

**Private and confidential**

**General meeting of the Aviation Working Group**

**27 October 2022**

**Held at Milbank, New York  
55 Hudson Yards, New York, USA**

General Meeting of the Members of the Aviation Working Group

Note: Capitalized terms used without definition take their meanings from the AWG Bye-Laws.

The capitalized term 'Internal Items and Projects Document' refers to the private and confidential document circulated to AWG members prior to the General Meeting of the Aviation Working Group on 27 October 2022. The document is composed of a Part I summarizing AWG items, internal and projects, with essential and other materials referenced and annexed; and a Part II setting forth a list of resolutions made by the Board to the members for discussion/approval at the meeting and annexed hereto.

**Members present:**

Set out in Annex I.

**OTHER OFFICERS OR DIRECTORS PRESENT:**

Jeffrey Wool, AWG Secretary General (and compliance officer)

**Agenda Point 1: Preliminary Items****1. Notice of Meeting**

It was noted that Notice of the meeting had been given on 2 September 2022, in accordance with AWG Bye-laws 13(3) and (4).

**1.2 Confirmation of Chairman of the Meeting**

In accordance with Bye-law 14(4), it was advised that Francois Collet would chair the meeting.

**1.3 Confirmation of Quorum**

The chairman confirmed that a quorum (as specified in Bye-law 14(6)) was present.

**1.4 Approval of Final Agenda**

The proposed final agenda was approved.

**Agenda Point 2: Internal Items and Projects**

The recommendations of the Board of Directors to the members have been sent to the members in advance of this meeting for review.

1. **RESOLVED** that the resolutions set out in Annex II be approved.

**Agenda Point 3: Conclusion of the Meeting**

The proceedings in respect of all the agenda items were closed.

**Agenda Point 4: Discussion of Overarching Industry Issues****Topic 1: Aviation financing markets over the last six months**

Presentations on aviation financing markets over the last six months were made by Milo Raimondi (Morgan Stanley) and Olivier Trauchessec (MUFG).

**Topic 2: Industry economics and aviation financing - looking ahead**

Presentations on industry economics were made by John Meisterl (IATA), Bob Lange (Airbus), and Darren Hulst (Boeing).

Topic 3: Geo-political country focus: China

Presentations on geo-politics in China as may impact aviation and aviation finance were made by Scott Kennedy (CSIS) and Doug Harned (Bernstein and Co.).

Topic 4: Hague court of arbitration for aviation

Presentation on the Hague court of arbitration for aviation was made by Paul Jebely (presiding chair of the Hague CAA).

Topic 5: ESG and finance

Presentations on ESG and finance were made by Hal Calamvokis (Standard Chartered), Kieran O'Brien (KMPG), David Swan (SMBC), and Jim Bell (WFW).


Topic 6: ICAO developments: results of general assembly and topics impacting aviation financing and leasing

Presentation on ICAO developments impacting aviation financing and leasing was made by Miguel Marin (ICAO).

Topic 7: Select CTC topics

Presentation on select CTC topics on recent developments, next ratification targets, and AWG's global legal network was made by Jeffrey Wool (AWG).

Presided over:

  
François Collet

## Annex I: members present

Name	Company
Gordon Chase	AerCap
Chris Beers	Aircastle
Bob Morin	AFIC
Francois Collet	Airbus
Carol Forsyte	Air Lease Corporation
Nicholas Abraham	ATR
James Zembruzski	Aviation Captial Group
Ed Riley	Avolon
Richard Strollo	BBAM
David Walton	BOC Aviation
Kimberly Pearson	Boeing
Francois Artignan	BNP Paribas
William Hoffman	Carlyle Aviation Partners
Jeanette Delehanty	Castlelake
Patrick Kaufer	Deutsche Bank
Shumpei Tsuda	Development Bank of Japan
George Douvas	Dubai Aerospace Enterprise
Lucia Ainsworth	Deucalion Aviation
Jose Serrador	Embraer
Michael Scrimgeour	ELIX
Richard Hough	ELFC
Sohinder Singh	General Electric
Radha Tilton	Goldman, Sachs & Co.
Dana Barta	JP Morgan
Joanne Chambers	KFW IPEX-Bank
Alex Green	Merx Aviation
Oliver Trauchessec	MUFG
Michelangelo Raimondi	Morgan Stanley
Ed Sheard	NAC
Joseph Lane	Napier Park Global Capital
Matthew Lancaster	Novus Aviation Capital
Helfried Schwarz	Orix Aviation
Eric Samour-Cachian	SAFRAN
Hal Calamvokis	Standard Chartered
David Swan	SMBC Aviation Capital
Ilia O'Hearn	UTC, Pratt & Whitney
Nicolas Stable	Wings Capital Partners

