicals	30,561	67,932	122,705	197,762
Other	—	301	—	29,072
Total revenue	<u>101,242</u>	<u>328,968</u>	<u>471,766</u>	<u>1,015,501</u>
Costs of revenue				
Water Services	52,861	153,741	235,989	472,013
Water Infrastructure	12,816	46,748	74,500	126,634
Oilfield Chemicals	28,558	57,357	110,996	170,935
Other	30	1,865	37	30,365
Depreciation and amortization	23,877	28,263	75,567	88,624
Total costs of revenue	<u>118,142</u>	<u>287,974</u>	<u>497,089</u>	<u>888,571</u>
Gross (loss) profit	(16,900)	40,994	(25,323)	126,930
Operating expenses				
Selling, general and administrative	15,955	27,280	58,902	86,953
Depreciation and amortization	685	952	2,204	2,858
Impairment of goodwill and trademark	—	—	276,016	4,396
Impairment and abandonment of property and equipment	—	49	7,910	942
Lease abandonment costs	672	238	2,493	1,494
Total operating expenses	<u>17,312</u>	<u>28,519</u>	<u>347,525</u>	<u>96,643</u>
(Loss) income from operations	(34,212)	12,475	(372,848)	30,287
Other income (expense)				
Gains (losses) on sales of property and equipment and divestitures, net	891	(2,033)	(1,727)	(8,233)
Interest expense, net	(789)	(438)	(1,633)	(2,370)
Foreign currency gain (loss), net	13	(59)	(6)	268
Other expense, net	(2,364)	(272)	(4,805)	(62)
(Loss) income before income tax benefit (expense)	(36,461)	9,673	(381,019)	19,890
Income tax benefit (expense)	201	(2,501)	495	(3,250)
Net (loss) income	(36,260)	7,172	(380,524)	16,640
Less: net loss (income) attributable to noncontrolling interests	5,719	(1,793)	59,823	(3,926)
Net (loss) income attributable to Select Energy Services, Inc.	<u>\$ (30,541)</u>	<u>\$ 5,379</u>	<u>\$ (320,701)</u>	<u>\$ 12,714</u>
Net (loss) income per share attributable to common stockholders (Note 16):				
Class A—Basic	<u>\$ (0.36)</u>	<u>\$ 0.07</u>	<u>\$ (3.76)</u>	<u>\$ 0.16</u>
Class B—Basic	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Net (loss) income per share attributable to common stockholders (Note 16):				
Class A—Diluted	<u>\$ (0.36)</u>	<u>\$ 0.07</u>	<u>\$ (3.76)</u>	<u>\$ 0.16</u>
Class B—Diluted	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

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

SELECT ENERGY SERVICES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)
(in thousands)

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Net (loss) income	\$ (36,260)	\$ 7,172	\$ (380,524)	\$ 16,640
Other comprehensive (loss) income				
Foreign currency translation adjustment, net of tax of \$0	—	380	—	368
Comprehensive (loss) income	(36,260)	7,552	(380,524)	17,008
Less: comprehensive loss (income) attributable to noncontrolling interests	5,719	(1,888)	59,823	(4,013)
Comprehensive (loss) income attributable to Select Energy Services, Inc.	<u>\$ (30,541)</u>	<u>\$ 5,664</u>	<u>\$ (320,701)</u>	<u>\$ 12,995</u>

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

SELECT ENERGY SERVICES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the nine months ended September 30, 2020 and 2019
(unaudited)
(in thousands, except share data)

	Class A Stockholders		Class B Stockholders		Additional Paid-In Capital	Accumulated (Deficit) Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Noncontrolling Interests	Total
	Shares	Class A Common Stock	Shares	Class B Common Stock						
Balance as of December 31, 2019	87,893,525	\$ 879	16,221,101	\$ 162	\$ 914,699	\$ 21,437	\$ —	\$ 937,177	\$ 175,635	\$ 1,112,812
ESPP shares issued	10,834	—	—	—	65	—	—	65	(6)	59
Equity-based compensation	—	—	—	—	3,419	—	—	3,419	639	4,058
Issuance of restricted shares	1,477,488	15	—	—	2,407	—	—	2,422	(2,422)	—
Exercise of restricted stock units	625	—	—	—	1	—	—	1	(1)	—
Repurchase of common stock	(2,199,824)	(22)	—	—	(12,270)	—	—	(12,292)	1,416	(10,876)
Restricted shares forfeited	(358,521)	(4)	—	—	(527)	—	—	(531)	(531)	—
Noncontrolling interest in subsidiary	—	—	—	—	—	—	—	—	(133)	(133)
NCI income tax adjustment	—	—	—	—	—	38	—	38	(38)	—
Net loss	—	—	—	—	—	(320,701)	—	(320,701)	(59,823)	(380,524)
Balance as of September 30, 2020	86,834,127	\$ 868	16,221,101	\$ 162	\$ 907,832	\$ (299,264)	\$ —	\$ 609,598	\$ 115,798	\$ 725,396

	Class A Stockholders		Class B Stockholders		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	Noncontrolling Interests	Total
	Shares	Class A Common Stock	Shares	Class B Common Stock						
Balance as of December 31, 2018	78,956,555	\$ 790	26,026,843	\$ 260	\$ 813,599	\$ 18,653	\$ (368)	\$ 832,934	\$ 277,839	\$ 1,110,773
Conversion of Class B to Class A	7,564,868	75	(7,564,868)	(75)	82,706	—	—	82,706	(82,706)	—
ESPP shares issued	8,746	—	—	—	79	—	—	79	1	80
Equity-based compensation	—	—	—	—	9,045	—	—	9,045	2,629	11,674
Issuance of restricted shares	1,391,479	14	—	—	3,590	—	—	3,604	(3,604)	—
Exercise of restricted stock units	1,250	—	—	—	4	—	—	4	(4)	—
Stock options exercised	5,282	—	—	—	84	—	—	84	(54)	30
Repurchase of common stock	(1,597,150)	(16)	—	—	(15,886)	—	—	(15,902)	2,501	(13,401)
Restricted shares forfeited	(10,017)	(1)	—	—	(36)	—	—	(36)	36	—
Distributions to noncontrolling interests, net	—	—	—	—	—	—	—	—	(349)	(349)
NCI income tax adjustment	—	—	—	—	89	—	—	89	(89)	—
Foreign currency translation adjustment	—	—	—	—	19	—	368	387	85	472
Net income	—	—	—	—	—	12,714	—	12,714	3,926	16,640
Balance as of September 30, 2019	86,321,013	\$ 863	18,461,975	\$ 185	\$ 893,293	\$ 31,367	\$ —	\$ 925,708	\$ 200,411	\$ 1,126,119

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

SELECT ENERGY SERVICES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the three months ended September 30, 2020 and 2019
(unaudited)
(in thousands, except share data)

	Class A Stockholders		Class B Stockholders		Additional Paid-In Capital	Accumulated (Deficit) Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Noncontrolling Interests	Total
	Class A Common Stock		Class B Common Stock							
	Shares		Shares							
Balance as of June 30, 2020	86,883,049	\$ 869	16,221,101	\$ 162	\$ 906,164	\$ (268,723)	\$ —	\$ 638,472	\$ 121,165	\$ 759,637
ESPP shares issued	3,194	—	—	—	17	—	—	17	(2)	15
Equity-based compensation	—	—	—	—	1,889	—	—	1,889	353	2,242
Repurchase of common stock	(43,923)	—	—	—	(249)	—	—	(249)	11	(238)
Restricted shares forfeited	(18,193)	(1)	—	—	(19)	—	—	(20)	20	—
NCI income tax adjustment	—	—	—	—	30	—	—	30	(30)	—
Net loss	—	—	—	—	—	(30,541)	—	(30,541)	(5,719)	(36,260)
Balance as of September 30, 2020	86,824,127	\$ 868	16,221,101	\$ 162	\$ 907,832	\$ (299,264)	\$ —	\$ 609,598	\$ 115,798	\$ 725,396

	Class A Stockholders		Class B Stockholders		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	Noncontrolling Interests	Total
	Class A Common Stock		Class B Common Stock							
	Shares		Shares							
Balance as of June 30, 2019	80,176,078	\$ 802	26,026,843	\$ 260	\$ 821,968	\$ 25,988	\$ (380)	\$ 848,638	\$ 278,210	\$ 1,126,848
Conversion of Class B to Class A	7,564,868	75	(7,564,868)	(75)	82,706	—	—	82,706	(82,706)	—
ESPP shares issued	3,079	—	—	—	21	—	—	21	3	24
Equity-based compensation	—	—	—	—	2,774	—	—	2,774	792	3,566
Issuance of restricted shares	17,549	—	—	—	41	—	—	41	(41)	—
Stock options exercised	5,282	—	—	—	84	—	—	84	(54)	30
Repurchase of common stock	(1,444,648)	(14)	—	—	(14,347)	—	—	(14,361)	2,476	(11,885)
Restricted shares forfeited	(1,195)	—	—	—	(13)	—	—	(13)	13	—
Distributions to noncontrolling interests, net	—	—	—	—	—	—	—	—	(124)	(124)
NCI income tax adjustment	—	—	—	—	40	—	—	40	(40)	—
Foreign currency translation adjustment	—	—	—	—	19	—	380	399	89	488
Net income	—	—	—	—	—	5,379	—	5,379	1,293	7,172
Balance as of September 30, 2019	86,321,013	\$ 863	18,461,975	\$ 185	\$ 893,293	\$ 31,367	\$ —	\$ 925,708	\$ 200,411	\$ 1,126,119

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

SELECT ENERGY SERVICES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Nine months ended September 30,	
	2020	2019
Cash flows from operating activities		
Net (loss) income	\$ (380,524)	\$ 16,640
Adjustments to reconcile net (loss) income to net cash provided by operating activities		
Depreciation and amortization	77,771	91,482
Net loss on disposal of property and equipment	1,316	4,971
Bad debt expense	6,108	1,764
Amortization of debt issuance costs	516	516
Inventory write-downs	787	228
Equity-based compensation	4,058	11,874
Impairment of goodwill and trademark	276,016	4,396
Impairment and abandonment of property and equipment	7,910	942
Loss on divestitures	411	3,262
Other operating items, net	158	259
Changes in operating assets and liabilities		
Accounts receivable	171,700	14,835
Prepaid expenses and other assets	11,761	9,774
Accounts payable and accrued liabilities	(58,160)	(18,727)
Net cash provided by operating activities	<u>119,828</u>	<u>142,216</u>
Cash flows from investing activities		
Working capital settlement	—	691
Proceeds received from divestitures	197	24,927
Purchase of property and equipment	(19,100)	(86,374)
Acquisitions, net of cash received	—	(10,400)
Proceeds received from sales of property and equipment	15,854	13,958
Net cash used in investing activities	<u>(3,049)</u>	<u>(57,198)</u>
Cash flows from financing activities		
Borrowings from revolving line of credit	—	5,000
Payments on long-term debt	—	(50,000)
Payments of finance lease obligations	(189)	(743)
Proceeds from share issuance	59	110
Contributions from (distributions to) noncontrolling interests	383	(349)
Repurchase of common stock	(10,876)	(13,401)
Net cash used in financing activities	<u>(10,623)</u>	<u>(59,383)</u>
Effect of exchange rate changes on cash	14	127
Net increase in cash and cash equivalents	106,170	25,762
Cash and cash equivalents, beginning of period	79,268	17,237
Cash and cash equivalents, end of period	<u>\$ 185,438</u>	<u>\$ 42,999</u>
Supplemental cash flow disclosure:		
Cash paid for interest	\$ 1,413	\$ 2,421
Cash paid for income taxes, net	\$ 544	\$ 1,675
Supplemental disclosure of noncash operating activities:		
Noncash asset exchange	\$ 1,578	\$ —
Supplemental disclosure of noncash investing activities:		
Capital expenditures included in accounts payable and accrued liabilities	\$ 2,061	\$ 13,442
Noncash proceeds received from sale of interest in a formerly consolidated joint venture	\$ 367	\$ —

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

SELECT ENERGY SERVICES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1—BUSINESS AND BASIS OF PRESENTATION

Description of the business: Select Energy Services, Inc. (“we,” “Select Inc.” or the “Company”) was incorporated as a Delaware corporation on November 21, 2016. The Company is a holding company whose sole material asset consists of common units (“SES Holdings LLC Units”) in SES Holdings, LLC (“SES Holdings”).

We are a leading provider of comprehensive water-management solutions to the oil and gas industry in the United States (“U.S.”). We also develop, manufacture and deliver a full suite of chemical solutions for use in oil and gas well completion and production operations. Through a combination of organic growth and acquisitions over the last decade, we have developed a leading position in the water solutions industry. We believe we are the only company in the oilfield services industry that combines comprehensive water-management services with related chemical products. Furthermore, we believe we are one of the few large oilfield services companies whose primary focus is on the management and treatment of water and water resources in the oil and gas production industry. Accordingly, the importance of responsibly managing water resources through our operations to help conserve fresh water and protect the environment is paramount to our continued success.

Select 144A Offering and Initial Public Offering. On December 20, 2016, Select Inc. completed a private placement (the “Select 144A Offering”) of 16,100,000 shares of Select Inc. Class A-1 common stock, par value \$0.01 per share, which were converted into shares of Class A common stock, par value \$0.01 per share (“Class A Common Stock”) following the Company’s initial public offering (“IPO”). SES Holdings issued 16,100,000 SES Holdings LLC Units to Select Inc., and Select Inc. became the sole managing member of SES Holdings. Select Inc. issued 38,462,541 shares of its Class B common stock, par value \$0.01 per share (“Class B Common Stock”), to the other member of SES Holdings, SES Legacy Holdings, LLC (“Legacy Owner Holdco”) or one share for each SES Holdings LLC Unit held by Legacy Owner Holdco. On April 26, 2017, the Company completed its IPO of 8,700,000 shares of Class A Common Stock. Holders of Class A Common Stock and Class B Common Stock vote together as a single class on all matters, subject to certain exceptions in the Company’s amended and restated certificate of incorporation. Holders of Class B Common Stock have voting rights only and are not entitled to an economic interest in Select Inc. based on their ownership of Class B Common Stock.

Tax Receivable Agreements: In connection with the Company’s restructuring at the Select 144A Offering, Select Inc. entered into two tax receivable agreements (the “Tax Receivable Agreements”) with Legacy Owner Holdco and certain other affiliates of the then-holders of SES Holdings LLC Units (each such person and any permitted transferee thereof, a “TRA Holder,” and together, the “TRA Holders”). On July 18, 2017, the Company’s board of directors approved amendments to each of the Tax Receivable Agreements. See Note 13—Related-Party Transactions for further discussion.

Exchange rights: Under the Eighth Amended and Restated Limited Liability Company Agreement of SES Holdings (the “SES Holdings LLC Agreement”), Legacy Owner Holdco and its permitted transferees have the right (an “Exchange Right”) to cause SES Holdings to acquire all or a portion of its SES Holdings LLC Units for, at SES Holdings’ election, (i) shares of Class A Common Stock at an exchange ratio of one share of Class A Common Stock for each SES Holdings LLC Unit exchanged, subject to conversion rate adjustments for stock splits, stock dividends, reclassification and other similar transactions or (ii) cash in an amount equal to the Cash Election Value (as defined within the SES Holdings LLC Agreement) of such Class A Common Stock. Alternatively, upon the exercise of any Exchange Right, Select Inc. has the right (the “Call Right”) to acquire the tendered SES Holdings LLC Units from the exchanging unitholder for, at its election, (i) the number of shares of Class A Common Stock the exchanging unitholder would have received under the Exchange Right or (ii) cash in an amount equal to the Cash Election Value of such Class A Common Stock. In connection with any exchange of SES Holdings LLC Units pursuant to an Exchange Right or Call Right, the corresponding number of shares of Class B Common Stock will be cancelled. During the year ended December 31, 2019, a total of 9,805,742 SES Holdings LLC Units were exchanged for 9,805,742 shares of Class A

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Common Stock, and 9,805,742 shares of Class B Common Stock were cancelled. There were no exchanges during the Current Period (as defined below).

Basis of presentation: The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the U.S. (“GAAP”) and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These unaudited interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all disclosures required for financial statements prepared in conformity with GAAP.

This Quarterly Report relates to the three and nine months ended September 30, 2020 (the “Current Quarter” and the “Current Period”, respectively) and the three and nine months ended September 30, 2019 (the “Prior Quarter” and the “Prior Period”, respectively). The Company’s annual report on Form 10-K for the year ended December 31, 2019 (the “2019 Form 10-K”) filed with the SEC on February 25, 2020 includes certain definitions and a summary of significant accounting policies and should be read in conjunction with this Quarterly Report. All material adjustments (consisting solely of normal recurring adjustments) which, in the opinion of management, are necessary for a fair statement of the results for the interim periods have been reflected. The results for the Current Quarter and Current Period may not be indicative of the results to be expected for the full year, in part due to the COVID-19 pandemic.

The unaudited interim consolidated financial statements include the accounts of the Company and all of its majority-owned or controlled subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

For investments in subsidiaries that are not wholly owned, but where the Company exercises control, the equity held by the minority owners and their portion of net income or loss are reflected as noncontrolling interests. Investments in entities for which the Company does not have significant control or influence are accounted for using the cost method. As of September 30, 2020, the Company had one cost-method investment. The Company’s investments are reviewed for impairment whenever events or circumstances indicate that the carrying value may not be recoverable. When circumstances indicate that the fair value of its investment is less than its carrying value and the reduction in value is other than temporary, the reduction in value is recognized in earnings.

Segment reporting: The Company has three reportable segments. Reportable segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision maker (“CODM”) in deciding how to allocate resources and assess performance. The Company’s current reportable segments are Water Services, Water Infrastructure, and Oilfield Chemicals.

The Water Services segment consists of the Company’s services businesses, including water transfer, flowback and well testing, fluids hauling, water containment and water network automation, primarily serving E&P companies. Additionally, this segment includes the operations of our accommodations and rentals business.

The Water Infrastructure segment consists of the Company’s infrastructure assets, including operations associated with our water sourcing and pipeline infrastructure, our water recycling solutions and infrastructure, and our produced water gathering systems and saltwater disposal wells, primarily serving E&P companies.

The Oilfield Chemicals segment develops, manufactures and provides a full suite of chemicals used in hydraulic fracturing, stimulation, cementing, and well completion and production services, including polymer slurries, crosslinkers, friction reducers, biocides, dry and liquid scale inhibitors, corrosion inhibitors, buffers, breakers and other chemical technologies. This segment also provides chemicals needed by our customers to increase oil and gas production and lower production costs over the life of a well. Given the breadth of chemicals and application expertise we provide, our Oilfield Chemicals customers are primarily pressure pumpers, but also include major integrated and independent oil and gas producers.

The results of service lines divested during 2019, including the operations of our Affirm Oilfield Services, LLC subsidiary (“Affirm”), our sand hauling operations and our Canadian operations, are combined in the “Other” category.

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Reclassifications: Certain reclassifications have been made to the Company's prior period consolidated financial information to conform to the current period presentation. These presentation changes did not impact the Company's consolidated net income, consolidated cash flows, total assets, total liabilities or total stockholders' equity.

NOTE 2—SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies: The Company's significant accounting policies are disclosed in Note 2 of the consolidated financial statements for the year ended December 31, 2019, included in the 2019 Form 10-K.

Use of estimates: The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates 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. Actual results could differ from those estimates.

On an ongoing basis, the Company evaluates its estimates, including those related to the recoverability of long-lived assets and intangibles, useful lives used in depreciation and amortization, uncollectible accounts receivable, inventory, income taxes, self-insurance liabilities, share-based compensation, contingent liabilities and the incremental borrowing rate for leases. The Company bases its estimates on historical and other pertinent information that are believed to be reasonable under the circumstances. The accounting estimates used in the preparation of the consolidated financial statements may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes.

Allowance for credit losses: The Company's allowance for credit losses relates to trade accounts receivable. The Company treats trade accounts receivable as one portfolio and records an initial allowance calculated as a percentage of revenue recognized based on a combination of historical information and future expectations. Additionally, the Company adjusts this allowance based on specific information in connection with aged receivables. Historically, most bad debt has been incurred where a customer's financial condition significantly deteriorates, which in some cases leads to bankruptcy. The duration and severity of the COVID-19 pandemic and continued market volatility is highly uncertain and, as such, the impact on expected losses is subject to significant judgment and may cause variability in the Company's allowance for credit losses in future periods.

The following table presents the changes to the allowance for the Current Period:

	<u>Nine months ended September 30, 2020</u>	
	<u>(in thousands)</u>	
Balance at December 31, 2019	\$	5,773
Increase to allowance based on a percentage of Current Period revenue		943
Adjustment based on aged receivable analysis		5,165
Charge-offs		(2,150)
Balance at September 30, 2020	\$	<u>9,731</u>

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Asset retirement obligations: The Company’s asset retirement obligations (“ARO”) relate to disposal facilities with obligations for plugging wells, removing surface equipment, and returning land to its pre-drilling condition. The following table describes the changes to the Company’s ARO liability for the Current Period:

	<u>Nine months ended September 30, 2020</u> (in thousands)
Balance at December 31, 2019	\$ 1,527
Accretion expense, included in depreciation and amortization expense	92
Disposals	(219)
Payments	(163)
Balance at September 30, 2020	<u>\$ 1,237</u>

We review the adequacy of our ARO liabilities whenever indicators suggest that the estimated cash flows underlying the liabilities have changed. The Company’s ARO liabilities are included in accrued expenses and other current liabilities and other long-term liabilities in the accompanying consolidated balance sheets.

Lessor Income: As of September 30, 2020, the Company had two facility leases and 15 facility subleases that are accounted for as follows:

Category	Classification	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
		2020	2019	2020	2019
		(in thousands)		(in thousands)	
Lessor income	Cost of sales	\$ 67	\$ 184	\$ 279	\$ 364
Sublease income	Lease abandonment costs and Cost of sales	355	393	1,091	1,155

The Company also generates short-term equipment rental revenue. See Note 5—Revenue for a discussion of revenue recognition for the accommodations and rentals business.

