

**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
OFFICE OF THE SECRETARY  
WASHINGTON, D.C.**

Application of	)	
	)	
	)	
Breeze Aviation Group, Inc.	)	Docket DOT-OST-2020-_____
	)	
for a certificate of public convenience and	)	
Necessity under 49 U.S.C. 41102 to engage	)	
In interstate scheduled air transportation	)	
	)	

**APPLICATION OF  
BREEZE AVIATION GROUP, INC.**

Communications with respect to this document should be sent to:

Breeze Aviation Group, Inc.  
23 Old Kings Highway South #202  
Darien, CT 06820

J. Parker Erkmann  
Andrew Barr  
Breeze Aviation Group, Inc.  
Cooley LLP  
1299 Pennsylvania Ave., NW #700  
Washington, DC 20004  
(202) 776-2036  
[perkmann@cooley.com](mailto:perkmann@cooley.com)

Counsel for Breeze Aviation Group, Inc.

February 7, 2020

Notice: Any person who wishes to support to oppose this application must file an answer by February 28, 2020 and serve that answer on all persons served with this application.

**BEFORE THE  
DEPARTMENT OF TRANSPORTATION  
OFFICE OF THE SECRETARY  
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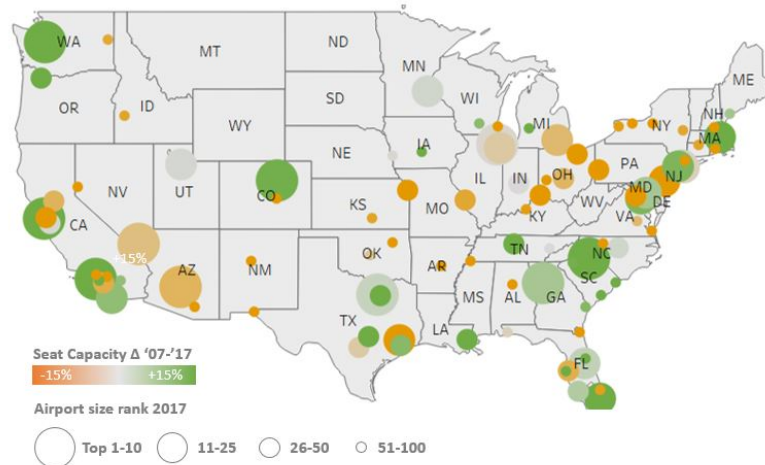
**APPLICATION OF  
BREEZE AVIATION GROUP, INC.**

Breeze Aviation Group, Inc. (“Breeze”) submits this application for a Certificate of Public Convenience and Necessity authorizing Breeze to engage in interstate scheduled air transportation of persons, property and mail pursuant to § 41102 of Title 49 of the United States Code. As demonstrated in this Application, Breeze is fit, willing and able to hold and exercise the requested authority. Breeze will use the trade name “Breeze Airways.”

Breeze is a new entrant air carrier that plans to bring low-cost, nonstop services to mid-size markets abandoned by our current air transportation network. As major airlines have consolidated and concentrated their efforts at fortress hubs, entire segments of the country have seen their air travel options diminish -- reachable only through connections and the corresponding increased travel times. As a result, smaller cities have suffered through a sustained reduction in service as depicted below:

## US airlines focused on hubs abandoning secondary cities

Change in Domestic Service by Airport 2007-2017



Source: Bureau of Transportation Statistics

Breeze will introduce nonstop service to these neglected, forgotten markets. By flying a smaller plane with a lower trip cost, Breeze believes there are hundreds and hundreds of city pairs crying out for nonstop flights. Each market Breeze serves will realize significant public interest benefits from the introduction of its low-fare, high-quality service.

Breeze respectfully submits that it has assembled a team to bring this vision to reality. Founder David Neeleman has made a career of innovating in the airline industry. For example, Mr. Neeleman's first airline, Morris Air, was the first to bring ticketless transportation to the industry. Mr. Neeleman went on to found WestJet, JetBlue and Azul with each carrier delivering its own innovations -- from JetBlue's free in-flight LiveTV to Azul's introduction of services to previously unserved portions of Brazil. Breeze sees more opportunity for customer-friendly innovations, and it has assembled a team of seasoned aviation veterans with the experience to make them happen.

Breeze will rely heavily on technology to interface with its customers. Breeze has contracted with a group of technology partners for its reservation, customer care, flight operations, technical operations, training and manual systems. These partners are being integrated by Breeze to provide the most seamless customer experience possible. The integration of these systems will also allow Breeze to manage its operation in a more elegant way with improved efficiency— leading to lower costs, lower fares and higher customer satisfaction.

In support of this application for interstate scheduled authority to provide combination services, Breeze states as follows:

1. Breeze is in the process of securing a Federal Aviation Administration air carrier certificate and Part 121 operations specifications. Please see Exhibit S for Breeze’s Pre-application Statement of Intent.

2. Breeze is a citizen of the United States as that term is defined in 49 U.S.C. § 40102(a)(15). The corporate structure of Breeze is simple. It is a Delaware corporation initially formed on August 25, 2017. Breeze’s Certificate of Incorporation authorizes the issuance of 1,000 shares of Common Stock.<sup>1</sup> Breeze has issued only 100 of those shares of Common Stock and all of them to Mr. Neeleman, a U.S. citizen.

Breeze Aviation Group, Inc. Capitalization Table		
Shareholder	Shares of Common Stock	%
Mr. David Neeleman	100	100%
Total	100	100%

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<sup>1</sup> See Exhibit 1.



While Breeze anticipates initiating an equity compensation plan for officers and employees in the future, no such plan has been adopted. Currently, Breeze has only one director – Mr. Neeleman.<sup>2</sup> He is also Breeze’s Chief Executive Officer and President. Breeze’s By-Laws are attached as Exhibit 3, and information concerning Breeze’s other key personnel is provided in Exhibit F. An affidavit of citizenship is attached as Exhibit E.

