



**Aircraft Leasing:
Commercial, Legal and Technical Issues**

Wednesday 20th November 2019

Washington, DC, USA

Sponsored by





SEMINAR AGENDA

9.00 Registration & Networking Coffee

9.30 Welcome & Introductions
Introduction to the Seminar Materials

9.40 **Commercial Aspects**

- **Airline Sector (Lessee)**
 - Aircraft Acquisition
 - ACMI Leases
 - Outlook

- **Leasing Company Sector (Lessor)**
 - Lessor Priorities and Interests
 - Outlook

11.00 – 11.30 Networking Coffee Break

- Supersonic Air Transport!
- Au Revoir, A380
- The Role of “The Broker” in International Aviation Transactions

12.30 Networking Lunch

13.30 **Legal Aspects**

- **Overview of Major Legal Issues of a Typical Lease Agreement**
 - Summary of Transaction
 - Parties/Property
 - Definitions
 - Representations and Warranties
 - Conditions Precedent
 - Lease Term
 - Payments
 - Security Deposit/Lockout
 - Rent/Net Lease
 - Covenants
 - Operation of Aircraft
 - Insurance
 - Record keeping and Logs
 - Events of Default
 - Indemnities
 - Subleasing
 - Quiet Enjoyment
 - Cape Town Convention
 - Sovereign Immunity
 - Confidentiality
 - Governing Law and Jurisdiction

14.30 Networking Coffee Break

15.00 Technical Aspects

- Overview of Technical Components of a Typical Lease Agreement
 - Delivery Conditions
 - Airworthiness Directives/Service Bulletins
 - Maintenance Program
 - Records
 - Maintenance Reserves
 - Return Conditions

16.00 Concluding Remarks

SPEAKERS

Mark Atwood, Member, Cozen O'Connor

Mark Atwood is a member of Cozen O'Connor, focusing on legal issues affecting the aviation and aeronautics industries. He represents a variety of clients, including U.S. and foreign airlines, airports, leasing companies, brokers, aerospace manufacturers, repair stations, and airline investors before the courts, regulatory agencies, and Congress. He also counsels U.S. clients in their regulatory affairs before foreign governments, advises airlines in financial structuring, and represents parties to aircraft acquisition transactions.

Mark joined Cozen O'Connor in 2010 from Sher & Blackwell, where he developed their aviation practice. He has been involved in a variety of developments in the aviation industry, from airline mergers and formation of new air carriers to development of federal rules and policies on aircraft safety, security, and airport security. Mark has participated as a member of the U.S. delegation in the negotiation of a number of international air transport agreements advised a number of clients doing business in China and the former Soviet Union, lectured representatives of the Chinese government, airline industry, and airport management on regulation of aviation, and advised foreign governments on civil aviation matters. Recently, he assisted in the reorganization and management of a U.S. airline in chapter 11 bankruptcy, in the organization and certification of several new U.S. and foreign airlines and has obtained authorization for most of the U.S. aircraft flights into North Korea.

Mr. Atwood is a frequent speaker on aviation environmental issues and industry trends, frequently lectures in Latin America on legal practice issues, and annually judges the International Rounds of the Jessup International Moot Court Competition.

Mark began his career with the U.S. Civil Aeronautics Board (CAB) in 1978 – two weeks before the signing of the Airline Deregulation Act. At the CAB, he advised the board on environmental, regulatory, and antitrust matters affecting U.S. and foreign airlines.

Education

Univ. of Southern California, J.D., 1978

Loyola College in Maryland, A.B., 1974

Professional Affiliations

American Bar Association

American Bar Foundation

Inter-American Bar Association

International Aviation Club

Organization of American States

Bar Admissions

California

District of Columbia

Jamie Baldwin, J.D., Adjunct Professor, University of Maryland Global Campus and Visiting Lecturer, University of Westminster (London, UK) and Emirates Aviation University (Dubai)

James Patrick (Jamie) Baldwin is an author, speaker and consultant in air transportation. He teaches Business Law as an Adjunct Associate Professor at the University of Maryland University College (UMUC) and is a Visiting Lecturer at the University of Westminster, London, United Kingdom and Emirates Aviation University. He is also a Contributing Editor to Airways Magazine. Previously, he was an Adjunct Professor at the College of Business, Embry-Riddle Aeronautical University (Daytona Beach Campus).

As a consultant he specializes in start-up airline strategies, regulatory compliance, licensing, aircraft sourcing, strategic planning, contracts, marketing and preparing business plans.

An avid golfer, Mr Baldwin is an occasional golf correspondent for the Dorchester Banner.

Previously Mr Baldwin served as Deputy General Manager for Legal and Regulatory Affairs of Star Airways, a small Turkish cargo airline of which he was a founder, and prior to that, the US Representative of Tajik Air, the international airline of the Republic of Tajikistan. In the latter capacity, he represented the airline's interests before the US government, multilateral development banks and private US and international business interests. He also coordinated and prepared on behalf of the government of Tajikistan a request for a grant from the US Trade and Development Agency for a feasibility study on its air transport sector.