Operating leases: Primarily due to future uncertainty stemming from the COVID-19 pandemic, certain renewal options were no longer considered reasonably certain of being exercised as of June 30, 2020. This caused a reduction of approximately \$5.7 million in right of use assets and lease liabilities on the consolidated balance sheets during the second quarter of 2020. Additionally, the Company has successfully negotiated certain lease payment deferrals as well as lease payment reductions that are being accounted for as modifications, with no impact to straight-line lease expense from lease payment deferrals and a reduction in straight-line rent expense from lease payment reductions.

Defined Contribution Plan: During the Current Period, due to worsening economic conditions, the Company suspended the match of its defined contribution 401(k) Plan and incurred no match expense in the Current Period. The Company incurred \$0.9 million and \$3.4 million of match expense in the Prior Quarter and Prior Period, respectively.

Payroll Tax Deferral: In the Current Period, the Company began taking advantage of the employer payroll tax deferral provision in the Coronavirus Aid, Relief, and Economic Security (“CARES”) Act and has deferred the payment of \$3.8 million of payroll taxes as of September 30, 2020. The deferral is included in other long-term liabilities on the accompanying consolidated balance sheets. The amounts being deferred during 2020, must be repaid half by December 31, 2021 and half by December 31, 2022.

Recent accounting pronouncements: In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which amends GAAP by introducing a new impairment model for financial instruments that is based on expected credit losses rather than incurred credit losses. The new impairment model applies to most financial assets, including trade accounts receivable. The amendments are effective for interim and annual reporting periods beginning after December 15, 2019 and requires a

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modified retrospective transition approach. After reviewing the new standard and reexamining current and prior year bad debt expense from trade receivables, as well as updating future expectations, the adoption of the new standard in the first quarter of 2020 did not have a material impact to the Company's financial statements.

In December 2019, the FASB issued ASU 2019-12, "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes" ("ASU 2019-12"), which simplifies the accounting for income taxes by removing certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. We adopted ASU 2019-12 in the Current Quarter and elected all aspects of this standard as of the beginning of 2020. The adoption did not have a material impact to the Company's financial statements.

NOTE 3—IMPAIRMENTS AND OTHER COSTS

Significant challenges that emerged during the Current Period, and that are expected to continue, have had and will likely continue to have a negative impact on our results of operations. The COVID-19 pandemic has caused a worldwide slowdown in economic activity, resulting in a sharp decline in global oil demand and therefore, lower oil and natural gas prices. Global oil demand is expected to remain challenged at least until the COVID-19 pandemic can be contained. In response to lower oil and gas prices, our E&P customers have cut capital spending, resulting in a sharp drop in the number of wells drilled and completed in all of our markets. Reduced demand for our services has had a material, negative impact on our Current Quarter and Current Period financial results. While oil prices and U.S. unconventional completions activity have partially recovered from the recent lows, given the continued uncertainty around the COVID-19 pandemic and the associated impact on oil demand, we are unable to predict if, when, and by how much the demand for our services and therefore our financial performance will improve.

Because the magnitude and duration of the COVID-19 pandemic is unknown, we cannot forecast with reasonable certainty its impact on our business, financial condition or near or longer-term financial or operational results. However, we currently expect that our 2020 net income will be negative. During the Current Period, we have taken actions to protect our balance sheet and maintain our liquidity, including significantly decreasing our operating expenses by reducing headcount, reducing salaries and director compensation, idling facilities, closing yard locations, reducing third-party expenses and streamlining operations, as well as reducing capital expenditures. We are also deferring employer payroll tax payments for the remainder of 2020, in accordance with the provisions of the CARES Act, and may take advantage of future legislation passed by the United States Congress in response to the COVID-19 pandemic.

As a result of the downturn in our business, we recorded impairment expenses in the first half of 2020 related to goodwill, property and equipment and other intangible assets. There is no assurance that we will not have additional impairments in subsequent quarters.

A summary of impairment, severance, yard closure and lease abandonment costs for the Current Quarter, Prior Quarter, Current Period and Prior Period were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	(in thousands)			
<i>Impairment of goodwill and trademark</i>				
Water Services	\$ —	\$ —	\$ 186,468	\$ —
Water Infrastructure	—	—	80,466	—
Oilfield Chemicals	—	—	9,082	—
Other	—	—	—	4,396
Total impairment of goodwill and trademark	\$ —	\$ —	\$ 276,016	\$ 4,396

For a discussion of the impairments to goodwill and trademark, See Note 8—Goodwill and Other Intangible Assets.

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	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	(in thousands)			
<i>Impairment and abandonment of property and equipment</i>				
Water Services	\$ —	\$ —	\$ 3,894	\$ —
Water Infrastructure	—	—	4,016	—
Other	—	49	—	942
Total impairment and abandonment of property and equipment	\$ —	\$ 49	\$ 7,910	\$ 942

During the Current Period, the Company recorded an impairment of \$7.9 million related to certain equipment that was determined to be obsolete. During the Prior Quarter and Prior Period, the Company recorded an impairment of a nominal amount and \$0.9 million, respectively, of Canadian property and equipment to write down the carrying value based on the expected future sale proceeds at that time.

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	(in thousands)			
<i>Severance</i>				
Water Services	\$ —	\$ —	\$ 4,569	\$ —
Water Infrastructure	—	—	500	—
Oilfield Chemicals	—	—	813	—
Other	—	—	1,286	1,680
Total severance expense	\$ —	\$ —	\$ 7,168	\$ 1,680
<i>Yard closure costs</i>				
Water Services	\$ —	\$ —	\$ 2,645	\$ —
Oilfield Chemicals	—	—	316	—
Total yard closure costs	\$ —	\$ —	\$ 2,961	\$ —
<i>Lease abandonment costs</i>				
Water Services	\$ 673	\$ 173	\$ 2,456	\$ 620
Water Infrastructure	—	—	51	—
Oilfield Chemicals	—	4	42	11
Other	(1)	61	(56)	863
Total lease abandonment costs	\$ 672	\$ 238	\$ 2,493	\$ 1,494

During the Current Quarter, the Company recorded \$0.7 million of lease abandonment costs due to revised sublease income expectations on certain leases as well as accretion of expenses for previously abandoned facilities. During the Prior Quarter, the Company recorded \$0.2 million of lease abandonment costs related to accretion of expenses for previously abandoned facilities.

During the Current Period, the Company recorded exit-disposal costs including \$7.2 million of severance costs, with \$1.1 million of accrued severance at September 30, 2020, \$3.0 million in accrued yard closure costs recognized within costs of revenue on the accompanying consolidated statements of operations with \$0.4 million accrued yard closure costs at September 30, 2020, and \$2.5 million of lease abandonment costs. Severance costs of \$4.0 million and \$3.2 million are recognized within costs of revenue and selling, general and administrative expenses, respectively, on the accompanying consolidated statements of operations. During the Prior Period, the Company recorded exit-disposal costs including \$1.7 million of severance recognized within selling, general and administrative expenses on the accompanying

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consolidated statements of operations, and \$1.5 million of lease abandonment costs, both of which primarily related to the Company's divested service lines.

NOTE 4—Acquisitions

Business combinations

Well Chemical Services Acquisition

On September 30, 2019, the Company acquired a well chemical services business ("WCS"), formerly a division of Baker Hughes Company, for \$10.0 million, funded with cash on hand (the "WCS Acquisition"). WCS provides advanced water treatment solutions, specialized stimulation flow assurance and integrity additives and post-treatment monitoring service in the U.S. This acquisition expands the Company's service offerings in oilfield water treatment across the full lifecycle of water, from pre-fracturing treatment through reuse and recycling.

The WCS Acquisition was accounted for as a business combination under the acquisition method of accounting. When determining the fair values of assets acquired and liabilities assumed, management made significant estimates, judgments and assumptions. These estimates, judgments and assumptions and valuation of the inventory and property and equipment acquired, customer relationships, and current liabilities were finalized as of December 31, 2019. The assets acquired and liabilities assumed are included in the Company's Oilfield Chemicals segment. The following table summarizes the consideration transferred and the estimated fair value of identified assets acquired and liabilities assumed at the date of acquisition:

<u>Purchase price allocation</u>	<u>Amount</u>
<i>Consideration transferred</i>	<i>(in thousands)</i>
Cash paid	\$ 10,000
Total consideration transferred	10,000
<i>Less: identifiable assets acquired and liabilities assumed</i>	
Inventory	5,221
Property and equipment	4,473
Customer relationships	476
Current liabilities	(170)
Total identifiable net assets acquired	10,000
Fair value allocated to net assets acquired	\$ 10,000

NOTE 5—REVENUE

The Company follows ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, for most revenue recognition, which provides a five-step model for determining revenue recognition for arrangements that are within the scope of the standard: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that we will collect the consideration the Company is entitled to in exchange for the goods or services the Company transfers to the customer. The accommodations and rentals revenue is guided by ASC 842 – *Leases*.

The following factors are applicable to all three of the Company's segments for the first nine months of 2020 and 2019, respectively:

- The vast majority of customer agreements are short-term, lasting less than one year.
- Contracts are seldom combined together as virtually all of our customer agreements constitute separate performance obligations. Each job is typically distinct, thereby not interdependent or interrelated with other customer agreements.
- Most contracts allow either party to terminate at any time without substantive penalties. If the customer terminates the contract, the Company is unconditionally entitled to the payments for the services rendered and products delivered to date.
- Contract terminations before the end of the agreement are rare.
- Sales returns are rare and no sales return assets have been recognized on the balance sheet.
- There are minimal volume discounts.
- There are no service-type warranties.
- There is no long-term customer financing.

In the Water Services and Water Infrastructure segments, performance obligations arise in connection with services provided to customers in accordance with contractual terms, in an amount the Company expects to collect. Services are generally sold based upon customer orders or contracts with customers that include fixed or determinable prices. Revenues are generated by services rendered and measured based on output generated, which is usually simultaneously received and consumed by customers at their job sites. As a multi-job site organization, contract terms, including pricing for the Company's services, are negotiated on a job site level on a per-job basis. Most jobs are completed in a short period of time, usually between one day and one month. Revenue is recognized as performance obligations are completed on a daily, hourly or per unit basis with unconditional rights to consideration for services rendered reflected as accounts receivable trade, net of allowance for credit losses. In cases where a prepayment is received before the Company satisfies its performance obligations, a contract liability is recorded in accrued expenses and other current liabilities. Final billings generally occur once all of the proper approvals are obtained. No revenue is associated with mobilization or demobilization of personnel and equipment. Rather, mobilization and demobilization are factored into pricing for services. Billings and costs related to mobilization and demobilization is not material for customer agreements that start in one period and end in another. As of September 30, 2020, the Company had five contracts in place for these segments lasting over one year.

In the Oilfield Chemicals segment, the typical performance obligation is to provide a specific quantity of chemicals to customers in accordance with the customer agreement in an amount the Company expects to collect.

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Products and services are generally sold based upon customer orders or contracts with customers that include fixed or determinable prices. Revenue is recognized as the customer takes title to chemical products in accordance with the agreement. Products may be provided to customers in packaging or delivered to the customers' containers through a hose. In some cases, the customer takes title to the chemicals upon consumption from storage containers on their property, where the chemicals are considered inventory until customer usage. In cases where the Company delivers products and recognizes revenue before collecting payment, the Company usually has an unconditional right to payment reflected in accounts receivable trade, net of allowance for credit losses. Customer returns are rare and immaterial and there were no material in-process customer agreements for this segment as of September 30, 2020, lasting greater than one year.

The Company accounts for accommodations and rentals agreements as an operating lease. The Company recognizes revenue from renting equipment on a straight-line basis. Accommodations and rental contract periods are generally daily, weekly or monthly. The average lease term is less than three months and as of September 30, 2020, no material rental agreements lasted more than one year.

The following table sets forth certain financial information with respect to the Company's disaggregation of revenues by geographic location:

Geographic Region	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	(in thousands)			
Permian Basin	\$ 38,804	\$ 158,609	\$ 213,440	\$ 469,391
Eagle Ford	10,089	44,694	56,425	124,453
Haynesville/E. Texas	21,096	18,322	54,819	53,918
MidCon	11,579	45,522	44,277	152,500
Marcellus/Utica	11,021	21,330	44,111	79,781
Rockies	4,488	21,045	30,284	64,981
Bakken	4,938	20,052	30,040	66,195
All other/eliminations	(773)	(606)	(1,630)	4,282
Total	\$ 101,242	\$ 328,968	\$ 471,766	\$ 1,015,501

In the Water Services segment, the top three revenue-producing regions are the Permian Basin, Eagle Ford and Marcellus/Utica, which collectively comprised 66%, 72%, 71% and 72% of segment revenue for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. In the Water Infrastructure segment, the top two revenue-producing regions are the Permian Basin and Bakken, which collectively comprised 87%, 84%, 86% and 83% of segment revenue for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. In the Oilfield Chemicals segment, the top three revenue-producing regions are the Permian Basin, Haynesville/E. Texas and MidCon, which collectively comprised 96%, 90%, 86% and 88% of segment revenue for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively.

NOTE 6—INVENTORIES

Inventories, which are comprised of chemicals and materials available for resale and parts and consumables used in operations, are valued at the lower of cost and net realizable value, with cost determined under the weighted-average method. The significant components of inventory are as follows:

	<u>September 30, 2020</u>	<u>December 31, 2019</u>
	(in thousands)	
Raw materials	\$ 16,898	\$ 12,365
Finished goods	17,468	24,724
Materials and supplies	—	453
Total	<u>\$ 34,366</u>	<u>\$ 37,542</u>

During the Current Quarter, Prior Quarter, Current Period and Prior Period, the Company recorded charges to the reserve for excess and obsolete inventory for \$0.2 million, a nominal amount, \$0.8 million, and \$0.2 million, respectively, which were recognized within costs of revenue on the accompanying consolidated statements of operations. The Company's inventory reserve was \$4.2 million and \$4.1 million as of September 30, 2020 and December 31, 2019, respectively. The reserve for excess and obsolete inventories is determined based on the Company's historical usage of inventory on hand, as well as future expectations and the amount necessary to reduce the cost of the inventory to its estimated net realizable value.

NOTE 7—PROPERTY AND EQUIPMENT

Property and equipment consists of the following as of September 30, 2020 and December 31, 2019:

	<u>September 30, 2020</u>	<u>December 31, 2019</u>
	(in thousands)	
Land	\$ 14,013	\$ 16,030
Buildings and leasehold improvements	92,232	97,426
Vehicles and equipment	31,665	53,819
Vehicles and equipment - finance lease	784	1,291
Machinery and equipment	617,066	659,835
Machinery and equipment - finance lease	612	162
Pipelines	72,111	69,327
Computer equipment and software	6,697	8,051
Computer equipment and software - finance lease	356	356
Office furniture and equipment	962	1,157
Disposal wells	49,965	64,149
Other	—	497
Construction in progress	21,517	43,279
	<u>907,980</u>	<u>1,015,379</u>
Less accumulated depreciation ⁽¹⁾	(538,380)	(562,986)
Property and equipment held-for-sale, net	—	885
Total property and equipment, net	<u><u>\$ 369,600</u></u>	<u><u>\$ 453,278</u></u>

- (1) Includes \$1.4 million and \$1.6 million of accumulated depreciation related to finance leases as of September 30, 2020 and December 31, 2019, respectively.

Total depreciation and amortization expense related to property and equipment and finance leases presented in the table above, as well as amortization of intangible assets presented in Note 8 is as follows:

Category	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(in thousands)			
Depreciation expense from property and equipment	\$ 21,449	\$ 26,163	\$ 68,720	\$ 81,698
Amortization expense from finance leases	123	54	239	791
Amortization expense from intangible assets	2,960	2,969	8,939	8,907
Accretion expense from asset retirement obligations	30	29	(127)	86
Total depreciation and amortization	<u><u>\$ 24,562</u></u>	<u><u>\$ 29,215</u></u>	<u><u>\$ 77,771</u></u>	<u><u>\$ 91,482</u></u>

Long-lived assets are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. See Note 3 for impairment and abandonment of property and equipment during the Current Quarter and Prior Quarter.

During the Current Period, the Company sold the remaining Canadian assets that were previously designated as held for sale at a loss of \$0.1 million recognized within gains (losses) on sales of property, equipment and divestitures, net on the accompanying consolidated statements of operations.

NOTE 8—GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill is evaluated for impairment on at least an annual basis, or more frequently if indicators of impairment exist. The annual impairment tests are based on Level 3 inputs (see Note 12). During the first quarter of 2020, the Company had triggering events in connection with the resulting significant adverse change to the demand for the Company’s services in connection with a significant decline in the price of oil and the related global economic impacts resulting from the OPEC+ disputes as well as the COVID-19 pandemic. This included uncertainty regarding oil prices and the length of the recovery following the significant market disruption in the oil and gas industry. Given the volatile market environment at March 31, 2020, the Company utilized third-party valuation advisors to assist with these evaluations. These evaluations included significant judgment, including management’s short-term and long-term forecast of operating performance, discount rates based on our weighted-average cost of capital, revenue growth rates, profitability margins, capital expenditures, the timing of future cash flows based on an eventual recovery of the oil and gas industry, and in the case of long-lived assets, the remaining useful life and service potential of the asset. The Company performed quantitative tests for reporting units in both the Water Services and Water Infrastructure segments using the income and market approaches, resulting in a full impairment to goodwill in both segments.

The changes in the carrying amounts of goodwill by reportable segment as of September 30, 2020 and December 31, 2019 are as follows:

	Water Services	Water Infrastructure	Total
Balance as of December 31, 2019	186,468	80,466	266,934
Impairment	(186,468)	(80,466)	(266,934)
Balance as of September 30, 2020	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

The components of other intangible assets, net as of September 30, 2020 and December 31, 2019 are as follows:

	As of September 30, 2020				As of December 31, 2019		
	Gross Value	Impairment	Accumulated Amortization	Net Value	Gross Value	Accumulated Amortization	Net Value
	(in thousands)				(in thousands)		
Definite-lived							
Customer relationships	\$ 116,554	\$ —	\$ (27,036)	\$ 89,518	\$ 116,554	\$ (20,233)	\$ 96,321
Patents	9,741	—	(2,923)	6,818	10,110	(2,420)	7,690
Other	7,234	—	(6,160)	1,074	7,234	(4,766)	2,468
Total definite-lived	<u>133,529</u>	<u>—</u>	<u>(36,119)</u>	<u>97,410</u>	<u>133,898</u>	<u>(27,419)</u>	<u>106,479</u>
Indefinite-lived							
Water rights	7,031	—	—	7,031	7,031	—	7,031
Trademarks	23,442	(9,082)	—	14,360	23,442	—	23,442
Total indefinite-lived	<u>30,473</u>	<u>(9,082)</u>	<u>—</u>	<u>21,391</u>	<u>30,473</u>	<u>—</u>	<u>30,473</u>
Total other intangible assets, net	<u>\$ 164,002</u>	<u>\$ (9,082)</u>	<u>\$ (36,119)</u>	<u>\$ 118,801</u>	<u>\$ 164,371</u>	<u>\$ (27,419)</u>	<u>\$ 136,952</u>

Due to the triggering events discussed above, the Company also tested all intangible assets for impairment during the first quarter of 2020. These evaluations included significant judgment, including discount rates based on our weighted-average cost of capital and the royalty rate. This resulted in \$9.1 million of impairment to trademarks using the relief from royalty method, which was recorded in the Oilfield Chemicals segment.

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The weighted-average amortization period for customer relationships, patents, and other definite lived assets was 9.9 years, 7.0 years, and 2.6 years, respectively, as of September 30, 2020. See Note 7 for the amortization expense during the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. The indefinite lived water rights and trademarks are generally subject to renewal every five to ten years at immaterial renewal costs. Annual amortization of intangible assets for the next five years and beyond is as follows:

	<u>Amount</u>
	<u>(in thousands)</u>
Remainder of 2020	\$ 2,722
Year ending December 31, 2021	10,466
Year ending December 31, 2022	10,252
Year ending December 31, 2023	10,180
Year ending December 31, 2024	10,111
Thereafter	53,679
Total	\$ 97,410

NOTE 9—DEBT*Credit facility and revolving line of credit*

On November 1, 2017, SES Holdings and Select Energy Services, LLC (“Select LLC”) entered into a \$300.0 million senior secured revolving credit facility (the “Credit Agreement”), by and among SES Holdings, as parent, Select LLC, as borrower and certain of SES Holdings’ subsidiaries, as guarantors, each of the lenders party thereto and Wells Fargo Bank, N.A., as administrative agent, issuing lender and swingline lender (the “Administrative Agent”). The Credit Agreement also has a sublimit of \$40.0 million for letters of credit and a sublimit of \$30.0 million for swingline loans. Subject to obtaining commitments from existing or new lenders, the Company has the option to increase the maximum amount under the Credit Agreement by \$150.0 million during the first three years following the closing. The maturity date of the Credit Agreement is the earlier of (a) November 1, 2022, and (b) the earlier termination in whole of the Commitments pursuant to Section 2.1(b) of Article VII of the Credit Agreement.

The Credit Agreement permits extensions of credit up to the lesser of \$300.0 million and a borrowing base that is determined by calculating the amount equal to the sum of (i) 85% of the Eligible Billed Receivables (as defined in the Credit Agreement), plus (ii) 75% of Eligible Unbilled Receivables (as defined in the Credit Agreement), provided that this amount will not equal more than 35% of the borrowing base, plus (iii) the lesser of (A) the product of 70% multiplied by the value of Eligible Inventory (as defined in the Credit Agreement) at such time and (B) the product of 85% multiplied by the Net Recovery Percentage (as defined in the Credit Agreement) identified in the most recent Acceptable Appraisal of Inventory (as defined in the Credit Agreement), multiplied by the value of Eligible Inventory at such time, provided that this amount will not equal more than 30% of the borrowing base, minus (iv) the aggregate amount of Reserves (as defined in the Credit Agreement), if any, established by the Administrative Agent from time to time, including, if any, the amount of the Dilution Reserve (as defined in the Credit Agreement). The borrowing base is calculated on a monthly basis pursuant to a borrowing base certificate delivered by Select LLC to the Administrative Agent.

