

**Minutes of a Special Meeting of the Board of Directors of
Tesla, Inc.
August 7, 2018**

DIRECTORS PRESENT: Antonio Gracias
Brad Buss
Robyn Denholm
Ira Ehrenpreis
Linda Johnson Rice
James Murdoch

DIRECTORS ABSENT: Elon Musk
Kimbal Musk
Steve Jurvetson (leave of absence)

OTHERS PRESENT: Deepak Ahuja, *Chief Financial Officer*
Todd Maron, *General Counsel*
Jonathan Chang, *VP, Legal*
Phil Rothenberg, *VP, Legal*
David C. Karp, *Partner, Wachtell, Lipton, Rosen & Katz*

A duly noticed special meeting of the Board of Directors (the "Board") of Tesla, Inc., a Delaware corporation (the "Company"), was held telephonically on the date set forth above. The meeting was called to order at approximately 4:30 p.m. pacific time by Mr. Gracias. Mr. Maron acted as Secretary for the meeting.

1. Discussion of Elon Musk's August 7, 2018 Tweets Regarding Taking Tesla Private

Mr. Maron began the meeting with a discussion of Mr. Elon Musk's tweets from earlier in the day in which Mr. Musk indicated he was considering taking the Company private. [Redacted for Privilege]

Redacted for Privilege

The Board then discussed with counsel [Redacted for Privilege]

Redacted for Privilege

[Redacted for Privilege]

Questions were asked and full discussion ensued. The Board determined that [Redacted for Privilege]

Redacted for Privilege

The Board also discussed with counsel whether [Redacted for Privilege]

Redacted for Privilege

UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF CALIFORNIA	
Case Number:	3:18-cv-04865-EMC
PLTF / DEFT	
Exhibit No.	89
Date Admitted:	
By:	
Angella Meuleman, Deputy Clerk	



Redacted for Privilege

Redacted for Privilege Questions were asked and full discussion ensued.

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Redacted for Privilege

Mr. Ahuja then discussed engaging an independent financial advisor and that he could work with the Board or special committee thereof to help provide appropriate candidates to serve the Board or special committee in that role. Questions were asked and full discussion ensued.

Mr. Maron provided the Board with an update regarding **Redacted**

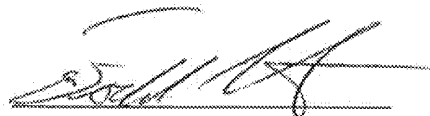
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The Board then discussed engaging further with Mr. Musk about coordinating communications going forward. In particular, Mr. Gracias would discuss with Mr. Musk the use of Twitter generally.

There being no further business before the Board, the meeting was adjourned at 5:07 p.m. pacific time.

Respectfully submitted,



Todd Maron