



# Legal Aspects of Aircraft Financing and Leasing Roundtable

Thursday 5<sup>th</sup> October 2023

Washington, DC, USA

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## AGENDA

9.00 Registration & Networking Coffee

9.30 Introductory Material – Aircraft Acquisition

10.00 Aircraft Financing

- Main Players
- Common Financing Tools
  - Commercial Debt
  - Equipment Trust Certificates
  - Finance Leases
  - Export Credit
  - Basic Deal Documentation
  - Loan Agreement

11.00 Networking Coffee Break

11.30 Aircraft Financing (Cont'd)

12.15 Networking Lunch Break

13.30 Aircraft Operating Leases

- Legal Aspects
  - 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

14.45 Networking Coffee Break

## 15.00 Aircraft Operating Leases

- Technical Aspects
  - Documentation of Delivery Condition and Configuration
  - Airworthiness Directives and Service Bulletins
  - Maintenance Program
  - Records
  - Maintenance Reserves
  - Return Conditions

## 16.00 Questions

## 17.00 End of Roundtable



## SPEAKERS

### **Mark Atwood, Senior Counsel, Garofalo Goerlich Hainbach**

Mark Atwood is Senior Counsel with the Washington, D.C. firm Garofalo Goerlich Hainbach, which specializes in aviation law.

Mark has practiced in the field of aviation since joining the Civil Aeronautics Board in 1978, two weeks before the adoption of the Airline Deregulation Act. Since 1985 he has been in private practice, counseling and representing airlines (both U.S. and foreign), aircraft lessors, airports, equipment manufacturers, tour operators, resorts, business jet operators and other entities involved in aviation and aerospace.

Mark represents clients before various U.S. government agencies, including the Department of Transportation, Federal Aviation Administration, Transportation Security Administration, Customs and Border Protection, Animal and Plant Health Inspection Service, as well as the U.S. Congress. His areas of representation include obtaining operating authority, negotiating airport arrangements, aircraft environmental compliance, investigations and enforcement proceedings, and counseling on regulatory compliance.

Mark also counsels and represents clients in a wide variety of transactional matters, such as aircraft purchase and leasing, mergers and acquisitions of air carriers or other aeronautical companies, charter, wet lease, interchange and code sharing agreements, and other inter-company agreements.

Mark is a member of the International Aviation Club, a Life Fellow of the American Bar Foundation, a member of the board of directors of Travelers Aid International, member of the Executive Committee of the Inter American Bar Association, and Chair of The Chris Atwood Foundation.

### **Jamie Baldwin, J.D., Principal, JPB Trans Consulting, 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 a lecturer and author in air transportation and is the Principal, JPB TRANS CONSULTING, LLC. He teaches Business Law, Contracts, and Torts as an Adjunct Professor at the University of Maryland Global Campus and is a Visiting Lecturer on Air Transport at the University of Westminster, London, United Kingdom and on Airline Operations at 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.

Mr Baldwin is a volunteer at Ironman triathlon events and is an avid distance runner. He also enjoys golf and is an occasional golf correspondent for local newspapers.

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, represented Tajik Air, the international airline of the Republic of Tajikistan, in the United States. In the latter capacity, he represented the airline's interests before the US government, multilateral development banks and private US and international business interests.

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 2nd Edition (Kindle Direct Publishing, 2020), The Evolution of the Airline Industry: Regulation, Events and Influencing Factors (Kindle Direct Publishing, 2019), and with the late Jeff Kriendler, former Vice President, Corporate Communications at Pan American, Pan Am – Personal Tributes to a Global Aviation Pioneer (Pan Am Historical Foundation, 2017) and Pan American World Airways – Aviation History through the Words of its People (BluewaterPress, 2011). His website is [www.jpbtransconsulting.com](http://www.jpbtransconsulting.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, Cambridge Multi Sport (CMS – tri club) and Sigma Alpha Epsilon. He has traveled widely and includes among his interests, distance running, golf, hill walking, model railroading, spectator sports, sailing, and classical music. He is married and resides in Maryland.

### **John Copley, Partner, Garofalo Goerlich Hainbach**

John Copley joined the firm of Garofalo Goerlich Hainbach PC (GGH) in 1996 and became a principal in 2002. He specializes in aviation commercial transactions and regulatory processes and proceedings. John represents aircraft owners, on-demand air taxis, aircraft management companies, fractional ownership program managers of both regional and national programs, aircraft leasing companies, aviation financiers, manufacturers and repair stations. His practice is focused on sale, lease and acquisition transaction, as well as regulatory advice and due diligence for the acquisition of air carriers, manufactures and repair stations.

John has published various articles covering aviation topics such as pre-purchase inspection liability, contractual consideration for repair stations, use of aircraft for charitable purposes, simplified FAR Part 135 operations, and the implication of regulatory changes regarding the use of foreign civil aircraft within the United States. He regularly lectures on topics related to aviation regulations and transactional issues at regional and national forums including those sponsored by the National Business Aviation Association and Strategic Research Institute and ALM.

Prior to joining GGH, John worked as an attorney for the firm of Jackson & Jessup. He earned a B.A., magna cum laude, from Wake Forest University in 1985. In 1987, after attending the University of Virginia under a Dupont Fellowship, he received a M.A. in Foreign Affairs and Government. He received his J.D. from the University of Virginia School of Law in 1992. John is admitted to the District of Columbia Bar. He is fluent in Spanish.

John was recently selected by ALM as one of Washington DC & Baltimore's Top Rated Lawyers.