Mr Baldwin served as an officer in the US Navy (1974-1978) and the active US Naval Reserve (1978-1994). Assignments included Naval Liaison Officer on tanker convoys during the Iran/Iraq War, Officer in Charge of military officers boarding, inspecting and briefing masters of merchant ships delivering military cargo during the first Gulf War and Commanding Officer of a US Naval Reserve unit. He is now retired with the rank of Commander.

Mr Baldwin is the author of Pan American World Airways – Images of a Great Airline (BluewaterPress, 2011), and with Jeff Kriendler, former Vice President, Corporate Communications at Pan Am, Pan American World Airways – Aviation History through the Words of its People (BluewaterPress, 2011). His website is www.jpbrtransconsulting.com.

Mr Baldwin obtained an A.B. (Bachelor's) Degree in International Relations from the University of Southern California (Los Angeles) and a J.D. (Juris Doctor) Degree from the American University Washington College of Law (Washington, DC). He is a member of the U.S. Naval Institute, the U. S. Golf Association and Sigma Alpha Epsilon. He has travelled widely and includes among his interests, golf, hill walking, distance running, sailing, model railroading, spectator sports, classical music and writing. He is married and resides in Maryland.

Bryson Monteleone, Senior Advisor to Aviation Finance Advisory Services, PwC Ireland & Chairman, ISTAT Appraisers' Program

Bryson has over 20 years' experience in the commercial aviation industry. With an extensive background in commercial aviation finance, specifically aircraft appraisal and valuation, lease advisory, aircraft technical consulting, and aircraft remarketing.

Throughout his career Bryson has worked closely with, and advised - airlines, aircraft leasing companies, aircraft manufacturers, governments, rating agencies, institutional and alternative investors, and banks. As a Subject Matter Expert (SME) on aircraft finance, leasing and valuation, he is requested frequently to brief and provide advisory to investors that are looking to deepen their aviation exposure and better understand aircraft values, maintenance forecasts and market dynamics.

As an ISTAT Certified Senior Appraiser, Bryson has provided both valuation and technical due diligence assistance to both buyers and sellers of aircraft, including current market appraisals and on-site physical inspections of the aircraft and associated records, along with end of lease and return condition analysis in conjunction with an operating lease.

Earlier in his career Bryson was heavily involved in valuing and appraising many of the larger Enhanced Equipment Trust Certificate (EETC) and Asset Backed Securitization (ABS) projects for the capital markets, as well as providing intrinsic valuation advisory for OEMs, leasing companies, hedge funds, banks airlines and institutional investors.

During the down cycles Bryson worked closely with the institutional investor and banking communities as they looked to liquidate and restructure aircraft defunct portfolios, in this role he was appointed aircraft remarketing agent where he successfully sold and placed a fleet of regional aircraft on behalf



of a large insurance company. He also managed the sale of a secured interest in a portfolio of aircraft while the fleet remained on-lease at a US flag operator.

Bryson remains a visible member of the global aviation community as he continues to speak at conferences and teach workshops worldwide. He has also been interviewed several times by leading media outlets such as: CNN, Bloomberg Television and Radio, NPR, along with leading publications such as Euromoney's Airfinance Journal, Airline Economics, and Businessweek.

Bryson currently serves as the Chairman of the ISTAT (International Society of Transport Aircraft Traders) International Appraisers' Program (IAP) and a member of the ISTAT Board of Directors.

Expertise in an aircraft finance/aviation consulting capacity includes:

- Certified as a Senior Appraiser by the International Society of Transport Aircraft Trading (ISTAT) after qualifying to take and pass a series rigorous examinations on the technical, financial, and ethical standards of appraising commercial aircraft/engines. One of only 25 Certified Appraisers, worldwide, to earn the "Senior" designation
- Have conducted the on-site technical inspections of aircraft, as needed, in conjunction with performing of appraisals – including review of maintenance records, aircraft and engine condition
- Modeled individual aircraft for maintenance status of airframe and engines in order to monetize current and future condition at lease-end (Fly-Forward Analysis)
- Provided distressed debt modeling and collateral analysis to institutional investors exposed to US airlines restructuring through bankruptcy, specifically addressing selected Pass Through Trusts Certificates (PTCs) in default
- Supported and managed airline Sale/Leaseback aircraft financing campaigns, including technical analysis and lease negotiations
- Has conducted credit analysis and review of airlines for investors, clients and rating agencies – including the analysis of financial results, operational performance, benchmarking of industry metrics and overall market assessment
- Assisted in airline start-up by opining on business plans, fundraising for fleet acquisition/lease, and general plan analysis
- Assessed fleet disposition strategies for major flag carriers looking to remove specified fleet types
- Sourced aircraft on behalf of clients looking at growing their fleets or moving to another aircraft type
- Analyzed general industry trends with regards to overall fleet movement/disposition, and market trends
- Remarketing of commercial aircraft for sale and/or lease