

TESLA, INC.

MINUTES OF SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS

August 17, 2018

A meeting of the Special Committee of the Board of Directors (the "Committee") of Tesla, Inc., a Delaware corporation (the "Company"), was held telephonically on August 17, 2018.

In attendance at the meeting were the following members of the Committee: Brad Buss, Robyn Denholm and Linda Johnson Rice. At the Committee's invitation, Mark Gerstein, Luke Bergstrom, Michele Johnson and Megan Staub of Latham & Watkins LLP ("L&W") and Matthew Sherman and Kelly Sullivan of Joele Frank, Wilkinson Brimmer Katcher ("JF") attended the meeting.

The meeting was called to order at 12:00 P.M. (Pacific Time). A quorum of the directors was present and the meeting having been duly convened was ready to proceed. A representative of L&W recorded the minutes of the meeting.

Mr. Sherman first addressed the recent news story regarding the Company's search for a new COO. He advised that the Committee need not respond to every rumor in the market and further advised that responding on the record for every rumor would likely set bad precedent. Discussion ensued regarding the false publication and a potential response. Mr. Sherman then provided an overview of JF's suggested approach to media inquiries and stories going forward. He advised that it is in the Committee's best interest to control the process and make clear to the media that any inquiries should be directed to JF. Mr. Sherman requested that the Committee permit JF to call a number of their contacts at various news outlets to introduce themselves as the public relations firm representing the Committee. Mr. Sherman acknowledged that such introductory phone calls may result in a publication, but generally such calls would benefit the Committee in that JF would then be in a position to proactively manage stories before they are published rather than react to such stories post-publication. Following discussion, the Committee members agreed that generally the Committee should not comment on the record, instead addressing any comments on a case-by-case basis. The Committee directed JF to make introductory calls at various news outlets.

Following up on the Committee's desire for greater specificity concerning Mr. Musk's proposal, Mr. Gerstein advised the Committee he had requested from counsel to Mr. Musk a presentation outlining Mr. Musk's objectives and proposed process for the Potential Transaction.

There being no further business, the Committee meeting was adjourned at 12:30 P.M. (Pacific Time).


Megan L. Staub of Latham & Watkins LLP,
Acting Secretary

UNITED STATES DISTRICT COURT	
NORTHERN DISTRICT OF CALIFORNIA	
Case Number:	3:18-cv-04865-EMC
PLTF / DEFT	
Exhibit No.	315
Date Admitted:	
By:	
Angella Meuleman, Deputy Clerk	

Exhibit 315