BEFORE THE MOTOR VEHICLE DEALER BOARD

STATE OF COLORADO

Case No. BD15-0927

STIPULATION AND FINAL AGENCY ORDER

IN THE MATTER OF: **TESLA MOTORS, INC.**
d/b/a TESLA MOTORS, INC
MOTOR VEHICLE DEALER
LICENSE # 41454

Respondent.

IT IS HEREBY STIPULATED & AGREED by and between the Colorado Department of Revenue, Auto Industry Division ("Division"), Motor Vehicle Dealer Board ("Board") and Tesla Motors, Inc., d/b/a Tesla Motors, Inc., ("Respondent") (collectively the "Parties") in lieu of further legal action:

1. The Board has jurisdiction over Respondent and the subject matter of this Stipulation and Final Agency Order ("Order") as set forth in article 6 of Title 12, C.R.S. and the Administrative Procedure Act, article 4 of Title 24, C.R.S.

2. Respondent has been licensed as a motor vehicle dealer in the State of Colorado at all times relevant herein.

3. The Board has alleged that Respondent violated the following:

   A. One Count employing an unlicensed motor vehicle salesperson in violation of section 12-6-118(3)(n), C.R.S.

   B. One Count of failing to obtain an off-premise permit to offer, display and sell motor vehicles away from the dealer's place of business, prior to the event in violation of 1 CCR 205-1, Regulation 12-6-102(16).

4. Respondent understands that:

   A. Respondent has the right to be represented by an attorney of the Respondent's choice, at the Respondent's expense and is so represented;

   B. Respondent has the right to a formal hearing in accordance with article 6 of Title 12, C.R.S.;

   C. By entering into this Order, Respondent knowingly and voluntarily waives the right to a hearing, and relieves the Board of its burden of proving the violations alleged herein;

D. Respondent knowingly and voluntarily waives the right to present a defense by oral and documentary evidence, and to cross-examine witnesses who would testify on behalf of the Board; and,

E. Respondent knowingly and voluntarily waives the right to judicial review of this matter.

5. Respondent acknowledges receipt of sufficient notice, sufficient advisement of rights, and sufficient process in the proceedings of this case, and desires to resolve all issues, which were the subject of the investigation, by entering into this Stipulation and Final Agency Order.

6. Respondent acknowledges that the Board has sufficient credible evidence to support a finding of a violation by Respondent for each of the allegations listed in paragraph 3 of this Order, should the case proceed to hearing.

7. Respondent agrees, in lieu of subsequent administrative proceedings, to submit to the following sanctions:

A. Respondent shall pay a fine of $1,000.00. Respondent agrees the fine shall be due and payable within 30 days from the date this Order is approved by the Board.

B. Respondent agrees to immediately implement salesperson licensing policies and/or procedures within the dealership to ensure compliance with Colorado law and Board regulations. Respondent shall provide copies of the policy/procedure(s) to the Board within 30 days of the effective date of this Order.

8. If Respondent commits a future violation of any statute or regulation listed in paragraph 3 of this Order within 24 months of the date this Order becomes effective, Respondent understands and agrees that the corresponding allegation in paragraph 3 in this Order will be deemed admitted for the sole purpose of establishing the appropriate sanction for the new violation.

9. Respondent agrees to strictly adhere to and to completely fulfill all requirements established in this Stipulation and Final Agency Order.

10. This Order will not become an order of the Board, unless and until the Board approves it. If this Order is not approved by the Board, it is void, and the Parties shall not be bound by any provisions hereof or admissions herein.

11. Each Party shall bear its own costs and fees incurred in this action.

12. This Order is the complete integration of all understandings between the parties. No addition, deletion, or amendment, shall have any force or effect whatsoever, except as mutually agreed to in a writing signed by both Parties.

13. The Parties agree to cooperate fully and to execute any and all supplementary documents and to take all additional actions necessary or appropriate to give full force and effect to the terms and intent of this Order.

14. The provisions of this Order shall be enforceable by the Parties before the Colorado Motor Vehicle Dealer Board, by any lawful remedy.

15. Respondent expressly acknowledges having read and understood completely the terms of this Order. Respondent enters this Order knowingly and voluntarily, after the opportunity to consult with counsel, and with full understanding of the legal consequences of this Stipulation and Final Agency Order. Respondent expressly states the terms of this Order are fair, conscionable, and appropriate to reach a full and final resolution of this disciplinary matter.

