

EXHIBIT "B"

BY-LAWS
OF
CITY OF EL PASO PROPERTY FINANCE AUTHORITY, INC.

ARTICLE I.
Powers and Purposes

Section 1.1. Books and Records. The City of El Paso Property Finance Authority, Inc. (the "Authority") shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors (the "Board of Directors") and any committees having any of the authority of the Board of Directors. All books and records of the Authority may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time; and at all times the City Council of the City of El Paso, Texas (the "City") will have access to the books and records of the Authority.

Section 1.2. Rights of City. The City Council of the City (the "City Council") may review and to revise the financial affairs, programs and activities of the Authority at any time and from time to time, and the City shall have all other rights reserved to it in the Articles of Incorporation of the Authority (the "Articles") and in the ordinance of the City ordering the creation of the Authority.

Section 1.3. Nonprofit Corporation. The Authority shall be a nonprofit Corporation, and no part of its earnings remaining after payment of its expenses, bonds, notes or other obligations shall ever inure to the benefit of any individual or private association or corporation, except that in the event sufficient provision has been made for the full payment of the expenses, bonds, notes and other obligations of the Authority, any net earnings of the Authority thereafter accruing shall be paid to the City.

Section 1.4. Effect of Articles and Creation Ordinance. The affairs of the Authority shall at all times be conducted in a manner subject to and in compliance with the Articles and the ordinance of the City ordering the creation of the Authority.

Section 1.5. Staff Functions. Staff functions for the Authority may be performed by the City, under direction of a duly authorized representative of the City, subject to payment of any costs of such services by the Authority as billed from time to time by the City. The Authority shall make payments as billed therefor from funds available to the Authority.

ARTICLE II
Board of Directors

Section 2.1. Powers, Number and Term of Office. (a) The property and affairs of the Authority shall be managed and controlled by the Board of Directors, and, subject to the restrictions imposed by law, the Articles, these By-Laws and any ordinance or resolution of the City Council, the Board of Directors shall exercise all of the powers of the Authority.

(b) The Board of Directors shall consist of not fewer than three nor more than seven (7) Directors, each of whom shall be appointed by the City Council. The initial Board of Directors shall consist of six (6) members, which size shall continue until changed by ordinance or resolution of the City Council.

(c) The Directors constituting the initial Board of Directors shall be those Directors named in the Articles, each of whom, as well as subsequent Directors, shall serve for a term of two years or until his or her successor is appointed by the City Council.

(d) Any Director may be removed from office at any time, with or without cause, by ordinance or resolution of the City Council. All vacancies shall be filled by appointment by the City Council.

Section 2.2. Place of Meetings. The Board of Directors may hold its meetings at any place which the Board of Directors from time to time may designate; provided that, in the absence of any such designation, the meetings shall be held at the registered office of the Authority.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors shall be held without necessity of notice at such times and places as shall be designated, from time to time, by resolution of the Authority.

Section 2.4. Special Meetings. (a) Special meetings of the Board of Directors shall be held whenever called by the President, the Secretary or a majority of the Directors then in office or upon advice of or request by the City Council. At least three days prior to any special meeting, the Authority shall notify the City Council of the City or an assistant that such meeting is to be held and the purposes thereof. However, with the approval of the City Council or an authorized representative of the City, a special meeting may be held without such notice.

(b) The Authority shall give notice to each Director of each Special Meeting in person, or by mail, telephone or telegraph, at least two (2) hours before the meeting. However, such notice to the Directors is not required for any special meeting at which all Directors then in office are present.

(c) Any matter that may be considered and acted upon at a regular meeting of the Board of Directors may be considered and acted upon at a special meeting unless otherwise indicated at the notice of the special meeting.

Section 2.5. Quorum. A majority of the number of Directors constituting the Board of Directors shall constitute a quorum for the consideration of matters pertaining to the purposes of the Authority. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 2.6. Conduct of Business. (a) At the meetings of the Board of Directors, the matters on the agenda shall be considered in such order as from time to time the Board of Directors may determine.

(b) At all meetings of the Board of Directors, the President shall preside, and in the absence of the President, the Vice President shall preside.

(c) The Secretary shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer, subject to Section 3.1(a) of these Bylaws, may appoint any person to act as Secretary of the meeting.

