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 March 31, 2018

OR

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

For the transition period from ___________________________

000-54987
(Commission File Number)

Strategic Environmental & Energy Resources, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**02-0565834**
(State or other jurisdiction of incorporation)	*(IRS Employer Identification Number)*

751 Pine Ridge Road, Golden, CO 80403
(Address of principal executive offices including zip code)

303-277-1625
(Registrant’s telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “small reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐	
Non-accelerated filer ☐	Smaller reporting company ☒	Emerging Growth Company ☐

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

As of April 30, 2018 the Registrant had **56,663,575** shares outstanding of its $.001 par value common stock.

Strategic Environmental & Energy Resources, Inc.

Quarterly Report on FORM 10-Q For The Period Ended

March 31, 2018

TABLE OF CONTENTS

Part I. FINANCIAL INFORMATION
Item 1. Financial Statements

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2018 Unaudited	December 31, 2017 *
ASSETS		
Current assets:		
Cash	$ 170,600	$ 54,100
Accounts receivable, net of allowance for doubtful accounts of $460,100 and $460,100, respectively	695,900	692,400
Notes receivable, net	184,600	184,600
Prepaid expenses and other current assets	684,000	340,900
Total current assets	1,735,100	1,272,000
Property and equipment, net	1,163,400	1,296,400
Intangible assets, net	595,500	623,100
Notes receivable, net of current portion	552,800	542,900
Other assets	16,500	16,500
TOTAL ASSETS	$ 4,063,300	$ 3,750,900
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,615,800	$ 1,436,900
Accrued liabilities	1,207,600	1,307,600
Revenue contract liabilities	213,900	227,300
Deferred revenue	325,400	304,200
Payroll taxes payable	1,011,700	997,700
Customer deposits	1,600	21,600
Current portion of notes payable and capital lease obligations	2,769,600	2,166,300
Notes payable - related parties, including accrued interest	11,800	11,800
Total current liabilities	7,157,400	6,473,400
Deferred revenue, non-current	87,900	113,100
Notes payable and capital lease obligations, net of current portion	485,900	504,300
Total liabilities	7,731,200	7,090,800
Commitments and contingencies		
Stockholders' Equity:		
Preferred stock; $.001 par value; 5,000,000 shares authorized; -0- shares issued		
Common stock; $.001 par value; 70,000,000 shares authorized; 57,348,575 and 56,528,575 shares issued, issuable** and outstanding 2018 and 2017, respectively	57,100	56,500
Common stock subscribed	25,000	25,000
Additional paid-in capital	21,209,400	20,790,700
Stock subscription receivable	(25,000)	(25,000)
Accumulated deficit	(22,202,600)	(21,471,900)
Total stockholders' equity	(936,100)	(624,700)
Non-controlling interest	(2,731,800)	(2,715,200)
Total equity	(3,667,900)	(3,339,900)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 4,063,300	$ 3,750,900

**These numbers were derived from the audited financial statements for the year ended December 31, 2017. See accompanying notes.*
***Includes 760,000 and 190,000 shares issuable at March 31, 2018 and December 31, 2017, respectively, per terms of short-term notes.*

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31, 2018	2017
Revenue:		
Products	$ 875,500	$ 1,689,000
Services	923,200	834,500
Solid waste	97,400	69,300
Total revenue	1,896,100	2,592,800
Operating expenses:		
Products costs	530,200	1,178,400
Services costs	775,700	652,900
Solid waste costs	17,000	57,300
General and administrative expenses	494,500	541,900
Salaries and related expenses	492,700	504,800
Total operating expenses	2,310,100	2,935,300
Loss from operations	(414,000)	(342,500)
Other income (expense):		
Interest expense	(365,800)	(426,900)
Other	32,500	(5,200)
Total non-operating expense, net	(333,300)	(432,100)
Net loss from continuing operations	(747,300)	(774,600)
Net income from discontinued operations, net of tax	—	354,700
Net loss	(747,300)	(419,900)
Less: Net loss attributable to non-controlling interest	(16,600)	(51,200)
Net loss attributable to SEER common stockholders	$ (730,700)	$ (368,700)
Net loss per share from continuing operations	$ (0.01)	$ (0.01)
Discontinued operations	—	*
Net loss per share, basic and diluted	$ (0.01)	$ (0.01)
Weighted average shares outstanding – basic and diluted	56,736,019	54,532,727

*Less than $0.01 per share

See accompanying notes.

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31, 2018	2017
Cash flows from operating activities:		
Net loss	$ (747,300)	$ (419,900)
Income from discontinued operations	—	354,700
Net loss from continuing operations	(747,300)	(774,600)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	160,600	191,900
Stock-based compensation expense	35,500	17,000
Non-cash expense for interest, common stock issued for debt penalty	263,800	345,000
Non-cash expense for interest, warrants – accretion of debt discount	—	1,600
Changes in operating assets and liabilities:		
Accounts receivable	(3,500)	46,700
Costs in Excess of billings on uncompleted contracts	—	13,600
Prepaid expenses and other assets	17,500	(44,000)
Accounts payable and accrued liabilities	58,900	(286,200)
Revenue contract liabilities	(13,400)	(134,300)
Deferred revenue	(4,000)	(47,100)
Payroll taxes payable	14,000	5,700
Net cash used by operating activities	(217,900)	(664,700)
Cash flows from investing activities:		
Purchase of property and equipment	—	(1,300)
Net cash used in investing activities	—	(1,300)
Cash flows from financing activities:		
Payments of notes and capital lease obligations	(135,600)	(183,600)
Proceeds from short-term notes	350,000	450,000
Proceeds from the sale of common stock and warrants, net of expenses	120,000	—
Net cash provided by financing activities	334,400	266,400
Net cash flows from discontinued operations	—	509,000
Net increase in cash	116,500	109,400
Cash at the beginning of period	54,100	233,200
Cash at the end of period	$ 170,600	$ 342,600
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 61,500	$ 12,400
Cash paid for income taxes	$ —	$ —
Financing of prepaid insurance premiums	$ 370,500	$ 438,300

See accompanying notes.

NOTE 1 - ORGANIZATION AND FINANCIAL CONDITION

Organization and Going Concern

Strategic Environmental & Energy Resources, Inc. ("SEER," "we," or the "Company"), a Nevada corporation, is a provider of next-generation clean-technologies, waste management innovations and related services. SEER has three wholly-owned subsidiaries in continuing operations, and two majority-owned subsidiaries; all of which together provide technology solutions and services to companies primarily in the oil and gas, refining, landfill, food, beverage & agriculture and renewable fuel industries. The three wholly-owned subsidiaries include: 1) REGS, LLC (d/b/a Resource Environmental Group Services ("REGS")) provides industrial and proprietary cleaning services to refineries, oil fields and other private and governmental entities; 2) MV, LLC (d/b/a MV Technologies) ("MV"), designs and builds biogas conditioning solutions for the production of renewable natural gas and odor control systems primarily for landfill operations, waste-water treatment facilities, oil and gas fields, refineries, municipalities and food, beverage & agriculture operations throughout the U.S.; 3) SEER Environmental Materials, LLC,("SEM"), a materials technology company focused on development of cost-effective chemical absorbents.

The two majority-owned subsidiaries are; 1) Paragon Waste Solutions, LLC ("PWS") and 2) ReaCH4Biogas ("Reach"). PWS is currently owned 54% by SEER (see Note 7) and Reach is owned 85% by SEER.

PWS is developing specific opportunities to deploy and commercialize patented technologies for a non-thermal plasma-assisted oxidation process that makes possible the clean and efficient destruction of solid hazardous chemical and biological waste (*i.e*., regulated medical waste, chemicals, pharmaceuticals and refinery tank waste, *etc*.) without landfilling or traditional incineration and without harmful emissions. Additionally, PWS' technology "cleans" and conditions emissions and gaseous waste streams (*i.e*., volatile organic compounds and other greenhouse gases) generated from diverse sources such as refineries, oil fields, and many others.

Reach (the trade name for BeneFuels, LLC), is currently owned 85% by SEER and focuses specifically on developing renewable biomethane projects that convert raw biogas to pipeline quality gas and/or compressed natural gas ("CNG") for fleet vehicle fuel. Reach had minimal operations for the quarter ended March 31, 2018 and 2017.

Principals of Consolidation

The accompanying consolidated financial statements include the accounts of SEER, its wholly-owned subsidiaries, REGS, MV and SEM and its majority-owned subsidiaries PWS and Reach, since their respective acquisition or formation dates. All material intercompany accounts, transactions, and profits have been eliminated in consolidation. The Company has non-controlling interest in joint ventures, which are reported on the equity method.

