

TESLA, INC.

MINUTES OF SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS

August 18, 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 18, 2018.

In attendance were the following members of the Committee: Brad Buss, Robyn Denholm and Linda Johnson Rice. At the Committee’s invitation, Mark Gerstein, Luke Bergstrom, Mark Bekheit, Megan Staub and Linda Song of Latham & Watkins LLP (“L&W”) attended the meeting.

Prior to the meeting, the Committee received (i) a form conflict questionnaire sent to the prospective financial advisors (“Form Conflict Questionnaire”), (ii) L&W’s summary of the boutique banks’ answers to the conflict questionnaires (“Conflict Questionnaires Summary”), (iii) proposed resolutions approving the Section 203 waiver (“Draft Resolutions”) and (iv) a draft confidentiality agreement for Silver Lake Partners (“SLP”) in connection with the Section 203 waiver (“SLP NDA”). Copies of these materials are attached to the minutes of the meeting.

The meeting was called to order at 2:30 P.M. (Pacific Time). A quorum of the directors was present and the meeting having been duly convened was ready to proceed. At the request of the Committee, L&W recorded the minutes of the meeting. Materials were circulated prior to the meeting.

Boutique Financial Advisor Conflict Analysis and Process. Mr. Bergstrom provided an overview of the conflict questionnaires completed by Centerview Partners, Lazard Frères & Co. LLC, PJT Partners and Perella Weinberg Partners (collectively, the “Prospective Boutique Banks”). Mr. Bergstrom provided legal advice

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UNITED STATES DISTRICT COURT	
NORTHERN DISTRICT OF CALIFORNIA	
Case Number:	3:18-cv-04865-EMC
PLTF / DEFT	316
Exhibit No.	
Date Admitted:	
By:	
Angella Meuleman, Deputy Clerk	

Exhibit 316

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Following discussion, the Committee unanimously agreed that none of the Prospective Boutique Banks was per se conflicted based on the conflict questionnaires and that it would proceed with interviewing each Prospective Boutique Bank. The Committee directed L&W to schedule meetings with each of the Prospective Boutique Banks and the Committee.

Bulge Financial Advisor Search Process. Mr. Gerstein provided an overview of L&W's recent communications with the bulge bracket banks (the "Prospective Bulge Banks").

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Redacted for Privilege Following discussion of potential outreach to other banks, the Committee determined that it would not reach out to additional banks at this time. Next, Mr. Gerstein described the process for selecting financial advisors and overall timing. Discussion ensued regarding timing and potential conflicts. In consideration of the potential conflicts of the Prospective Bulge Banks and advice from legal counsel, the Committee members expressed their willingness to engage two Prospective Boutique Banks as its financial advisors in the event the Prospective Bulge Banks' conflicts were material enough to disqualify them from advising the Committee in connection with the Potential Transaction.

Section 203 Waiver. Mr. Gerstein next summarized a conversation between L&W and Mr. Musk's and SLP's legal counsel regarding a waiver of Section 203 of the Delaware General Corporation Law. Mr. Gerstein proceeded to provide legal advice. Redacted for Privilege

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Redacted for Privilege Counsel informed L&W that, in connection with Mr. Musk's request for a Section 203 waiver, Mr. Musk's advisor, SLP, would be willing to enter into a standstill and non-disclosure agreement. Mr. Gerstein advised the Committee. Redacted for Privilege

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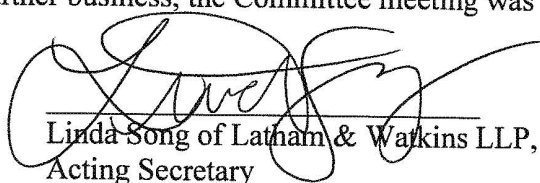
Redacted for Privilege Discussion ensued regarding the Section 203 waiver.

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Redacted for Privilege Discussion ensued regarding the Section 203 waiver and benefits of obtaining contractual obligations from Mr. Musk and his advisors. The Committee expressed their support for the Section 203 waiver. Redacted for Privilege

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Adjournment. There being no further business, the Committee meeting was adjourned at 3:30 P.M. (Pacific Time).


Linda Song of Latham & Watkins LLP,
Acting Secretary

Financial Advisor Conflict Questionnaire

1. With respect to each of Tesla, Inc., Elon Musk, Silver Lake Partners and its portfolio companies, Public Investment Fund of Saudi Arabia or any other Saudi governmental investment entity, any affiliates of Elon Musk or Tesla, Inc. (including, Space Exploration Technologies Corporation, Solar City, The Boring Company, Neuralink Corp., Elon Musk Revocable Trust or PassionFlix) or any of the directors of Tesla, Inc. other than the Clients (as defined below) or entities affiliated with such persons (including, Ira Ehrenpreis, Antonio Gracias, Stephen Jurvetson, James Murdoch, Kimbal Musk, Technology Partners, Valor Management Corp, Draper Fisher Jurvetson or Twenty-First Century Fox, Inc. and their respective affiliates) (collectively with their respective subsidiaries and affiliates, the “Parties”):
 - a. Do you have any financial or other interest in the Parties (including equity, debt, or any other financial instrument)? If so, please describe the nature and extent of such interest, including how such interest is held.
 - b. Do you have any existing advisory rights or obligations with respect to the Parties?
 - c. Do you have any rights to provide financing to the Parties?
 - d. How many times have you been engaged by, and how much have you received in fees from, the Parties in each of the last five years (including for purposes of this and following questions, as a financial advisor, underwriter, lender, market maker, asset manager, provider of research coverage or other investment banking services)? Please also list your current credit exposure and the average credit exposure over the past twelve months to each of the Parties.
 - e. How much do you expect to receive in fees from the Parties in the next two years?
 - f. Have you pitched or otherwise sought business from the Parties over the past three years?
 - g. Do you have any material co-investments with the Parties?
2. Do any members of the deal team working on this engagement (the “Transaction”) have a financial or other interest in the Parties?
3. Have any members of the deal team working on the potential Transaction served or are serving as a financial advisor to, or part of the coverage team for, the Parties during the past five years?
4. Has any member of the deal team working on the potential Transaction advised any other person or entity regarding any of the following:
 - a. Value of Tesla, Inc.’s equity capital in a going private transaction

- b. Other potential suitors of Tesla, Inc.
 - c. Potential financing of a take-private transaction
5. With respect to each of Brad Buss, Robyn Denholm and Linda Rice Johnson (each, a “Client”), how many times have you been engaged by, and how much have you received in fees from each Client or any of their affiliates or associates? This response should include any engagements with a company in which a Client was a director or member of senior management listed on Exhibit A and in which the Client had some involvement in the engagement.
 6. Does any member of the deal team have any personal or business relationships with any of the Parties or the Clients, including but not limited to directors and members of senior management and including all types of business or personal relationships (familial relationships, friendships, shared boards/investments, etc.)? If so, please describe the nature and extent of the relationship.
 7. As a result of previous work for the Parties, the Clients or otherwise, do you have any limitations on your ability to assist the special committee in a due diligence investigation of or negotiation with the Parties?
 8. Are you involved in (or do you wish to be involved in, including by way of any recent pitches) any other M&A situation that could influence your advice regarding a potential Transaction?
 9. Do you have any other relationships, financial or otherwise, that could otherwise impact your ability to act as independent and disinterested financial advisors to the special committee?

Please note that going forward, you are requested to update these disclosures to the extent additional relationships with the Parties are identified or materialize.

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