Section 2.7. Executive Committee. The Board of Directors, by resolution passed by a majority of the Directors in office, may designate two or more Directors to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have all of the authority of the Board of Directors in the management of the Authority, except where action of the Board of Directors is required by law or by the Articles. The Executive Committee shall act in the manner provided in such resolution. The Executive Committee shall keep regular minutes of its proceedings, shall cause such minutes to be recorded in books kept for that purpose in the office of the Authority and shall file such minutes with the Board of Directors from time to time.

Section 2.8. Compensation of Directors. Directors as such shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual expenses incurred in performing such services.

ARTICLE III
Officers

Section 3.1. Titles and Term of Office. (a) The offices of the Authority shall be a President, a Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors from time to time may determine. The offices of Secretary and Treasurer may be combined, and the offices of Vice President and Assistant Secretary (if any) may be combined. In the absence of the Secretary, any officer other than the President may act in the Secretary's place. The term of each office shall be two years.

(b) Each officer shall be elected or appointed by the Board of Directors.

(c) All officers shall be subject to removal from office, with or without cause, at any time by a vote of a majority of the Directors then in office.

(d) A vacancy in any office shall be filled by election or appointment by the Board of Directors for the unexpired term.

Section 3.2. President. The President shall be the Chief Executive Officer of the Authority, and, subject to the control of Board of Directors, the President shall be in general charge of the properties and affairs of the Authority. The President shall preside at all the meetings of the Board of Directors. In furtherance of the purposes of the Authority, the President may sign and execute contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the Authority.

Section 3.3. Vice President. The Vice President shall have such powers and duties as may be assigned by the Board of Directors. The Vice President shall exercise the powers and perform the duties of the President during the President's absence or inability to act, and any action so taken by the Vice President shall be conclusive evidence of the absence or inability of the President to act at the time such action was taken.

Section 3.4. Treasurer. The Treasurer is the custodian of all the funds and securities of the Authority that come into the Treasurer's hands. When necessary or proper, the Treasurer may endorse, on behalf of the Authority, for collection or payment, checks, notes and other obligations and shall deposit the same to the credit of the Authority in such depository or depositories as have been designated in the manner prescribed by the Board of Directors. The Treasurer may sign all receipts and vouchers for payment made to the Authority, either alone or jointly with such other officer as is designated by the Board of Directors.

Whenever required by the Board of Directors, the Treasurer shall render a statement of the Authority's cash account, and the Treasurer shall enter or cause to be entered regularly in the books of the Authority to be kept for that purpose full and accurate amounts of all monies received and paid out on account of the Authority. The Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 3.5. Secretary. (a) The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose and shall attend to the giving and serving of all notices for or on behalf of the Authority. In furtherance of the purposes of the Authority, the Secretary may sign with the President in the name of the Authority and/or attest the signature of the President on contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Authority. The Secretary shall have charge of the Authority's corporate books and records and such other property of the Authority as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection upon application at the office of the Authority during business hours. The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

(b) An Assistant Secretary may perform any of the duties and exercise any of the authority of the Secretary, subject to the control of the Board of Directors.

Section 3.6. Compensation. Officers as such shall not receive any salary or other compensation for their services, except that they shall be reimbursed for their actual expenses incurred in performing such services.

ARTICLE IV Provisions Regarding Articles of Incorporation and Bylaws

Section 4.1. When Bylaws Take Effect. These Bylaws shall become effective upon the approval of these Bylaws by the City Council of the City and the adoption of these Bylaws by the Board of Directors.

Section 4.2. Amendments to Articles of Incorporation and Bylaws. (a) The Articles may be amended as prescribed therein.

(b) These Bylaws may be amended at any time and from time to time by the Board of Directors, with approval of the City Council of the City.

ARTICLE V
General Provisions

Section 5.1. Principal Office. The principal office of the Authority shall be located at the principal offices of the City.

Section 5.2. Fiscal Year. The fiscal year of the Authority shall be as determined by the Board of Directors.

Section 5.3. Seal. The seal of the Authority shall be as determined by the Board of Directors.

Section 5.4. Resignations. Any Director or Officer may resign at any time. Such a resignations shall be made in writing directed to the Mayor of the City and the President of the Authority. A resignation shall take effect at the time specified therein, or, if no time is so specified, at the time of its receipt by the Mayor and the President. The acceptance of a resignation is not necessary to make it effective, unless expressly so provided in the resignation.

Section 5.5. Action Without a Meeting of Directors or Committees. Any action that may be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the Directors then in office, or all of the members of the committee, as the case may be, and by an authorized representative of the City. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.