Going Concern

As shown in the accompanying consolidated financial statements, the Company has experienced recurring losses, and has accumulated a deficit of approximately $22.2 million as of March 31, 2018, and $21.5 million as of December 31, 2017. For the three months ended March 31, 2018 and 2017 we had net losses from continuing operations before adjustment for losses attributable to non-controlling interest of approximately $0.7 million and $0.8 million, respectively. As of March 31, 2018 and December 31, 2017 our current liabilities exceed our current assets by approximately $5.4 million and $5.2 million, respectively. The primary reason for the increase in negative working capital from December 31, 2017 to March 31, 2018 is due to an increase in short term debt of $350,000. The Company has limited common shares available for issue which may limit the ability to raise capital or settle debt through issuance of shares. These factors raise substantial doubt about the ability of the Company to continue to operate as a going concern for a period of at least one year after the date of the issuance of our audited financial statements for the period ended December 31, 2017.

NOTE 1 - ORGANIZATION AND FINANCIAL CONDITION, continued

Realization of a major portion of our assets as of March 31, 2018 and December 31, 2017, is dependent upon our continued operations. The Company is dependent on generating additional revenue or obtaining adequate capital to fund operating losses until it becomes profitable. In addition, we have undertaken a number of specific steps to continue to operate as a going concern. We continue to focus on developing organic growth in our operating companies, diversifying our service customer base and market concentrations and improving gross and net margins through increased attention to pricing, aggressive cost management and overhead reductions. Critical to achieving profitability will be our ability to license and or sell, permit and operate through our joint ventures and licensees our CoronaLux™ waste destruction units. We have increased our business development efforts to address opportunities identified in expanding domestic markets attributable to increased federal and state emission control regulations (particularly in the nation's oil and gas fields) and a growing demand for energy conservation and renewable energies. In addition, the Company is evaluating various forms of financing that may be available to it. There can be no assurance that the Company will secure additional financing for working capital, increase revenues and achieve the desired result of net income and positive cash flow from operations in future years. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to report on a going concern basis.

Basis of presentation Unaudited Interim Financial Information

The accompanying interim condensed consolidated financial statements are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all of the normal recurring adjustments necessary to present fairly the financial position and results of operations as of and for the periods presented. The interim results are not necessarily indicative of the results to be expected for the full year or any future period.

Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company believes that the disclosures are adequate to make the interim information presented not misleading. These consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto included in the Company's Report on Form 10-K filed on April 17, 2018 for the years ended December 31, 2017 and 2016.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make a number of estimates and assumptions related to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the carrying amount of intangible assets; valuation allowances and reserves for receivables and inventory and deferred income taxes; revenue recognition related to contracts accounted for under the percentage of completion method; share-based compensation; and loss contingencies, including those related to litigation. Actual results could differ from those estimates.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported consolidated net loss.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Revenue Recognition

In May 2014, the FASB issued guidance on revenue from contracts with customers that superseded most current revenue recognition guidance, including industry-specific guidance. The underlying principle of the guidance is to recognize revenue to depict the transfer of goods or services to customers at an amount to which the company expects to be entitled in exchange for those goods or services. The new guidance requires an evaluation of revenue arrangements with customers following a five-step approach: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations; and (5) recognize revenue when (or as) the company satisfies each performance obligation. Revenues are recognized when control of the promised services are transferred to the customers in an amount that reflects the expected consideration in exchange for those services. A customer obtains control when it has the ability to direct the use of and obtain the benefits from the services. Other major provisions of the guidance include capitalization of certain contract costs, consideration of the time value of money in the transaction price and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The Company adopted the provisions of this guidance effective January 1, 2018 as required under the guidance. The adoption of this guidance did not have any material impact on the Company's consolidated condensed financial statements (see Note 3).

Research and Development

Research and development ("R&D") costs are charged to expense as incurred. R&D expenses consist primarily of salaries, project materials, contract labor and other costs associated with ongoing product development and enhancement efforts. R&D expenses were $300 and $600 for the three months ended March 31, 2018 and 2017, respectively.

Income Taxes

The Company accounts for income taxes pursuant to *Accounting Standards Codification* ("ASC") 740, *Income Taxes,* which utilizes the asset and liability method of computing deferred income taxes. The objective of this method is to establish deferred tax assets and liabilities for any temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled.

ASC 740 also provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the financial statements. Tax positions must meet a "more-likely-than-not" recognition threshold at the effective date to be recognized. During the three months ended March 31, 2018 and 2017 the Company recognized no adjustments for uncertain tax positions.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. No interest and penalties related to uncertain tax positions were recognized at March 31, 2018 and December 31, 2017. The Company expects no material changes to unrecognized tax positions within the next twelve months.

The Company has filed federal and state tax returns through December 31, 2016. The tax periods for the years ending December 31, 2010 through 2016 are open to examination by federal and state authorities.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Recently issued accounting pronouncements

Changes to accounting principles generally accepted in the United States of America (U.S. GAAP) are established by the Financial Accounting Standards Board (FASB) in the form of accounting standards updates (ASU's) to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all new or revised ASU's.

Leases

In February 2016, the FASB issued guidance on lease accounting that supersedes the current guidance on leases. The new guidance establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with the classification affecting the pattern of expense recognition in the statement of operations. The new guidance is applicable to the Company for interim and annual reporting periods beginning after December 15, 2018. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. Early adoption of the amendments in the guidance is permitted. The Company's minimum lease commitments for operating leases as of March 31, 2018 was approximately $370,000. The Company is currently evaluating the impact of the guidance on its consolidated condensed financial statements.

NOTE 3 – REVENUE

The Company adopted the provisions of the guidance in the new revenue standard under ASC 606 effective January 1, 2018 applying the modified retrospective method to all contracts. Results for reporting periods beginning after January 1, 2018 are presented under the new revenue recognition guidance, while prior period amounts are not adjusted and continue to be reported in accordance with the historic accounting under previous revenue recognition guidance. The adoption of this guidance did not have any material impact on the Company's consolidated condensed financial statements. There was no impact to net revenue for the quarter ended March 31, 2018 as a result of applying the new revenue recognition guidance.

Products Revenue

Product revenue generated from contracts with customers, for the manufacture of products for the removal and treatment of hazardous vapor and gasses. Total estimated revenue includes all of the following: (1) the basic contract price, (2) contract options, and (3) change orders. Once contract performance is underway, we may experience changes in conditions, client requirements, specifications, designs, materials and expectations regarding the period of performance. Such changes are "change orders" and may be initiated by us or by our clients. In many cases, agreement with the client as to the terms of change orders is reached prior to work commencing; however, sometimes circumstances require that work progress without obtaining client agreement. Revenue related to change orders is recognized as costs are incurred if it is probable that costs will be recovered by changing the contract price. The Company does not incur pre-contract costs. Under the new revenue recognition guidance, we found no change in the manner we recognize product revenue. Provisions for estimated losses on uncompleted contracts are recorded in the period in which the losses are identified and included as additional loss. Provisions for estimated losses on contracts are shown separately as liabilities on the balance sheet, if significant, except in circumstances in which related costs are accumulated on the balance sheet, in which case the provisions are deducted from the accumulated costs. A provision as a liability is reported as a current liability.

We include in current assets and current liabilities amounts related to contracts realizable and payable. Costs and estimated earnings in excess of billings on uncompleted contracts represent the excess of contract costs and profits recognized to date over billings to date and are recognized as a current asset. Revenue contract liabilities represent the excess of billings to date over the amount of contract costs and profits recognized to date and are recognized as a current liability.

Products revenue also includes media sales which are recognized as the product is shipped to the customer for use.

NOTE 3 - REVENUE, continued

Services Revenue

Our services revenue is primarily comprised of services related to industrial cleaning and mobile railcar cleaning, which we recognize as services are rendered.

Solid Waste Revenue

The Company's revenues from waste destruction licensing agreements are recognized as a single accounting unit over the term of the license. Revenue from joint venture operations of the Company's CoronaLux™ units is recognized as the revenue is earned by the joint venture. Revenue from management services is recognized as services are performed.