Borrowings under the Credit Agreement bear interest, at Select LLC’s election, at either the (a) one-, two-, three- or six-month LIBOR (“Eurocurrency Rate”) or (b) the greatest of (i) the federal funds rate plus 0.5%, (ii) the one-month Eurocurrency Rate plus 1% and (iii) the Administrative Agent’s prime rate (the “Base Rate”), in each case plus an applicable margin. Interest is payable monthly in arrears. The applicable margin for Eurocurrency Rate loans ranges from 1.50% to 2.00% and the applicable margin for Base Rate loans ranges from 0.50% to 1.00%, in each case, depending on Select LLC’s average excess availability under the Credit Agreement. During the continuance of a bankruptcy event of default, automatically and during the continuance of any other default, upon the Administrative Agent’s or the required lenders’ election, all outstanding amounts under the Credit Agreement will bear interest at 2.00% plus the otherwise applicable interest rate.

Level	Average Excess Availability	Base Rate Margin	Eurocurrency Rate Margin
I	< 33% of the commitments	1.00%	2.00%
II	< 66.67% of the commitments and \geq 33.33% of the commitments	0.75%	1.75%
III	\geq 66.67% of the commitments	0.50%	1.50%

Level	Average Revolver Usage	Unused Line Fee Percentage
I	\geq 50% of the commitments	0.250%
II	< 50% of the commitments	0.375%

The obligations under the Credit Agreement are guaranteed by SES Holdings and certain subsidiaries of SES Holdings and Select LLC and secured by a security interest in substantially all of the personal property assets of SES Holdings, Select LLC and their domestic subsidiaries.

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The Credit Agreement contains certain customary representations and warranties, affirmative and negative covenants and events of default. If an event of default occurs and is continuing, the lenders may declare all amounts outstanding under the Credit Agreement to be immediately due and payable.

In addition, the Credit Agreement restricts SES Holdings' and Select LLC's ability to make distributions on, or redeem or repurchase, its equity interests, except for certain distributions, including distributions of cash so long as, both at the time of the distribution and after giving effect to the distribution, no default exists under the Credit Agreement and either (a) excess availability at all times during the preceding 30 consecutive days, on a pro forma basis and after giving effect to such distribution, is not less than the greater of (1) 25% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (2) \$37.5 million or (b) if SES Holdings' fixed charge coverage ratio is at least 1.0 to 1.0 on a pro forma basis, and excess availability at all times during the preceding 30 consecutive days, on a pro forma basis and after giving effect to such distribution, is not less than the greater of (1) 20% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (2) \$30.0 million. Additionally, the Credit Agreement generally permits Select LLC to make distributions to allow Select Inc. to make payments required under the existing Tax Receivable Agreements. See "Note 13—Related-Party Transactions" for further discussion of the Tax Receivable Agreements.

The Credit Agreement also requires SES Holdings to maintain a fixed charge coverage ratio of at least 1.0 to 1.0 at any time availability under the Credit Agreement is less than the greater of (i) 10% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (ii) \$15.0 million and continuing through and including the first day after such time that availability under the Credit Agreement has equaled or exceeded the greater of (i) 10% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (ii) \$15.0 million for 60 consecutive calendar days.

Certain lenders party to the Credit Agreement and their respective affiliates have from time to time performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for the Company and its affiliates in the ordinary course of business for which they have received and would receive customary compensation. In addition, in the ordinary course of their various business activities, such parties and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investments and securities activities may involve the Company's securities and/or instruments.

The Company had no borrowings outstanding under the Credit Agreement as of September 30, 2020 and December 31, 2019. As of September 30, 2020 and December 31, 2019, the borrowing base under the Credit Agreement was \$63.6 million and \$214.6 million, respectively. The significant reduction in our borrowing base since December 31, 2019 was driven primarily by the meaningful reductions during the Current Period in our accounts receivable, which represent the primary collateral for the borrowing base. The borrowing capacity under the Credit Agreement was reduced by outstanding letters of credit of \$15.6 million and \$19.9 million as of September 30, 2020 and December 31, 2019, respectively. The Company's letters of credit have a variable interest rate between 1.50% and 2.00% based on the Company's average excess availability as outlined above. The unused portion of the available borrowings under the Credit Agreement was \$48.0 million as of September 30, 2020.

Debt issuance costs are amortized to interest expense over the life of the debt to which they pertain. Total unamortized debt issuance costs as of September 30, 2020 and December 31, 2019, were \$1.4 million and \$2.0 million, respectively. As these debt issuance costs relate to a revolving line of credit, they are presented as a deferred charge within other assets on the consolidated balance sheets. Amortization expense related to debt issuance costs was \$0.2 million, \$0.2 million, \$0.5 million and \$0.5 million for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively.

The Company was in compliance with all debt covenants as of September 30, 2020.

NOTE 10—COMMITMENTS AND CONTINGENCIES

Litigation

The Company is subject to a number of lawsuits and claims arising out of the normal conduct of its business. The ability to predict the ultimate outcome of such matters involves judgments, estimates and inherent uncertainties. Based on a consideration of all relevant facts and circumstances, including applicable insurance coverage, it is not expected that the ultimate outcome of any currently pending lawsuits or claims against the Company will have a material adverse effect on its consolidated financial position, results of operations or cash flows; however, there can be no assurance as to the ultimate outcome of these matters.

As previously disclosed, certain subsidiaries acquired in the Rockwater merger are under investigation by the U.S. Attorney's Office for the Middle District of Pennsylvania and the U.S. Environmental Protection Agency. It is alleged that certain employees at some of the facilities altered emissions controls systems on less than 5% of the vehicles in the fleet in violation of the Clean Air Act. The Company is continuing to cooperate with the relevant authorities to resolve the matter, and while at this time no administrative, civil or criminal charges have been brought against the Company, the Company accrued \$4.3 million related to the settlement of this investigation prior to the Current Quarter and made an initial payment of \$1.2 million related to this accrual during the Current Quarter. The Company does not believe that the ultimate resolution of this matter will be material to the Company's financial statements.

Self-Insured Reserves

We are self-insured up to certain retention limits with respect to workers' compensation, general liability and vehicle liability matters, and effective June 1, 2020, health insurance. We maintain accruals for self-insurance retentions that we estimate using third-party data and claims history.

NOTE 11—EQUITY-BASED COMPENSATION

The SES Holdings 2011 Equity Incentive Plan, (“2011 Plan”) was approved by the board of managers of SES Holdings in April 2011. In conjunction with the Select 144A Offering, the Company adopted the Select Energy Services, Inc. 2016 Equity Incentive Plan (as amended, the “2016 Plan”) for employees, consultants and directors of the Company and its affiliates. Options that were outstanding under the 2011 Plan immediately prior to the Select 144A Offering were cancelled in exchange for new options granted under the 2016 Plan.

On July 18, 2017, the Company’s board of directors approved the First Amendment to the 2016 Plan (the “ First Equity Plan Amendment”), which clarified the treatment of substitute awards under the 2016 Plan (including substitute awards that may be granted in connection with the Rockwater merger which occurred on November 1, 2017) and allowed for the assumption by the Company of shares eligible under any pre-existing stockholder-approved plan of an entity acquired by the Company or its affiliate (including the Rockwater Energy Solutions Inc. Amended and Restated 2017 Long Term Incentive Plan (the “Rockwater Equity Plan”), in each case subject to the listing rules of the stock exchange on which the Company’s Class A Common Stock is listed. The effectiveness of the First Equity Plan Amendment was subject to approval by the Company’s stockholders and the consummation of the transactions contemplated by the Merger Agreement for the Rockwater merger. Stockholders holding a majority of the Company’s outstanding common stock approved the First Equity Plan Amendment on July 18, 2017, and such amendment became effective on November 1, 2017 upon the consummation of the Rockwater merger.

On February 28, 2020, the Company’s board of directors approved the Second Amendment to the 2016 Plan (the “Second Equity Plan Amendment”), which increases the number of shares of the Company’s Class A Common Stock that may be issued under the 2016 Plan by 4,000,000 shares. The effectiveness of the Second Equity Plan Amendment was subject to approval by the Company’s stockholders. Stockholders holding a majority of the Company’s outstanding common stock approved the Second Equity Plan Amendment on May 8, 2020, and such amendment became immediately effective.

Currently, the maximum number of shares reserved for issuance under the 2016 Plan, taking into account the Second Equity Plan Amendment, is approximately 13.3 million shares. For all share-based compensation award types, the Company accounts for forfeitures as they occur.

Stock option awards

Stock options were granted with an exercise price equal to or greater than the fair market value of a share of Class A Common Stock as of the date of grant. Certain awards granted during the years ended December 31, 2017 and 2016 in exchange for cancelled awards were immediately vested and fully exercisable on the date of grant because they were either granted in exchange for the cancellation of outstanding options granted under the 2011 Plan or the Rockwater Equity Plan, as applicable, that were fully vested and exercisable prior to such cancellation.

The Company utilized the Monte Carlo option pricing model to determine fair value of the options granted during 2018, which incorporates assumptions to value equity-based awards. The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The expected life of the options was based on the vesting period and term of the options awarded, which is ten years. No stock options were granted in 2019 or in the Current Period.

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A summary of the Company's stock option activity and related information as of and for the Current Period is as follows:

	For the nine months ended September 30, 2020			
	Stock Options	Weighted-average Exercise Price	Weighted-average Grant Date Value Term (Years)	Aggregate Intrinsic Value (in thousands) ^(a)
Beginning balance, outstanding	3,797,319	\$ 15.95	4.2	\$ 509
Forfeited	(22,437)	18.52		
Expired	(238,104)	14.05		
Ending balance, outstanding	3,536,778	\$ 16.06	3.6	\$ —
Ending balance, exercisable	3,533,403	\$ 16.06	3.6	\$ —
Nonvested at September 30, 2020	3,375	\$ 22.22		

(a) Aggregate intrinsic value for stock options is based on the difference between the exercise price of the stock options and the quoted closing Class A Common Stock price of \$3.84 and \$9.28 as of September 30, 2020 and December 31, 2019, respectively.

The Company recognized a nominal amount, \$1.0 million, \$0.2 million and \$3.4 million of compensation expense related to stock options during the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. As of September 30, 2020, there was a nominal amount of unrecognized equity-based compensation expense remaining related to nonvested stock options.

Restricted Stock Awards and Restricted Stock Units

The value of the restricted stock awards and restricted stock units granted was established by the market price of the Class A Common Stock on the date of grant and is recorded as compensation expense ratably over the vesting term, which is generally one to three years from the applicable date of grant. The Company recognized compensation expense of \$2.1 million, \$2.3 million, \$5.8 million and \$6.3 million related to the restricted stock awards and restricted stock units for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. As of September 30, 2020, there was \$8.9 million of unrecognized compensation expense with a weighted-average remaining life of 1.9 years related to unvested restricted stock awards.

A summary of the Company's restricted stock awards activity and related information for the Current Period is as follows:

	For the nine months ended September 30, 2020	
	Restricted Stock Awards	Weighted-average Grant Date Fair Value
Nonvested at December 31, 2019	1,518,193	\$ 10.08
Granted	1,477,488	5.80
Vested	(578,281)	11.79
Forfeited	(398,550)	7.50
Nonvested at September 30, 2020	2,018,850	\$ 6.97

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A summary of the Company's restricted stock unit activity and related information for the Current Period is as follows:

	For the nine months ended September 30, 2020	
	Restricted Stock Units	Weighted-average Grant Date Fair Value
Nonvested at December 31, 2019	1,250	\$ 19.00
Vested	(625)	20.00
Forfeited	(625)	18.00
Nonvested at September 30, 2020	—	\$ —

Performance Share Units (PSUs)

During 2018 and 2019, the Company approved grants of performance share units ("PSUs") that are subject to both performance-based and service-based vesting provisions. The number of shares of Class A Common Stock issued to a recipient upon vesting of the PSU will be calculated based on performance against certain metrics that relate to the Company's return on asset performance over the January 1, 2018 through December 31, 2020, and January 1, 2019 through December 31, 2021 performance periods, respectively.

The target number of shares of Class A Common Stock subject to each PSU granted in 2018 and 2019 is one; however, based on the achievement of performance criteria, the number of shares of Class A Common Stock that may be received in settlement of each PSU can range from zero to 1.75 times the target number. The PSUs become earned at the end of the performance period after the attainment of the performance level has been certified by the compensation committee, which will be no later than June 30, 2021 for the 2018 PSU grants, and June 30, 2022 for the 2019 PSU grants, assuming the minimum performance metrics are achieved. The target PSUs that become earned PSUs during the performance period will be determined in accordance with the following table:

Return on Assets at Performance Period End Date	Percentage of Target PSUs Earned
Less than 9.6%	0%
9.6%	50%
12%	100%
14.4%	175%

During 2020, the Company approved grants of PSUs that are subject to both performance-based and service-based vesting provisions related to (i) return on asset performance ("ROA") in comparison to thirteen peer companies and (ii) Adjusted Free Cash Flow ("FCF") performance percentage. The number of shares of Class A Common Stock issued to a recipient upon vesting of the PSUs will be calculated based on ROA and FCF performance over the period from January 1, 2020 through December 31, 2022.

The target number of shares of Class A Common Stock subject to each PSU granted in 2020 is one; however, based on the achievement of performance criteria, the number of shares of Class A Common Stock that may be received in settlement of each PSU can range from zero to 1.75 times the target number. The PSUs become earned at the end of the performance period after the attainment of the performance level has been certified by the compensation committee, which will be no later than June 30, 2023 for the 2020 PSU grants, assuming the minimum performance metrics are achieved.

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The target PSUs that become earned connected with the ROA in comparison to other companies will be determined based on the Company's Average Return on Assets (as defined in the applicable PSU agreement) relative to the Average Return on Assets of the peer companies (as defined in the applicable PSU agreement) in accordance with the following table, but only if the Company's Average Return on Assets is equal to or greater than 5% during the performance period:

Ranking Among Peer Group	Percentage of Target Amount Earned
Outside of Top 10	0%
Top 10	50%
Top 7	100%
Top 3	175%

The target PSUs that become earned in connection with the adjusted FCF performance percentage will be determined (as defined in the applicable PSU agreement) in accordance with the following table:

Adjusted FCF Performance Percentage	Percentage of Target Amount Earned
Less than 70%	0%
70%	50%
100%	100%
130%	175%

The fair value on the date the PSUs were granted during 2020, 2019 and 2018 was \$4.4 million, \$7.0 million and \$5.9 million, respectively. Compensation expense related to the PSUs is determined by multiplying the number of shares of Class A Common Stock underlying such awards that, based on the Company's estimate, are probable to vest by the measurement-date (i.e., the last day of each reporting period date) fair value and recognized using the accelerated attribution method. During the Current Period, the Company revised the estimates for the PSUs granted in 2018 and 2019 and expected to vest to 0%. The Company recognized compensation expense of \$0.2 million, compensation expense of \$0.1 million, a reduction to compensation expense of \$2.0 million and compensation expense of \$1.8 million related to the PSUs for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively.

As of September 30, 2020, the unrecognized compensation cost related to our unvested PSUs is estimated to be \$2.3 million and is expected to be recognized over a weighted-average period of 2.3 years. However, this compensation cost will be adjusted as appropriate throughout the applicable performance periods.

The following table summarizes the information about the performance share units outstanding as of September 30, 2020:

	Performance Share Units
Nonvested as of December 31, 2019	1,014,990
Target shares granted	753,378
Target shares outstanding as of September 30, 2020	<u>1,768,368</u>

Stock-Settled Incentive Awards

Effective May 17, 2018, the Company approved grants of stock-settled incentive awards to certain key employees under the 2016 Plan that were subject to both market-based and service-based vesting provisions. These awards vested after a two-year service period and, if earned, would have settled in shares of Class A Common Stock. The ultimate amount earned was based on the achievement of the market metrics, which was based on the stock price of the Class A Common Stock at the vesting date, for which payout could range from 0% to 200%. Any award not earned on the vesting date was forfeited. The target amount that became earned during the performance period was determined in accordance with the following table:

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Stock Price at Vesting Date⁽¹⁾	Percentage of Target Amount Earned
Less than \$20.00	0%
At least \$20.00, but less than \$25.00	100%
\$25.00 or greater	200%

- (1) The stock price at vesting date equaled the greater of (i) the fair market value of a share of the Class A Common Stock on the vesting date, or (ii) the volume weighted-average closing price of a share of the Class A Common Stock, as reported on the New York Stock Exchange, for the 30 trading days preceding the vesting date.

The target amount of stock-settled incentive awards granted was \$3.9 million. However, the ultimate settlement of the awards was in shares of Class A Common Stock with a fair market value equal to the earned amount, which could have ranged from 0% to 200% of the target amount depending on the stock price at vesting date. The earned amount was 0% and no shares of Class A Common Stock were issued.

Compensation expense associated with the stock-settled incentive awards was recognized ratably over the corresponding requisite service period. The fair value of the stock-settled incentive awards was determined using a Monte Carlo option pricing model, similar to the Black-Scholes-Merton model, and adjusted for the specific characteristics of the awards. The key assumptions in the model included price, the expected volatility of our stock, risk-free interest rate based on U.S. Treasury yield curve, cross-correlations between us and our self-determined peer companies' asset, equity and debt-to-equity volatility.

The Company recognized stock compensation expense related to stock-settled incentive awards of \$0.1 million, \$0.1 million and \$0.4 million in the Prior Quarter, Current Period and Prior Period, respectively.

The following table summarizes the information about the stock-settled incentive awards as of June 30, 2020:

	Value at Target	Award Value Being Recognized
Nonvested as of December 31, 2019	\$ 2,937	\$ 1,122
Forfeited during 2020	(410)	(157)
Awards earned and forfeited as market condition not satisfied as of vesting date	(2,527)	—
Cumulative expense recognized	<u>\$ —</u>	<u>\$ 965</u>

Employee Stock Purchase Plan (ESPP)

The Company has an Employee Stock Purchase Plan ("ESPP") under which employees that have been continuously employed for at least one year may purchase shares of Class A Common Stock at a discount. The plan provides for four offering periods for purchases: December 1 through February 28, March 1 through May 31, June 1 through August 31 and September 1 through November 30. At the end of each offering period, enrolled employees purchase shares of Class A Common Stock at a price equal to 95% of the market value of the stock on the last day of such offering period. The purchases are made at the end of an offering period with funds accumulated through payroll deductions over the course of the offering period. Subject to limitations set forth in the plan and under IRS regulations, eligible employees may elect to contribute a maximum of \$15,000 to the plan in a single calendar year. The plan is deemed to be noncompensatory.

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The following table summarizes ESPP activity (in thousands, except shares):

	For the nine months ended	
	September 30, 2020	
Cash received for shares issued	\$	59
Shares issued		10,834

Share Repurchases

During the Current Quarter and the Current Period, the Company repurchased zero and 1,989,440 shares, respectively, of Class A Common Stock in the open market and repurchased 43,923 and 210,384 shares, respectively, of Class A Common Stock in connection with employee minimum tax withholding requirements for units vested under the 2016 Plan. All repurchased shares were retired. During the Current Quarter, the repurchases were accounted for as a decrease to paid-in-capital of \$0.2 million and a decrease to Class A Common Stock of approximately \$400. During the Current Period, the repurchases were accounted for as a decrease to paid-in-capital of \$10.9 million and a decrease to Class A Common Stock of approximately \$22,000. In the Prior Quarter, the Company repurchased 1,443,409 shares in the open market and repurchased 1,239 shares in connection with employee minimum tax withholding requirements. In the Prior Period, the Company repurchased 1,525,501 shares in the open market and repurchased 71,649 shares in connection with employee minimum tax withholding requirements.

NOTE 12—FAIR VALUE MEASUREMENT

The Company utilizes fair value measurements to measure assets and liabilities in a business combination or assess impairment and abandonment of property and equipment, intangible assets and goodwill. Fair value is defined as the amount at which an asset (or liability) could be bought (or incurred) or sold (or settled) in an orderly transaction between market participants at the measurement date. Further, ASC 820, *Fair Value Measurements*, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and includes certain disclosure requirements. Fair value estimates are based on either (i) actual market data or (ii) assumptions that other market participants would use in pricing an asset or liability, including estimates of risk.

ASC 820 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy categorizes assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. The three levels are defined as follows:

Level 1—Unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2—Quoted prices for similar assets or liabilities in non-active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3—Inputs that are unobservable and significant to the fair value measurement (including the Company’s own assumptions in determining fair value).

A financial instrument’s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. There were no transfers into, or out of, the three levels of the fair value hierarchy for the nine months ended September 30, 2020 or the year ended December 31, 2019. The following table presents information about the Company’s assets measured at fair value on a recurring and non-recurring basis as of March 31, 2020, June 30, 2020 and September 30, 2020:

	Frequency	Measurement Date	Fair Value Measurements Using			Carrying Value ⁽¹⁾	Impairment
			Level 1	Level 2	Level 3 (in thousands)		
<i>Nine Months Ended</i>							
<i>September 30, 2020</i>							
Goodwill	Non-recurring	March 31	\$ —	\$ —	\$ —	\$ 266,934	\$ 266,934
Trademark	Non-recurring	March 31	—	—	14,360	23,442	9,082
Property and equipment	Non-recurring	March 31	—	—	176	3,360	3,184
Property and equipment	Non-recurring	June 30	—	—	—	4,726	4,726
Prepaid expenses and other current assets	Recurring	September 30	—	1,768	—	1,768	—

(1) Amount represents carrying value at the date of assessment.

See Note 3 – Impairments and Other Costs, for a discussion of the impairment to goodwill, trademark and property and equipment presented in the table above.

Other fair value considerations

The carrying values of the Company’s current financial instruments, which include cash and cash equivalents, accounts receivable trade, short-term investments and accounts payable, approximate their fair value as of September 30, 2020 and December 31, 2019, due to the short-term maturity of these instruments. The Company did not have any debt

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as of September 30, 2020 or December 31, 2019. The estimated fair values of the Company's financial instruments are not necessarily indicative of the amounts that would be realized in a current market exchange.

