



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

Friday 3rd December 2021

Washington, DC, USA

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AGENDA

9.00 Registration & Networking Coffee

9.30 Welcome & Introductions

9.40 **Commercial Aspects**

- **Airline Sector (Lessee)**
 - Aircraft Acquisition / Fleet Planning
 - Buying versus Leasing
 - ACMI Leases
 - Impact of Covid-19 Pandemic

10.40 Networking Coffee Break

11.10 **Commercial Aspects (continued)**

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

- General Aviation / Business Aviation Snapshot
- Au Revoir, A380

13.00 Networking Lunch Break

14.00 **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



15.00 Networking Coffee Break

15.20 Technical Aspects

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

16.30 Concluding Remarks

SPEAKERS

Jacob Agnew, Managing Partner, Corvus Aircraft Leasing

Jacob Agnew, Managing Member, Corvus Aircraft Leasing, senior aviation finance partner. In this role, Mr. Agnew is responsible for the firm's management, and guides the firm's leasing strategy, asset management, and partnership investment vehicles.

Mr. Agnew has worked in the commercial aviation, and aerospace and defense sectors for two decades, and has significant experience leading teams in platform development, origination, and aviation investment management. Mr. Agnew's expertise draws from his work as consultant to global airlines and various stakeholders, and his work as advisor to commercial lessors, providing due diligence support to capital markets, as well as origination and sell-side activities for numerous institutional and private funds. Prior to Corvus, Mr. Agnew was Managing Director of Market Intelligence & Innovation at MBA Aviation, where he began the firm's integrated market intelligence advisory practice. Previously, Mr. Agnew was Managing Director of MBAAS, where he founded the transactional and investment services practice, advising creditors and investors in aircraft/engine investments, originating, managing portfolios for various funds, and directing all technical and transactional mechanics at aircraft/engine delivery & return and through numerous restructuring proceedings.

Mr. Agnew has previously held positions at Northrop Grumman, Office of Secretary of the Army as liaison, and at FINRA arbitration/NY Supreme Court proceedings as advisor/counsel. Mr. Agnew has a BA from Virginia Military Institute, and a JD from Cardozo Law. He, his wife Molly, and their two children live in Arlington, Virginia.

Experience: Aircraft & Engine Management, Portfolio Management, Leveraged Finance, Capital Markets, Financial Modeling, Financial Reporting, Business Valuation, Due Diligence, Asset Backed Lending, Aircraft Maintenance, Aircraft Finance, Asset Based Finance, Maintenance Modeling, Asset Backed Securitization, Aircraft Backed Securities, Airport Slot, Aircraft Investments

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.jpbttransconsulting.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.

Jay Faria, President, 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.



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Government Relations. Cozen O'Connor Public Strategies is a bipartisan government relations firm based in Washington, D.C., with strength through the mid-Atlantic region. The group serves clients on the federal, state and local level and before both the executive and legislative branches of government. Public Strategies professionals have held high-level political positions in Republican and Democratic administrations; worked for members of Congress and congressional and state committees; and run federal, state and local political campaigns. The team helps ensure that clients are seen and heard by key decision makers and provides critical crisis management and public relations counsel.