Disaggregation of Revenue

	Three months ended March 31, 2018			
	Industrial Cleaning	Environmental Solutions	Solid Waste	Total
Sources of Revenue				
Industrial cleaning services	$ 529,700	$ –	$ –	$ 529,700
Mobile rail car cleaning services	393,500	–	–	393,500
Product sales	–	382,100	–	382,100
Media sales	–	493,400	–	493,400
Licensing fees	–	–	33,700	33,700
Operating fees	–	–	13,700	13,700
Management fees	–	–	50,000	50,000
Total Revenue	**$ 923,200**	**$ 875,500**	**$ 97,400**	**$ 1,896,100**

	Three months ended March 31, 2017			
	Industrial Cleaning	Environmental Solutions	Solid Waste	Total
Sources of Revenue				
Industrial cleaning services	$ 834,500	$ –	$ –	$ 834,500
Product sales	–	1,377,200	–	1,377,200
Media sales	–	311,800	–	311,800
Licensing fees	–	–	47,100	47,100
Operating fees	–	–	22,200	22,200
Total Revenue	**$ 834,500**	**$ 1,689,000**	**$ 69,300**	**$ 2,592,800**

Contract Balances

Where a performance obligation has been satisfied but not yet invoiced at the reporting date, a contract asset is recognized on the balance sheet. Where a performance obligation has not yet been satisfied but an invoice has been raised at the reporting date, a contract liability is recognized on the balance sheet.

The opening and closing balances of the Company's accounts receivables and contract liabilities (current and non-current) are as follows:

		Contract Liabilities		
	Accounts Receivable, net	Revenue Contract Liabilities	Deferred Revenue (current)	Deferred Revenue (non-current)
Balance as of March 31, 2018	$ 695,900	$ 213,900	$ 325,400	$ 87,900
Balance as of December 31, 2017	692,400	227,300	304,200	113,100
Increase (decrease)	**$ 3,500**	**($ 13,400)**	**$ 21,200**	**($ 25,200)**

The majority of the Company's revenue is generally invoiced on a weekly or monthly basis, and the payments are generally received within approximately 30-60 days. Deferred revenue is recorded when cash payments are received or due in advance of the Company's performance, including amounts that are refundable.

Remaining Performance Obligations

As of March 31, 2018, the aggregate amount of the transaction price allocated to the remaining performance obligations was approximately $416,000, of which the Company expects to recognize revenue of approximately 87% over the next 24 months, including 79% over the next 12 months.

The Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected term of one year or less and (ii) contracts for which the Company recognizes revenue at the amounts to which it has the right to invoice for services performed.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment was comprised of the following:

	March 31, 2018	December 31, 2017
Field and shop equipment	$ 2,213,200	$ 2,213,200
Vehicles	690,000	690,000
Waste destruction equipment, placed in service	627,800	627,800
Furniture and office equipment	311,000	311,000
Leasehold improvements	10,000	10,000
Building and improvements	21,200	21,200
Land	162,900	162,900
	4,036,100	4,036,100
Less: accumulated depreciation and amortization	(2,872,700)	(2,739,700)
Property and equipment, net	$ 1,163,400	$ 1,296,400

Depreciation expense for the three months ended March 31, 2018 and 2017 was $133,000 and $156,300, respectively. For the three months ended March 31, 2018 depreciation expense included in cost of goods sold and selling, general and administrative expenses was $114,500 and $18,500 respectively. For the three months ended March 31, 2017 depreciation expense included in cost of goods sold and selling, general and administrative expenses was $132,000 and $24,300 respectively.

Accumulated depreciation on leased CoronaLux™ units included in accumulated depreciation and amortization above is $247,000 and $335,900 as of March 31, 2018 and 2017, respectively.

Property and equipment included the following amounts for leases that have been capitalized at:

	March 31, 2018	December 31 2017
Vehicles, field and shop equipment	$ 407,100	$ 407,100
Less: accumulated amortization	(255,900)	(232,200)
	$ 151,200	$ 174,900

NOTE 5 – INTANGIBLE ASSETS

Intangible assets were comprised of the following:

	March 31, 2018		
	Gross carrying amount	Accumulated amortization	Net carrying value
Goodwill	$ 277,800	—	$ 277,800
Customer list	42,500	(42,500)	—
Technology	1,090,500	(772,800)	317,700
Trade name	54,900	(54,900)	—
	$ 1,465,700	$ (870,200)	$ 595,500

	December 31, 2017		
	Gross carrying amount	Accumulated amortization	Net carrying value
Goodwill	$ 277,800	—	$ 277,800
Customer list	42,500	(42,500)	—
Technology	1,090,500	(745,200)	345,300
Trade name	54,900	(54,900)	—
	$ 1,465,700	$ (842,600)	$ 623,100

The estimated useful lives of the intangible assets range from seven to ten years. Amortization expense was $27,600 and $25,100 for the three months ended March 31, 2018 and 2017, respectively.

NOTE 6 - ACCRUED LIABILITIES

Accrued liabilities were comprised of the following:

	March 31, 2018	December 31, 2017
Accrued compensation and related taxes	$ 588,200	$ 608,000
Accrued interest	157,100	105,700
Warranty and defect claims	46,100	71,700
Other	416,200	522,200
Total Accrued Liabilities	$ 1,207,600	$ 1,307,600

NOTE 7 - UNCOMPLETED CONTRACTS

Costs, estimated earnings and billings on uncompleted contracts are as follows:

	March 31, 2018	December 31, 2017
Revenue Recognized	$ —	$ —
Less: Billings to date	—	—
Costs and estimated earnings in excess of billings on uncompleted contracts	$ —	$ —
Billings to date	$ 2,973,000	$ 2,875,500
Revenue recognized	(2,759,100)	(2,648,200)
Revenue contract liabilities	$ 213,900	$ 227,300

NOTE 8– INVESTMENT IN PARAGON WASTE SOLUTIONS LLC

Since its inception through March 31, 2018, we have provided approximately $6.2 million in funding to PWS for working capital and the further development and construction of various prototypes and commercial waste destruction units. No members of PWS have made capital contributions or other funding to PWS other than SEER. The intent of the operating agreement is that we will provide the funding as an advance against future earnings distributions made by PWS.

Payments received for non-refundable licensing and placement fees have been recorded as deferred revenue in the accompanying consolidated balance sheets at March 31, 2018 and December 31, 2017 and are recognized as revenue ratably over the term of the contract.

NOTE 9 - PAYROLL TAXES PAYABLE

In 2009 and 2010, REGS, a subsidiary of the Company, became delinquent for unpaid federal employer and employee payroll taxes, accrued interest and penalties were incurred related to these unpaid payroll taxes.

As of March 31, 2018, and December 31, 2017, the outstanding balance due to the IRS was $1,011,700, and $997,700, respectively.

Other than this outstanding payroll tax matter arising in 2009 and 2010, all state and federal taxes have been paid by REGS in a timely manner.

NOTE 10 – DEBT

Debt as of March 31, 2018 and December 31, 2017, was comprised of the following:

	2018	2017
Convertible notes payable, interest at 8% per annum, unpaid principal and interest maturing 3 years from note date between August 2018 and October 2019, convertible into common stock at the option of the lenders at a rate of $0.70 per share; one convertible note for $250,000 has a personal guarantee of an officer of the Company.	1,605,000	1,605,000
Debt discount	(5,200)	(7,200)
Secured short term note payable dated September 13, 2017 with principal and interest due 60 days from issuance. The note requires a one-time fee in the amount of $15,000 to compensate for the first two weeks of the term and each week thereafter (weeks 3-8) a fee of $1,500 shall be due and owing accruing on the first day of the week. The total one time fee paid was $24,000. A fee of 100,000 shares of restricted common stock shall be issued as a penalty for each month or prorated for any two-week portion of any month the note is outstanding past the original maturity date for months 3 through 6, and a fee of 200,000 shares of restricted common stock shall be issued to lender for each month or prorated for each two-week portion of any month the note is outstanding past the original maturity date beginning in month 7 until paid in full. The note is secured by the future sale of CoronaLux™ units and a personal guarantee of an officer of the Company. The penalty period for shares to be issued has been reached and for the three months ended March 31, 2018 and the year ended December 31, 2017, the Company recorded 300,000 shares and 150,000 shares of its common stock as issuable under the terms of this agreement, respectively. The shares were valued at $138,900 and $100,000 for the three months ended March 31, 2018 and the year ended December 31, 2017, respectively, and were recorded as interest expense in the applicable period. Additional shares will be issued by the Company under the terms of the agreement (see Note 19).	300,000	300,000
Secured short term note payable dated October 13, 2017 with principal and interest due 60 days from issuance. The note requires a one-time fee in the amount of $4,000 to compensate for the first two weeks of the term and each week thereafter (weeks 3-8) a fee of $400 shall be due and owing accruing on the first day of the week. The total one time fee paid was $6,400. A fee of 40,000 shares of restricted common stock shall be issued as a penalty for each month or prorated for any two-week portion of any month the note is outstanding past the original maturity date for months 3 through 6, and a fee of 80,000 shares of restricted common stock shall be issued to lender for each month or prorated for each two-week portion of any month the note is outstanding past the original maturity date beginning in month 7 until paid in full. The note is secured by the future sale of CoronaLux™ units and a personal guarantee of an officer of the Company. The penalty period for shares to be issued has been reached and for the three months ended March 31, 2018 and the year ended December 31, 2017, the Company recorded 120,000 shares and 40,000 shares of its common stock, respectively, as issuable under the terms of this agreement. The shares were valued at $55,500 and $30,000 for the three months ended March 31, 2018 and the year ended December 31, 2017, respectively, and were recorded as interest expense in the applicable period. Additional shares will be issued by the Company under the terms of the agreement (see Note 19).	100,000	100,000

