

TESLA, INC.

MINUTES OF SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS

August 21, 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 21, 2018.

In attendance at the meeting were the following members of the Committee: Brad Buss, Robyn Denholm and Linda Johnson Rice. Also present at the request of the Committee were Jeff Wolters, Bill Lafferty, Eric Klinger-Wilensky and Jason Schoenberg of Morris, Nichols, Arsht & Tunnell LLP ("Morris Nichols"), independent Delaware counsel to the Committee.

The meeting was called to order at 5:10 P.M. (Eastern Time). A quorum of the directors was present and the meeting having been duly convened was ready to proceed. A representative of Morris Nichols recorded the minutes of the meeting.

Discussion ensued concerning the Committee's concern that its primary legal counsel, Latham & Watkins LLP ("L&W"), had done fairly extensive work for businesses affiliated with Charles Koch and David Koch (the "Koch Brothers"). It was discussed that such work did not create a legal conflict of interest in terms of L&W's independence in advising the Committee and negotiating with Mr. Musk in connection with a potential transaction. The Committee also noted that it was very satisfied with the quality of L&W's work. However, as members of the Board of Tesla and believers in its culture and mission, which the Committee members believed to be antithetical to that of the Koch Brothers, the Committee concluded that it was not entirely comfortable with L&W representing the Committee in connection with a potentially transformative transaction for Tesla and would not have retained L&W initially if it had appreciated the Koch issue. Discussion therefore ensued concerning interviewing and retaining alternative counsel. The Committee requested Morris Nichols to reach out to certain firms and check conflicts. The Committee also discussed reaching out to L&W to inform it of the transition.

The meeting was adjourned at approximately 6:10 P.M. (Eastern Time).


Jason Schoenberg of Morris Nichols,
Acting Secretary

UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF CALIFORNIA Case Number: <u>3:18-cv-04865-EMC</u> PLTF / DEFT Exhibit No. <u>317</u> Date Admitted: _____ By: _____ Angella Meuleman, Deputy Clerk
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Exhibit 317