Nonmonetary transaction: During the Current Quarter, the Company had a nonmonetary exchange with a customer whereby the customer settled a \$1.6 million accounts receivable balance using its restricted common stock, warrants and other privately traded securities. The Company elected the fair value option with the value of the restricted stock and warrants derived from quoted active market pricing of unrestricted, publicly traded, common stock and warrants and the value of the other privately traded securities was derived from a correlation with observable market data. The Company recorded a \$0.2 million unrealized gain on the nonmonetary exchange based on the value of the equity at September 30, 2020 recognized within other expense, net on the accompanying consolidated statements of operations. The Company expects the registration statement registering the restricted common stock, warrants and other privately traded securities received to be declared effective in either the fourth quarter of 2020 or first quarter of 2021, and can sell the common stock and related securities once registered. The \$1.8 million of common stock and related securities was included in prepaid expenses and other current assets on the accompanying consolidated balance sheets as of September 30, 2020.

NOTE 13—RELATED-PARTY TRANSACTIONS

The Company considers its related parties to be those stockholders who are beneficial owners of more than 5.0% of its common stock, executive officers, members of its board of directors or immediate family members of any of the foregoing persons and an unconsolidated joint venture. The Company has entered into a number of transactions with related parties. In accordance with the Company's related persons transactions policy, the audit committee of the Company's board of directors regularly reviews these transactions. However, the Company's results of operations may have been different if these transactions were conducted with non-related parties. For more information regarding the Company's policies and procedures for review of related-party transactions, see the Company's Definitive Proxy Statement for the 2020 Annual Meeting of Stockholders filed with the SEC on March 27, 2020.

During the Current Quarter, sales to related parties were \$0.2 million and purchases from related-party vendors were \$0.5 million. These purchases consisted of \$0.4 million relating to the rental of certain equipment or other services used in operations and \$0.1 million relating to management, consulting and other services.

During the Prior Quarter, sales to related parties were \$3.5 million and purchases from related-party vendors were \$3.2 million. These purchases consisted of \$2.3 million relating to the rental of certain equipment or other services used in operations, \$0.6 million relating to purchases of property and equipment and \$0.3 million relating to management, consulting and other services.

During the Current Period, sales to related parties were \$2.7 million and purchases from related-party vendors were \$6.2 million. These purchases consisted of \$5.5 million relating to the rental of certain equipment or other services used in operations, \$0.3 million relating to purchases of property and equipment, \$0.3 million relating to management, consulting and other services and \$0.1 million related to inventory and consumables.

During the Prior Period, sales to related parties were \$10.8 million and purchases from related-party vendors were \$15.6 million. These purchases consisted of \$11.8 million relating to the rental of certain equipment or other services used in operations, \$2.5 million relating to purchases of property and equipment and \$1.3 million relating to management, consulting and other services.

Tax Receivable Agreements

In connection with the Select 144A Offering, the Company entered into the Tax Receivable Agreements with the TRA Holders.

The first of the Tax Receivable Agreements, which the Company entered into with Legacy Owner Holdco and Crestview Partners II GP, L.P. ("Crestview GP"), generally provides for the payment by the Company to such TRA Holders of 85% of the net cash savings, if any, in U.S. federal, state and local income and franchise tax that the Company actually realizes (computed using simplifying assumptions to address the impact of state and local taxes) or is deemed to realize in certain circumstances in periods after the Select 144A Offering as a result of, as applicable to each such TRA Holder, (i) certain increases in tax basis that occur as a result of the Company's acquisition (or deemed acquisition for U.S. federal income tax purposes) of all or a portion of such TRA Holder's SES Holdings LLC Units in connection with the Select 144A Offering or pursuant to the exercise of the Exchange Right or the Company's Call Right and (ii) imputed interest deemed to be paid by the Company as a result of, and additional tax basis arising from, any payments the Company makes under such Tax Receivable Agreement.

The second of the Tax Receivable Agreements, which the Company entered into with an affiliate of the Contributing Legacy Owners and Crestview GP, generally provides for the payment by the Company to such TRA Holders of 85% of the net cash savings, if any, in U.S. federal, state and local income and franchise tax that the Company actually realizes (computed using simplifying assumptions to address the impact of state and local taxes) or is deemed to realize in certain circumstances in periods after the Select 144A Offering as a result of, as applicable to each such TRA Holder, (i) any net operating losses available to the Company as a result of certain reorganization transactions

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entered into in connection with the Select 144A Offering and (ii) imputed interest deemed to be paid by the Company as a result of any payments the Company makes under such Tax Receivable Agreement.

On July 18, 2017, the Company's board of directors approved amendments to each of the Tax Receivable Agreements revising the definition of a "change of control" for purposes of the Tax Receivable Agreements and acknowledging that the Rockwater merger would not result in such a change of control.

NOTE 14—INCOME TAXES

The Company's income tax information is presented in the table below. The effective tax rate is different than the 21% standard Federal rate due to net income allocated to noncontrolling interests, state income taxes and valuation allowances.

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(in thousands)			
Current income tax (benefit) expense	\$ (157)	\$ 2,115	\$ (836)	\$ 2,698
Deferred income tax (benefit) expense	(44)	386	341	552
Total income tax (benefit) expense	\$ (201)	\$ 2,501	\$ (495)	\$ 3,250
Effective Tax Rate	0.6%	25.9%	0.1%	16.3%

On March 27, 2020, the CARES Act was enacted. The CARES Act includes, among other things, certain income tax provisions for businesses. The Company recognized an income tax benefit of \$0.5 million during the Current Period, as a result of the net operating loss carryback and interest expense limitation provisions of the CARES Act.

NOTE 15—NONCONTROLLING INTERESTS

The Company’s noncontrolling interests fall into two categories as follows:

- Noncontrolling interests attributable to joint ventures formed for water-related services.
- Noncontrolling interests attributable to holders of Class B Common Stock.

	<u>As of</u> <u>September 30, 2020</u>	<u>As of</u> <u>December 31, 2019</u>
	(in thousands)	
Noncontrolling interests attributable to joint ventures formed for water-related services	\$ 1,908	\$ 2,674
Noncontrolling interests attributable to holders of Class B Common Stock	113,890	172,961
Total noncontrolling interests	\$ 115,798	\$ 175,635

For all periods presented, there were no changes to Select’s ownership interest in joint ventures formed for water-related services, with the exception of a divestiture of a 50% owned joint venture during the Current Period that eliminated \$0.1 million of noncontrolling interest. Additionally, for all periods presented, there were changes in Select’s ownership interest in SES Holdings LLC. The effects of the changes in Select’s ownership interest in SES Holdings LLC are as follows:

	<u>For the nine months ended September 30,</u>	
	<u>2020</u>	<u>2019</u>
	(in thousands)	
Net (loss) income attributable to Select Energy Services, Inc.	\$ (320,701)	\$ 12,714
Transfers (to) from noncontrolling interests:		
Increase in additional paid-in capital as a result of stock option exercises	—	54
Increase in additional paid-in capital as a result of restricted stock issuance, net of forfeitures	1,891	3,568
Increase in additional paid-in capital as a result of issuance of common stock due to vesting of restricted stock units	1	4
Decrease in additional paid-in capital as a result of the repurchase of SES Holdings LLC Units	(1,416)	(2,501)
Increase in additional paid-in capital as a result of exchanges of SES Holdings LLC Units (an equivalent number of shares of Class B Common Stock) for shares of Class A Common Stock	—	82,706
Increase (decrease) in additional paid-in capital as a result of the Employee Stock Purchase Plan shares issued	6	(1)
Change to equity from net (loss) income attributable to Select Energy Services, Inc. and transfers from noncontrolling interests	\$ (320,219)	\$ 96,544

NOTE 16—(LOSS) EARNINGS PER SHARE

(Loss) earnings per share are based on the amount of (loss) income allocated to the stockholders and the weighted-average number of shares outstanding during the period for each class of common stock. Outstanding options to purchase 3,536,778, 2,956,610, 3,536,778 and 2,956,837 shares of Class A Common Stock are not included in the calculation of diluted weighted-average shares outstanding for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively, as the effect is antidilutive.

The following tables present the Company's calculation of basic and diluted (loss) earnings per share for the Current and Prior Quarter and the Current and Prior Period (dollars in thousands, except share and per share amounts):

	Three months ended September 30, 2020			Three months ended September 30, 2019		
	Select Energy Services, Inc.	Class A	Class B	Select Energy Services, Inc.	Class A	Class B
Numerator:						
Net (loss) income	\$ (36,260)			\$ 7,172		
Net loss (income) attributable to noncontrolling interests	5,719			(1,793)		
Net (loss) income attributable to Select Energy Services, Inc. — basic	<u>(30,541)</u>	\$ (30,541)	\$ —	<u>5,379</u>	\$ 5,379	\$ —
Add: Reallocation of net loss (income) attributable to noncontrolling interests for the dilutive effect of restricted stock	—	—	—	7	7	—
Add: Reallocation of net loss (income) attributable to noncontrolling interests for the dilutive effect of stock options	—	—	—	1	1	—
Net (loss) income attributable to Select Energy Services, Inc. — diluted	<u>\$ (30,541)</u>	<u>\$ (30,541)</u>	<u>\$ —</u>	<u>\$ 5,387</u>	<u>\$ 5,387</u>	<u>\$ —</u>
Denominator:						
Weighted-average shares of common stock outstanding — basic		84,794,286	16,221,101		79,468,991	24,513,654
Dilutive effect of restricted stock		—	—		339,911	—
Dilutive effect of stock options		—	—		28,575	—
Dilutive effect of ESPP		—	—		104	—
Weighted-average shares of common stock outstanding — diluted		<u>84,794,286</u>	<u>16,221,101</u>		<u>79,837,581</u>	<u>24,513,654</u>
(Loss) earnings per share:						
Basic		<u>\$ (0.36)</u>	<u>\$ —</u>		<u>\$ 0.07</u>	<u>\$ —</u>
Diluted		<u>\$ (0.36)</u>	<u>\$ —</u>		<u>\$ 0.07</u>	<u>\$ —</u>

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	Nine months ended September 30, 2020			Nine months ended September 30, 2019		
	Select Energy Services, Inc.	Class A	Class B	Select Energy Services, Inc.	Class A	Class B
Numerator:						
Net (loss) income	\$ (380,524)			\$ 16,640		
Net loss (income) attributable to noncontrolling interests	59,823			(3,926)		
Net (loss) income attributable to Select Energy Services, Inc. — basic	<u>(320,701)</u>	\$ (320,701)	\$ —	<u>12,714</u>	\$ 12,714	\$ —
Add: Reallocation of net loss (income) attributable to noncontrolling interests for the dilutive effect of restricted stock	—	—	—	15	15	—
Add: Reallocation of net loss (income) attributable to noncontrolling interests for the dilutive effect of stock options	—	—	—	3	3	—
Net (loss) income attributable to Select Energy Services, Inc. — diluted	<u>\$ (320,701)</u>	<u>\$ (320,701)</u>	<u>\$ —</u>	<u>\$ 12,732</u>	<u>\$ 12,732</u>	<u>\$ —</u>
Denominator:						
Weighted-average shares of common stock outstanding — basic		85,276,951	16,221,101		78,848,939	25,516,904
Dilutive effect of restricted stock		—	—		358,503	—
Dilutive effect of stock options		—	—		60,174	—
Dilutive effect of ESPP		—	—		299	—
Weighted-average shares of common stock outstanding — diluted		<u>85,276,951</u>	<u>16,221,101</u>		<u>79,267,915</u>	<u>25,516,904</u>
(Loss) earnings per share:						
Basic	\$ (3.76)	\$ —	\$ —	\$ 0.16	\$ —	\$ —
Diluted	<u>\$ (3.76)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.16</u>	<u>\$ —</u>	<u>\$ —</u>

NOTE 17—SEGMENT INFORMATION

Select Inc. is a leading provider of comprehensive water-management solutions to the oil and gas industry in the U.S. The Company's services are offered through three reportable segments. Reportable segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the CODM in deciding how to allocate resources and assess performance. The Company's CODM assesses performance and allocates resources on the basis of the three reportable segments. Corporate and other expenses that do not individually meet the criteria for segment reporting are reported separately as Corporate or Other.

The Company's CODM assesses performance and allocates resources on the basis of the following three reportable segments:

Water Services — The Water Services segment consists of the Company's services businesses, including water transfer, flowback and well testing, fluids hauling, water containment and water network automation, primarily serving E&P companies. Additionally, this segment includes the operations of our accommodations and rentals business.

Water Infrastructure — The Water Infrastructure segment consists of the Company's infrastructure assets, including operations associated with our water sourcing and pipeline infrastructure, our water recycling solutions and infrastructure, and our produced water gathering systems and saltwater disposal wells, primarily serving E&P companies.

Oilfield Chemicals — The Oilfield Chemicals segment develops, manufactures and provides a full suite of chemicals used in hydraulic fracturing, stimulation, cementing, and well completion and production services, including polymer slurries, crosslinkers, friction reducers, biocides, dry and liquid scale inhibitors, corrosion inhibitors, buffers, breakers and other chemical technologies. This segment also provides chemicals needed by our customers to increase oil and gas production and lower production costs over the life of a well. Our Oilfield Chemicals customers are primarily pressure pumpers, but also include major integrated and independent oil and gas producers.

The results of our service lines divested during 2019, including the operations of our Affirm subsidiary, our sand hauling operations and our Canadian operations, are combined in the "Other" category.

Financial information by segment for the Current and Prior Quarter and the Current and Prior Period is as follows:

	For the three months ended September 30, 2020			
	Revenue	Loss before taxes	Depreciation and Amortization	Capital Expenditures
	(in thousands)			
Water Services	\$ 54,665	\$ (18,682)	\$ 14,888	\$ 332
Water Infrastructure	16,255	(4,843)	6,556	149
Oilfield Chemicals	31,064	(2,951)	2,433	1,796
Other	—	(21)	—	1
Eliminations	(742)	—	—	—
Loss from operations		(26,497)		
Corporate	—	(7,715)	685	—
Interest expense, net	—	(789)	—	—
Other expense, net	—	(1,460)	—	—
	<u>\$ 101,242</u>	<u>\$ (36,461)</u>	<u>\$ 24,562</u>	<u>\$ 2,278</u>

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	For the three months ended September 30, 2019			
	Revenue	Income (loss) before taxes	Depreciation and Amortization	Capital Expenditures
	(in thousands)			
Water Services	\$ 196,772	\$ 13,787	\$ 19,418	\$ 10,061
Water Infrastructure	63,953	8,234	6,410	13,873
Oilfield Chemicals	67,933	5,514	2,435	3,162
Other	310	(2,347)	—	—
Eliminations	—	—	—	—
Income from operations		25,188		
Corporate	—	(12,713)	952	—
Interest expense, net	—	(438)	—	—
Other expense, net	—	(2,364)	—	—
	<u>\$ 328,968</u>	<u>\$ 9,673</u>	<u>\$ 29,215</u>	<u>\$ 27,096</u>

	For the nine months ended September 30, 2020			
	Revenue	Loss before taxes	Depreciation and Amortization	Capital Expenditures
	(in thousands)			
Water Services	\$ 260,907	\$ (237,100)	\$ 47,924	\$ 1,551
Water Infrastructure	89,578	(97,957)	20,608	2,512
Oilfield Chemicals	123,266	(13,063)	7,035	6,300
Other	—	(34)	—	326
Eliminations	(1,985)	—	—	—
Loss from operations		(348,154)		
Corporate	—	(24,694)	2,204	—
Interest expense, net	—	(1,633)	—	—
Other expense, net	—	(6,538)	—	—
	<u>\$ 471,766</u>	<u>\$ (381,019)</u>	<u>\$ 77,771</u>	<u>\$ 10,689</u>

	For the nine months ended September 30, 2019			
	Revenue	Income (loss) before taxes	Depreciation and Amortization	Capital Expenditures
	(in thousands)			
Water Services	\$ 620,649	\$ 53,681	\$ 61,704	\$ 32,676
Water Infrastructure	169,288	15,237	18,571	42,653
Oilfield Chemicals	198,049	11,951	6,635	6,514
Other	33,383	(8,197)	1,714	64
Eliminations	(5,868)	—	—	—
Income from operations		72,672		
Corporate	—	(42,385)	2,858	—
Interest expense, net	—	(2,370)	—	—
Other expense, net	—	(8,027)	—	—
	<u>\$ 1,015,501</u>	<u>\$ 19,890</u>	<u>\$ 91,482</u>	<u>\$ 81,907</u>

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Total assets by segment as of September 30, 2020 and December 31, 2019, is as follows:

	<u>As of</u> <u>September 30, 2020</u>	<u>As of</u> <u>December 31, 2019</u>
	(in thousands)	
Water Services	\$ 548,652	\$ 831,123
Water Infrastructure	178,967	314,026
Oilfield Chemicals	145,069	192,224
Other	7,945	10,247
	<u>\$ 880,633</u>	<u>\$ 1,347,620</u>

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report, as well as the historical consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission on February 25, 2020 (our “2019 Form 10-K”). This discussion and analysis contains forward-looking statements based upon our current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors as described under “Cautionary Note Regarding Forward-Looking Statements” and other cautionary statements described under the heading “Risk Factors” included in our 2019 Form 10-K and under the heading “Part II—Item 1A. Risk Factors” in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 and June 30, 2020, and this Quarterly Report. We assume no obligation to update any of these forward-looking statements.

This discussion relates to the three and nine months ended September 30, 2020 (the “Current Quarter” and the “Current Period”, respectively) and the three and nine months ended September 30, 2019 (the “Prior Quarter” and the “Prior Period”, respectively).

Overview

We are a leading provider of comprehensive water-management solutions to the oil and gas industry in the United States (“U.S.”). We also develop, manufacture and deliver a full suite of chemical products for use in oil and gas well completion and production operations. As an industry leader in the water solutions industry, we place the utmost importance on safe, environmentally responsible management of oilfield water throughout the lifecycle of a well. Additionally, we believe that responsibly managing water resources through our operations to help conserve and protect the environment in the communities in which we operate is paramount to our continued success.

In many regions of the country, there has been growing concern about the volumes of water required for new oil and gas well completions. Working with our customers and local communities, we strive to be an industry leader in the development of cost-effective alternatives to fresh water. Specifically, we offer services that enable our E&P customers to treat and reuse produced water, thereby reducing the demand for fresh water while also reducing the volumes of saltwater that must be disposed by injection. In many areas, we have also acquired sources of non-potable water such as brackish water or municipal or industrial effluent. We work with our customers to optimize their fluid systems to economically enable the use of these alternative sources. We also work with our E&P customers to reduce the environmental footprint of their operations through the use of temporary hose and permanent pipeline systems. These solutions reduce the demand for trucking operations, thereby reducing gasoline and diesel exhaust emissions, increasing safety and decreasing traffic congestion in nearby communities.

Recent Developments

Significant challenges that emerged during the Current Period, and that are expected to continue, have had and will likely continue to have a negative impact on our results of operations. The COVID-19 pandemic has caused significant disruptions in global oil demand and impacted economic growth in the U.S. as well as internationally. In response, volatility in financial markets has also significantly increased, making it more difficult for companies to access capital at a reasonable cost. As a result of these market disruptions, oilfield activity has declined significantly, and our Current Quarter and Current Period results have been negatively impacted. With continued production cuts from the Organization of the Petroleum Exporting Countries (“OPEC”), combined with some recovery in oil demand during the Current Quarter, the average WTI price per barrel increased from \$27.96 during the second quarter of 2020 to an average price of \$40.89 per barrel in the Current Quarter. In conjunction with improved prices, we believe the activity levels of our customers and the demand for our services appear to have already reached their lowest points for the time being, and we began to see some activity recovery in the Current Quarter. However, we do not anticipate an immediate recovery to levels seen in the Prior Period, and can make no assurance that any further recovery will continue into the future.

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We believe the ongoing effects of the COVID-19 pandemic on our operations have had, and will likely continue to have, a material negative impact on our financial results, and such negative impact may continue well beyond the containment of the pandemic until economies, associated oil demand and resulting oilfield activity recovers. We believe global oil demand is expected to remain challenged at least until the COVID-19 pandemic can be contained, and any material increases to oil supply in the near-term could further challenge oil prices and subsequently the activity levels of our customers and the resulting demand for our services. We cannot assure you that our assumptions used to estimate our future financial results will be correct given the unpredictable nature of the current market environment after the rapid decline in the demand for oil and demand for our services. As a consequence, our ability to accurately forecast our activity and profitability is uncertain.

The magnitude and duration of the COVID-19 pandemic is also uncertain. Therefore, we cannot estimate the impact on our business, financial condition or near- or longer-term financial or operational results with reasonable certainty. However, at this time, we expect a net loss for 2020. We have taken further actions to protect our balance sheet and maintain our liquidity, including significantly decreasing our operating expenses by reducing headcount, reducing salaries and director compensation, closing yard locations, idling facilities, reducing third-party expenses and streamlining operations, as well as reducing capital expenditures. We are also deferring employer payroll tax payments for the remainder of 2020, in accordance with the provisions of the CARES Act, and may take advantage of future legislation passed by the United States Congress in response to the COVID-19 pandemic. In this environment, the duration of which remains uncertain, the Company has planned for a range of scenarios and has taken a number of actions. To protect our workforce during the COVID-19 pandemic, we have taken steps to keep our people safe by supporting those affected, managing work-from-home scheduling as appropriate, limiting on-site visitors, and monitoring and consistently communicating with those who are required to be at a work location, while also providing these employees with additional personal protective equipment.

Based on our current cash position, lack of bank debt, available borrowing capacity and the ongoing actions discussed above, we believe that we will be able to maintain sufficient liquidity to satisfy our obligations and remain in compliance with our existing debt covenants for the next twelve months, prior to giving effect to any future financing that may occur.

During the Current Quarter, the average spot price of West Texas Intermediate (“WTI”) (Cushing) crude oil was \$40.89 versus an average price of \$56.34 for the Prior Quarter. The average Henry Hub natural gas spot price during the Current Quarter was \$2.00 versus an average of \$2.38 for the Prior Quarter. The significant decline in oil and gas prices in the Current Quarter relative to the Prior Quarter, as well as the more recent oil pricing volatility driven by market dislocation, has been driven largely by decreased demand due to the COVID-19 pandemic, as well as increased utilization of existing storage capacity, which has resulted in many of our E&P customers being forced to shut-in production for some time period. Much of this shut-in production has since come back online during the second quarter of 2020 and the Current Quarter.