3. Breeze has agreed to acquire sixty (60) Airbus 220-300 aircraft produced in Mobile, Alabama with deliveries beginning in April 2021 that are ideally suited for introducing nonstop flights to the mid-size markets that Breeze intends to serve. Initially, the A220s will be outfitted with <sup>REDACTED</sup> seats. Prior to the A220 deliveries, Breeze intends to initiate service with twenty-eight (28) 118-seat Embraer ERJ190-200 LR/IGW aircraft (“E195s”). The E195s will be leased from Azul Linhas Aéreas Brasileiras S/A (“Azul”) in Brazil. Breeze entered into a letter of intent with Azul for the lease of the twenty-eight used E195s on December 26, 2019, and the parties expect to formalize the lease terms in the first quarter of 2020. These E195s will include a combination of aircraft owned and leased from Azul, and aircraft owned by lessors that are currently on operating lease to Azul and which will be subleased to Breeze.<sup>3</sup> Details of Breeze’s fleet plan can be found in Exhibit N.

4. While Breeze’s corporate headquarters will remain in Darien, Connecticut, its commercial operations will be in Salt Lake City, Utah. Breeze’s initial markets will be underserved city-pairs that are currently without nonstop service. Initially, these will include

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<sup>2</sup> See Exhibit 2 (written consent of Mr. Neeleman in his capacity as sole stockholder confirming his own appointment as sole board member).

<sup>3</sup> Azul S.A., Press Release, Azul Announces Sublease of 53 Embraer E195s (Jan. 28, 2020), <https://apicatalog.mziq.com/filemanager/v2/d/ed78542a-4e01-429a-8926-03d69ccfa307/4e42eeab-c5d0-27e4-9728-d31c18cb8f74?origin=1> (announcing proposed lease of E195s to LOT and Breeze Aviation Group).

points east of the Mississippi river and primarily north – south. Many of these destinations are secondary leisure markets that have favorable costs for value conscious travelers or second homeowners. These markets in many cases support once a day service or service a select few days of the week. Over time the routes will cover the entire country. The range capability of the A220 further opens up point-to-point markets of up to 4,000 miles that today are not feasible.

5. Breeze requests confidential treatment of its specific initial proposed markets and certain details of the revenue projections of its specific launch plan under a separate motion for confidential treatment under 14 C.F.R. Part 302.12.

6. For FAA certification, Breeze will conduct line maintenance at its facility in Islip, New York (“ISP”) and has contracted with Embraer in Nashville, Tennessee for heavy maintenance. As the route system grows, Breeze will use a mix of contract and in-house maintenance providers. At all times maintenance will be conducted in accordance with Breeze’s FAA-approved maintenance program.

7. Complete information in support of Breeze’s fitness for interstate scheduled air transportation of passengers, property and mail is contained in Exhibits A through V of this application. Letter designations of attachments correspond to section 204.3 of the Department’s regulations; that is, Exhibit A is responsive to paragraph (a) of Section 204.3, Exhibit B is responsive to paragraph (b), etc.

8. Additional documents explaining the ownership and corporate governance of Breeze, demonstrating its citizenship and explaining its financing plan can be found in Exhibits 1 through 7. These documents establish that Breeze is fit, willing and able as prescribed by 49 U.S.C. Section 41102 and that it is a “citizen of the United States” as defined in 49 U.S.C. Section 40102(a)(15).

9. Breeze requests that this application be processed by the use of expedited non-hearing procedures. The use of expedited procedures will serve the public interest by facilitating the introduction of Breeze's innovative services as soon as possible.

WHEREFORE, the Breeze requests that the Department issue a Certificate of Convenience and Necessity authorizing it to provide interstate scheduled air transportation of passengers, property and mail.

Respectfully Submitted,



Dated: February 7, 2020

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J. Parker Erkmann  
Andrew Barr  
Breeze Aviation Group, Inc.  
Cooley LLP  
1299 Pennsylvania Ave., NW #700  
Washington, DC 20004  
(202) 776-2036  
[perkmann@cooley.com](mailto:perkmann@cooley.com)

*Counsel for Breeze Aviation Group, Inc.*

**BEFORE THE  
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**EXHIBITS IN SUPPORT OF APPLICATION OF  
BREEZE AVIATION GROUP, INC.**

Exhibit No.	Description
A.	The name, address, and telephone number of the applicant
B.	Form of the Applicant's organization
C.	State law(s) under which applicant is organized
D.	Certificate of Good Standing
E.	Sworn Affidavit of Citizenship
F-1	Questionnaire & Resume of David Neeleman [CONFIDENTIAL]
F-2	Questionnaire & Resume of Luas Johnson [CONFIDENTIAL]
F-3	Questionnaire & Resume of Trent Porter [CONFIDENTIAL]

<b>Exhibit No.</b>	<b>Description</b>
F-4	Questionnaire & Resume of Tom Anderson [CONFIDENTIAL]
F-5	Questionnaire & Resume of Amir Nasruddin [CONFIDENTIAL]
F-6	Questionnaire & Resume of Trey Urbahn [CONFIDENTIAL]
F-7	Questionnaire & Resume of Doreen DePastino [CONFIDENTIAL]
F-8	Questionnaire & Resume of Jim Smith [CONFIDENTIAL]
F-9	Questionnaire & Resume of Gabrielle Smith [CONFIDENTIAL]
F-10	Questionnaire & Resume of John Ross [CONFIDENTIAL]
F-11	Questionnaire & Resume of Chris Owens [CONFIDENTIAL]
F-12	Questionnaire & Resume of Billy Rumzi [CONFIDENTIAL]
F-13	Questionnaire & Resume of Marco Nogueira [CONFIDENTIAL]
F-14	Questionnaire & Resume of Kyle Smith [CONFIDENTIAL]
G.	Substantial Interest Holders
H.	Applicant's Subsidiaries
I.	List of the Applicant's shares of stock
J.	SEC reports
K.	Financial statements

<b>Exhibit No.</b>	<b>Description</b>
L.	List of all actions and outstanding judgments for more than \$5,000
M.	Actions and outstanding judgments of less than \$5,000
N.	Description of the Applicant's fleet of aircraft [CONFIDENTIAL]
O.	Pending investigations, enforcement actions, and formal complaints filed by the Department, including the FAA
P.	Description of all charges of unfair or deceptive or anticompetitive business practices, or of fraud, felony or antitrust violation
Q.	Description of any aircraft accidents or incidents
R.	Brief narrative history of the Applicant
S.	Authority under which the Applicant has conducted or is conducting transportation operations
T.	Financing Plan / Proof of Funds Available [CONFIDENTIAL]
U.	Counterpart of Agreement 18900 (OST Form 4523)
V.	Certification
1.	Articles of Incorporation
2.	Sole Shareholder Consent
3.	By-Laws
4.	PDP-BFE Financing Facility [CONFIDENTIAL]

Exhibit No.	Description
5.	GECAS Financing [CONFIDENTIAL]
6.	Azul-Breeze LOI [CONFIDENTIAL]
7.	Financing Plan / Proof of Funds Available [CONFIDENTIAL]

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**Exhibit A**

*Response to §204.3(a)*

**The name, address, and telephone number of the applicant:**

Breeze Aviation Group, Inc.  
23 Old Kings Highway South #202  
Darien, CT 06820  
Telephone: 203-202-7147



**Exhibit B**

*Response to §204.3(b)*

**Form of the Applicant's organization:**

Breeze Aviation Group, Inc. is a corporation.