Secured short term note payable dated November 6, 2017 with principal and interest due 60 days from issuance. The note requires a one-time fee in the amount of $5,000 to compensate for the first two weeks of the term and each week thereafter (weeks 3-8) a fee of $400 shall be due and owing accruing on the first day of the week. The total one time fee paid was $7,400. A fee of 50,000 shares of restricted common stock shall be issued as a penalty for each month or prorated for any two-week portion of any month the note is outstanding past the original maturity date for months 3 through 6, and a fee of 100,000 shares of restricted common stock shall be issued to lender for each month or prorated for each two-week portion of any month the note is outstanding past the original maturity date beginning in month 7 until paid in full. The note is secured by the future sale of CoronaLux™ units and a personal guarantee of an officer of the Company. The penalty period for shares to be issued had not been reached as of December 31, 2017 but was reached as of March 31, 2018. During the three months ended March 31, 2018, the Company recorded 150,000 shares of its common stock as issuable under the terms of this agreement. The shares were valued at $64,500 recorded as interest expense. Additional shares will be issued by the Company under the terms of the agreement (see Note 19).	125,000	125,000
Note payable dated November 20, 2017, interest at 30% per annum, principal and accrued interest due on or before February 28, 2018. Unpaid interest at March 31, 2018 is approximately $7,600. The note is unsecured. During 2018, a verbal agreement was made to allow month-to-month extension of the due date as long as interest payments were made monthly.	300,000	300,000
Secured short term note payable dated January 26, 2018 with principal and interest due 60 days from issuance. The note requires a one-time fee in the amount of $12,500 to compensate for the first two weeks of the term and each week thereafter (weeks 3-8) a fee of $1,250 shall be due and owing accruing on the first day of the week. The total one time fee paid was $17,500. A fee of 100,000 shares of restricted common stock shall be issued as a penalty for each month or prorated for any two-week portion of any month the note is outstanding past the original maturity date for months 3 through 6, and a fee of 200,000 shares of restricted common stock shall be issued to lender for each month or prorated for each two-week portion of any month the note is outstanding past the original maturity date beginning in month 7 until paid in full. The note is secured by the future sale of CoronaLux™ units and a personal guarantee of an officer of the Company. The penalty period for shares to be issued has been reached and the Company will issue shares under the terms of the agreement (see Note 19).	250,000	—
Note payable dated February 27, 2018 due on or before May 31, 2018 requiring a one-time fee in the amount of $25,000 to be paid as interest along with the principal in the due date. In the event the note and interest are not paid on or before June 1, 2018, a fee of $5,000 shall be due and owing accruing on the first day of each month commencing June 1, 2018. The note is secured by all of the proceeds from the sale of SEM's BioActive Media paid to or received by SEM or MV.	100,000	—
Note payable dated October 13, 2015, interest at 8% per annum, payable in 60 monthly installments of principal and interest $4,562, due October 1, 2020. Secured by real estate and other assets of SEM and guaranteed by SEER and MV.	126,800	137,900
Note payable insurance premium financing, interest at 4.56% per annum, payable in 10 installments of $37,833, due November 1, 2018.	258,400	—
Capital lease obligations, secured by certain assets, maturing through Nov 2020	95,500	109,900
Total notes payable and capital lease obligations	3,255,500	2,670,600
Less: current portion	(2,769,600)	(2,166,300)
Notes payable and capital lease obligations, long-term, including debt discount	$ 485,900	$ 504,300

NOTE 11 – RELATED PARTY TRANSACTIONS

Notes payable, related parties

Related parties accrued interest due to certain related parties as of March 31, 2018 and December 31, 2017 are as follows:

	2018	2017
Accrued interest	$ 11,800	$ 11,800
	$ 11,800	$ 11,800

We believe the stated interest rates on the related party notes payable represent reasonable market rates based on the note payable arrangements we have executed with third parties.

In March 2012, the Company entered into an Irrevocable License & Royalty Agreement with PWS that grants PWS an irrevocable world-wide license to the IP in exchange for a 5% royalty on all revenues from PWS and its affiliates. The term shall commence as of the date of this Agreement and shall continue for a period not to exceed the life of the patent or patents filed by the Company. PWS may sub license the IP and any revenue derived from sub licensing shall be included in the calculation of Gross Revenue for purposes of determining royalty payments due the Company. Royalty payments are due 30 days after the end of each calendar quarter. PWS generated licensing revenues of approximately $33,700 for the three months ended March 31,2 018 and $168,100 for the year ended December 31, 2017, as such, royalties of approximately $26,900 and $25,600 were due at March 31, 2018 and December 31, 2017, respectively.

In October 2014, PWS and Medical Waste Services, LLC ("MWS") formed a contractual joint venture to exploit the PWS medical waste destruction technology. In 2015, MWS licensed and installed a CoronaLux™ unit at an MWS facility, and subsequently received a limited permit to operate. Operations to date have included the destruction of medical waste. For the three months ended March 31, 2018 and the year ended December 31, 2017, PWS has recorded $13,700 and $19,800 in income which represents their 50% interest in the net income of the joint venture, respectively. In addition, for the year ended December 31, 2017, PWS billed the joint venture approximately $57,000 in costs incurred on behalf of the joint venture. PWS did not incur any costs incurred on behalf of the joint venture for the three months ended March 31, 2018.

NOTE 12 – DISCONTINUED OPERATIONS

During the third quarter of 2017, we sold our fixed railcar cleaning division which includes substantially all assets and liabilities of Tactical (except for cash) as well as three locations in REGS including Illinois, Maryland and Pennsylvania for a sales price of $2.4 million of proceeds received at the close on July 31, 2017, subject to an adjustment for working capital changes, and guaranteed payments of $1.1 million over the next three years. In addition, the Company is entitled to receive another $1.5 million based on the performance of the fixed railcar cleaning locations, also over the next three years. Accordingly, the revenue and expenses associated with the railcar cleaning locations are presented as "Discontinued operations" on our consolidated statement of operations and on our consolidated statement of cash flows for the three months ending March 31, 2017. The sale was completed on July 31, 2017.

In December 2017, the Company and the buyer signed Amendment No. 1 to the Asset Purchase Agreement which modified certain terms in the original asset purchase agreement providing for a reduction to the first guaranteed payment in the amount of $276,000 in exchange for immediate release of certain liabilities arising from the collection by the Company of certain trade receivables included in the sale.

Major classes of line items constituting pretax loss on discontinued operations:

	For the three months ending March 31, 2018	2017
Services revenue	$ —	$ 1,601,500
Services costs	—	1,138,100
General and administrative expenses	—	25,400
Salaries and related expenses	—	83,100
Other (income) expense	—	200
Total expenses	—	1,246,800
Operating income	—	354,700
Income tax benefit	—	—
Total income from discontinued operations	$ —	$ 354,700

NOTE 13 – EQUITY TRANSACTIONS

2018

During the three months ended March 31, 2018, the Company recorded 570,000 shares of $.001 par value common stock as issuable to short-term note holders as required under their respective agreements. (See Note 9)

During the three months ended March 31, 2018, the Company sold 250,000 shares of $.001 par value common stock at $.48 per share in a private placement, receiving proceeds of $120,000.

2017

During the three months ended March 31, 2017, the Company recorded 500,000 shares of $.001 par value common stock as issuable to short-term note holders as required under their respective agreements. (See Note 9)

During the three months ended March 31, 2017, the Company issued 13,496 shares of its $.001 par value common stock upon the cashless exercise of 166,666 common stock options.

During the three months ended March 31, 2017, the Company issued an option to purchase 1,000,000 shares of its $.001 par value common stock at a strike price of $1.00 to Richard Robertson in connection with his employment agreement dated January 9, 2017. At the date of issuance 100,000 shares vested immediately and the remaining 900,000 options vest over a period of four years in a series of 16 successive equal quarterly vesting of 56,250 options commencing March 31, 2017 and ending December 31, 2020. The Company used the Black Scholes option pricing model to estimate the fair value of the options granted at $102,354. The assumptions used in calculating such value include a risk-free interest rate of 1.89%, expected volatility of 36.87%, an expected life of 5.5 years and a dividend rate of 0.