Many of our customers have also pledged to prioritize managing their capital spending to within cash flow from operations, with some targeting reinvestment rates below 80% of their 2019 budgets, and this trend may extend beyond 2020. Consolidation among our customers’ and decreases in our customers’ capital budgeting can impact the size of our market in the near term and the resulting demand for our services. Additionally, both debt and equity capital markets do not appear favorably disposed towards raising new capital for the oil and gas industry at this time. In light of these factors, combined with the downward revisions made to many of our customers’ respective annual capital budgets and financial outlooks, we do not anticipate large incremental sums of capital entering the market to create higher demand for our services for the remainder of 2020, which has led to decreased activity for us relative to prior year levels. Additionally, this lack of available capital in the current market environment will make it challenging for distressed oil and gas companies to resolve their debt covenant and liquidity challenges in the near-term, potentially resulting in a number of restructuring activities, including bankruptcies, in the industry. While we see no immediate need for additional capital given our liquidity position, this difficulty in accessing capital markets may negatively impact some of our highly leveraged customers and competitors.

Outside of the macroeconomic challenges, from an operational standpoint, many of the recent trends still apply to ongoing unconventional oil and gas development. For example, while we believe leading-edge lateral lengths and

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proppant use are plateauing, the average operator continues to catch up to this leading edge and many smaller operators with less robust completion designs may be challenged in this environment. The continued trend towards multi-well pad development, executed within a limited time frame, has increased the overall complexity of well completions, while increasing frac efficiency and the use of lower cost in-basin sand, all of which has decreased total costs for our customers.

This multi-well pad development, combined with recent upstream acreage consolidation and the emerging trends around the reuse applications of produced water, particularly in the Permian Basin, provides significant opportunity for companies like us that can deliver increasingly complex solutions for our E&P customers across the full completion and production life of wells over the long-term. However, we note the continued efficiency gains in the well completions process can limit the days we spend on the wellsite and therefore, negatively impact the total revenue opportunity for certain of our services utilizing day-rate pricing models.

The trend of increased use of produced water may require additional chemical treatment solutions, which we are well positioned to provide given our water treatment capabilities, our WCS acquisition and our knowledge base within our Oilfield Chemicals segment. Additionally, this trend supports more complex “on the fly” solutions that treat, proportion, and blend various streams of water and chemicals at the wellsite. This complexity favors service companies able to provide advanced technology solutions that are able to economically compete with alternative historical solutions.

Regardless of these operational trends, the current environment is one of the most challenging in decades for the oilfield services industry due to the large and sudden decline in oil demand and consequent decline in oil prices. Many operators are prioritizing decreasing their activity levels and pursuing near-term cost savings, which negatively impacts the demand and pricing for our services. While we enjoy an advantaged position relative to many other oilfield services companies due to our cash position and absence of debt on the balance sheet at the end of the Current Quarter, our full year 2020 financial results are likely to be materially worse than those of recent years.

Our Segments

Our services are offered through three reportable segments: (i) Water Services; (ii) Water Infrastructure; and (iii) Oilfield Chemicals.

- *Water Services.* The Water Services segment consists of the Company’s services businesses, including water transfer, flowback and well testing, fluids hauling, water containment and water network automation, primarily serving E&P companies. Additionally, this segment includes the operations of our accommodations and rentals business.
- *Water Infrastructure.* The Water Infrastructure segment consists of the Company’s infrastructure assets, including operations associated with our water sourcing and pipeline infrastructure, our water recycling solutions and infrastructure, and our produced water gathering systems and saltwater disposal wells, primarily serving E&P companies.
- *Oilfield Chemicals.* The Oilfield Chemicals segment provides technical solutions and expertise related to chemical applications in the oil and gas industry. We also have significant capabilities in supplying logistics for chemical applications. We develop, manufacture and provide a full suite of chemicals used in hydraulic fracturing, stimulation, cementing, production, pipelines and well completions. Given the breadth of chemicals and application expertise we provide, our customers range from pressure pumpers to major integrated and independent U.S. and international oil and gas producers. This segment also utilizes its chemical experience and lab testing capabilities to customize tailored water treatment solutions designed to maximize the effectiveness of and optimize the efficiencies of the fracturing fluid system in conjunction with the quality of water used in well completions.

How We Generate Revenue

We currently generate the majority of our revenue through our water-management services associated with hydraulic fracturing, provided through our Water Services and Water Infrastructure segments. The majority of this revenue is realized through customer agreements with fixed pricing terms and is recognized when delivery of services is provided, generally at our customers' sites. While we have some long-term pricing arrangements, particularly in our Water Infrastructure segment, most of our water and water-related services are priced based on prevailing market conditions, giving due consideration to the specific requirements of the customer.

We also generate revenue by providing completion, specialty chemicals and production chemicals through our Oilfield Chemicals segment. We invoice the majority of our Oilfield Chemicals customers for services provided based on the quantity of chemicals used or pursuant to short-term contracts as the customers' needs arise.

Costs of Conducting Our Business

The principal expenses involved in conducting our business are labor costs, equipment costs (including depreciation, repair, rental and maintenance and leasing costs), raw materials and water sourcing costs and fuel costs. Our fixed costs are relatively low. Most of the costs of serving our customers are variable, i.e., they are only incurred when we provide water and water-related services, or chemicals and chemical-related services to our customers.

Labor costs associated with our employees and contract labor represent the most significant costs of our business. We incurred labor and labor-related costs of \$44.8 million, \$116.7 million, \$193.0 million and \$375.7 million for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. The majority of our recurring labor costs are variable and are incurred only while we are providing our operational services. We also incur costs to employ personnel to sell and supervise our services and perform maintenance on our assets, which is not directly tied to our level of business activity. Additionally, we incur selling, general and administrative costs for compensation of our administrative personnel at our field sites and in our operational and corporate headquarters. In light of the challenging activity and pricing trends, management has taken direct action during the Current Period to reduce operating and equipment costs, as well as selling, general and administrative costs, to proactively manage these expenses as a percentage of revenue.

We incur significant vehicle and equipment costs in connection with the operation of our business, including depreciation, repairs and maintenance, rental and leasing costs. We incurred vehicle and equipment costs of \$33.5 million, \$62.4 million, \$122.4 million and \$191.2 million for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. Due to current market conditions and the decreased demand for our services, we have taken significant direct action during the Current Period to reduce ongoing rental and leasing costs and will continue to evaluate further reductions to these costs in the coming quarters.

We incur significant transportation costs associated with our service lines, including fuel and freight. We incurred fuel and freight costs of \$5.9 million, \$20.3 million, \$28.1 million and \$62.8 million for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively. Fuel prices impact our transportation costs, which affect the pricing and demand for our services and have an impact on our results of operations.

We incur raw material costs in manufacturing our chemical products, as well as for water that we source for our customers. We incurred raw material costs of \$25.2 million, \$71.2 million, \$115.3 million and \$207.5 million for the Current Quarter, Prior Quarter, Current Period and Prior Period, respectively.

How We Evaluate Our Operations

We use a variety of operational and financial metrics to assess our performance. Among other measures, management considers each of the following:

- Revenue;

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- Gross Profit;
- Gross Margins;
- EBITDA; and
- Adjusted EBITDA.

Revenue

We analyze our revenue and assess our performance by comparing actual monthly revenue to our internal projections and across periods. We also assess incremental changes in revenue compared to incremental changes in direct operating costs, and selling, general and administrative expenses across our reportable segments to identify potential areas for improvement, as well as to determine whether segment performance is meeting management's expectations.

Gross Profit

To measure our financial performance, we analyze our gross profit, which we define as revenues less direct operating expenses (including depreciation and amortization expenses). We believe gross profit provides insight into profitability and true operating performance of our assets. We also compare gross profit to prior periods and across segments to identify trends as well as underperforming segments.

Gross Margins

Gross margins provide an important gauge of how effective we are at converting revenue into profits. This metric works in tandem with gross profit to ensure that we do not increase gross profit at the expense of lower margins, nor pursue higher gross margins at the expense of declining gross profits. We track gross margins by segment and service line and compare them across prior periods and across segments and service lines to identify trends as well as underperforming segments.

EBITDA and Adjusted EBITDA

We view EBITDA and Adjusted EBITDA as important indicators of performance. We define EBITDA as net income/(loss), plus interest expense, income taxes, and depreciation and amortization. We define Adjusted EBITDA as EBITDA plus/(minus) loss/(income) from discontinued operations, plus any impairment charges or asset write-offs pursuant to accounting principles generally accepted in the U.S. ("GAAP"), plus non-cash losses on the sale of assets or subsidiaries, non-recurring compensation expense, non-cash compensation expense, and non-recurring or unusual expenses or charges, including severance expenses, transaction costs, or facilities-related exit and disposal-related expenditures and plus/(minus) foreign currency losses/(gains). The adjustments to EBITDA are generally consistent with such adjustments described in our Credit Facility. See "—Note Regarding Non-GAAP Financial Measures—EBITDA and Adjusted EBITDA" for more information and a reconciliation of EBITDA and Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP.

Factors Affecting the Comparability of Our Results of Operations to Our Historical Results of Operations

Our future results of operations may not be comparable to our historical results of operations for the periods presented, primarily for the reasons described below and those described in "—Industry Overview" above.

Acquisition and Divestiture Activity

As described above, we are continuously evaluating potential investments. To the extent we consummate acquisitions, any incremental revenues or expenses from such transactions are not included in our historical results of operations.

Well Chemical Services Acquisition

On September 30, 2019, we completed our acquisition of WCS. Our historical financial statements for periods prior to September 30, 2019 do not include the results of operations of WCS.

Affirm Divestitures

We sold the Affirm crane and field services businesses on February 26, 2019 and June 28, 2019, respectively. Affirm accounted for \$21.8 million of revenue during 2019. Following the two divestitures, the divested operations were not included in the consolidated results of operations.

Canadian Operations Divestitures

On March 19, 2019, we sold over half of our Canadian operations and on April 1, 2019, we sold and wound down the rest of the Canadian operations. Canadian operations accounted for \$8.2 million of annual revenue during 2019. Following the divestitures, the divested Canadian operations were not included in the consolidated results of operations.

Sand Hauling Wind-Down

During 2019, we wound down our sand hauling operations and sold certain of our sand hauling property and equipment. Sand hauling accounted for \$3.3 million of annual revenue during 2019.

Proceeds received from Divestitures and Wind-Down

During 2019, we received \$30.1 million from divestitures and fixed asset sale activity in connection with the sale and wind-down of our Affirm subsidiary and the sand hauling and Canadian operations.

Results of Operations

The following tables set forth our results of operations for the periods presented, including revenue by segment.

Current Quarter Compared to the Prior Quarter

	Three months ended September 30,		Change	
	2020	2019	Dollars	Percentage
	(in thousands)			
Revenue				
Water Services	\$ 54,516	\$ 196,782	\$ (142,266)	(72.3)%
Water Infrastructure	16,165	63,953	(47,788)	(74.7)%
Oilfield Chemicals	30,561	67,932	(37,371)	(55.0)%
Other	—	301	(301)	(100.0)%
Total revenue	101,242	328,968	(227,726)	(69.2)%
Costs of revenue				
Water Services	52,861	153,741	(100,880)	(65.6)%
Water Infrastructure	12,816	46,748	(33,932)	(72.6)%
Oilfield Chemicals	28,558	57,357	(28,799)	(50.2)%
Other	30	1,865	(1,835)	(98.4)%
Depreciation and amortization	23,877	28,263	(4,386)	(15.5)%
Total costs of revenue	118,142	287,974	(169,832)	(59.0)%
Gross (loss) profit	(16,900)	40,994	(57,894)	(141.2)%
Operating expenses				
Selling, general and administrative	15,955	27,280	(11,325)	(41.5)%
Depreciation and amortization	685	952	(267)	(28.0)%
Impairment and abandonment of property and equipment	—	49	(49)	NM
Lease abandonment costs	672	238	434	NM
Total operating expenses	17,312	28,519	(11,207)	(39.3)%
(Loss) income from operations	(34,212)	12,475	(46,687)	NM
Other income (expense)				
Gains (losses) on sales of property and equipment and divestitures, net	891	(2,033)	2,924	(143.8)%
Interest expense, net	(789)	(438)	(351)	80.1 %
Foreign currency gain (loss), net	13	(59)	72	NM
Other expense, net	(2,364)	(272)	(2,092)	NM
(Loss) income before income tax benefit (expense)	(36,461)	9,673	(46,134)	NM
Income tax benefit (expense)	201	(2,501)	2,702	NM
Net (loss) income	\$ (36,260)	\$ 7,172	\$ (43,432)	NM

Revenue

Our revenue decreased \$227.7 million, or 69.2%, to \$101.2 million for the Current Quarter compared to \$329.0 million for the Prior Quarter. The decrease was driven by a \$142.3 million decline in Water Services revenue, a \$47.8 million decline in Water Infrastructure revenue and a \$37.4 million decline in Oilfield Chemicals revenue. These declines were primarily due to lower demand for our services resulting from a reduction in drilling and completions activity, lower oil prices and the COVID-19 pandemic, as well as reduced pricing for some of our services. For the Current Quarter, our Water Services, Water Infrastructure and Oilfield Chemicals constituted 53.8%, 16.0% and 30.2% of our total revenue, respectively, compared to 59.8%, 19.4% and 20.7%, respectively, for the Prior Quarter. The revenue changes by reportable segment are as follows:

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Water Services. Revenue decreased \$142.3 million, or 72.3%, to \$54.5 million for the Current Quarter compared to \$196.8 million for the Prior Quarter. The decrease was primarily attributable to lower demand for our services resulting from a reduction in drilling and completions activity, lower oil prices and the COVID-19 pandemic, as well as reduced pricing for some of our services.

Water Infrastructure. Revenue decreased by \$47.8 million, or 74.7%, to \$16.2 million for the Current Quarter compared to \$64.0 million for the Prior Quarter. The decrease was primarily attributable to lower demand for our services resulting from a reduction in completions activity, lower oil prices and the COVID-19 pandemic.

Oilfield Chemicals. Revenue decreased \$37.4 million, or 55.0%, to \$30.6 million for the Current Quarter compared to \$67.9 million for the Prior Quarter. The decrease was primarily attributable to lower demand for our services resulting from a reduction in completions activity, lower oil prices and the COVID-19 pandemic, as well as reduced pricing for some of our services, partially offset by incremental revenue from the WCS acquisition.

Costs of Revenue

Costs of revenue decreased \$169.8 million, or 59.0%, to \$118.1 million for the Current Quarter compared to \$288.0 million for the Prior Quarter. The decrease was primarily due to a \$100.9 million decline in Water Services costs, a \$33.9 million decline in Water Infrastructure costs, and a \$28.8 million decline in Oilfield Chemicals costs due to lower revenue discussed above. Also, depreciation and amortization expense decreased by \$4.4 million, primarily due to lower capital expenditures in the Current Period.

Water Services. Cost of revenue decreased \$100.9 million, or 65.6%, to \$52.9 million for the Current Quarter compared to \$153.7 million for the Prior Quarter. Cost of revenue as a percent of revenue increased from 78.1% to 97.0% due to significant reductions in revenue-generating activity and pricing reductions we could not fully offset with cost reductions.

Water Infrastructure. Cost of revenue decreased \$33.9 million, or 72.6%, to \$12.8 million for the Current Quarter compared to \$46.7 million for the Prior Quarter. Cost of revenue as a percent of revenue increased from 73.1% to 79.3% primarily due to significant reductions in revenue-generating activity we could not fully offset with cost reductions.

Oilfield Chemicals. Costs of revenue decreased \$28.8 million, or 50.2%, to \$28.6 million for the Current Quarter compared to \$57.4 million for the Prior Quarter. Cost of revenue as a percent of revenue increased from 84.4% to 93.4% primarily due to significant reductions in revenue-generating activity we could not fully offset with cost reductions.

Depreciation and Amortization. Depreciation and amortization expense decreased \$4.4 million, or 15.5%, to \$23.9 million for the Current Quarter compared to \$28.3 million for the Prior Quarter, primarily due to a significant reduction in capital expenditures during recent quarters.

Gross (Loss) Profit

Gross profit decreased by \$57.9 million, or 141.2%, to a gross loss of \$16.9 million for the Current Quarter compared to a gross profit of \$41.0 million for the Prior Quarter primarily due to lower revenue in all three segments resulting from decreased activity levels combined with decreased pricing that could not be fully offset with reductions in cost. Gross profit decreased by \$41.4 million, \$13.9 million and \$8.6 million in our Water Services, Water Infrastructure and Oilfield Chemicals segments, respectively. This was partially offset by a \$4.4 million decrease in depreciation and amortization expense. Gross margin as a percent of revenue was (16.7%) and 12.5% in the Current Quarter and Prior Quarter, respectively.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased \$11.3 million, or 41.5%, to \$16.0 million for the Current Quarter compared to \$27.3 million for the Prior Quarter. The decrease was primarily due to \$4.4 million lower wages and associated payroll taxes, reductions of \$2.5 million in incentive compensation costs, \$1.3 million in equity-based compensation costs, \$1.2 million in travel, meals and entertainment costs, \$0.8 million in professional fees, and \$1.9 million of other expense reductions from cost-cutting measures in response to lower oil prices partially offset by a \$0.8 million increase in bad debt expense.

Lease Abandonment Costs

Lease abandonment costs were \$0.7 million and \$0.2 million in the Current Quarter and Prior Quarter, respectively. During the Current Quarter, lease abandonment costs primarily related to leased facilities abandoned in the first half of 2020, including updated sublease expectations associated with realignment and combining operational activity on fewer leased properties. The Prior Quarter costs were primarily due to the wind-down of impaired right-of-use assets from previously abandoned properties.

Net Interest Expense

Net interest expense increased by \$0.4 million, or 80.1%, to \$0.8 million during the Current Quarter compared to \$0.4 million in the Prior Quarter primarily due to Current Quarter interest payments related to sales tax audits covering prior years.

Net (Loss) Income

Net income decreased by \$43.4 million, to a net loss of \$36.3 million for the Current Quarter compared to net income of \$7.2 million for the Prior Quarter, primarily due to lower gross profit due to lower revenue, partially offset by lower selling, general and administrative costs.

Current Period Compared to the Prior Period

	<u>Nine months ended September 30,</u>		<u>Change</u>	
	<u>2020</u>	<u>2019</u>	<u>Dollars</u>	<u>Percentage</u>
	(in thousands)			
Revenue				
Water Services	\$ 259,834	\$ 619,388	\$ (359,554)	(58.0)%
Water Infrastructure	89,227	169,279	(80,052)	(47.3)%
Oilfield Chemicals	122,705	197,762	(75,057)	(38.0)%
Other	—	29,072	(29,072)	(100.0)%
Total revenue	471,766	1,015,501	(543,735)	(53.5)%
Costs of revenue				
Water Services	235,989	472,013	(236,024)	(50.0)%
Water Infrastructure	74,500	126,634	(52,134)	(41.2)%
Oilfield Chemicals	110,996	170,935	(59,939)	(35.1)%
Other	37	30,365	(30,328)	(99.9)%
Depreciation and amortization	75,567	88,624	(13,057)	(14.7)%
Total costs of revenue	497,089	888,571	(391,482)	(44.1)%
Gross (loss) profit	(25,323)	126,930	(152,253)	(120.0)%
Operating expenses				
Selling, general and administrative	58,902	86,953	(28,051)	(32.3)%
Depreciation and amortization	2,204	2,858	(654)	(22.9)%
Impairment of goodwill and trademark	276,016	4,396	271,620	NM
Impairment and abandonment of property and equipment	7,910	942	6,968	NM
Lease abandonment costs	2,493	1,494	999	NM
Total operating expenses	347,525	96,643	250,882	NM
(Loss) income from operations	(372,848)	30,287	(403,135)	NM
Other expense				
Losses on sales of property and equipment and divestitures, net	(1,727)	(8,233)	6,506	(79.0)%
Interest expense, net	(1,633)	(2,370)	737	(31.1)%
Foreign currency (loss) gain, net	(6)	268	(274)	NM
Other expense, net	(4,805)	(62)	(4,743)	NM
(Loss) income before income tax benefit (expense)	(381,019)	19,890	(400,909)	NM
Income tax benefit (expense)	495	(3,250)	3,745	NM
Net (loss) income	\$ (380,524)	\$ 16,640	\$ (397,164)	NM

Revenue

Our revenue decreased \$543.7 million, or 53.5%, to \$471.8 million for the Current Period compared to \$1.0 billion for the Prior Period. The decrease was driven by a \$359.6 million decline in Water Services revenue, a \$80.1 million decline in Water Infrastructure revenue, and a \$75.1 million decline in Oilfield Chemicals revenue. These declines were primarily due to lower demand for our services resulting from a reduction in drilling and completions activity, lower oil prices and the COVID-19 pandemic, as well as reduced pricing for some of our services. Also impacting the decline was \$29.1 million lower revenue from the combination of our Affirm subsidiary, sand hauling operations and Canadian operations, all of which were fully divested and wound down during 2019. For the Current Period, our Water Services, Water Infrastructure, Oilfield Chemicals and Other segments constituted 55.1%, 18.9%, 26.0% and 0.0% of our total revenue, respectively, compared to 61.0%, 16.6%, 19.5% and 2.9%, respectively, for the Prior Period. The revenue changes by reportable segment are as follows:

Water Services. Revenue decreased \$359.6 million, or 58.0%, to \$259.8 million for the Current Period compared to \$619.4 million for the Prior Period. The decrease was primarily attributable to lower demand for our services resulting from a reduction in drilling and completions activity, lower oil prices and the COVID-19 pandemic, as well as reduced pricing for some of our services.

Water Infrastructure. Revenue decreased by \$80.1 million, or 47.3%, to \$89.2 million for the Current Period compared to \$169.3 million for the Prior Period. The decrease was primarily attributable to lower demand for our services resulting from a reduction in completions activity, lower oil prices and the COVID-19 pandemic.

Oilfield Chemicals. Revenue decreased \$75.1 million, or 38.0%, to \$122.7 million for the Current Period compared to \$197.8 million for the Prior Period. The decrease was primarily attributable to lower demand for our products and services resulting from a reduction in completions activity, lower oil prices and the COVID-19 pandemic, as well as reduced pricing for some of our services, partially offset by incremental revenue from the WCS acquisition.

