

**Minutes of a Special Meeting of the Board of Directors of  
Tesla, Inc.  
August 18, 2018**

**DIRECTORS PRESENT:** Antonio Gracias  
Brad Buss  
Robyn Denholm  
Ira Ehrenpreis  
Linda Johnson Rice  
James Murdoch  
Elon Musk (partial)  
Kimbal Musk (partial)

**DIRECTORS ABSENT:** Steve Jurvetson (leave of absence)

**OTHERS PRESENT:** Todd Maron, *General Counsel*  
Larry W. Sonsini, Partner, Wilson Sonsini Goodrich & Rosati  
David J. Berger, Partner, Wilson Sonsini Goodrich & Rosati

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 3:30 p.m. pacific time by Mr. Gracias. Mr. Maron acted as Secretary for the meeting.

**1. Discussion of Recent Events**

The meeting began with a discussion of recent events, including recent media reports concerning, among other things, Mr. Elon Musk, the potential going-private transaction, and other events. As part of this discussion, Mr. Musk informed the directors that he was fully engaged in the Company's operations and spending the day at the Tesla Factory in Fremont.

The directors then discussed the need for an in-person Board meeting. The directors discussed the benefits from such a meeting, recognizing that while it was important to have regular telephonic discussions to keep informed of the multitude of business issues facing the Company, an in-person discussion would allow for a more detailed review of these issues and would enhance the Board's ability to respond as necessary to the issues and scrutiny surrounding the Company. The Board members agreed that this meeting should occur soon, and Mr. Musk assured the Board that he would work with management to coordinate the meeting for the following week.

The Board then discussed the many unsubstantiated press and other reports that had been circulating about the Company and Mr. Musk. As part of this discussion, the Board reviewed with Mr. Musk the negative impact this was having on the Company's

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
Case Number: <u>3:18-cv-04865-EMC</u>
PLTF / DEFT
Exhibit No. <u>137</u>
Date Admitted: _____
By: _____
Angella Meuleman, Deputy Clerk



business. Members of the Board expressed frustration and surprise at the recent media coverage, and noted that much of it seemed specifically designed to harm the Company. The Board then discussed with counsel the Company's ability to respond to the press, including reported rumors, as well as Mr. Musk's ability to respond to comments about him in light of his position with the Company.

Following this discussion, the Board considered and discussed with counsel the

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**2. Discussion Regarding Role of the Board in Potential Going Private Transaction**

The Board then discussed with counsel its role in light of the potential going private transaction.

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The directors also discussed with counsel

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**3. Executive Session**

The Board then excused Mr. Elon Musk, Mr. Kimbal Musk and Mr. Maron, and held an executive session with only the independent directors and the Company's outside counsel. As part of this discussion, the directors continued to discuss recent events with counsel.

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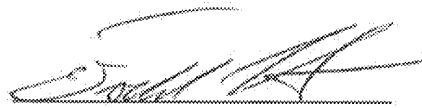
The directors next discussed with counsel

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There being no further business before the Board, the meeting was adjourned at approximately 5:00 p.m. pacific time.

Respectfully submitted,



Todd Maron