**Exhibit C**

*Response to §204.3(c)*

**State law(s) under which applicant is organized:**

Breeze Aviation Group, Inc. is organized under the laws of the State of Delaware.

Breeze was initially organized on August 25, 2017.

**Exhibit D**

*Response to §204.3(d)*

**Certificate of Good Standing:**

# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BREEZE AVIATION GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2020.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.*



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

6522585 8300

SR# 20200558127

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202260552

Date: 01-27-20

**Exhibit E**

*Response to §204.3(e)*

**Sworn affidavit of citizenship:**

**AFFIDAVIT OF CITIZENSHIP**

STATE OF Connecticut

COUNTY OF Fairfield

Kyle Smith being first duly sworn, deposes and says:

1. That he/she is duly elected, qualified, and serving as Secretary of Breeze Aviation Group, Inc. and that he/she is authorized to and does make this affidavit for it.
2. That Breeze Aviation Group, Inc. is a citizen of the United States within the meaning of 49 U.S.C. 40102(a)(15).



Subscribed and sworn to before me this 5<sup>th</sup> day of February, 2020.

Courtney Ray Patterson

(SEAL)



**COURTNEY RAY PATTERSON**  
NOTARY PUBLIC  
CONNECTICUT  
My Commission Expires 03/31/2022

**Exhibit F**

*Response to §204.3(f)*

**Key Personnel of Breeze Aviation Group, Inc.**

<b>No.</b>	<b>Key Personnel</b>	<b>Current Title</b>	<b>Citizenship</b>	<b>Exhibit No.</b>
1.	David Neeleman	Chief Executive Officer	USA, Brazil, Cyprus	Exhibit F-1
2.	Lukas Johnson	Chief Operating Officer	USA	Exhibit F-2
3.	Trent Porter	Chief Financial Officer	USA	Exhibit F-3
4.	Tom Anderson	Chief Operating Officer	USA	Exhibit F-4
5.	Amir Nasruddin	VP, Technical and Aircraft Programs	USA	Exhibit F-5
6.	Trey Urbahn	Board Member	USA	Exhibit F-6
7.	Doreen DePastino	VP, Inflight, Station Operations and Guest Services	USA	Exhibit F-7
8.	Jim Smith	VP, Corporate Real Estate and Airport Development	USA	Exhibit F-8
9.	Gabrielle Smith	Director of Safety	USA	Exhibit F-9
10.	John Ross	Director of Operations	USA	Exhibit F-10
11.	Chis Owens	Chief Pilot	USA	Exhibit F-11
12.	Billy Rumzi	Director of Maintenance	USA	Exhibit F-12
13.	Marco Nogueira	Chief Inspector	USA	Exhibit F-13
14.	Kyle Smith	Corporate Secretary, Director of Technology & Innovation	USA	Exhibit F-14

# **EXHIBIT F-1**



**Breeze Aviation Group, Inc.**

**QUESTIONNAIRE  
INDIVIDUALS**

**Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

---

**For each key person listed above, please state:**

1. Your name and address:

**David Neeleman  
REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

**See attached**

3. The number of shares of stock held by you.

**See Cap Table**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**Held Directly**

5. Your citizenship:

**United States, Brazil, Cyprus**

## **Breeze Aviation Group, Inc.**

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

### **AZUL Brazilian Airways**

Chairman, Board of Directors

*David Holds 622,406,638 shares of common stock*

### **TAP Air Portugal**

Director - Atlantic Gateway, SGPS, Lda.

Director - Portugália - Companhia Portuguesa de Transportes Aéreos

Director - TAP - Transportes Aéreos Portugueses, SGPS S.A

Director - Transportes Aéreos Portugueses, S.A.

Director - Global Azulair Projects, SGPS, S.A

*Directly and Indirectly, David Holds 20.45% of TAP Share Capital*

Director - Agile Azure, 32%

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**None**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

Mr. Neeleman was named in a complaint filed in the United States District Court for the District of Connecticut, alleging that his hiring an employee of the plaintiff airline company constituted an unfair business practice and/or an interference with plaintiffs' rights. The action was instituted in December 2019 and has not proceeded further. Canada Jetlines v. David Neeleman et al., Case 3:19-cv-01850-SRU. Mr. Neeleman has not yet responded to the allegations but will deny that he has any liability for whatever loss, if any, plaintiffs may claim to have suffered.

**Breeze Aviation Group, Inc.**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**None**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**None**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

Mr. Neeleman was named in a complaint filed in the United States District Court for the District of Connecticut, alleging that his hiring an employee of the plaintiff airline company constituted an unfair business practice and/or an interference with plaintiffs' rights. The action was instituted in December 2019 and has not proceeded further. Canada Jetlines v. David Neeleman et al., Case 3:19-cv-01850-SRU. Mr. Neeleman has not yet responded to the allegations but will deny that he has any liability for whatever loss, if any, plaintiffs may claim to have suffered.

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**None**

**Breeze Aviation Group, Inc.**

Signature: 

Print name: David Neeleman

Dated: 2/5/2020

**David Neeleman**  
**Founder, Chairman and Chief Executive Officer**

David Neeleman is that rarest of entrepreneurs, a man who has created and launched four successful, independent airlines, including the JetBlue and Morris Air, Canada's WestJet and Brazil's Azul.

David's career began in 1984 when he co-founded a low-fare carrier called Morris Air with June Morris, the owner of Salt Lake City-based travel agency Morris Travel. As President of Morris Air, David implemented the industry's first electronic ticketing system and pioneered a home reservation system where calls are handled by reservationists working from their homes.