Other. There was no Other revenue for the Current Period compared to \$29.1 million in the Prior Period as our Affirm subsidiary, sand hauling operations and Canadian operations were divested and wound down during 2019.

Costs of Revenue

Costs of revenue decreased \$391.5 million, or 44.1%, to \$497.1 million for the Current Period compared to \$888.6 million for the Prior Period. The decrease was primarily due to a \$236.0 million decline in Water Services costs, an \$52.1 million decline in Water Infrastructure costs, and a \$59.9 million decline in Oilfield Chemicals costs due to lower revenue discussed above. Also contributing to the decline was \$30.3 million lower combined costs from our Affirm subsidiary, sand hauling operations and Canadian operations, all of which were divested and wound down during 2019. Further, depreciation and amortization expense decreased by \$13.1 million, primarily due to the 2019 divestitures and lower capital expenditures in the Current Period.

Water Services. Cost of revenue decreased \$236.0 million, or 50.0%, to \$236.0 million for the Current Period compared to \$472.0 million for the Prior Period. Cost of revenue decreased due to reduced customer drilling and completions activity levels in the Current Period. Costs of revenue as a percent of revenue increased from 76.2% to 90.8% due to significant reductions in revenue-generating activity and pricing reductions we could not fully offset with cost reductions as well as yard closure costs in connection with our efforts to reduce and consolidate operational yards. Additionally, in conjunction with certain cost savings measures that were implemented during the Current Period in response to current market conditions, costs of revenue were impacted during the Current Period by certain one-time costs totaling \$5.6 million, including severance and yard closure costs.

Water Infrastructure. Cost of revenue decreased \$52.1 million, or 41.2%, to \$74.5 million for the Current Period compared to \$126.6 million for the Prior Period. Cost of revenue as a percent of revenue increased from 74.8% to 83.5% primarily due to decreased pricing on non-pipeline water sources as well as the acceleration of certain prepaid expenses relating to water rights secured for a customer, due to the bankruptcy of such customer. Additionally, in conjunction with certain cost savings measures that were implemented during the Current Period in response to current

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market conditions, costs of revenue were impacted during the Current Period by certain one-time costs totaling \$0.5 million, including severance and yard closure costs.

Oilfield Chemicals. Costs of revenue decreased \$59.9 million, or 35.1%, to \$111.0 million for the Current Period compared to \$170.9 million for the Prior Period. Cost of revenue as a percent of revenue increased from 86.4% to 90.5% primarily due to significant reductions in revenue-generating activity we could not fully offset with cost reductions. Additionally, in conjunction with certain cost savings measures that were implemented during the Current Period in response to current market conditions, costs of revenue were impacted during the Current Period by inventory adjustments and reserve additions of \$0.6 million, non-recurring severance costs of \$0.6 million, and yard closure and equipment rental return costs of \$0.5 million, including costs associated with idling our Tyler manufacturing facility to consolidate production in Midland.

Other. Other costs were nominal for the Current Period compared to \$30.4 million in the Prior Period, primarily due to the 2019 divestitures discussed above.

Depreciation and Amortization. Depreciation and amortization expense decreased \$13.1 million, or 14.7%, to \$75.6 million for the Current Period compared to \$88.6 million for the Prior Period, primarily due to a significant reduction in capital expenditures during recent quarters as well as a \$1.7 million decrease related to the 2019 divestitures discussed above.

Gross (Loss) Profit

Gross profit decreased by \$152.3 million, or 120.0%, to a gross loss of \$25.3 million for the Current Period compared to a gross profit of \$126.9 million for the Prior Period primarily due to lower revenue in all three segments resulting from decreased activity levels combined with decreased pricing that could not be fully offset with reductions in costs. Gross profit decreased by \$123.5 million, \$27.9 million and \$15.1 million in our Water Services, Water Infrastructure and Oilfield Chemicals segments, respectively. This was partially offset by a \$13.1 million decrease in depreciation and amortization expense. Gross margin as a percent of revenue was (5.4%) and 12.5% in the Current Period and Prior Period, respectively.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased \$28.1 million, or 32.3%, to \$58.9 million for the Current Period compared to \$87.0 million for the Prior Period. The decrease was primarily due to reductions of \$7.8 million in equity-based compensation costs, \$7.2 million in incentive compensation costs, \$7.1 million lower wages and associated payroll taxes, \$3.3 million in travel, meals and entertainment costs, \$3.2 million in professional fees and \$7.0 million of other expense reductions from cost cutting measures in response to lower oil prices. The decrease was partially offset by a \$4.3 million increase in bad debt expense and \$3.2 million of severance expense associated with cost savings measures implemented in response to current market conditions.

Impairment

Goodwill and trademark impairment costs were \$276.0 million and \$4.4 million in the Current Period and Prior Period, respectively. During the Current Period, all of our goodwill was impaired due to the significant decline in oil prices during the first quarter of 2020, coupled with the uncertainty associated with the future recovery. We also recorded a \$9.1 million partial impairment of our Rockwater trademark. During the Prior Period, we incurred \$4.4 million of goodwill impairment in connection with divesting Affirm.

Impairment and abandonment of property and equipment costs were \$7.9 million and \$0.9 million in the Current Period and Prior Period, respectively. Current Period impairment costs were comprised of leasehold improvements related to abandoned facilities, abandonment of certain saltwater and fresh water wells and obsolete machinery and equipment. Prior Period impairment costs related to the divestiture of our Canadian operations.

Lease Abandonment Costs

Lease abandonment costs were \$2.5 million and \$1.5 million in the Current Period and Prior Period, respectively. During the Current Period, lease abandonment costs were primarily related to newly abandoned properties associated with realignment and combining operational activity on fewer leased properties. The Prior Period costs were primarily due to early lease terminations in connection with the wind-down and divestiture of Canadian operations.

Net Interest Expense

Net interest expense decreased by \$0.7 million, or 31.1%, to \$1.6 million during the Current Period compared to \$2.4 million in the Prior Period primarily due to lower average borrowings resulting from the repayment of all remaining borrowings on our credit facility since the Prior Period, partially offset by interest payments relating to sales tax audits covering prior years.

Net (Loss) Income

Net income decreased by \$397.2 million, to a net loss of \$380.5 million for the Current Period compared to net income of \$16.6 million for the Prior Period primarily due to goodwill, trademark and fixed asset impairments and lower gross profit. This was partially offset by lower selling, general and administrative costs, lower losses on sales of property and equipment and lower interest expense.

Comparison of Non-GAAP Financial Measures

We view EBITDA and Adjusted EBITDA as important indicators of performance. We define EBITDA as net income (loss), plus interest expense, income taxes, and depreciation and amortization. We define Adjusted EBITDA as EBITDA plus/(minus) loss/(income) from discontinued operations, plus any impairment charges or asset write-offs pursuant to GAAP, plus non-cash losses on the sale of assets or subsidiaries, non-recurring compensation expense, non-cash compensation expense, and non-recurring or unusual expenses or charges, including severance expenses, transaction costs, or facilities-related exit and disposal-related expenditures and plus/(minus) foreign currency losses/(gains). The adjustments to EBITDA are generally consistent with such adjustments described in our Credit Facility. See “—Note Regarding Non-GAAP Financial Measures—EBITDA and Adjusted EBITDA” for more information and a reconciliation of EBITDA and Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP.

Our board of directors, management and many investors use EBITDA and Adjusted EBITDA to assess our financial performance because it allows them to compare our operating performance on a consistent basis across periods by removing the effects of our capital structure (such as varying levels of interest expense), asset base (such as depreciation and amortization) and items outside the control of our management team. We present EBITDA and Adjusted EBITDA because we believe they provide useful information regarding the factors and trends affecting our business in addition to measures calculated under GAAP.

Note Regarding Non-GAAP Financial Measures

EBITDA and Adjusted EBITDA

EBITDA and Adjusted EBITDA are not financial measures presented in accordance with GAAP. We believe that the presentation of these non-GAAP financial measures will provide useful information to investors in assessing our financial performance and results of operations. Net income is the GAAP measure most directly comparable to EBITDA and Adjusted EBITDA. Our non-GAAP financial measures should not be considered as alternatives to the most directly comparable GAAP financial measure. Each of these non-GAAP financial measures has important limitations as an analytical tool due to the exclusion of some but not all items that affect the most directly comparable GAAP financial measures. One should not consider EBITDA or Adjusted EBITDA in isolation or as substitutes for an analysis of our results as reported under GAAP. Because EBITDA and Adjusted EBITDA may be defined differently by other companies in our industry, our definitions of these non-GAAP financial measures may not be comparable to similarly titled measures of other companies, thereby diminishing their utility. For further discussion, please see “Item 6. Selected Financial Data” in our 2019 Form 10-K.

The following table presents a reconciliation of EBITDA and Adjusted EBITDA to our net (loss) income, which is the most directly comparable GAAP measure for the periods presented:

	Three months ended September 30,		Nine months ended September 30,	
	2020	2019	2020	2019
	(in thousands)			
Net (loss) income	\$ (36,260)	\$ 7,172	\$ (380,524)	\$ 16,640
Interest expense, net	789	438	1,633	2,370
Income tax (benefit) expense	(201)	2,501	(495)	3,250
Depreciation and amortization	24,562	29,215	77,771	91,482
EBITDA	(11,110)	39,326	(301,615)	113,742
Impairment of goodwill and trademark ⁽¹⁾	—	—	276,016	4,396
Non-recurring severance expenses ⁽¹⁾	—	—	7,168	1,680
Impairment and abandonment of property and equipment ⁽¹⁾	—	49	7,910	942
Yard closure costs related to consolidating operations ⁽¹⁾	—	—	2,961	—
Non-cash loss on sale of assets or subsidiaries ⁽²⁾	1,400	3,648	6,901	16,868
Lease abandonment costs ⁽¹⁾	672	238	2,493	1,494
Non-cash compensation expenses	2,242	3,566	4,058	11,874
Foreign currency (gain) loss, net	(13)	59	6	(268)
Non-recurring transaction costs ⁽³⁾	527	2,025	3,150	3,099
Other non-recurring charges ⁽³⁾	1,622	—	1,622	75
Adjusted EBITDA	\$ (4,660)	\$ 48,911	\$ 10,670	\$ 153,902

- (1) For the Current Period, these costs were due to the significant adverse change to the demand for the Company’s services in connection with a significant decline in the price of oil. For the Prior Quarter and Prior Period, these costs were due primarily to the dissolution of our divested service lines.
- (2) For the Current Quarter and Current Period, the losses were primarily due to sales of underutilized or obsolete property and equipment. For the Prior Quarter and Prior Period, these costs primarily related to losses on divestitures and related sales of property and equipment in connection with the wind-down of former service lines.
- (3) For the Current Quarter and Current Period, these costs were primarily related to certain subsidiaries acquired in the Rockwater merger. For the Prior Quarter and Prior Period, these costs primarily related to the dissolution of our divested service lines as well as certain rebranding costs.

EBITDA was (\$11.1) million for the Current Quarter compared to \$39.3 million for the Prior Quarter. The \$50.4 million decrease in EBITDA was primarily driven by a decrease of \$62.3 million in gross profit offset by a \$11.3

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million decrease in selling, general and administrative costs. Adjusted EBITDA was (\$4.7) million for the Current Quarter compared to \$48.9 million for the Prior Quarter. The \$53.6 million decrease is primarily attributable to the items discussed above.

EBITDA was (\$301.6) million for the Current Period compared to \$113.7 million for the Prior Period. The \$415.3 million decrease in EBITDA was primarily driven by a \$271.6 million increase in goodwill and trademark impairment costs, a decrease of \$165.3 million in gross profit, an increase of \$7.0 million in impairment and abandonment of property and equipment costs and a \$2.6 million accrual related to certain subsidiaries acquired in the Rockwater merger offset by a \$28.1 million decrease in selling, general and administrative costs and a \$6.5 million decrease in loss on sale of property and equipment. Adjusted EBITDA was \$10.7 million for the Current Period compared to \$153.9 million for the Prior Period. The \$143.2 million decrease is primarily attributable to the items discussed above.

Liquidity and Capital Resources

Overview

The impacts of the COVID-19 pandemic on oil prices and the resulting sharp decline in U.S. onshore drilling and completion activity, and the uncertainty about the timing of a recovery, have already had, and will likely continue to have, a negative impact on our financial results in the coming quarters. We have taken and continue to take actions to manage costs and cash, including but not limited to significantly reducing headcount, cutting salaries, closing operational yards, reducing forecasted capital expenditures, streamlining operational and back-office functions, selling excess equipment, deferring payroll tax payments for the rest of 2020 in accordance with the CARES Act and deferring applicable lease payments.

Our primary sources of liquidity are cash on hand, borrowing capacity under our current Credit Agreement and cash flows from operations. Our primary uses of capital have been to maintain our asset base, implement technological advancements, make capital expenditures to support organic growth, fund acquisitions, and when appropriate, repurchase shares of Class A common stock in the open market. Depending on market conditions and other factors, we may also issue debt and equity securities if needed.

As of September 30, 2020, we had no outstanding bank debt and a positive net cash position. We prioritize sustained positive free cash flow and a strong balance sheet, and evaluate potential acquisitions and investments in the context of those priorities, in addition to the economics of the opportunity. We believe this approach provides us with additional flexibility to evaluate larger investments as well as improved resilience in a sustained downturn versus many of our peers.

We intend to finance most of our capital expenditures, contractual obligations and working capital needs with cash on hand, cash generated from operations and borrowings under our Credit Agreement. For a discussion of the Credit Agreement, see “—Credit Agreement” below. Although we cannot provide any assurance, we believe that our current cash balance, operating cash flow and available borrowings under our Credit Agreement will be sufficient to fund our operations for at least the next twelve months.

As of September 30, 2020, cash and cash equivalents totaled \$185.4 million and we had approximately \$48.0 million of available borrowing capacity under our Credit Agreement. As of September 30, 2020, the borrowing base under the Credit Agreement was \$63.6 million, we had no outstanding borrowings and outstanding letters of credit totaling \$15.6 million. The significant reduction in our borrowing base since December 31, 2019 was primarily driven by the meaningful reductions in our accounts receivable, which represent the primary collateral for the borrowing base, during the Current Period, due to largely successful collections efforts combined with significantly reduced revenue levels. As of November 2, 2020, we had no outstanding borrowings, the borrowing base under the Credit Agreement was \$73.3 million, the outstanding letters of credit totaled \$15.6 million, and the available borrowing capacity under the Credit Agreement was \$57.7 million.

Cash Flows

The following table summarizes our cash flows for the periods indicated:

	Nine months ended September 30,		Change	
	2020	2019	Dollars	Percentage
	(in thousands)			
Net cash provided by operating activities	\$ 119,828	\$ 142,216	\$ (22,388)	(15.7)%
Net cash used in investing activities	(3,049)	(57,198)	54,149	94.7 %
Net cash used in financing activities	(10,623)	(59,383)	48,760	82.1 %
Subtotal	106,156	25,635		
Effect of exchange rate changes on cash and cash equivalents	14	127	(113)	NM
Net increase in cash and cash equivalents	<u>\$ 106,170</u>	<u>\$ 25,762</u>		

Analysis of Cash Flow Changes between the Nine Months Ended September 30, 2020 and 2019

Operating Activities. Net cash provided by operating activities was \$119.8 million for the Current Period, compared to \$142.2 million for the Prior Period. The \$22.4 million decrease in net cash provided by operating activities related primarily to decreased net income resulting from the adverse change to the demand for the Company's services in connection with a significant decline in the price of oil, partially offset by increased cash inflows from reduced working capital balances.

Investing Activities. Net cash used in investing activities was \$3.0 million for the Current Period, compared to \$57.2 million for the Prior Period. The \$54.1 million decrease in net cash used in investing activities was primarily due to a \$67.3 million reduction in purchases of property and equipment, a \$10.4 million reduction in acquisitions and a \$1.9 million increase in proceeds received from sales of property and equipment partially offset by a \$24.7 million decrease of proceeds primarily related to the divestiture and wind-down of our Affirm subsidiary and the sand hauling and Canadian operations as well as a \$0.7 million working capital settlement in the Prior Period.

Financing Activities. Net cash used in financing activities was \$10.6 million for the Current Period compared to \$59.4 million for the Prior Period. The decrease in cash used in financing activities was primarily due to \$45.0 million of net debt repayments in the Prior Period compared to zero in the Current Period and a \$2.5 million decrease in repurchases of shares of Class A Common Stock during the Current Period.

Credit Agreement

On November 1, 2017, in connection with the closing of the Rockwater merger (the "Closing"), SES Holdings and Select LLC entered into a \$300.0 million senior secured revolving credit facility (the "Credit Agreement"), by and among SES Holdings, as parent, Select LLC, as borrower, certain of SES Holdings' subsidiaries, as guarantors, each of the lenders party thereto and Wells Fargo Bank, N.A., as administrative agent, issuing lender and swingline lender (the "Administrative Agent"). The Credit Agreement has a sublimit of \$40.0 million for letters of credit and a sublimit of \$30.0 million for swingline loans. Subject to obtaining commitments from existing or new lenders, we have the option to increase the maximum amount under the Credit Agreement by \$150.0 million during the first three years following the Closing.

The maturity date of the Credit Agreement is the earlier of (a) November 1, 2022, and (b) the termination in whole of the Commitments pursuant to Section 2.1(b) of Article VII of the Credit Agreement.

The Credit Agreement permits extensions of credit up to the lesser of \$300.0 million and a borrowing base that is determined by calculating the amount equal to the sum of (i) 85.0% of the Eligible Billed Receivables (as defined in the Credit Agreement), plus (ii) 75.0% of Eligible Unbilled Receivables (as defined in the Credit Agreement), provided that this amount will not equal more than 35.0% of the borrowing base, plus (iii) the lesser of (A) the product of 70.0% multiplied by the value of Eligible Inventory (as defined in the Credit Agreement) at such time and (B) the product of 85.0% multiplied by the Net Recovery Percentage (as defined in the Credit Agreement) identified in the most recent

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Acceptable Appraisal of Inventory (as defined in the Credit Agreement), multiplied by the value of Eligible Inventory at such time, provided that this amount will not equal more than 30.0% of the borrowing base, minus (iv) the aggregate amount of Reserves (as defined in the Credit Agreement), if any, established by the Administrative Agent from time to time, including, if any, the amount of the Dilution Reserve (as defined in the Credit Agreement). The borrowing base is calculated on a monthly basis pursuant to a borrowing base certificate delivered by Select LLC to the Administrative Agent.

Borrowings under the Credit Agreement bear interest, at Select LLC's election, at either the (a) one-, two-, three- or six-month LIBOR ("Eurocurrency Rate") or (b) the greatest of (i) the federal funds rate plus 0.5%, (ii) the one-month Eurocurrency Rate plus 1.0% and (iii) the Administrative Agent's prime rate (the "Base Rate"), in each case plus an applicable margin, and interest shall be payable monthly in arrears. The applicable margin for Eurocurrency Rate loans ranges from 1.50% to 2.00% and the applicable margin for Base Rate loans ranges from 0.50% to 1.00%, in each case, depending on Select LLC's average excess availability under the Credit Agreement. During the continuance of a bankruptcy event of default, automatically and during the continuance of any other default, upon the Administrative Agent's or the required lenders' election, all outstanding amounts under the Credit Agreement will bear interest at 2.00% plus the otherwise applicable interest rate.

The obligations under the Credit Agreement are guaranteed by SES Holdings and certain subsidiaries of SES Holdings and Select LLC and secured by a security interest in substantially all of the personal property assets of SES Holdings, Select LLC and their domestic subsidiaries.

The Credit Agreement contains certain customary representations and warranties, affirmative and negative covenants and events of default. If an event of default occurs and is continuing, the lenders may declare all amounts outstanding under the Credit Agreement to be immediately due and payable.

In addition, the Credit Agreement restricts SES Holdings' and Select LLC's ability to make distributions on, or redeem or repurchase, its equity interests, except for certain distributions, including distributions of cash so long as, both at the time of the distribution and after giving effect to the distribution, no default exists under the Credit Agreement and either (a) excess availability at all times during the preceding 30 consecutive days, on a pro forma basis and after giving effect to such distribution, is not less than the greater of (1) 25.0% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (2) \$37.5 million or (b) if SES Holdings' fixed charge coverage ratio is at least 1.0 to 1.0 on a pro forma basis, and excess availability at all times during the preceding 30 consecutive days, on a pro forma basis and after giving effect to such distribution, is not less than the greater of (1) 20.0% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (2) \$30.0 million. Additionally, the Credit Agreement generally permits Select LLC to make distributions to allow Select Inc. to make payments required under the existing Tax Receivable Agreements.

The Credit Agreement also requires SES Holdings to maintain a fixed charge coverage ratio of at least 1.0 to 1.0 at any time availability under the Credit Agreement is less than the greater of (i) 10.0% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (ii) \$15.0 million and continuing through and including the first day after such time that availability under the Credit Agreement has equaled or exceeded the greater of (i) 10.0% of the lesser of (A) the maximum revolver amount and (B) the then-effective borrowing base and (ii) \$15.0 million for 60 consecutive calendar days.

We were in compliance with all debt covenants as of September 30, 2020.

Contractual Obligations

Our contractual obligations include, among other things, our Credit Agreement and operating leases. Refer to Note 5—Leases in our 2019 Form 10-K for operating lease obligations as of December 31, 2019 and Note 9—Debt in Part I, Item 1 of this Quarterly Report for an update to our Credit Agreement as of September 30, 2020.

Critical Accounting Policies and Estimates

There were no changes to our critical accounting policies from those disclosed in our 2019 Form 10-K.

Recent Accounting Pronouncements

For information regarding new accounting policies or updates to existing accounting policies as a result of new accounting pronouncements, please refer to Note 2—Significant Accounting Policies in Part I, Item 1 of this Quarterly Report.