Non-controlling Interest

The non-controlling interest presented in our condensed consolidated financial statements reflects a 46% non-controlling equity interest in PWS (see Note 7). Net loss attributable to non-controlling interest, as reported on our condensed consolidated statements of operations, represents the net loss of PWS attributable to the non-controlling equity interest. The non-controlling interest is reflected within stockholders' equity on the condensed consolidated balance sheet.

NOTE 14 – CUSTOMER CONCENTRATIONS

The Company had sales from operations to two customers for the three months ended March 31, 2018 and 2017 that represented approximately 31% and 25% of our total sales, respectively. The concentration of the Company's business with a relatively small number of customers may expose us to a material adverse effect if one or more of these large customers were to experience financial difficulty or were to cease being customer for non-financial related issues.

NOTE 15 – NET LOSS PER SHARE

Basic net loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding plus the number of common shares that would be issued assuming exercise or conversion of all potentially dilutive common shares. Potentially dilutive securities are excluded from the calculation when their effect would be anti-dilutive. For all years presented in the consolidated financial statements, all potentially dilutive securities have been excluded from the diluted share calculations as they were anti-dilutive as a result of the net losses incurred for the respective years. Accordingly, basic shares equal diluted shares for all years presented.

Potentially dilutive securities were comprised of the following:

	Three Months Ended March 31,	
	2018	2017
Warrants	7,658,400	9,665,400
Options	1,572,500	1,190,000
Convertible notes payable, including accrued interest	2,417,300	2,384,300
	11,648,200	13,239,700

NOTE 16 - ENVIRONMENTAL MATTERS AND REGULATION

Significant federal environmental laws affecting us are the Resource Conservation and Recovery Act (“RCRA”), the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), also known as the “Superfund Act”, the Clean Air Act, the Clean Water Act and the Toxic Substances Control Act (“TSCA”).

Pursuant to the EPA’s authorization of the RCRA equivalent programs, a number of states have regulatory programs governing the operations and permitting of hazardous waste facilities. Our facilities are regulated pursuant to state statutes, including those addressing clean water and clean air. Our facilities are also subject to local siting, zoning and land use restrictions. We believe we are in substantial compliance with all federal, state and local laws regulating our business.

NOTE 17 - SEGMENT INFORMATION AND MAJOR CUSTOMERS

The Company currently has identified three segments as follows:

REGS	Industrial Cleaning
MV and SEM	Environmental Solutions
PWS	Solid Waste

Reach has had minimal operations through March 31, 2018.

The composition of our reportable segments is consistent with that used by our Chief Operating Decision Maker ("CODM") to evaluate performance and allocate resources. All of our operations are located in the U.S. We have not allocated corporate selling, general and administrative expenses, and stock-based compensation to the segments. All intercompany transactions have been eliminated.

Segment information for the three months ended March 31, 2018 and 2017 is as follows:

2018	Industrial Cleaning	Environmental Solutions	Solid Waste	Corporate	**Total**
Revenue	$ 923,200	$ 875,500	$ 97,400	$ —	$ 1,896,100
Depreciation and amortization (1)	76,200	44,400	19,300	20,700	160,600
Interest expense	15,200	2,600	—	348,000	365,800
Stock-based compensation	—	—	—	35,500	35,500
Net income (loss)	(77,500)	120,600	(36,100)	(754,300)	(747,300)
Capital expenditures (cash and noncash)	—	—	—	—	—
Total assets	$ 982,100	1,008,400	$ 526,400	$ 1,546,400	$ 4,063,300

2017	Industrial Cleaning (2)	Environmental Solutions	Solid Waste	Corporate	**Total (3)**
Revenue	$ 834,500	$ 1,689,000	$ 69,300	$ —	$ 2,592,800
Depreciation and amortization (1)	83,000	40,700	32,800	25,000	181,500
Interest expense	6,300	4,800	100	415,700	426,900
Stock-based compensation	—	—	—	17,000	17,000
Net income (loss)	(23,400)	217,400	(111,300)	(857,300)	(774,600)
Capital expenditures (cash and noncash)	—	1,300	—	—	1,300
Total assets	$ 1,041,700	$ 2,114,000	$ 1,795,100	$ 1,011,000	$ 5,961,800

(1) Includes depreciation of property, equipment and leasehold improvement and amortization of intangibles
(2) Includes mobile rail car cleaning and excludes locations classified as discontinued operations
(3) Excludes discontinued operations

NOTE 18 – LITIGATION

In January 2016, an employee of SEM was involved in a vehicle accident while on Company business. Various actions were filed by the claimants in both state and federal courts. In August 2016, an involuntary proceeding was commenced by one of the claimants against SEM under Chapter 7 of the Bankruptcy code. In September 2016, the case was converted to a Chapter 11 under the Bankruptcy code. During the pendency of all actions, SEM continued to manage its affairs and operate normally. In the fourth quarter of 2016, the parties reached a settlement concerning the distribution of insurance proceeds and all issues of liability. On March 27, 2017 the Bankruptcy Courts confirmed the dismissal of the SEM Chapter 11 case. As part of the bankruptcy proceedings, the Company reached a settlement with claimants and recorded an accrued litigation expense of $212,500 at December 31, 2016. It was agreed among the parties that all pending state and/or federal claims will be dismissed with prejudice. The accrued litigation outstanding at March 31, 2018 and December 31, 2017 was $133,333 and $133,333, respectively.

NOTE 19 - SUBSEQUENT EVENTS

During April 2018, the Company issued 75,000 shares of $.001 par value common stock for services provided and to be provided through May 31, 2018 totaling approximately $58,000.

As of May 15, 2018, the Company's four short term notes for which the penalty period for shares to be issued has been reached. The Company has recorded 435,000 shares of its common stock as issuable under the terms of those agreements. The shares were valued at approximately $178,400 and are recorded as interest expense. Additional shares will be issued by the Company under the terms of the agreements.

In anticipation of a larger on-going funding program, on May 8, 2018, the Company entered into a $1 million secured promissory note with a third-party lender. The note provides for interest accruing at 6.5% per annum due May 8, 2025. For the first six months of the loan, no payments will be made but interest will accrue. For months seven through twenty-four, interest only payments will be due monthly and commencing on the 25th month of the loan, the remaining unpaid principal and interest will be amortized over the remaining five-year period with equal monthly principal and interest payments. This note is part of a larger financing arrangement with an international lender who has proposed a second $1 million convertible loan to take place within the next month. This second note is convertible at $0.80 per share at the election of lender. As of the date of issuance of this report, the initial funds had not been received by the Company and all documents related to the entire agreement that stipulate details to the loan program will be executed by the parties upon initial proceeds being received by the Company.

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

The following discussion is intended to assist you in understanding our business and the results of our operations. It should be read in conjunction with the Condensed Consolidated Financial Statements and the related notes that appear elsewhere in this report as well as our Report on Form 10K filed with the Securities and Exchange Commission on April 17, 2018. Certain statements made in our discussion may be forward looking. Forward-looking statements involve risks and uncertainties and a number of factors could cause actual results or outcomes to differ materially from our expectations. These risks, uncertainties, and other factors include, among others, the risks described in our Annual Report on Form 10K filed with the Securities and Exchange Commission, as well as other risks described in this Quarterly Report. Unless the context requires otherwise, when we refer to "we," "us" and "our," we are describing Strategic Environmental & Energy Resources, Inc. and its consolidated subsidiaries on a consolidated basis.

SEER BUSINESS OVERVIEW

Strategic Environmental & Energy Resources, Inc. ("the Company" or "SEER") was originally organized under the laws of the State of Nevada on February 13, 2002 for the purpose of acquiring one or more businesses, under the name of Satellite Organizing Solutions, Inc ("SOZG"). In January 2008, SOZG changed its name to Strategic Environmental & Energy Resources, Inc., reduced its number of outstanding shares through a reverse stock split and consummated the acquisition of both, REGS, LLC and Tactical Cleaning Company, LLC. SEER is dedicated to assembling complementary service and environmental, clean-technology businesses that provide safe, innovative, cost effective, and profitable solutions in the oil & gas, environmental, waste management and renewable energy industries. SEER currently operates five companies with four offices in the western and mid-western U.S. Through these operating companies, SEER provides products and services throughout the U.S. and has licensed technologies with many customer installations throughout the U.S. Each of the five operating companies is discussed in more detail below. The Company also has non-controlling interests in joint ventures, some of which have no or minimal operations.