Following the sale of Morris Air and a short period with Southwest Airlines, David took the electronic ticketing system that he had initiated at Morris Air and developed it into Open Skies, the world's simplest airline reservation system. David sold Open Skies to Hewlett Packard in 1999. Also during this period, David acted as a consultant to WestJet Airlines, the successful Canadian low-fare start-up airline.

In 1998, David founded JetBlue Airways in New York and spent a decade as Chief Executive Officer (1998 to 2007) and Chairman (2002 to 2008). An amazing success by any measure, JetBlue was an instant hit with travelers and was the first airline to earn \$100 million annually within five years, thus becoming a "major" airline fastest. JetBlue has won countless awards and accolades including Top Low Cost Airline for Customer Satisfaction by J.D. Power and Associates and Best Airline by Consumer Reports. It won Conde Nast Traveler's Readers Choice Awards for Best U.S. Airline for seven consecutive years

David is a dual citizen of the United States and Brazil. In 2008, David founded Azul to make flying cheaper and easier for Brazilians, giving access to air travel for many who have never experienced the opportunity before. Azul serves more than 100 destinations in Brazil with an operating fleet of more than 130 aircraft, including Brazilian-built Embraer E-190 and E-195 jets, ATR-72s, A320neo, A330s and 737-400 freighter. Just as JetBlue in the US before it, Azul is the first airline in Latin America to offer LiveTV inflight TV programming via satellite. It has been named Best Low Cost Airline in South America for the last seven years and Best Staff for the last two years at the Skytrax World Airline Awards.

In June 2015, it was announced that the Gateway consortium, led by David, had

won the bidding to acquire a stake in Portugal's national carrier TAP. Gateway's investment represents 50% of the airline. With the new investment, TAP is taking delivery of A330s and inaugurated new daily service from both Boston's Logan airport and New York's John F Kennedy International in June and July, respectively.

Having already enjoyed a unique career in aviation, David is excited to invest his lifetime's experience from Morris, Southwest, Open Skies, WestJet, JetBlue and Azul into a new venture that will bring nonstop service to underserved markets across the United States.

## RESUME

## EXPERIENCE:

2017 – Present	<b>BREEZE AVIATION GROUP INC.</b> <u>Founder, Chief Executive Office</u>	Darien, CT
2015 – Present	<b>TAP Air Portugal</b> <u>Director, Shareholder</u>	Lisbon, Portugal
2008 – Present	<b>AZUL LINHAS AÉREAS BRASILEIRAS S.A</b> <u>Chief Executive Officer (2008 – 2017)</u> <u>Chairman, Board of Directors (2008 - Present)</u>	Sao Paulo, Brazil
1998 – 2008	<b>JETBLUE AIRWAYS</b> <u>Chief Executive officer (1998 – 2007)</u> <u>Chairman, Board of Directors (1998 – 2008)</u>	Long Island City, NY
1995 – 1998	<b>Open Skies, Inc.</b> (Airline Reservation Systems) <u>Chief Executive Officer and Director</u>	Salt Lake City, UT
1994 – 1995	<b>SouthWest Airlines</b> <u>Executive Planning Committee</u>	Dallas, TX
1984 – 1994	<b>Morris Air Service / Morris Air Corporation</b> <u>President (1988 – 1994)</u> <u>Member, Board of Directors (1984 – 1993)</u> <u>Executive Vice President (1984-1988)</u> Active in the formation and growth of Morris Air Service / Morris Air Corporation	Salt Lake City, UT
1980 – 1983	<b>IFS</b> (Utah-owned travel agency) <u>President</u>	Salt Lake City, UT

## EDUCATION:

1980 - 1983	<b>University of Utah</b> General Education and Accounting
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# **EXHIBIT F-2**



# Breeze Aviation Group, Inc.

## QUESTIONNAIRE INDIVIDUALS Department of Transportation Inquiry for Breeze Aviation Group, Inc. ("Breeze")

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

---

For each key person listed above, please state:

1. Your name and address:

Lukas Johnson

REDACTED

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

3. The number of shares of stock held by you.

0

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

N/A

5. Your citizenship:

United States Citizen

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

None

**Breeze Aviation Group, Inc.**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:  
None
8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:  
None
9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:  
None
10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:  
None
11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:  
None
12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.  
None

**Breeze Aviation Group, Inc.**

Signature: 

Print name: Lukas Johnson

Dated: 1/20/2020

# **Lukas S. Johnson**

REDACTED

## **EMPLOYMENT EXPERIENCE**

### **Breeze Aviation Group, Inc.**

*Chief Commercial Officer, 11/18-Present*

### **Canada Jetlines Ltd**

*Advisor, 9/18-11/18*

*Chief Commercial Officer, 6/18-9/18*

### **Allegiant Travel Company**

*Senior Vice President, Commercial, 3/17-6/18*

*Vice President, Network & Pricing, 3/13-2/17*

*Director, Strategy & Pricing, 1/12-2/13*

*Manager, Yield & Pricing, 1/10-12/11*

### **Fantasy Bluebook.com**

*Co-founder, 2/09-12/09*

### **Milliman Inc.**

*Actuarial Consultant, 11/07-1/09*

### **Monumental Life Insurance, an AEGON company**

*Actuarial Analyst, 10/05-10/07*

### **Netstudy.com**

*Administrator, 6/04-9/05*

## **EDUCATION**

B.A. Mathematics, Northwestern University, Evanston, IL, 2004

# **EXHIBIT F-3**

**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to- day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

**Trenton Porter  
REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

3. The number of shares of stock held by you.

0

**Breeze Aviation Group, Inc.**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**N/A**

5. Your citizenship:

**US Citizen**

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**N/A**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**N/A**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**None**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**None**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**None**

**Breeze Aviation Group, Inc.**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

**None**

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**None**

Signature:



Print name:

Trenton Porter

Dated:

