

**Enron Corp.
Board of Directors Meeting
August 8, 2000**

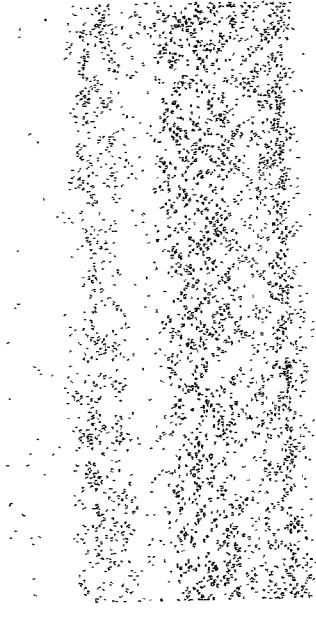
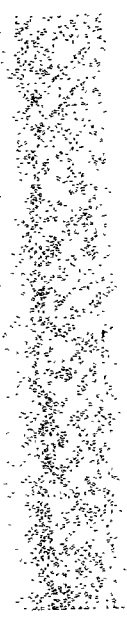


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Confidential

Agenda



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K. L. Lay, Chairman
R. A. Belfer
N. P. Blake, Jr.
R. C. Chan
J. H. Duncan
W. L. Gramm
K. L. Harrison
R. K. Jaedicke
C. A. LeMaistre

R.P. Mark
J. Mendelsohn
J. J. Meyer
P.V. Ferraz Pereira
F. Savage
J. K. Skilling
J. A. Urquhart
J. Wakeham
H. S. Winokur, Jr.

AGENDA
MEETING OF THE BOARD OF DIRECTORS
ENRON CORP.

7:00 p.m. August 7, 2000
Four Seasons Hotel, Austin Room
Houston, Texas

EXECUTIVE SESSION:

1. Approve minutes of meetings of the Board of Directors held on April 3 and May 2, 2000 – Mr. Lay
2. Report on Executive Committee meeting held on June 22 and approve minutes of Executive Committee meetings held on March 2, May 17, and June 1, 2000 – Mr. Duncan
3. Report on Compensation and Management Development Committee meetings held on May 26 and August 7, 2000 – Dr. LeMaistre
 - (a) Compensation and Management Development Committee Agenda included for information purposes only
 - (b) Approve the partial termination of the Enron Corp. Cash Balance Plan as adopted for EOG Resources, Inc. employees
 - (c) Approve amendments to the 1994 Enron Corp. Deferral Plan and the amended and restated Trust Documents
 - (d) Approve amendment to the 1991 Enron Corp. Stock Plan
 - (e) Approve amendments to the 1994 Enron Corp. Stock Plan to clarify the retirement definition and to allow for stock option transfers for grants made under the 1994 Stock Plan
4. Report on Audit and Compliance Committee meeting held on August 7, 2000 – Dr. Jaedicke

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- (a) Audit and Compliance Committee Agenda included for information purposes only
5. Report on Finance Committee Meeting held on August 7, 2000 – Mr. Winokur
- (a) Finance Committee Agenda included for information purposes only
 - (b) Approve Revision to the Risk Management Policy
 - (c) Approve Project Tammy
 - (d) Approve Enron South America Rio Gen
 - (e) Approve Enron South America Cuiaba Contingent Support
 - (f) Approve Enron South America Cuiba Buy-Out
 - (g) Merchant and Strategic Transactions approved by the Office of the Chairman since the last Board meeting included for informational purposes only
6. Report on Nominating and Corporate Governance Committee held on August 7, 2000 – Lord Wakeham
7. Financial and earnings report – Mr. Causey
8. Stock Performance Report – Mr. Koenig
9. Other business to be considered in executive session – Mr. Lay

Attendees:

Rebecca C. Carter
Richard A. Causey
Mark E. Koenig

**TALK TO DR. MENDELSON RE: UNIV. OF ST. THOMAS INSTITUTE FOR
BOARD OF DIRECTORS ON NOVEMBER 2, 2000**

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K. L. Lay, Chairman
R. A. Belfer
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**AGENDA
MEETING OF THE BOARD OF DIRECTORS
ENRON CORP.**

**8:00 a.m. August 8, 2000
Boardroom, Enron Building
Houston, Texas**

OPEN SESSION:

10. Special Reports/Updates:

- (a) Enron Gas Pipeline Group – Mr. Horton
- (b) Project Summer – Mr. Skilling
- (c) General Business Update – Mr. Skilling

11. General corporate matters:

- (a) Approve the declaration of dividends payable in the third quarter of 2000 for the common and preferred issues of stock– Mr. Lay
- (b) Approve election of corporate officers – Mr. Skilling

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