



Aircraft Leasing: A Guide to Successful Negotiations

Friday 23rd March 2018
Washington, DC, USA

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SEMINAR AGENDA

9.00 Registration & Networking Coffee

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9.30 Welcome & Introductions

Introduction to the Seminar Materials

9.40 **Lease Contract Formation and Enforcement**

Principles of Contract Law relevant to an Aircraft Lease Agreement

- Assent / Assignment / Delegation / Breach / Discharge / Remedies

10.00 **Aircraft Operating Leases**

Negotiating Issues

- Security Deposit and Rent
- Representations and Warranties
- Delivery
- General Maintenance Issues
- Redelivery
- Indemnities, Events of Default, Governing Law

11.15 Networking Coffee Break

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11.30 **Aircraft Operating Leases (Con't)**

12.00 **Cape Town Convention**

12.30 Networking Lunch

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14.00 **Technical Language in an Aircraft Operating Lease**

- Technical Lease Language
- Maintenance Programs
- Asset Management
- Regulatory Compliance
- Maintenance Reserves
- Return Conditions

15.30 **Aviation Insurance**

16.00 Networking Coffee Break

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16.15 **Aviation Insurance (Cont.)**

16.45 **ACMI Leases**

Negotiation Issues

- Deposit and Block-Hour Rate
- Minimum Guaranteed Hours
- Hour / Cycle Ratio
- Control
- Operator (“lessor”) Responsibilities
- User (“lessee”) Responsibilities
- General Terms and Conditions

17.45 Concluding Remarks

18.00 End of Seminar

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, Adjunct Professor, University of Maryland University College and Visiting Lecturer, University of Westminster (London, UK)

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.jpbransconsulting.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 traveled 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.

Bruce D. Burnett, Managing Director, Airline Business Consulting

Prior to switching to procurement, Bruce worked in the Airbus Customer Services Business Strategy department in Toulouse and Hamburg where he led an improvement project in the Spares Supply Chain. Before leaving for Europe, Bruce was a Customer Support Director where he served the liaison role between Airbus Americas and their airline customers.

Bruce also worked at several airlines holding leadership positions at US Airways, America West, and United Airlines in Engineering, Maintenance, Aircraft Acceptance / Return, Flight Operations, Customer Services, Flight Ops Engineering, and Finance.

Bruce graduated from Embry-Riddle Aeronautical University with a Bachelors' Degree in Aeronautical Science and received another Bachelors' Degree in Mechanical Engineering from Seattle University.



Bruce holds an Airline Transport Pilots License and has flying experience on multiple Airbus, Boeing, and general aviation aircraft.

As an avid runner, race car driver, and father of two daughters, Bruce and his wife Catherine live in Leesburg, VA.

Jay Faria, President and Commercial Director, Airtrade Aviation

Juarez (Jay) Faria holds a Bachelor's Degree in Aeronautical Engineering and has completed several courses in aviation management and business administration. A short career as a college professor also led him to become a contributor writer for articles published by major aviation magazines.

He started his career at Embraer and later became the General Manager for Líder Aviação in Brazil, one of the largest air-charter companies in the world.

In 1991 he created Airtrade Aviation Corp, a Delaware-based company. Jay wears many hats at Airtrade from negotiator to inspector to strategist to chief-mechanic as a practitioner of the craft of aircraft acquisitions. In this endeavour, he has travelled to more than 50 countries in search of higher-value aircraft purchases on behalf of his world-wide clients. Jay has successfully completed the purchase and sale of over 200 hundred aircraft.

He is married to Andrea Faria, and they have a daughter and a son, Taciana and Arthur. Jay is an avid reader and an aircraft and helicopter pilot.

Thomas J. Whalen, Attorney at Law, Whalen Law Associates and Former Member of the US Delegation to the Cape Town Convention and Participant in the Drafting of the Agreement

Tom Whalen focuses his practice on aviation law, representing airline liability insurers and foreign airlines in litigation and administrative proceedings before U.S. government regulatory agencies such as the Department of Transportation, the Federal Aviation Administration and the Department of Homeland Security. He has had extensive experience handling the defense of governments in actions brought under the Foreign Sovereign Immunities Act and in litigating international arbitration disputes and appeals on aviation, immigration and commercial issues.

Prior to joining private practice, he served as law secretary to the Hon. Gerald McLaughlin of the U.S. Court of Appeals for the Third Circuit and was in military service with the U.S. Army.