1/14/2020



**TRENT PORTER, CPA**  
**REDACTED**

<b>EXPERIENCE</b>	<b>T4S SOLUTIONS LLC</b>	<b>Las Vegas, NV</b>
1/2019 – Present	Principal Consultant <ul style="list-style-type: none"><li>• Provided industry research including financial models for potential niche opportunities in the airline industry for a start-up carrier.</li><li>• Created a financial labor model utilizing an ambiguous collective bargaining agreement and demonstrated the significant cost impact, highlighting areas for solutions in working with the union.</li><li>• CFO of a home services company providing guidance for product pricing, information technology, organizational structure and proper accounting.</li></ul>	
1/2017 – 1/2019	<b>ALLEGIANT TRAVEL COMPANY</b> <b>Senior Vice President of Finance</b> <ul style="list-style-type: none"><li>• Developed and led over 150 team members from stores operations, materials purchasing, general procurement, corporate real estate, strategic analysis, and financial planning and analysis.</li><li>• Directed the stores and materials teams in developing an effective plan for retiring MD80 fleet.</li><li>• Presented numerous times on behalf of the company to investors, Wall Street analysts and various industry experts.</li><li>• Engineered the plan to reduce our organizational unitized costs by over 10 percent to maintain our competitiveness within the ultra-low-cost carrier arena.</li><li>• Developed a plan to bring all procurement processes into one shop and worked with impacted departments to ensure success.</li><li>• Identified holes in vendor management and contract tracking and designed a team and process to provide proper vendor risk management and contract adherence.</li><li>• Designed and implemented the process for an IT steering committee, including initiating requests, building associated analyses, approval routing, and project tracking.</li><li>• Led a research and development team for business development opportunities outside of the airline industry. Completed due diligence on opportunities and acquisition candidates.</li><li>• Created a family entertainment center (FEC), including building design, community involvement programs, initial brand design, team member engagement plans and website design.</li></ul>	<b>Las Vegas, NV</b>
2/2012 – 1/2017	<b>Vice President of Financial Planning &amp; Analysis</b> <ul style="list-style-type: none"><li>• Lead negotiator on the company labor negotiation team for initial collective bargaining agreements with the flight attendant and pilot unions.</li><li>• Cut the budget schedule by more than half while enhancing the effectiveness of the process.</li><li>• Built out a Business Intelligence team for designing and creating KPI and ad hoc reporting for the organization. Implemented new Business Intelligence software (QlikView, Cognos and Tableau) increasing the analytical capabilities of the company and decreasing turn times on analyses.</li><li>• Designed a route profitability data discovery application based on activity-based cost allocations.</li><li>• Worked on the design and implementation of a debit card discount program, increasing debit card usage by ten percentage points while maintaining customer conversion.</li><li>• Took over a failing crew scheduling system implementation impacting over half the company's team members. Reorganized both internal and external resources and set up the appropriate processes for both teams and created educational materials for team members.</li><li>• Developed the FP&amp;A team into a "farm team" for the organization, sourcing an average of three promotions to manager or director per year within the company. Built the FP&amp;A team from 3 analysts to over 25 analysts, 5 managers, and 3 directors.</li></ul>	
6/2010 – 2/2012	<b>Director of Financial Planning &amp; Analysis</b> <ul style="list-style-type: none"><li>• Created and implemented the first companywide budget, including a statistical level of operations, and headcount and financial statement roll-ups for each department. Designed reports for tracking budget performance at a department level and effective budget summaries for the executive team.</li><li>• Designed a dynamic five-year strategic plan in Excel, including forecasting all expenses, statistics, and headcount with powerful sensitivity analysis capabilities.</li><li>• Engineered the FP&amp;A department into a central intelligence group, providing the majority of the analytics and controller activities for the company.</li></ul>	

- 11/2009 – 6/2010 **Manager of Financial Planning & Analysis**
- Designed monthly department spending reports to be used in identifying cost reduction opportunities and providing transparency and accountability at the department level.
  - Built an automated staffing model for airports, identifying reductions in labor hours of 30 percent.
  - Automated a parts analysis, indicating where purchases would be necessary and where transfers would make most sense, allowing for a more efficient use of parts and avoiding a large expense.
- 8/2009 – 11/2009 **US AIRWAYS GROUP, INC. Tempe, AZ**  
**Sr. Manager of Operating Budgets & Long Range Planning – Financial Planning & Analysis**
- Built financial models demonstrating the true cost of financing proposals, with the end result of acquiring an additional \$600 million in liquidity for the company.
  - Created combined entity financial statements, identified an additional \$40 million in cost synergy opportunities and presented findings to Senior Management for a potential merger.
  - Developed forecasting methodology and reports for the company's strategic five-year plan using Hyperion Strategic Finance, improving efficiency and effectiveness of the five-year plan.
- 3/2008 – 8/2009 **Manager of Long Range Planning & Capital Projects – Financial Planning & Analysis**
- Analyzed various financing initiatives and prepared the Board of Directors deck.
  - Led capital reduction program removing 30 percent of forecasted capital expenditures for 2008 and an additional 25 percent in 2009.
  - Created an analytical tool used in forecasting cash flows associated with capital projects, increasing the accuracy of cash forecasts and reducing forecasted expenditures by 15 percent.
- 9/2006 – 3/2008 **Senior Analyst – Financial Planning & Analysis**
- Created a strategic five-year plan using Hyperion Strategic Finance for US Airways Express.
  - Created a fuel forecast model for budgeting and forecasting fuel and hedging expenses for the airline, significantly reducing turnaround time in forecasting fuel expense.
  - Rebuilt the level of operations statistic model used in budgeting and forecasting revenues and expenses dramatically improving efficiency of the report and reducing turnaround time.
- 5/2005 – 12/2005 **IBM CORPORATION Tucson, AZ**  
**Procurement Cost Analyst**
- Managed, planned, and tracked multimillion dollar cost savings opportunities with commodity managers and participated in developing new opportunities for future cost savings.
  - Designed cost tracking capabilities for the multimillion dollar supplier accounts determining the effectiveness of the commodity managers as well as efficiency changes due to volume increases/decreases, while decreasing the time required for generating the reports.
- 5/2003 – 8/2003 **ESPN, INC. Bristol, CT**  
**Accounting Intern**
- *Showcost Accounting Analyst* – developed a multiyear commitment schedule for programming rights and payments due from various multimillion dollar contracts with major sports organizations.
  - *Affiliate Revenue Analyst* – conducted research and completed remittances and reconciliations to maintain affiliates' multimillion dollar accounts.
- EDUCATION**
- THUNDERBIRD Glendale, AZ**  
**School of Global Management**  
**Master of International Management**
- Emphasis in Global Finance, GPA 3.91 on 4.0 scale; Spanish Certification
- THE UNIVERSITY OF ARIZONA Tucson, AZ**  
**Eller College of Management**  
**Master of Business Administration**
- Emphasis in Finance, GPA 3.96 on 4.0 scale; Teacher Assistant in Accounting and Economics
- UTAH STATE UNIVERSITY Logan, UT**  
**Bachelor of Science degrees in Accounting, Finance, and Economics**
- Minors in International Business and Spanish, GPA 3.88 on 4.0 scale

