



U.S. Department of Justice

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September 21, 2020

Mark A. Fiorilli, Esquire
Spilman Thomas & Battle, PLLC
One Oxford Centre, Suite 3440
301 Grant Street
Pittsburgh, PA 15219

Re: *Select Energy Services, Inc., successor in interest to*
Rockwater Energy Solutions, Inc.

Dear Mr. Fiorilli:

The United States Attorney's Office for the Middle District of Pennsylvania ("USAO-MDPA") and Select Energy Services, Inc., successor in interest to Rockwater Energy Solutions, Inc. ("Select Energy" or the "Company"), by its undersigned representatives, pursuant to authority granted by the Company's governing agreement, enter into this Non-Prosecution Agreement (the "Agreement") and agree to the terms and conditions set forth below.

(1) USAO-MDPA enters into this Agreement based on the individual facts and circumstances presented by this case and the Company, including:

(a) The Company has received credit for its cooperation with USAO-MDPA's investigation, because the Company identified relevant facts that allowed USAO-MDPA to conduct the remaining investigation in an efficient manner. The Company's cooperation included providing records, facilitating interviews with witnesses, and disclosing information to USAO-MDPA about current and former employees and conduct occurring in other jurisdictions.

(b) The Company has engaged in remedial measures, including by identifying and repairing or salvaging commercial diesel vehicles bearing modified emissions systems. The Company also entered a Stipulation of Admission whereby it admitted that the emission systems on those commercial diesel vehicles were modified from their original factory condition. The Company further agreed to implement annual audits by an independent auditor, provide USAO-MDPA with access to and reports by that independent auditor, and certify compliance with the Clean Air Act and its implementing regulations, as set forth in the Compliance Program at Attachment B.

(c) The nature and seriousness of the conduct, including that certain employees of the Company and its subsidiaries modified and tampered with and caused to be modified and tampered with emissions systems in commercial diesel vehicles owned by the Company and its subsidiaries, in multiple jurisdictions.

(d) The Company has no prior criminal history.

(e) The potential collateral consequences of a conviction, including to employees and shareholders of the Company and its subsidiaries, who are not culpable for any misconduct.

(f) The Company's subsidiary, Rockwater Northeast LLC, has agreed to plead guilty to criminal violations of the Clean Air Act. Moreover, four current and former employees of Rockwater Northeast LLC, and two third party vendors of Rockwater