The Company's domestic strategy is to grow internally through SEER's subsidiaries that have well established revenue streams and, simultaneously, establish long-term alliances with and/or acquire complementary domestic businesses in rapidly growing markets for renewable energy, waste and water treatment and oil & gas services. The focus of the SEER family of companies, however is to increase margins by securing or developing proprietary patented and patent-pending technologies and then leveraging its 20 plus-year service experience to place these innovations and solutions into the growing markets of emission capture and control, renewable "green gas" capture and sale, compressed natural gas ("CNG") fuel generation, as well as general solid waste and medical/pharmaceutical waste destruction. Many of SEER's current operating companies share customer bases and each provides truly synergistic services, technologies and products as well as annuity type revenue streams.

The company now owns and manages four operating entities and one entity that has no significant operations to date.

Subsidiaries

REGS, LLC d/b/a Resource Environmental Group Services ("REGS"): **(operating since 1994)** provides general industrial cleaning services and waste management to many industry sectors focusing primarily on oil & gas production (upstream) and refineries (downstream).

MV, LLC (d/b/a MV Technologies), ("MV") : **(operating since 2003)** MV designs and sells patented and/or proprietary, dry scrubber solutions for management of Hydrogen Sulfide (H_2S) in biogas, landfill gas, and petroleum processing operations. These system solutions are marketed under the product names H2SPlus™ and OdorFilter™. The markets for these products include land fill operations, agricultural and food product processors, wastewater treatment facilities, and petroleum product refiners. MV also develops and designs proprietary technologies and systems used to condition biogas for use as renewable natural gas ("RNG"), for a number of applications, such as transportation fuel and natural gas pipeline injection.

Paragon Waste Solutions, LLC ("PWS"): (formed late 2010) PWS is an operating company that has developed a patented waste destruction technology using a pyrolytic heating process combined with "non-thermal plasma" assisted oxidation. This technique involves gasification of solid waste by heating the waste in a low-oxygen environment, followed by complete oxidation at higher temperatures in the presence of plasma. The term "non-thermal plasma" refers to a low energy ionized gas that is generated by electrical discharges between two electrodes. This technology, commercially referred to as CoronaLux™, is designed and intended for the "clean" destruction of hazardous chemical and biological waste *(i.e.*, hospital "red bag" waste) thereby eliminating the need for costly segregation, transportation, incineration or landfill (with their associated legacy liabilities). PWS is a 54% owned subsidiary.

ReaCH4BioGas ("Reach") (trade name for Benefuels, LLC): (formed February 2013) owned 85% by SEER. Reach develops renewable natural gas projects that convert raw biogas into pipeline quality gas and/or Renewable, "RNG", for fleet vehicles. Reach has had minimal operations as of December 31, 2017.

SEER Environmental Materials, LLC ("SEM"): (formed September 2015) is a wholly owned subsidiary established as a materials technology business with the purpose of developing advanced chemical absorbents and catalysts that enhance the capability of biogas produced from, landfill, wastewater treatment operations and agricultural digester operations.

Joint Ventures

MV RCM Joint Venture: In April 2013, MV Technologies, Inc ("MV") and RCM International, LLC ("RCM") entered into an Agreement to develop hybrid scrubber systems that employ elements of RCM Technology and MV Technology (the "Joint Venture"). RCM and MV Technologies will independently market the hybrid scrubber systems. The contractual Joint Venture has an initial term of five years and will automatically renew for successive one-year periods unless either Party gives the other Party one hundred and eighty (180) days' notice prior to the applicable renewal date. Operations to date of the Joint Venture have been limited to formation activities.

Paragon Waste (UK) Ltd: In June 2014, PWS and PCI Consulting Ltd ("PCI") formed Paragon Waste (UK) Ltd ("Paragon UK Joint Venture") to develop, permit and exploit the PWS waste destruction technology within the territory of Ireland and the United Kingdom. PWS and PCI each own 50% of the voting shares of Paragon UK Joint Venture. Operations to date of the Paragon UK Joint Venture have been limited to formation, the delivery of a CoronaLux™ unit with a third party in the United Kingdom and application and permitting efforts with regulatory entities.

P&P Company: In February 2015, PWS and Particle Science Tech of Environmental Protection, Inc. ("Particle Science") formed a joint venture, Particle & Paragon Environmental Solutions, Inc ("P&P") to exploit the PWS technology in China, including Hong Kong, Macao and Taiwan. PWS and Particle Science each own 50% of P&P. Operations to date have been limited to formation of P&P and the sale and delivery of a CoronaLux™ unit to Particle Science in China.

PWS MWS Joint Venture: In October 2014, PWS and Medical Waste Services, LLC ("MWS") formed a contractual joint venture to exploit the PWS medical waste destruction technology. In 2015, MWS licensed and installed a CoronaLux™ unit at an MWS facility, and subsequently received a limited permit to operate from the South Coast Air Quality Management District ("SCAQMD") and the California Department of Public Health. In November 2017, PWS received final air quality permit approval from SCAQMD allowing for full operations of the CoronaLux™ unit at the MWS facility.

Paragon Southwest Joint Venture: In December 2017, PWS and GulfWest Waste Solutions, LLC ("GWWS") formed Paragon Southwest Medical Waste, LLC ("PSMW") to exploit the PWS medical waste destruction technology. PSMW will have an exclusive license to the CoronaLux™ technology in a six-state area of the Southern United States. In addition to the equity position, PWS will be the operating partner for the business and sell a number of additional systems to the joint venture over the next five years. In 2017, PSMW purchased and installed three CoronaLux™ units at an PSMW facility. Operations in the form of medical waste destruction began in the first quarter of 2018.

SEER's Financial Condition and Liquidity

As shown in the accompanying consolidated financial statements, the Company has experienced recurring losses, and has accumulated a deficit of approximately $22.2 million as of March 31, 2018, and $21.5 million as of December 31, 2017. For the three months ended March 31, 2018 and 2017 we had net losses from continuing operations before adjustment for losses attributable to non-controlling interest of approximately $.7 million and $.8 million, respectively. As of March 31, 2018 and December 31, 2017 our current liabilities exceed our current assets by approximately $5.4 million and $5.2 million, respectively. The primary reason for the increase in negative working capital from December 31, 2017 to March 31, 2018 is due to an increase in short term debt of $603,300 that was partially offset by an increase of $343,100 in prepaid expenses. The Company has limited common shares available for issue which may limit the ability to raise capital or settle debt through issuance of shares. These factors raise substantial doubt about the ability of the Company to continue to operate as a going concern for a period of at least one year after the date of the issuance of our audited financial statements for the period ended December 31, 2017.

Realization of a major portion of our assets as of March 31, 2018 and December 31, 2017, is dependent upon our continued operations. The Company is dependent on generating additional revenue or obtaining adequate capital to fund operating losses until it becomes profitable. In addition, we have undertaken a number of specific steps to continue to operate as a going concern. We continue to focus on developing organic growth in our operating companies, diversifying our service customer base and market concentrations and improving gross and net margins through increased attention to pricing, aggressive cost management and overhead reductions. Critical to achieving profitability will be our ability to license and or sell, permit and operate through our joint ventures and licensees our CoronaLux™ waste destruction units. We have increased our business development efforts to address opportunities identified in expanding domestic markets attributable to increased federal and state emission control regulations (particularly in the nation's oil and gas fields) and a growing demand for energy conservation and renewable energies. In addition, the Company is evaluating various forms of financing that may be available to it. There can be no assurance that the Company will secure additional financing for working capital, increase revenues and achieve the desired result of net income and positive cash flow from operations in future years. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to report on a going concern basis.

Our primary need for liquidity is to fund working capital requirements of our businesses, capital expenditures and for general corporate purposes, including debt repayment. We have incurred losses and experienced negative operating cash flows for the past several years, and accordingly, the Company has taken a number of actions to continue to support its operations and meet its obligations. The sale of assets and liabilities of Tactical and certain locations within REGS provided the Company working capital in 2017 to repay short-term notes totaling $650,000 and accelerate growth of our high-margin technology divisions. We anticipate selling, general and administrative (SG&A) expenses to be reduced somewhat in 2018 with expected annualized savings in SG&A in the range of $0.5 million to $0.7 million. We believe that the actions discussed above are probable of occurring and mitigating the substantial doubt raised by our historical operating results and satisfying our estimated liquidity needs 12 months from the issuance of the financial statements. However, we cannot predict, with certainty, the outcome of our actions to generate liquidity, including the availability of additional debt financing, or whether such actions would generate the expected liquidity as currently planned. If we continue to experience operating losses, and we are not able to generate additional liquidity through the mechanisms described above or through some combination of other actions, while not expected, we might need to secure additional sources of funds, which may or may not be available to us. Additionally, a failure to generate additional liquidity could negatively impact our access to inventory or services that are important to the operation of our business.