**ADDITIONAL**      **Certifications:** CPA, Arizona, License #19271-E

**Technical Skills:** Microsoft Office (Excel, Word, PowerPoint, Access), Hyperion Strategic Finance, Hyperion Planning, Essbase, QlikView, Cognos, Tableau, Python

**Language:** Spanish, spoken and written

**Leadership:** Local Youth Director – West Las Vegas, Scoutmaster – West Las Vegas; Financial Planning & Analysis Breakfast Club President; *Intern of the Year* – Utah State University (ESPN); Emergency Preparedness Week Director – raised \$11,000 for local Red Cross chapter; *Intuit, Inc*: Seasonal Hiring Improvement Project – Consulting Group Lead; Oversaw 200 volunteer missionaries in Southern Chile; Head of Hana Allegiant 52 Mile Relay Team – 5 years running (over 65 runners)

# **EXHIBIT F-4**

**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

**Thomas Edward Anderson**  
**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

3. The number of shares of stock held by you.

Zero

**Breeze Aviation Group, Inc.**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

5. Your citizenship: USA

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**None**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**None**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**None**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**None**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**None**

**Breeze Aviation Group, Inc.**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

None

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

None

Signature:



Print name:

THOMAS E. ANDERSEN

Dated:

13 JAN 2020

**TOM ANDERSON**  
**REDACTED**

**EXPERIENCE**

- 2019 **BREEZE AVIATION GROUP** DARIEN, CT  
**CHIEF OPERATING OFFICER**  
▪ Joined September 2019
- 2015 - 2019 **ATR** TOULOUSE, FRANCE  
**SENIOR VICE PRESIDENT, PROGRAMS AND CUSTOMER SUPPORT (2017 – AUGUST 2019)**  
**SENIOR VICE PRESIDENT, COMMERCIAL AND CUSTOMER SUPPORT (2015 – 2016)**  
▪ Joined May 2015, seconded from Airbus Group, departed August 2019  
▪ Member of Executive Committee  
▪ As head of Programs responsible for operations (final assembly line, supply chain & quality), chief engineer and program management.  
▪ As head of Commercial responsible for Sales, Marketing and Contracts  
▪ Responsible for global customer support organization including training, technical support and revenue generating services offerings (spares, flight hour agreements, upgrades)  
▪ Reduced final assembly work in process inventory by \$250M  
▪ Implemented new spares parts pricing methodology to increase EBIT while simplifying structure  
▪ Increased services revenue and EBIT 15% year over year while fleet flight hours were flat.  
▪ Lead and engage team of 850  
▪ Board member of ATRs America's, Asia, India and South Africa subsidiaries  
▪ Board Member, International School of Toulouse (IST)  
▪ Lecturer – European Consortium for Advanced Training in Aerospace (ECATA)
- 2011 – 2015 **AIRBUS** TOULOUSE, FRANCE  
**SENIOR VICE PRESIDENT, SERVICES & SUPPORT**  
▪ Promoted to Group Executive December 2011  
▪ Responsibilities include global field service and customer support director teams, Flight Hour Services (FHS) organization, Customer Services Improvement Program (CSIP), marketing of support and services, invoicing, credit management, warranty, contracts administration and negotiations.  
▪ Lead and manage global team of approximately 650 employees.  
▪ Manage annual budget of \$400 million  
▪ Secure order intake of \$600 million per year  
▪ Restructuring of global field service and customer support director teams into regions with increased proximity to customers.  
▪ Reduced high risk customer debt by 50%  
▪ Chairman Airbus Services Asia Pacific PTE, Ltd.  
▪ Board Member Airbus India, Airbus Middle East & Airbus Americas Customer Services, Inc.
- 2008 – 2011 **AIRBUS AMERICAS** HERNDON, VA  
**SENIOR VICE PRESIDENT, CUSTOMER SERVICES**  
▪ Responsibilities included spares distribution center in Ashburn VA, training facility in Miami FL, flight ops support, field service representatives and managers, customer support directors, supplier support, procurement quality and sales of Airbus's extended service offerings (FHS)  
▪ Lead and manage team of approximately 300 people  
▪ Restructured leadership of Miami training center. Change resulted in employee engagement going from the worst scoring workgroup in Airbus Americas to the highest.  
▪ For 2010 exceed budgeted EBIT contribution by about \$6 million on revenue of \$156 million.  
▪ Member of team that secured United Airlines A350 order.