Off-Balance-Sheet Arrangements

As of September 30, 2020, we had no material off-balance-sheet arrangements. As such, we are not exposed to any material financing, liquidity, market or credit risk that could arise if we had engaged in such financing arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The demand, pricing and terms for oilfield services provided by us are largely dependent upon the level of activity for the U.S. oil and gas industry. Industry conditions are influenced by numerous factors over which we have no control, including, but not limited to: global epidemics or pandemics, including the COVID-19 pandemic; the supply of and demand for oil and gas; current prices as well as expectations about future prices of oil and gas; the cost of exploring for, developing, producing and delivering oil and gas; the expected decline in rates of current production; discoveries of new oil and gas reserves; available storage capacity and pipeline and other transportation capacity; weather conditions; domestic and worldwide economic conditions; political instability in oil-producing countries; environmental regulations; technical advances affecting energy consumption; the price and availability of alternative fuels; the ability of oil and gas producers to raise equity capital and debt financing; and merger and divestiture activity among oil and gas producers.

The level of activity in the U.S. oil and gas industry is historically volatile. Expected trends in oil and gas production activities may not continue and demand for our services may not reflect the level of activity in the industry. Sustained low oil and gas prices have affected, and will likely continue to affect, oil and gas drilling and completion activity and therefore, demand for our services. Sustained low oil and gas prices or U.S. activity levels could have a material adverse effect on our business, financial condition, results of operations and cash flows, and we are currently experiencing the significant negative effects of the severe disruption in the oil and gas industry from the COVID-19 pandemic and other factors.

Interest Rate Risk

As of September 30, 2020, we had no outstanding borrowings under our Credit Agreement. As of November 2, 2020, we had no outstanding borrowings and approximately \$57.7 million of available borrowing capacity under our Credit Agreement. Interest is calculated under the terms of our Credit Agreement based on our selection, from time to time, of one of the index rates available to us plus an applicable margin that varies based on certain factors. We do not currently have or intend to enter into any derivative arrangements to protect against fluctuations in interest rates applicable to our outstanding indebtedness.

Foreign Currency Exchange Risk

We have been exposed to fluctuations between the U.S. dollar and the Canadian dollar with regard to the activities of our former Canadian subsidiary, which had designated the Canadian dollar as its functional currency. With the recent divestitures of our Canadian operations, we anticipate minimal future exposure to foreign currency exchange risk.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that the information required to be disclosed by us in our reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15(b) under the Exchange Act, we have evaluated, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report. Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2020.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and Rule 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2020 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently a party to any legal proceedings that, if determined adversely against us, individually or in the aggregate, would have a material adverse effect on our financial position, results of operations or cash flows. We are, however, named defendants in certain lawsuits, investigations and claims arising in the ordinary course of conducting our business, including certain environmental claims and employee-related matters, and we expect that we will be named defendants in similar lawsuits, investigations and claims in the future. While the outcome of these lawsuits, investigations and claims cannot be predicted with certainty, we do not expect these matters to have a material adverse impact on our business, results of operations, cash flows or financial condition. We have not assumed any liabilities arising out of these existing lawsuits, investigations and claims.

In December 2016, Rockwater was notified by the U.S. Attorney’s Office for the Middle District of Pennsylvania that it is being investigated for altering emissions control systems on several of its vehicles. We are cooperating with the investigation and have determined that mechanics servicing our vehicle fleet may have installed software on certain vehicles and modified a few other vehicles to deactivate or bypass the factory-installed emissions control systems. At present, it appears that 31 vehicles in Pennsylvania were modified in this manner, apparently to improve vehicle performance and reliability. As a result of a company-wide investigation undertaken voluntarily and in cooperation with the U.S. Department of Justice, we have determined that approximately 30 additional company vehicles outside of Pennsylvania may have been altered. As of the date of the initiation of the investigation, we operated approximately 1,400 vehicles in the U.S., and the modified vehicles constituted less than 5% of our fleet at such time. We are cooperating with the U.S. Department of Justice in all aspects of the investigation and have instituted procedures to ensure that our mechanics do not tamper with or bypass any emissions control systems when they are performing vehicle maintenance, and we have also reached an agreement with the U.S. Department of Justice providing for either the restoration or removal from service of those vehicles that were modified. In December 2018, we met with the U.S. Attorney’s Office for the Middle District of Pennsylvania to begin discussions regarding a resolution of this matter and these discussions are ongoing. During the Current Quarter, we made an initial payment of \$1.2 million and at this time, we do not believe the ultimate resolution of this matter will be material to the Company. See Note 10—Commitments and Contingencies in Part I, Item 1 of this Quarterly Report for further discussion of this investigation.

Item 1A. Risk Factors

Other than the risk factors set forth below, there have been no material changes from the risk factors disclosed in “Item 1A. Risk Factors” in our most recent Annual Report on Form 10-K and in our Quarterly Reports for the quarters ended March 31, 2020 and June 30, 2020. We may experience additional risks and uncertainties not currently known to us. Furthermore, as a result of developments occurring in the future, conditions that we currently deem to be immaterial may also materially and adversely affect us. Any such risks, in addition to those described below and in our 2019 Form 10-K and our Quarterly Reports for the quarters ended March 31, 2020 and June 30, 2020, may materially and adversely affect our business, financial condition, cash flows and results of operations.

Our business depends on capital spending by the oil and gas industry in the U.S. and reductions in capital spending could have a material adverse effect on our liquidity, results of operations and financial condition. We expect capital spending by our customers to decrease for the remainder of 2020, relative to prior year levels, due to the impacts of the COVID-19 pandemic on demand for oil and reduced prices resulting from the current oversupply of oil.

Demand for our services is directly affected by current and anticipated oil and natural gas prices and related capital spending by our customers to explore for, develop and produce oil and gas in the U.S. Prices for oil and gas historically have been extremely volatile and are expected to continue to be volatile, particularly in light of the impacts of the COVID-19 pandemic. In March 2020, Saudi Arabia and Russia failed to reach a decision to cut production of oil and gas along with OPEC. Subsequently, Saudi Arabia significantly reduced the prices at which it sells oil and announced plans to increase production. These events, combined with the COVID-19 pandemic, contributed to a sharp drop in prices for oil in the first quarter of 2020 continuing into the second quarter of 2020. In April 2020, OPEC (which includes Saudi Arabia), Russia (together with OPEC and other allied producing countries, “OPEC+”) agreed to curtail

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oil production by approximately 10 million barrels per day. Further, some U.S. producers chose to shut-in or choke back production on specific wells to reduce production but the impact of these cuts on the market price for oil and natural gas remains uncertain. During the quarter ended September 30, 2020, the average WTI spot price was \$40.89, versus an average price of \$56.33 for the quarter ended September 30, 2019. While oil prices have improved since their lows in April 2020, closing at \$40.05 on September 30, 2020, the continued impact of the COVID-19 pandemic and the associated impacts to oil demand will result in continued uncertainty around the near-term price of oil.

If oil and gas prices remain at current levels or continue to decline, our customers may further reduce their exploration, development and production activities and demand lower rates for our services or delay, modify, or terminate their use of our services. Volatility or weakness in oil prices or natural gas prices (or the perception that oil prices or natural gas prices will decrease) affects the spending patterns of our customers and may result in the drilling or completion of fewer new wells or lower production spending on existing wells. This, in turn, could lead to lower demand for our services and may cause lower rates and lower utilization of our assets. For example, multiple leading international and national oil companies, as well as public and private independent oil and gas producers, have reduced capital expenditures in 2020, and most of our customers have reduced their capital expenditures budget. Even in an environment of stronger oil and gas prices, reduced completion rates of new oil and gas production in our market areas as a result of decreased capital spending may have a negative long-term impact on our business. Any of these conditions or events could adversely affect our operating results, and they currently are doing so. If a recovery does not materialize and our customers fail to increase their capital spending, it could have a material adverse effect on our liquidity, results of operations and financial condition.

Industry conditions are influenced by numerous factors over which we have no control, including:

- the severity and duration of world health events, including the COVID-19 pandemic, related economic repercussions and the resulting severe disruption in the oil and gas industry and negative impact on demand for oil and gas, which is negatively impacting our business;
- domestic and foreign economic conditions and supply of and demand for oil and gas;
- the level of prices, and expectations regarding future prices, of oil and gas;
- the level of global oil and gas exploration and production and storage capacity;
- operational challenges relating to the COVID-19 pandemic and efforts to mitigate the spread of the virus, including logistical challenges resulting from limited worksite access, remote work arrangements, performance of contracts and supply chain disruption;
- recommendations of, or restrictions imposed by, government and health authorities, including travel bans, quarantines, and shelter-in-place orders to address the COVID-19 pandemic;
- actions by the members of OPEC+ with respect to oil production levels and announcements of potential changes in such levels, including the ability of the OPEC+ countries to agree on and comply with supply limitations;
- governmental regulations, including the policies of governments regarding the exploration for and production and development of their oil and gas reserves;
- taxation and royalty charges;
- political and economic conditions in oil and gas producing countries;
- global weather conditions, pandemics and natural disasters;
- worldwide political, military and economic conditions;
- the cost of producing and delivering oil and gas;
- the discovery rates of new oil and gas reserves;
- activities by non-governmental organizations to limit certain sources of funding for the energy sector or restrict the exploration, development and production of oil and gas;
- the ability of oil and gas producers to access capital;
- technical advances affecting production efficiencies and overall energy consumption; and
- the potential acceleration of the development of alternative fuels.

The widespread outbreak of an illness or any other communicable disease, or any other public health crisis, such as the COVID-19 pandemic, could adversely affect our business, results of operations and financial condition.

The global or national outbreak of an illness or any other communicable disease, or any other public health crisis, such as the COVID-19 pandemic, may cause disruptions to our business and operational plans, which may include (i) shortages of qualified employees in a given area, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which we rely, (iv) recommendations of, or restrictions imposed by, government and health authorities, including quarantines, to address the COVID-19 pandemic and (v) restrictions that we and our contractors and subcontractors impose, including facility shutdowns or access restrictions, to ensure the safety of employees and (vi) reductions, delays or cancellations of planned operations by our customers. Additionally, these disruptions could negatively impact our financial results. For example, in response to the COVID-19 pandemic, we temporarily closed our corporate offices and restricted all non-critical personnel to work remotely for a period of time, reduced headcount and employee salaries both temporarily and permanently, closed certain yard locations, reduced third-party expenses, streamlined operations, reduced capital expenditures and recorded impairment expenses.

Further, the effects of the COVID-19 pandemic and concerns regarding its global spread have negatively impacted the global economy, reduced global oil demand, disrupted global supply chains and created significant volatility and disruption of financial and commodities markets, which could lead to our customers curtailing existing production due to lack of downstream demand or storage capacity as well as reducing or eliminating the number of wells completed in the near to medium term. Additionally, a significant majority of states as well as local jurisdictions have imposed, and others in the future may impose, "stay-at-home" orders, quarantines, executive orders and similar government orders and restrictions for their residents to control the spread of COVID-19. Such orders or restrictions, and the perception that such orders or restrictions could occur, have resulted in business closures, work stoppages, slowdowns and delays, work-from-home policies, travel restrictions and cancellation of events, among other effects.

The extent of the impact of the COVID-19 pandemic on our operational and financial performance, including our ability to execute our business strategies and initiatives, will depend on future developments, including the duration and spread of COVID-19 and related restrictions on travel and general mobility, all of which are uncertain and cannot be predicted. An extended period of global supply chain and economic disruption, as well as significantly decreased demand for oil and gas, could materially affect our business, results of operations, access to sources of liquidity and financial condition, and we have experienced the negative impacts of such disruption since March 2020.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Purchases of Equity Securities

During the Current Quarter, we repurchased the shares of Class A Common Stock as shown in the table below. The shares were repurchased to satisfy tax withholding obligations related to restricted stock previously awarded to certain of our former employees.

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Weighted-Average Price Paid Per Share</u>
July 1, 2020 to July 31, 2020	—	\$ —
August 1, 2020 to August 31, 2020	—	\$ —
September 1, 2020 to September 30, 2020	43,923	\$ 5.41
Total	43,923	\$ 5.41

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits

The following exhibits are filed, furnished or incorporated by reference, as applicable, as part of this report.

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Exhibit Number	Description
3.1	Fourth Amended and Restated Certificate of Incorporation of Select Energy Services, Inc. dated as of May 10, 2019 (incorporated by reference herein to Exhibit 3.1 to Select Energy Services, Inc.'s Current Report on Form 8-K, filed May 15, 2019).
3.2	Second Amended and Restated Bylaws of Select Energy Services, Inc. dated as of May 10, 2019 (incorporated by reference herein to Exhibit 3.2 to Select Energy Services, Inc.'s Current Report on Form 8-K, filed May 15, 2019).
**†10.1	Separation and Consulting Agreement by and between Select Energy Services, LLC and Mitchell M. Shauf, dated August 31, 2020.
*31.1	Certification of Chief Executive Officer required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934.
*31.2	Certification of Chief Financial Officer required by Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934.
**32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
**32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*101	Interactive Data Files
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

*Filed herewith

**Furnished herewith

†Management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SELECT ENERGY SERVICES, INC.

Date: November 4, 2020

By: /s/ Holli Ladhani
Holli Ladhani
President and Chief Executive Officer

Date: November 4, 2020

By: /s/ Nick Swyka
Nick Swyka
Senior Vice President and Chief Financial Officer

SEPARATION AND CONSULTING AGREEMENT

This Separation and Consulting Agreement (this “*Separation Agreement*”) among Select Energy Services, Inc. (the “*Company*”), Select Energy Services, LLC (“*Select LLC*”) and Mitchell M. Shauf (“*you*” and similar words) sets forth certain terms of your separation from the Company and Select LLC.

By signing this Separation Agreement, you and the Company agree as follows:

1. STATUS OF EMPLOYMENT

You agree that you will terminate from your position as the Company’s Executive Vice President, Water Solutions, on August 31, 2020 (such date, the “*Separation Date*”). You also agree that, as of the Separation Date, you will resign from all other positions (including any directorships) you hold with, and as an employee of, the Company, Select LLC and their subsidiaries and affiliates, as applicable, and that you will promptly execute any reasonable and lawful documents and take any reasonable and lawful actions as may be necessary or reasonably requested by the Company or Select LLC to effectuate or memorialize your termination from all positions with the Company, Select LLC and their subsidiaries and affiliates.

2. CONSULTING

To assist the Company with the transition of your responsibilities and duties, during the period from September 1, 2020 through August 31, 2021 (the “*Consulting Period*”), you will provide consultation to the Company on a non-exclusive basis as a consultant on such matters related to the Company, its business, operations, customer relations and industry associations, and industries it serves, as the Company’s Chief Executive Officer or her designee may reasonably request (the “*Consulting Services*”), subject to the following terms and conditions:

- Regarding the Consulting Services, you will report directly and be accountable directly to the Company’s Chief Executive Officer;
- Your obligations during the Consulting Period as set forth in this Section 2 shall not require you to work any definite hours, and all scheduling shall take into account your personal and family plans so as not to interfere unreasonably with those plans;
- During the Consulting Period, you will at all times be and remain an independent contractor and will not be covered as or be recognized as an employee under any benefit plans of the Company. You shall be free to exercise your own judgment as to the manner and method of providing the Consulting Services to the Company, subject to applicable laws and requirements reasonably imposed by the Company; and
- In consideration of (a) you signing this Separation Agreement, (b) you signing, no earlier than the Separation Date, and no later than 21 days

following the Separation Date, a general waiver and release of claims, substantially in the form attached hereto as **Exhibit A** (the “**Release**”), and letting the Release become effective as set forth in the Release and (c) your performance of the Consulting Services, the Company will pay to you a fee in cash at the rate of \$17,500 per month (the “**Consulting Fee**”), which Consulting Fee will be payable in conformity with the Company’s or Select LLC’s customary payroll practices.

The Company shall reimburse you for all reasonable and documented expenses incurred by you at the request of the Company in the performance of the Consulting Services under this Separation Agreement. You shall not be obligated to make any advance to or for the account of the Company, nor shall you be obligated to incur any expense for the account of the Company without assurance that the necessary funds for the discharge of such expense will be provided. Notwithstanding the foregoing, all significant expenses to be incurred by you in connection with the Consulting Services shall require the prior written (including e-mail) approval of the Chief Executive Officer of the Company. If any reimbursements or in-kind benefits provided by the Company pursuant to this Separation Agreement would constitute deferred compensation for purposes of Section 409A of the Internal Revenue Code of 1986 (the “**Code**”), as amended, such reimbursements or in-kind benefits shall be subject to the following rules: (i) the amounts to be reimbursed, or the in-kind benefits to be provided, shall be determined pursuant to the terms of the applicable benefit plan, policy or agreement and shall be limited to your lifetime and the lifetime of your eligible dependents; (ii) the amount eligible for reimbursement, or the in-kind benefits provided, during any calendar year may not affect the expenses eligible for reimbursement, or the in-kind benefits provided, in any other calendar year; (iii) any reimbursement of an eligible expense shall be made on or before the last day of the calendar year following the calendar year in which the expense was incurred; and (iv) your right to an in-kind benefit or reimbursement is not subject to liquidation or exchange for cash or another benefit.

The Consulting Period and the Consulting Services will terminate automatically upon your death or disability (as reasonably determined by the Board of Directors of the Company (the “**Board**”). You or the Company may terminate the Consulting Services at any time, and the Company will cease to have any obligation to pay the Consulting Fee for any period following such termination; provided, however, that if the Company terminates the Consulting Services other than due to Cause, if the Consulting Services terminate as a result of your death or disability, or if there is a Change in Control of the Company, as defined in the Equity Plan (as defined herein), and the Consulting Services are terminated, the Company will pay to you (or your estate, as applicable) the unpaid portion of the Consulting Fee for the full Consulting Period as soon as practicable (but no later than 30 days) following such termination or Change in Control.

For purposes of this Separation Agreement, “**Cause**” means: (a) your material breach of this Separation Agreement or any other written agreement between you and the Company, Select LLC or any of their subsidiaries or affiliates; (b) your

material failure to follow any law applicable to your consulting relationship with the Company, or your breach of any material policy or code of conduct established by the Company or its subsidiaries or affiliates and applicable to you; (c) your gross negligence, willful misconduct, fraud, theft or embezzlement; (d) the commission by you of, or conviction or indictment of you for, or plea of nolo contendere by you to, any felony (or state law equivalent) or any crime that constitutes a misdemeanor involving moral turpitude; or (e) your willful failure or refusal, other than due to disability (as reasonably determined by the Board), to perform your obligations pursuant to this Separation Agreement or to follow any reasonable and lawful directive from the Chief Executive Officer of the Company, as determined by the Company; provided, however, that if your actions or omissions as set forth in this definition of "Cause" are of such a nature that the Company determines that they are curable by you, such actions or omissions must remain uncured for 30 days after the Company first provided you written notice of the obligation to cure such actions or omissions in order to constitute "Cause" under this definition.

You acknowledge and agree that in your performance of the Consulting Services, you will be brought into frequent contact with existing and potential customers of the Company. You also agree that trade secrets and confidential information of the Company, more fully described in Section 9(d) of the Employment Agreement, dated January 14, 2019, between the Company and you (the "**Employment Agreement**"), gained by you during your association with the Company, have been developed by the Company through substantial expenditures of time, effort and money and constitute valuable and unique property of the Company. You may also be provided with specialized training, during the term of this Separation Agreement. You further understand and agree that the foregoing makes it necessary for the protection of the Company's Business (as defined in Section 10(f)(i) of the Employment Agreement) that you not compete with the Company during the period of your engagement with the Company and not compete with the Company for a reasonable period thereafter, as further provided in this Separation Agreement.

3. ACCRUED OBLIGATIONS

No later than 30 days after the Separation Date, the Company will pay to you a lump sum in cash equal in amount to the sum of the following, subject to applicable tax withholding (the "**Accrued Payments**"):

- your base salary earned through the Separation Date, to the extent not theretofore paid; plus
- your business expenses that are reimbursable pursuant to Section 5 of the Employment Agreement, but have not been reimbursed by the Company as of the Separation Date.

Except as modified pursuant to this Separation Agreement, you will also be entitled to any accrued vested benefits under any other benefit plans, programs or arrangements of the Company, Select LLC or their appropriate affiliates (including

any vested benefits under the Company's qualified and nonqualified retirement plans), subject to the terms of such plans, programs or arrangements (the "**Accrued Benefits**," and, together with the Accrued Payments, the "**Accrued Obligations**").

4. **ADDITIONAL BENEFITS**

As further consideration for you (a) signing this Separation Agreement, and (b) signing, no earlier than the Separation Date and no later than 21 days following the Separation Date, the Release, and letting the Release become effective as set forth in the Release, you will receive the payments and benefits as specified on **Exhibit B** attached hereto, all subject to applicable tax withholding (the "**Additional Benefits**").

The Consulting Fee, the Accrued Obligations and the Additional Benefits will be in full satisfaction of any amounts due under the Employment Agreement, the Select Energy Services, Inc. 2016 Equity Incentive Plan (the "**Equity Plan**"), and any other compensation arrangements of the Company and Select LLC. You acknowledge and agree that the Consulting Fee and the Additional Benefits do not constitute a benefit to which you would otherwise be entitled as a result of your employment with Select LLC or affiliation with the Company, that the Consulting Fee and the Additional Benefits would not be due unless you sign the Release, and that the Consulting Fee and the Additional Benefits constitute fair and adequate consideration for your promises and covenants set forth in this Separation Agreement and the Release.

5. **RESTRICTIVE COVENANTS**

By signing this Separation Agreement, you reaffirm that you will continue to abide by the applicable covenants set forth in Sections 8, 9, 10 and 11 of the Employment Agreement, which in each case expressly survive the termination of your employment (the "**Restrictive Covenants**"). You further agree that, for purposes of such Restrictive Covenants, as applicable, the Prohibited Period (for purposes of the use of such term in the Employment Agreement) shall continue until, and shall end on, August 31, 2023.

You agree that you will not make or issue, or procure any person, firm, or entity to make or issue, any statement in any form, including written, oral and electronic communications of any kind, which conveys negative or adverse information concerning the Company, its subsidiaries, or its affiliates, or any and all past, present, or future related persons or entities, including but not limited to the Company's and its subsidiaries' and affiliates' officers, directors, managers, employees, shareholders, agents, attorneys, successors and assigns, specifically including without limitation Select Energy Services, Inc. and Select Energy Services, LLC, their business, their actions or their officers or directors, to any person or entity, regardless of the truth or falsity of such statement. This paragraph does not apply to truthful testimony compelled by applicable law or legal process.