Results of Continuing Operations for the Three Months Ended March 31, 2018 and 2017

Total revenues were approximately $1.9 million and $2.6 million for the three months ended March 31, 2018 and 2017, respectively. The decrease in revenue comparing Q1 2018 to Q1 2017 is driven by a decrease of approximately $.8 million or 48% in environmental solutions revenue offset by an increase of $88,700 or 11% and $28,100 or 41% in industrial cleaning revenue and solid waste revenue, respectively. The decrease in the environmental solutions revenue is due to a decline in long-term contract revenue in Q1 2018, offset somewhat by an increase in recurring media revenue in this segment. The increase in industrial cleaning revenue is due to an uptick in industrial cleaning services as compared to the loss of significant customer that occurred during 2016 and carried forward into 2017. The increase in solid waste revenue is due to increased joint venture revenue from the MWS facility operations as well as new management fee revenue related to the Paragon Southwest joint venture.

Operating costs, which include cost of products, cost of services, solid waste costs, general and administrative (G&A) expenses and salaries and related expenses, were $2.3 million for the quarter ended March 31, 2018 compared to $2.9 million for the quarter ended March 31, 2017. The decrease in operating costs between the quarters was primarily the result of a 1) a 48% decrease in environmental solutions revenue resulting in a 55% decrease in environmental solutions costs totaling approximately ($648,000), 2) a 11% increase in industrial cleaning revenue resulting in a 19% increase in industrial cleaning costs totaling approximately $123,000, 3) a 41% increase in solid waste revenue resulting in a 70% decrease in solid waste costs totaling approximately ($40,000), 4) an approximately $47,000 decrease in general and administrative expenses primarily driven by an decrease in professional services of approximately ($100,000) related to timing of annual audit and legal costs related to the SEM bankruptcy which occurred in 2017 but not 2018, offset by an increase in business insurance costs of approximately $45,000 and a net increase of $8,000 in other G&A expenses and 5) an approximately $12,000 decrease in salaries and related expenses. Product costs as a percentage of product revenues were 61% for the quarter ended March 31, 2018 and 70% for the quarter ended March 31, 2017. The increase in margin performance for the product sales is due to a larger mix of media and one time revenue. Services costs as a percentage of services revenues were 84% for the quarter ended March 31, 2018 and 78% for the quarter ended March 31, 2017. The decrease in margin performance for the services sector is due to a decreased utilization of manpower and the ability to utilize and bill our own equipment versus renting third-party equipment. Solid waste costs as a percentage of licensing revenues were 17% for the quarter ended March 31, 2018 and 83% for the quarter ended March 31, 2017. The increase in margin performance for the solid waste segment is related to a change in the revenue mix to now include management services revenue and an elimination of the Company paying any costs on behalf of the MWS joint venture.

Total non-operating other income (expense), net was $(333,300) for the quarter ended March 31, 2018 compared to ($432,100) for the quarter ended March 31, 2017. For the quarter ended March 31, 2018 non-operating expenses were comprised of interest expense of $(365,800) offset by other income of $32,500. For the quarter ended March 31, 2017 non-operating expenses were comprised of interest expense of $(426,900) and other expense of $(5,200). The decrease in interest expense in Q1 2018 compared to Q1 2017 was primarily the result of timing of short term debt and the Company having to issue common stock to note holders in accordance with penalty clauses included in the short term notes when the Company was unable to satisfy the notes when they came due.

There is no provision for income taxes for the quarter ended March 31, 2018 due to prior year losses and for the quarter ended March 31, 2018, year-to-date losses.

The Company had a net loss, before non-controlling interest, for the quarter ended March 31, 2018 of ($747,300) compared to a net loss, before non-controlling interest, of ($419,900) for the quarter ended March 31, 2017. Net loss attributable to SEER after deducting $16,600 for the non-controlling interest income was ($730,700) for the quarter ended March 31, 2018 compared to a net loss attributable to SEER of ($368,700), after deducting $51,200 in non-controlling interest loss for the quarter ended March 31, 2017. The increase in net loss for the quarter ended March 31, 2018 as compared to the quarter ended March 31, 2017 was largely related to the fact that continuing operations of the Company did not perform to the level necessary to replace the net income from discontinued operations of $354,700 for the quarter ended March 31, 2017.

Changes in Cash Flow

Operating Activities

The Company had net cash used by operating activities for the three months ended March 31, 2018 of ($217,900) compared to net cash used by operating activities for the three months ended March 31, 2017 of ($664,700), an improvement to cash of approximately $446,800. Cash used by operating activities is driven by our net loss and adjusted by non-cash items as well as changes in operating assets and liabilities. Non-cash adjustments primarily include depreciation, amortization of intangible assets, stock based compensation expense and non-cash interest expense related to issuable common stock shares as penalty for delay in repayment of short-term notes. Non-cash adjustment totaled $459,900 and $555,500 for the three months ended March 31, 2018 and 2017, respectively, so non-cash adjustments had a larger impact on net cash used by operating activities for the three months ended March 31, 2017 when compared to the three months ended March 31, 2018 by approximately $95,600. For the three months ended March 31, 2018, the net positive change in operating assets and liabilities was $69,500 compared to the three months ended March 31, 2017 where the net negative change in operating assets and liabilities, as described above, was ($445,600). The negative change in operating assets and liabilities had a much greater impact on net cash used by operating activities for the three months ended March 31, 2017 compared to the three months ended March 31, 2018.

Investing activities

The purchase of property and equipment was $1,300 for the three months ended March 31, 2017 compared to no use of cash for investing activities for the three months ended March 31, 2018.

Financing Activities

Net cash provided by financing activities was $334,400 for the three months ended March 31, 2018 compared to net cash provided by financing activities of $266,400 for the three months ended March 31, 2017. The primary difference is that in the three months ended March 31, 2018, we had net proceeds related to debt of approximately $214,000 compared to net proceeds related to debt of approximately $266,000 in the three months ended March 31, 2017, and proceeds from the sale of common stock of $120,000 for the three months ended March 31, 2018.

DISCONTINUED OPERATIONS

Results of Discontinuing Operations for the Three Months Ended March 31, 2017

Total revenues were $1,601,500 for the three months ended March 31, 2017. Operating costs, which include cost of services, general and administrative (G&A) expenses and salaries and related expenses, were $1,246,800 for the quarter ended March 31, 2017.

Total net income from discontinued operations was $354,700 for the quarter ended March 31, 2017.

There is no provision for income taxes for the quarter ended March 31, 2017 due to prior year consolidated losses.

Changes in Cash Flow

Operating Activities

The Company had net cash provided by discontinued operations for the three months ended March 31, 2017 of $509,000.

Critical Accounting Policies, Judgments and Estimates

Use of Estimates

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make a number of estimates and assumptions related to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the carrying amount of intangible assets; valuation allowances and reserves for receivables, inventory and deferred income taxes; revenue recognition related to contracts accounted for under the percentage of completion method; share-based compensation; and loss contingencies, including those related to litigation. Actual results could differ from those estimates.

Accounts Receivable and Concentration of Credit Risk

Accounts receivable are recorded at the invoiced amounts less an allowance for doubtful accounts and do not bear interest. The allowance for doubtful accounts is based on our estimate of the amount of probable credit losses in our accounts receivable. We determine the allowance for doubtful accounts based upon an aging of accounts receivable, historical experience and management judgment. Accounts receivable balances are reviewed individually for collectability, and balances are charged off against the allowance when we determine that the potential for recovery is remote. An allowance for doubtful accounts of approximately $460,100 and $460,100 has been reserved as of March 31, 2018 and December 31, 2017, respectively.

We are exposed to credit risk in the normal course of business, primarily related to accounts receivable. Our customers operate primarily in the oil production and refining, rail transport, biogas generating and wastewater treatment industries in the United States. Accordingly, we are affected by the economic conditions in these industries as well as general economic conditions in the United States. To limit credit risk, management periodically reviews and evaluates the financial condition of its customers and maintains an allowance for doubtful accounts. As of March 31, 2018, and December 31, 2017, we do not believe that we have significant credit risk.

Fair Value of Financial Instruments

The carrying amounts of our financial instruments, including accounts receivable and accounts payable, are carried at cost, which approximates their fair value due to their short-term maturities. We believe that the carrying value of notes payable with third parties, including their current portion, approximate their fair value, as those instruments carry market interest rates based on our current financial condition and liquidity. We believe the amounts due to related parties also approximate their fair value, as their carried interest rates are consistent with those of our notes payable with third parties.

Long-lived Assets

We evaluate the carrying value of long-lived assets for impairment on an annual basis or whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An asset is considered to be impaired when the anticipated undiscounted future cash flows of an asset group are estimated to be less than its carrying value. The amount of impairment recognized is the difference between the carrying value of the asset group and its fair value. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows. No impairment was determined as of March 31, 2018. As of December 31, 2017, the Company determined an impairment to three CoronaLux ™ units of $354,000 incurred due to lack of sale or license of the three units for a period of more than 12 months since completion of the units.