2008	<b>VIRGIN AMERICA</b> <b>SENIOR VICE PRESIDENT TECHNICAL OPERATIONS</b> <ul style="list-style-type: none"> <li>Joined Virgin America in January 2008</li> <li>Reorganized Technical Operations department and eliminated inefficient subcontracting</li> <li>Stabilized department performance and established foundation on which to efficiently grow</li> <li>Achieved industry leading dispatch reliability and MEL/NEF performance</li> <li>Changed support structure for in-flight entertainment system and implemented system enhancements</li> <li>Present departmental performance to Virgin America Board of Directors</li> </ul>	BURLINGAME, CA
2007	<b>SKYWORKS CAPITAL LLC</b> <b>SENIOR VICE PRESIDENT</b> <ul style="list-style-type: none"> <li>Practice areas include asset based finance, aircraft purchase advisory, restructuring advisory, corporate finance, and strategic advisory</li> </ul>	GREENWICH, CT
1999 – 2007	<b>JETBLUE AIRWAYS CORPORATION</b> <b>SENIOR ADVISOR (2007)</b> <b>SENIOR Vice President (2003– 2007)</b> <b>VICE PRESIDENT TECHNICAL OPERATIONS AND AIRCRAFT PROGRAMS (2001– 2003)</b> <b>VICE PRESIDENT CORPORATE PLANNING AND AIRCRAFT PROGRAMS (2000– 2001)</b> <b>DIRECTOR AIRCRAFT PROGRAMS (1999– 2000)</b> <ul style="list-style-type: none"> <li>Took airline from concept to first flight as one of its founders</li> <li>Prepared company business plan for submission to Department of Transportation</li> <li>Leader of team that negotiated JetBlue's acquisition of LiveTV LLC</li> <li>Led purchase negotiations for over five billion dollars of Airbus and Embraer aircraft</li> <li>Led team of over 1,100 Crewmembers (JetBlue term for employees)</li> <li>Responsible for aircraft maintenance, engineering, quality, flight operations engineering, JetBlue manual system, publications and companywide supply chain function</li> <li>Directed evaluation, formulation, and implementation of long-term fleet plan</li> <li>Managed airplane delivery process including airworthiness, acceptance, and closing</li> <li>Three time recipient of Airbus Operational Excellence Award (worlds highest A320 dispatch reliability and utilization)</li> <li>FAA Diamond Award recipient (2007)</li> <li>Member of Corporate Disclosure Committee and Assistant Corporate Secretary</li> </ul>	NEW YORK, NY
1991–1999	<b>BOEING COMMERCIAL AIRPLANES</b> <b>Sales Director (1996–1999), Regional Director, Marketing (1991–1996)</b> <ul style="list-style-type: none"> <li>Headed sales team including members from marketing, contracts, legal, finance, and Engineering. Global assignments covered the United States, Asia, Europe, and Middle East</li> <li>Sold Boeing's portfolio of 25 Dash 8-100 regional aircraft from Boeing's used aircraft portfolio; fulfilled Boeing's goal of exiting turboprop aircraft business</li> </ul>	SEATTLE, WA
1984–1985	<b>PETROLEUM HELICOPTERS, INC.</b> <b>Helicopter Technician</b>	LAFAYETTE, LA
<b>EDUCATION</b>		
1990–1991	<b>NORTHWESTERN UNIVERSITY</b> Master of Science in Transportation.	EVANSTON, IL
1985–1989	<b>UNIVERSITY OF WISCONSIN–MADISON</b> Bachelor of Business Management and Industrial Relations degree.	MADISON, WI
1982–1984	<b>BLACKHAWK TECHNICAL INSTITUTE</b> Earned Federal Aviation Administration Airframe and Powerplant Mechanics License (A&P).	JANESVILLE, WI
<b>LICENSES</b>	FAA Airframe & Powerplant, FAA Inspection Authorization, FAA Commercial Pilot: Glider	

# **EXHIBIT F-5**

# Breeze Aviation Group, Inc.

## QUESTIONNAIRE INDIVIDUALS

### Department of Transportation Inquiry for Breeze Aviation Group, Inc. ("Breeze")

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

---

**For each key person listed above, please state:**

1. Your name and address:

**Amir Nasruddin ,**

**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

**SEE ATTACHED EXHIBIT**

3. The number of shares of stock held by you.

**0 - zero**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**NONE**

5. Your citizenship:

**U.S.A**

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**NONE**

**Breeze Aviation Group, Inc.**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**NONE**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**NONE**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**NONE**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**NONE**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

**NONE**

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**NONE**

Signature:



Print name: AMIR NASRUDDIN

Dated: DECEMBER 29, 2019

## **SHORT BIOGRAPHY**

Amir Nasruddin has over 30 years' experience in the airline industry and is a founding member of the Breeze Aviation Group, as well as a founding Director at both Azul Linhas Aereas Brasileiras and Jetblue Airways. He is currently leading the Breeze Technical Operations & Fleet Programs organization, as well as the airline certification effort.

Amir has held numerous positions of increasing responsibilities over the years. He developed and led the Technical Operations, Corporate & Technical Procurement, Operational Planning and Aircraft Programs teams at Azul. He has directed several key functions over the years including Maintenance Control, Quality, Supply Chain, Aircraft and Operations Engineering groups, Reliability, Planning, Aircraft Routing and Fleet Management.

He is also an entrepreneur who has founded several companies including an Aircraft Maintenance Repair business, an Engineering Consulting and Aircraft Parts Manufacturing company. Amir was also a FAA – Designated Engineering Representative (DER) for over 15 years.

**AMIR NASRUDDIN  
REDACTED**

**RESUME**

**EXPERIENCE:**

<b>Oct 2019 – Present</b>	<b>BREEZE AVIATION GROUP INC.</b>	<b>Darien, Ct.</b>
	<u>Co-Founder, Vice President Technical Operations &amp; Fleet Programs</u>	
	Overall technical and financial responsibility for the Maintenance, Engineering, fleet programs and technical procurement functions.	
<b>Jun 2008 – Oct 2019</b>	<b>AZUL LINHAS AÉREAS BRASILEIRAS S.A</b>	<b>Sao Paulo, Brazil</b>
	<u>Director, Procurement and Fleet Management</u> (July'16 – Oct'19)	
	<u>Director, Aircraft Programs, International Contracts &amp; Procurement</u> (June'14 – July'16)	
	<u>Director, Operational Planning &amp; Fleet Management</u> (Feb'12 – March'13)	
	<u>Founding Director, Technical Operations</u> (June '08 - Feb'12)	
<b>Mar 2013 – Jun 2014</b>	<b>MODERN LOGISTICS</b>	<b>Sao Paulo, Brazil</b>
	<u>Co-Founder &amp; Vice President, Airline Operations</u>	
<b>Sep 1999 – Jun 2008</b>	<b>JETBLUE AIRWAYS</b>	<b>Long Island City, NY</b>
	<u>Director, Technical Support</u> (Maintenance Control, Maintenance Planning/Aircraft Routing, Process Engineering & Fleet Management) (Feb'05 – Jun'08)	
	<u>Founding Director, Technical Standards</u> (Airframe & Powerplant Engineering, Operations Engineering, Reliability, Maintenance Programs, Aircraft Delivery, Process Engineering, Technology Development Engineering) (Sep'99 – Feb'05)	
<b>Feb 1992 – Sep 1999</b>	<b>US AIRWAYS</b>	<b>Pittsburgh, PA</b>

Manager, 737 Fleet Engineering  
(Dec'98 – Sep'99)