## PART II – RECOMMENDATIONS OF THE BOARD TO MEMBERS FOR DISCUSSION/APPROVAL AT 27 OCTOBER 2022 GENERAL MEETING

### Resolution 1

**Resolved that**, on activities relating to Russia – Ukraine, AWG -

- (a) continue its regular updates and exchanges among members,
- (b) take any collective action agreed by the working group, subject to standing AWG policies and procedures, resources constraints, and any guidance from or instructions by the Board sought by the secretary,
- (c) aid AWG members with their repossession efforts, as and when the opportunity arises as requested by members, and –
- (d) take all steps to promote, facilitate, and assess CTC compliance

### Resolution 2

**Resolved that** AWG take action to promote and facilitate the continued provision of war risk coverage, whether governmental or commercial, addressing the risk that existing cover may be terminated, limited, or otherwise adversely impacted, preferably but not necessarily with one on more airline groupings, subject to any postings on the AWG website relating thereto being approved by the Board.

### Resolution 3

**Resolved that**, the updated 2022 AWG compliance document, as contained in the meeting materials, be approved.

### Resolution 4

**Resolved that:**

In line with AWG practice, member, acting unanimously:

- authorize the secretary to sign the 2023 CODAN agreement on substantially the same terms as that applicable to 2022, and
- waive the 2022 financial statements; and
- the Board be instructed to obtain from an independent auditor an agreed upon procedures report covering 2022 AWG financial information and transactions.

### Resolution 5

**Resolved that**, on CTC, AWG –

- (a) prioritize ratification (with the qualifying declarations) by Italy, France, and Morocco, and securing revised declarations by Saudi Arabia,
- (b) prioritize efforts on the passage of primacy legislation by India,
- (c) make efforts to re-engage with China on CTC compliance,
- (d) as part of its general work on judicial education (i) establish under the auspices of the CTC academic project an international moot court program, and (ii) develop materials helpful to judges in correctly interpreting and applying CTC, following the text of the recently released 5<sup>th</sup> and final edition of the CTC Official Commentary,
- (e) intensify its focus on CTC and cross-border insolvency, and education and information relating thereto, and
- (f) continue to (i) strengthen its legal advisory and global legal networks and related systems and government communication channels, and (ii) actively educate on and promote the new CTC Official Commentary.

## Resolution 6

**Resolved that**, on ESG, AWG remain focused on:

- (a) seeking changes to the EU taxonomy in line with AWG positions, and, more generally, forming positions on major government initiatives which may impact aviation leasing and financing,
- (b) acting as a nerve center, seeking information about and coordination among, various industry initiatives on ESG which may impact aviation leasing and financing,
- (c) working internally and with other initiatives to develop best practices and methodology for (i) calculating lessor and financier scope 3 emissions, and (ii) disclosure and reporting, and
- (d) continuously enhancing the AWG carbon calculator.

## Resolution 7

**Resolved that**, on XBT, AWG remain focused on:

- (a) finalizing the new set of XBT guidance and other materials being prepared under the auspices of ICAO (the international XBT materials),
- (b) developing and maintaining XBT best practices through an XBT practitioners' guide (modelled on the CTC practitioners' guide), and
- (c) evaluating, and, if agreed by the board, advancing (a) an electronic platform or enhanced electronic facility for effecting XBTs, and (b) work on the effectiveness of industry and government initiatives, rules, and systems on electronic records, in each case working with others, as appropriate.

## Resolution 8

**Resolved that** the working group that produced the AWG guidelines on remedies in structured financings with shared security review continue to review, and, if agreed, revise, that statement based on recent legal and commercial events impacting such structures.

#### Resolution 9

**Resolved that**, in light of current developments, including Russia – Ukraine and reactions thereto (a) the secretary continue internal work on the full range of issues associated with the assessment and quantification of political risk in aircraft leasing and financing transactions, and (b) if agreed by the board, and as approved at the last general meeting (i) secure a study thereon, and (ii) establish an expert forum of members and others to iteratively review, and comment on, and provide input to, that study.

#### Resolution 10

**Resolved that**, on its relations, AWG prioritize enhancements with –

- (a) major intergovernmental organizations and governments working on items related to AWG projects, including, without restriction, ICAO, OECD, the EU, UK, US, and Brazil, including with meetings as soon as practicable, and
- (b) ALI, with whom AWG has been working closely on Russia – Ukraine and ESG.

END