Revenue Recognition

We recognize revenue related to contract projects and services when all of the following criteria are met: (i) persuasive evidence of an agreement exists, (ii) delivery has occurred or services have been rendered, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. Our revenue is primarily comprised of services related to industrial cleaning and railcar cleaning, which we recognize as services are rendered.

Product revenue generated from projects, which include the manufacturing of products, for removal and treatment of hazardous vapor and gasses is accounted for under the percentage-of-completion method for projects with durations in excess of three months and the completed-contract method for all other projects. Total estimated revenue includes all of the following: (1) the basic contract price (2) contract options and (3) change orders. Once contract performance is underway, we may experience changes in conditions, client requirements, specifications, designs, materials and expectations regarding the period of performance. Such changes are "change orders" and may be initiated by us or by our clients. In many cases, agreement with the client as to the terms of change orders is reached prior to work commencing; however, sometimes circumstances require that work progress without obtaining client agreement. Revenue related to change orders is recognized as costs are incurred if it is probable that costs will be recovered by changing the contract price. The Company does not incur pre-contract costs. Under the percentage-of-completion method, we recognize revenue primarily based on the ratio of costs incurred to date to total estimated contract costs. Provisions for estimated losses on uncompleted contracts are recorded in the period in which the losses are identified and included as additional loss. Provisions for estimated losses on contracts are shown separately as liabilities on the balance sheet, if significant, except in circumstances in which related costs are accumulated on the balance sheet, in which case the provisions are deducted from the accumulated costs. A provision as a liability is reported as a current liability.

For contracts accounted for under the percentage-of-completion method, we include in current assets and current liabilities amounts related to construction contracts realizable and payable. Costs and estimated earnings in excess of billings on uncompleted contracts represent the excess of contract costs and profits recognized to date over billings to date and are recognized as a current asset. Billings in excess of costs and estimated earnings on uncompleted contracts represents the excess of billings to date over the amount of contract costs and profits recognized to date and are recognized as a current liability.

The Company's revenues from waste destruction licensing agreements are recognized as a single accounting unit over the term of the license. In accordance with Accounting Standards Codification ("ASC") 605, for revenues which contain multiple deliverables, the Company separates the deliverables into separate accounting units if they meet the following criteria: (i) the delivered items have a stand-alone value to the customer; (ii) the fair value of any undelivered items can be reliably determined; and (iii) if the arrangement includes a general right of return, delivery of the undelivered items is probable and substantially controlled by the seller. Deliverables that do not meet these criteria are combined with one or more other deliverables into one accounting unit. Revenue from each accounting unit is recognized based on the applicable accounting literature, primarily ASC 605.

The Company has five-year agreements with two companies in which the Company amortizes various fees on a straight-line basis over the initial five-year term of the agreement.

Stock-based Compensation

We account for stock-based awards at fair value on the date of grant and recognize compensation over the service period that they are expected to vest. We estimate the fair value of stock options and stock purchase warrants using the Black-Scholes option pricing model. The estimated value of the portion of a stock-based award that is ultimately expected to vest, taking into consideration estimated forfeitures, is recognized as expense over the requisite service periods. The estimate of stock awards that will ultimately vest requires judgment, and to the extent that actual forfeitures differ from estimated forfeitures, such differences are accounted for as a cumulative adjustment to compensation expenses and recorded in the period that estimates are revised.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

Not Applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our filings with the Securities and Exchange Commission (SEC) are recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

As of the end of the period covered by this report, and under the supervision and with the participation of our management, including our Chief Executive Officer and the person performing the similar function as Chief Financial Officer, we evaluated the effectiveness of the design and operation of these disclosure controls and procedures. Based on this evaluation and subject to the foregoing, our Chief Executive Officer and Acting Chief Financial Officer concluded that our disclosure controls and procedures were not effective.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15 (f) under the Exchange Act) during the quarter ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

From time to time, the Company may become a party to legal actions or proceedings in the ordinary course of its business. As of March 31, 2018, there were no other such actions or proceedings, either individually or in the aggregate, that, if decided adversely to the Company's interests, the Company believes would be material to its business.

ITEM 1A. Risk Factors

Please review our report on Form 10K Part 1, Item 1A for a complete statement of "Risk Factors" that pertain to our business.

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

During the three months ended March 31, 2018, the Company recorded 570,000 shares of $.001 par value common stock as issuable to short-term note holders as required under their respective agreements. (See Note 9)

During the three months ended March 31, 2018, the Company sold 250,000 shares of $.001 par value common stock at $.48 per share in a private placement, receiving proceeds of $120,000.

The issuance of the shares of our common stock described above was pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended and related state private offering exemptions. All of the investors were Accredited Investors as defined in the Securities Act who took their shares for investments purposes without a view to distribution and had access to information concerning the company and its business prospects, as required by the Securities Act.

In addition, there was no general solicitation or advertising for the purchase of these shares. All certificates for these shares issued pursuant to Section 4(2) contain a restrictive legend. Finally, our stock transfer agent has been instructed not to transfer any of such shares unless such shares are registered for resale or there is an exemption with respect to their transfer.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

EXHIBIT INDEX

3.1	Articles of Incorporation, dated February 13, 2002 (1)
3.2	Amendment to the Articles of Incorporation, dated December 19, 2007, changing the name and effecting a reverse (1)
3.3	Bylaws of the corporation, effective February 13, 2002 (1)
4.1	$225,000 Convertible Note and Note Agreement of the Corporation, issued February 14, 2012 (2)
4.2	Form of Warrant, having a 3-year life with $0.50 exercise price (1)
4.3	Form of Warrant, having a 5-year life with $0.50 exercise price (1)
10.1	Agreement for acquisition of MV, dated June 13, 2008 (1)
10.2	Agreement for acquisition of intellectual property from Black Stone Management Services, LLC, dated August 10, 2011 (1)
10.3	Agreement for Merger with Satellite Organizing Solutions, Inc. (1)
10.4	Consulting Agreement between the Company and Monty R. Lamirato, dated October 8, 2013 (3)
10.5	Irrevocable License and Royalty Agreement between the Company and Paragon Waste Solutions, LLC, dated March 21, 2012 (3)
10.6	SEER 2013 Equity Incentive Plan (4)
10.7	Form of Option Grant SEER 2013 Equity Incentive Plan (4)
10.8	Equity Purchase Agreement – Sterall LLC
14.1	Code of Ethics (1)
21.1	Subsidiaries of Registrant (1)
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1**	Certification of Principal Executive Officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Company’s Report on Form 10 filed May 21, 2013.
(2) Incorporated by reference to the Company’s Report on Form 10 Amendment No. 1 filed July 23, 2013.
(3) Incorporated by reference to the Company’s Report on Form 10-Q filed November 14, 2013
(4) Incorporated by reference to the Company’s Report on Form 10-K filed March 27, 2014
* Filed herewith
** This certification is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.
*** Pursuant to applicable securities laws and regulations, these interactive data files will not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liability of that section, nor will they be deemed filed or made a part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, or otherwise subject to liability under those sections.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 15, 2018

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.

By *<u>/s/ J. John Combs III</u>*
J. John Combs III
Chief Executive Officer with
Responsibility to sign on behalf of Registrant as a
Duly authorized officer and principal executive officer

By /s/ *Heidi Anderson*
Heidi Anderson
Interim Chief Financial Officer with
responsibility to sign on behalf of Registrant as a
duly authorized officer and principal financial officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, J. John Combs III, certify that:

1. I have reviewed this Form 10-Q for the period ended March 31, 2018, of Strategic Environmental & Energy Resources, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated Subsidiary, 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 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.

Dated: May 15, 2018

/s/ *J. John Combs III*
J. John Combs III
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Heidi Anderson, certify that:

1. I have reviewed this Form 10-Q for the period ended March 31, 2018, of Strategic Environmental & Energy Resources, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(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 control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:

(e) 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 Subsidiary, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(f) 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;

(g) 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

(h) 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 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.

Dated: May 15, 2018

/s/ *Heidi Anderson*
Heidi Anderson
Interim Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Strategic Environmental & Energy Resources, Inc. (the “Company”) Quarterly Report on Form 10-Q for the period ended March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, J. John Combs III, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company.

Dated: May 15, 2018

/s/ *J. John Combs III*
J. John Combs III
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Strategic Environmental & Energy Resources, Inc. (the "Company") on Report on Form 10-Q for the period ended March 31, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Heidi Anderson, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company.

Dated: May 15, 2018

/s/ *Heidi Anderson*
Heidi Anderson
Interim Chief Financial Officer