16. This Order and all its terms shall have the same force and effect as an order entered by the Board after hearing pursuant to Article 6 of Title 12, C.R.S. except that this Order cannot be appealed.

17. Respondent agrees that any violation of this Order may constitute grounds for disciplinary action and, if proven, may constitute a basis for further sanctions or for any other remedy authorized by law.

18. If this matter is referred to hearing for violation of this Order, this Order shall be admissible as evidence.

19. If an alleged violation of this Order is taken to hearing and the facts that constitute the violation are not proven, the Board shall not impose any additional sanction and this Order shall remain operative and in full force and effect. Respondent must comply with the terms of this Order during the pendency of, and after the conclusion of, such disciplinary action.

20. Once effective, this Order becomes a public record in the Board's custody at all times.

21. Effective Date. This Order becomes an order of the Board when accepted by the Board and signed by an authorized representative of the Board.

22. This Order is a full and final resolution of case number BD15-0927. This Order does not resolve any other cases, complaints or matters, known or unknown to the Parties, as of the effective date of this Stipulation and Final Agency Order.

23. Respondent shall immediately provide written notice to the Board of any change of Respondent's address. Any notice required under this Order shall be valid if provided, in writing, to the last known written address provided to the Board by Respondent, which currently is:

Tesla Motors, Inc.
d/b/a Tesla Motors, Inc.
8401 S. Park Meadows Center Drive, #1175
Lone Tree, CO 80124

24. All correspondence and notices to the Board must be provided to the Board at the following address:

Colorado Department of Revenue, Auto Industry Division
Attention: Bruce A. Zulauf, Division Director/Executive Secretary
1881 Pierce Street, Suite 112
Lakewood, Colorado 80214

25. Should any term or provision of this Order be declared invalid or become inoperative for any reason, such invalidity or failure does not affect the validity of any other term or provision hereof.

26. This Order may be signed in counterparts, each of which has full force and effect upon execution by all Parties.

27. Respondent warrants that it possesses the legal authority to enter into this Order and that it has taken all actions required by its procedures, by-laws, and/or applicable laws to exercise that authority, and to lawfully authorize its undersigned signatory to execute this Order and to bind Respondent to its terms.

28. The person executing this Order on behalf of Respondent warrants that such person has full authorization to execute this Stipulation and Final Agency Order.

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SIGNATURE PAGE TO FOLLOW

AGREED TO BY:

Bruce A. Zulauf
Director/Executive Secretary
Auto Industry Division
Motor Vehicle Dealer Board

SEPTEMBER 20, 2016
Date

FOR THE RESPONDENT:

Jonathan Chang
Deputy General Counsel
Tesla Motors, Inc.

Date

The Order is approved and its terms are hereby adopted as an Order of this Board.

ORDERED AND ENTERED this 20TH day of SEPTEMBER, 2016.

COLORADO MOTOR VEHICLE BOARD

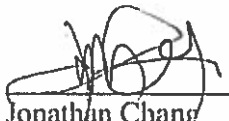
BY: Joseph Gebhardt
Joseph Gebhardt, President

AGREED TO BY:

_____
Bruce A. Zulauf
Director/Executive Secretary
Auto Industry Division
Motor Vehicle Dealer Board

_____
Date

FOR THE RESPONDENT:


Jonathan Chang
Deputy General Counsel
Tesla Motors, Inc.

8/31/2016
Date

The Order is approved and its terms are hereby adopted as an Order of this Board.

ORDERED AND ENTERED this _____ day of _____, 2016.

COLORADO MOTOR VEHICLE BOARD

BY: _____
Joseph Gebhardt, President

CERTIFICATE OF SERVICE

This is to certify that I have duly served the within STIPULATION AND FINAL AGENCY ORDER upon all parties herein by depositing copies of same in the United States mail, first-class postage prepaid, at Denver, Colorado, and personal service (as noted), this 20th day of September 2016, addressed as follows:

Mr. Jonathan Chang
Tesla Motors, Inc.
8401 S. Park Meadows Center Drive, #1175
Lone Tree, CO 80124
(Electronically via e-mail)

Bruce A. Zulauf, Executive Secretary
Colorado Motor Vehicle Dealer Board
Director, Auto Industry Division
1881 Pierce Street, Room 112
Lakewood, CO 80214
(Placed in Board File)

Arleen Criddell-Tapanen
Assistant to Director