In addition to any other legal or equitable remedies available to the Company, in the event of any breach by you of the Restrictive Covenants or the non-disparagement provisions of the immediately preceding paragraph, the Company and its affiliates will be relieved of any obligation to pay or provide the Additional Benefits or the Consulting Fee or to continue your Consulting Services.

Notwithstanding anything in this Separation Agreement or the Employment Agreement to the contrary, nothing in this Separation Agreement or the Employment Agreement prevents you from providing, without prior notice to the Company, information to governmental authorities regarding possible legal violations or otherwise testifying or participating in any investigation or proceeding by any governmental authorities regarding possible legal violations, and for purposes of clarity, you are not prohibited from providing information voluntarily to the Securities and Exchange Commission pursuant to Section 21F of the Securities Exchange Act of 1934, as amended.

6. LIMITATIONS

Nothing in this Separation Agreement, the Employment Agreement or the Release shall be binding upon the parties to the extent it is void or unenforceable for any reason, including, without limitation, as a result of any law regulating competition or proscribing unlawful business practices; provided, however, that to the extent that any provision in this Separation Agreement, the Employment Agreement or the Release could be modified to render it enforceable under applicable law, it shall be deemed so modified and enforced to the fullest extent allowed by law.

7. OTHER ACKNOWLEDGEMENTS

No Company or Select LLC policy or individual agreement between the Company or Select LLC and you shall prevent you from providing information to government authorities regarding possible legal violations, participating in investigations, testifying in proceedings regarding the Company or Select LLC's past or future conduct, engaging in any future activities protected under the whistleblower statutes administered by any government agency (e.g., EEOC, NLRB, SEC, etc.) or receiving a monetary award from a government-administered whistleblower award program for providing information directly to a government agency. The Company and Select LLC nonetheless assert and do not waive their attorney-client privilege over any information appropriately protected by privilege. By executing this Separation Agreement you represent that, as of the date you sign this Separation Agreement, no claims, lawsuits, or charges have been filed by you or on your behalf against the Company, Select LLC or any of their legal predecessors, successors, assigns, fiduciaries, parents, subsidiaries, divisions or other affiliates, or each of the foregoing's respective past, present and future principals, partners, shareholders, directors, officers, employees, agents, consultants, attorneys, trustees, administrators, executors or representatives (the "**Released Parties**"). You acknowledge and agree that you have in a timely manner received or waived all applicable notices required under the Employment Agreement in connection with

the termination of your employment with Select LLC. The Company agrees that this Separation Agreement does not extend to, release or modify any rights to indemnification or advancement of expenses to which you are entitled from the Company or its insurers under the Company's certificate of incorporation, by-laws, or other corporate governing law or instruments.

8. CERTAIN CLAIMS

The Company's obligation to make the payments and provide the benefits provided for in this Separation Agreement and otherwise to perform its obligations hereunder shall be subject to set-off, counterclaim, recoupment, defense, or other claim, right or action that the Company or Select LLC may have against you to the extent such set-off or other action does not violate Section 409A of the Code, as amended. You will be entitled to recover actual damages if the Company breaches this Separation Agreement, including any unexcused late or non-payment of any amounts owed under this Separation Agreement, or any unexcused failure to provide any other benefits specified in this Separation Agreement. Failure by any party to enforce any term or condition of this Separation Agreement at any time shall not preclude that party from enforcing that provision, or any other provision, at a later time.

9. NO RE-EMPLOYMENT

You understand that your employment with Select LLC terminates on the Separation Date. Except for your performance of the Consulting Services during the Consulting Period, you agree that you will not seek or accept employment with the Company or Select LLC without written approval from the Board, including assignment to or on behalf of the Company or Select LLC as an independent contractor or through any third party, and the Company and Select LLC have no obligation to consider you for any future employment or assignment.

10. REVIEW OF SEPARATION AGREEMENT

This Separation Agreement is important. You are advised to review it carefully and consult an attorney before signing it, as well as any other professional whose advice you value, such as an accountant or financial advisor. If you agree to the terms of this Separation Agreement, sign in the space below where your agreement is indicated. The payments and benefits specified in this Separation Agreement are contingent on your signing this Separation Agreement and the Release no earlier than the Separation Date and no later than 21 calendar days following the Separation Date, and not revoking the Release.

11. RETURN OF PROPERTY

You affirm that you have, or will have within a reasonable time after the Separation Date, returned to the Company in reasonable working order all Company Property, as described more fully below. "Company Property" includes company-owned or leased motor vehicles, equipment, supplies and documents. Such documents may include but are not limited to customer lists, financial statements, cost data, price

lists, invoices, forms, passwords, electronic files and media, mailing lists, contracts, reports, manuals, personnel files, correspondence, business cards, drawings, employee lists or directories, lists of vendors, photographs, maps, surveys, and the like, including copies, notes or compilations made there from, whether such documents are embodied on "hard copies" or contained on computer disk or any other medium. You further agree that you will not retain any copies or duplicates of any such Company Property.

12. FUTURE COOPERATION

Following the termination of the Consulting Period, you agree that you shall respond to reasonable requests for information from the Company or Select LLC regarding matters that may arise in their business. You further agree to fully and completely cooperate with the Company and Select LLC, their advisors and their legal counsel with respect to any litigation that is pending against the Company or Select LLC and any claim or action that may be filed against the Company or Select LLC in the future. Such cooperation shall include making yourself available at reasonable times and places for interviews, reviewing documents, testifying in a deposition or a legal or administrative proceeding, and providing advice to the Company or Select LLC in preparing defenses to any pending or potential future claims against the Company or Select LLC. In the event your cooperation is needed following the conclusion of the Consulting Agreement herein, the Company agrees to (or to cause one of its affiliates to) pay you a reasonable fee commensurate with the cooperation requested. The Company also agrees to (or to cause one of its affiliates to) pay/reimburse you for any approved travel expenses reasonably incurred as a result of your cooperation with the Company or Select LLC, with any such payments/reimbursements to be made in accordance with the Company's expense reimbursement policy as in effect from time to time.

13. TAX MATTERS

By signing this Separation Agreement, you acknowledge that you will be solely responsible for any taxes which may be imposed on you as a result of the Consulting Fee, the Accrued Obligations and the Additional Benefits, all amounts payable to you under this Separation Agreement will be subject to applicable tax withholding by the Company or Select LLC, and the Company and Select LLC have not made any representations or guarantees regarding the tax result for you with respect to any income recognized by you in connection with this Separation Agreement, the Consulting Fee, the Accrued Obligations or the Additional Benefits. For purposes of Section 409A of the Code, each installment payment provided under this Separation Agreement shall be treated as a separate payment.

14. NATURE OF AGREEMENT

By signing this Separation Agreement, you acknowledge that you are doing so freely, knowingly and voluntarily. You acknowledge that in signing this Separation Agreement, you have relied only on the promises written in this Separation

Agreement and not on any other promise made by the Released Parties, the Company, Select LLC or any past, present or future parents, subsidiaries or affiliates of the Company or Select LLC (collectively, the “*Select Energy Companies*”). This Separation Agreement is not, and will not be considered, an admission of liability or of a violation of any applicable contract, law, rule, regulation, or order of any kind. This Separation Agreement and the Release contains the entire agreement between the Company, other Select Energy Companies and you regarding your departure from the Company and Select LLC, except that all post-employment covenants contained in the Employment Agreement remain in full force and effect. The Accrued Obligations and the Additional Benefits are in full satisfaction of any severance benefits under the Employment Agreement, the Equity Plan, and of any other compensation arrangements between you and the Company or the Select Energy Companies. This Separation Agreement may not be altered, modified, waived or amended except by a written document signed by a duly authorized representative of the Company and Select LLC and you. Except as otherwise explicitly provided, this Separation Agreement will be interpreted and enforced in accordance with the laws of the state of Texas, and the parties hereto, including their successors and assigns, consent to the jurisdiction of the state and federal courts of Texas. The headings in this document are for reference only, and shall not in any way affect the meaning or interpretation of this Separation Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, you, the Company and Select LLC have executed this Separation Agreement as of the dates set forth below.

MITCHELL M. SHAUF

Date: _____

SELECT ENERGY SERVICES, INC.

By: _____

Name: _____

Title: _____

Date: _____

SELECT ENERGY SERVICES, LLC

By: _____

Name: _____

Title: _____

Date: _____



Exhibit A
Release

This Release is among Select Energy Services, Inc. (the “**Company**”), Select Energy Services, LLC (“**Select LLC**”) and Mitchell M. Shauf (“**you**” and similar words), in consideration of the benefits provided to you and to be received by you from or on behalf of the Company as described in the Separation and Consulting Agreement among the Company, Select LLC and you, dated as of the applicable date referenced therein (the “**Separation Agreement**”). Capitalized terms used herein without definition have the meanings ascribed to such terms in the Separation Agreement.

By signing this Release, you, the Company and Select LLC hereby agree as follows:

1. WAIVER AND RELEASE

You, on behalf of yourself and anyone claiming through you, including each and all of your legal representatives, administrators, executors, heirs, successors and assigns (collectively, the “**Releasers**”), hereby fully, finally and forever release, absolve and discharge the Company and Select LLC and each and all of their legal predecessors, successors, assigns, fiduciaries, parents, subsidiaries, divisions and other affiliates, and each of the foregoing’s respective past, present and future principals, partners, shareholders, directors, officers, employees, agents, consultants, attorneys, trustees, administrators, executors and representatives (collectively, the “**Company Released Parties**”), of, from and for any and all claims, causes of action, lawsuits, controversies, liabilities, losses, damages, costs, expenses and demands of any nature whatsoever, at law or in equity, whether known or unknown, asserted or unasserted, foreseen or unforeseen, that the Releasers (or any of them) now have, have ever had, or may have against the Company Released Parties (or any of them) based upon, arising out of, concerning, relating to or resulting from any act, omission, matter, fact, occurrence, transaction, claim, contention, statement or event occurring or existing at any time in the past up to and including the date on which you sign this Release, including, without limitation: (a) all claims arising out of or in any way relating to your employment with or separation of employment from the Company, Select LLC or their affiliates; (b) all claims for compensation or benefits, including salary, commissions, bonuses, vacation pay, expense reimbursements, severance pay, fringe benefits, stock options, restricted stock units or any other ownership interests in the Company Released Parties; (c) all claims for breach of contract, wrongful termination and breach of the implied covenant of good faith and fair dealing; (d) all tort claims, including claims for fraud, defamation, invasion of privacy and emotional distress; (e) all other common law claims; and (f) all claims (including claims for discrimination, harassment, retaliation, attorneys’ fees, expenses or otherwise) that were or could have been asserted by you or on your behalf in any federal, state, or local court, commission, or agency, or under any federal, state, local, employment, services or other law, regulation, ordinance, constitutional provision, executive order or other source of law, including without limitation under any of the following laws, as amended from time to time: the Age Discrimination in Employment Act (the “**ADEA**”), as amended by the Older Workers’ Benefit Protection Act of 1990

(the “**OWBPA**”), Title VII of the Civil Rights Act of 1964, 42 U.S.C. §§ 1981 & 1981a, the Americans with Disabilities Act, the Equal Pay Act, the Employee Retirement Income Security Act, the Lilly Ledbetter Fair Pay Act of 2009, the Family and Medical Leave Act, The Sarbanes-Oxley Act of 2002, the National Labor Relations Act, the Rehabilitation Act of 1973, the Worker Adjustment Retraining and Notification Act, the Uniformed Services Employment and Reemployment Rights Act, Federal Executive Order 11246, the Genetic Information Nondiscrimination Act, the Texas Commission on Human Right/Texas Employment Discrimination Law, as amended, the Texas Labor Code, the Texas Health and Safety Code, the Texas Disability Discrimination Law, as amended, the Texas Minimum Wage Act, or the Texas Wage Payment Law (the “**Release**”).

2. SCOPE OF RELEASE

Nothing in this Release (a) shall release the Company or Select LLC from any of their obligations set forth in the Separation Agreement or any claim that by law is non-waivable, (b) shall release the Company or Select LLC from any obligation to defend and/or indemnify you against any third party claims arising out of any action or inaction by you during the time of your employment and within the scope of your duties with the Company or Select LLC to the extent you have any such defense or indemnification right, and to the extent permitted by applicable law and to the extent the claims are covered by the Company’s director & officer liability insurance or (c) shall affect your right to file a claim for workers’ compensation or unemployment insurance benefits.

You further acknowledge that by signing this Release, you do not waive the right to file a charge against the Company or Select LLC with, communicate with, or participate in any investigation by the Equal Employment Opportunity Commission, the Securities and Exchange Commission or any comparable state or local agency. However, you waive and release, to the fullest extent legally permissible, all entitlement to any form of monetary relief arising from a charge you or others may file, including without limitation any costs, expenses or attorneys’ fees. You understand that this waiver and release of monetary relief would not affect an enforcement agency’s ability to investigate a charge or to pursue relief on behalf of others. Notwithstanding the foregoing, you will not give up your right to any benefits to which you are entitled under any retirement plan of the Company that is intended to be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended, or any monetary recovery under the Dodd-Frank Wall Street Reform and Consumer Protection Act and The Sarbanes-Oxley Act of 2002.

By executing this Release you represent that, as of the date you sign this Release, no claims, lawsuits, grievances, or charges have been filed by you or on your behalf against the Company Released Parties.

3. REVIEW OF RELEASE

In compliance with the requirements of the OWBPA, you acknowledge by your signature below that, with respect to the rights and claims under the ADEA that are waived and released by this Release, including claims relating to employment discrimination based upon age, you specifically acknowledge and agree as follows: (a) you have read and understand the terms of this Release; (b) you have been advised and hereby are advised, and have had the opportunity, to consult with an attorney before signing this Release; (c) the Release is written in a manner understood by you; (d) you are releasing the Company, Select LLC and the other Company Released Parties from, among other things, any claims that you may have against them pursuant to the ADEA; (e) the Release does not cover rights or claims that may arise after you sign this Release; (f) you will receive valuable consideration in exchange for the Release other than amounts you would otherwise be entitled to receive; (g) you have been given a period of 21 days in which to consider and execute this Release (although you may elect not to use the full 21-day period at your option); (h) you may revoke the Release during the seven-day period following the date on which you sign this Release, and the Release will not become effective and enforceable until the seven-day revocation period has expired; and (i) any such revocation must be submitted in writing to the Company, care of Adam R. Law, Senior Vice President, General Counsel & Corporate Secretary, 1233 W. Loop S., Suite 1400, Houston, TX 77027 (e-mail: ALaw@selectenergyservices.com) prior to the expiration of such seven-day revocation period. If you revoke the Release within such seven-day revocation period, it shall be null and void.

4. ENTIRE AGREEMENT

This Release, the Separation Agreement, and the documents referenced therein contain the entire agreement among you and the Company and Select LLC, and take priority over any other written or oral understanding or agreement that may have existed in the past. You acknowledge that no other promises or agreements have been offered for this Release (other than those described above) and that no other promises or agreements will be binding unless they are in writing and signed by you and the Company and Select LLC. Should any provision of this Release be declared by a court of competent jurisdiction to be illegal, void, or unenforceable, the remaining provisions shall remain in full force and effect; provided, however, that upon a finding that the Release, in whole or part, is illegal, void, or unenforceable, you shall be required, at the option of the Company, either to return the Consulting Fee and the Additional Benefits (as defined in the Separation Agreement) or to execute a release that is legal and enforceable.

I agree to the terms and conditions set forth in this Release.

MITCHELL SHAUF

Date: _____

NAI-1513783055v7

Exhibit B
Additional Benefits

1. **Short-Term Incentive Bonus Payment.** The Company shall pay, or cause to be paid, to you an amount equal to the annual bonus that you reasonably would have earned under the Company's short-term incentive bonus program for 2020 had you remained employed by the Company as of December 31, 2020, pro-rated based on the number of days you are employed by the Company during the 2020 calendar year through the Separation Date, in a lump sum on or before the date such annual bonuses are paid to executives who have continued employment with the Company through December 31, 2020 (but in no event later than March 15, 2021);

2. **COBRA Reimbursements.** During the portion, if any, of the 12-month period following the Separation Date (the "***Reimbursement Period***") for which you elect to continue coverage for you and your spouse and eligible dependents, if any, under the Company's group health plans pursuant to Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("***COBRA***"), the Company shall promptly reimburse you on a monthly basis for the difference between the amount you pay to effect and continue such coverage and the employee contribution amount that similarly situated employees of the Company or Select LLC pay for the same or similar coverage under such group health plans (the "***COBRA Benefit***"). Each payment of the COBRA Benefit shall be paid to you on the Company's or Select LLC's first regularly scheduled pay date in the calendar month immediately following the calendar month in which you submit to the Company documentation of the applicable premium payment having been paid by you, which documentation shall be submitted by you to the Company within 30 days following the date on which the applicable premium payment is paid. You shall be eligible to receive such reimbursement payments until the earliest of: (a) the last day of the Reimbursement Period; (b) the date you are no longer eligible to receive COBRA continuation coverage; and (c) the date on which you become eligible to receive coverage under a group health plan sponsored by another employer (and any such eligibility shall be promptly reported to the Company by you); provided, however, that the election of COBRA continuation coverage and the payment of any premiums due with respect to such COBRA continuation coverage shall remain your sole responsibility, and the Company shall not assume any obligation for payment of any such premiums relating to such COBRA continuation coverage. Notwithstanding the foregoing, if the provision of the benefits described in this paragraph cannot be provided in the manner described above without penalty, tax or other adverse impact on the Company or any of its affiliates, then the Company and you shall negotiate in good faith to determine an alternative manner in which the Company may provide substantially equivalent benefits to you without such adverse impact on the Company or such affiliates.

3. **Treatment of Equity Awards.** Subject to you continuing to provide the Consulting Services through the end of the Consulting Period, your outstanding Company restricted shares and performance stock units will be treated as set forth below, notwithstanding anything to the contrary in the applicable award agreements; provided, however, that if the Company terminates the Consulting Services prior to the end of the Consulting Period other than due to Cause (as defined in the Separation Agreement), or if the Consulting

Services terminate as a result of your death or disability, then your outstanding Company restricted shares and performance stock units (to the extent not yet vested at the time of such termination) will become vested at the same time and to the same extent that such awards would have vested pursuant to the terms of this **Section 3** had the Consulting Services continued for the remainder of the Consulting Period. Except as provided in this **Section 3**, your Company equity compensation awards will remain subject to the terms of the Equity Plan and the award agreements governing such awards; provided, however, that notwithstanding anything in the Separation Agreement or this agreement to the contrary, a portion of the restricted shares described in this exhibit that will become Earned Shares (as defined in the applicable award agreements) will be withheld to cover applicable withholding taxes (in order of vesting subsequent to the date of the Separation Agreement).

(a) **Restricted Shares**

With respect to 9,391 restricted shares of the Company granted to you on January 19, 2018, any such restricted shares with respect to which the Forfeiture Restrictions (as defined in the applicable award agreement) have not lapsed as of the Separation Date will become Earned Shares (as defined in the applicable award agreement) at the time that such restricted shares would have otherwise become Earned Shares had you remained continuously employed by the Company until the end of the Consulting Period.

With respect to 81,200 restricted shares of the Company granted to you on January 14, 2019 and 23,978 restricted shares of the Company granted to you on January 19, 2019, any such restricted shares with respect to which the Forfeiture Restrictions (as defined in the applicable award agreements) have not lapsed as of the Separation Date will become Earned Shares (as defined in the applicable award agreements) at the time that such restricted shares would have otherwise become Earned Shares had you remained continuously employed by the Company through and after the end of the Consulting Period.

With respect to the 54,580 restricted shares of the Company granted to you on March 5, 2020:

- (i) any such restricted shares with respect to which the Forfeiture Restrictions (as defined in the applicable award agreement) have not lapsed as of the Separation Date will become Earned Shares (as defined in the applicable award agreement) at the time (and to the extent) that such restricted shares would have otherwise become Earned Shares had you remained continuously employed by the Company until the end of the Consulting Period; and
- (ii) with respect to the portions of such restricted shares that do not vest as described in clause (i), (A) the portion of such restricted shares that would have become Earned Shares on March 5, 2022 had you remained continuously employed through such date will become Earned Shares on

such date as if you had remained continuously employed by the Company until such date, and (B) the remainder of such restricted shares will be forfeited.

(b) **Performance Stock Units**

With respect to the performance share units of the Company granted to you on January 19, 2018 (9,391 at target), such performance share units will become Earned PSUs (as defined in the applicable award agreement) at such time (and to such extent) that such performance share units would otherwise become Earned PSUs had you remained continuously employed by the Company until the end of the Consulting Period.

With respect to the performance share units of the Company granted to you on January 19, 2019 (23,978 at target) and March 5, 2020 (54,580 at target), such performance share units will vest in accordance with their terms at the same time and to the same extent that such performance share units would have vested had you remained in continuous employment with the Company until the last day of the Consulting Period and retired on that date.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Holli Ladhani, certify that:

1. I have reviewed this quarterly report of Select Energy Services, Inc. (the “registrant”);
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
 5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
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- 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: November 4, 2020

/s/ Holli Ladhani

Holli Ladhani
President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Nick Swyka, certify that:

1. I have reviewed this quarterly report of Select Energy Services, Inc. (the “registrant”);
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
 5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.
-

Date: November 4, 2020

/s/ Nick Swyka

Nick Swyka

Senior Vice President and Chief Financial Officer

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
UNDER SECTION 906 OF THE
SARBANES OXLEY ACT OF 2002, 18 U.S.C. § 1350**

In connection with the quarterly report of Select Energy Services, Inc. (the “Company”), as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Holli Ladhani, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to her knowledge:

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

Date: November 4, 2020

/s/ Holli Ladhani

Holli Ladhani
President and Chief Executive Officer

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER
UNDER SECTION 906 OF THE
SARBANES OXLEY ACT OF 2002, 18 U.S.C. § 1350**

In connection with the quarterly report of Select Energy Services, Inc. (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Nick Swyka, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

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

Date: November 4, 2020

/s/ Nick Swyka

Nick Swyka

Senior Vice President and Chief Financial Officer