Principal Engineer  
(Feb'92 – Dec'98)

<b>Jan 1989 – Feb 1992</b>	<b>ENTREPRENEUR</b>	<b>Pittsburgh, PA</b>
	<u>Founder Aircraft Maintenance business, Co-Owner of Aircraft Engineering and Parts Manufacturing business</u>	
<b>1991 – 2009</b>	<b>FAA DESIGNATED ENGINEERING REPRESENTATIVE (DER)</b>	
	<u>Aircraft Structural Engineering and Supplemental Type Certification (STC) Consultant</u>	
<b>Oct 1987 – Dec 1991</b>	<b>PAN AMERICAN AIRWAYS</b>	<b>JFK Airport, NY</b>
	<u>Senior Aircraft Engineer</u>	
<b>Mar 1985 – Oct 1987</b>	<b>GENERAL DYNAMICS</b>	<b>Groton, CT.</b>
	<u>Project / Structural Engineer – Seawolf Class submarine</u>	
<b>Mar 1980 – Sep 1983</b>	<b>McDonnell Douglas Corp.</b>	<b>Long Beach, CA.</b>
	<u>Engineer/Scientist</u>	

**EDUCATION:**

**1985**                      **PRATT INSTITUTE**  
Bachelor Science, Mechanical Engineering

**1980**                      **VAUGHN COLLEGE**  
  
Aircraft Design Engineering

**Continued Education in:** Aviation Safety Management Systems (SMS), Human Factors, Airline Operations, Leadership development, Aircraft Design and Performance, Damage Tolerance Analysis, Finance and Quality Management.

# **EXHIBIT F-6**



# Breeze Aviation Group, Inc.

## QUESTIONNAIRE INDIVIDUALS Department of Transportation Inquiry for Breeze Aviation Group, Inc. ("Breeze")

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

---

**For each key person listed above, please state:**

1. Your name and address:

**Trey Urbahn,**

**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

**SEE ATTACHED EXHIBIT**

3. The number of shares of stock held by you.

**0**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**NONE**

5. Your citizenship:

**U.S.A**

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**NONE**

**Breeze Aviation Group, Inc.**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**NONE**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**NONE**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**NONE**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**NONE**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

**NONE**

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**NONE**

Signature:



Print name: Trey Urbahn

Dated: DECEMBER 31, 2019

## **Experience:**

### **Breeze Aviation Group, Darien CT (project Moxy)**

Founder, Executive Committee member. 2015--present

Startup US Airline will operate 30 Embraer 195 and 60 A220-300 aircraft.

Planned EIS: 3Q 2020

### **TAP Air Portugal, Lisbon, Portugal**

Strategic Advisor, Board Member, Shareholder 2019 – present

Chief Strategy Officer 2018 – 2019

Chief Strategy and acting Chief Commercial Officer 2015 – 2019

Architect of successful transformation strategy of a bankrupt, state-owned European carrier to a successful, defensible and valuable private enterprise.

### **Azul Brazilian Airlines**

Chief Commercial Officer, Founder. 2007 – 2015

Founder, chief strategist of successful Brazilian airline startup. Airline currently operated a fleet of over 150 aircraft over \$US4.8 billion in January 2020.

### **JetBlue Airways**

Chief Revenue Officer 2005 – 2007

Executive Vice President, Chief Revenue Officer. Responsible for all elements of the marketing mix including brand, sales, distribution, revenue management, planning, product development and reservations.

### **OneSky Jet Network**

Chairman, Founder 2005 – 2010

Conceived of and have developed a unique business model that delivers 30-40% operating cost efficiencies relative to traditional private air charter, fractional and flight card programs. Merged into Sentient Jet/XO Jet

### **TheatreSpecials LLC**

Chairman, Founder, investor 2004 – 2006

Theatrespecials.com packaged theater tickets and dinner in New York City. Bookable within 2 weeks of showtime only, the website delivered 40-50% savings on an exceptional quality "night out on the town". Sold to Theatermania, LLC

### **Farechase.com**

CEO, 2003 – 2004

Managed post start-up enterprise software company with operations in New York and Israel. Meta-search technology interacts and transacts with over 150 travel websites. Sold to Yahoo.com

## **Trey Urbahn Resume (continued)**

### **Priceline.com**

Chairman, Travel Services, president, founder. 1997 – 2005

Responsible for strategic positioning of all of priceline's travel businesses including hotel and car rental as well as airline ticket sales:

### **Alamo Rent a Car**

Executive Director

1995 – 1997

Executive director, Market Planning. Directed fleet planning, marketing analysis, product development.

Responsible for pricing and yield management of \$1.3 Billion in annual revenue:

### **US Airways**

Senior Director, Revenue Development

1992 – 1995

### **Northwest Airlines**

Director Revenue Analysis

1991 – 1992

Directed NWA's domestic and international revenue strategy affecting \$9 billion in annual airline revenue

Manager, Financial Planning and Analysis: Designed and implemented profitability system to correctly measure network economics. Directed M&A studies and route restructuring analyses.

### **United Airlines**

1988 – 1991

Manager, System Pricing and Analysis: Directed pricing strategy affecting \$11 billion in annual revenue

1986 – 1988 System Resource Manager, Reservations. Planned staffing and telecom connectivity for 5000 person reservations workforce.

1984 – 1986 Senior Analyst, Marketing Automation Planning. Evaluated business opportunities in emerging technologies. Developed UAL's prototype direct-user reservations booking tool.

### **Office of Max Urbahn Architects**

Associate

1980 – 1982

## **Education**

### **Harvard Business School**

MBA

1982 – 1984

### **Yale University**

BA, Architecture, History *cum laude*

1976 – 1980

### **Hotchkiss School**

1976 graduate *cum laude*

Married, 4 children

Interests travel, motorcycling, radio control aircraft, architecture, modern art

**Confidential Treatment Requested Under § 302.12**

# **EXHIBIT F-7**

**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

Doreen M. DePastino

**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

Resume attached- Gaps in time between jobs –

1. Jan 2006/Mar 2006 – consulted with Virgin America before accepting the position full time
2. Mar 2018/Feb 2019- Alaska Airlines purchased Virgin America and I accepted a package – Moved from California to Georgia, consulted for DGS (Delta Global Services) from June to December. Also, got married during this time. Previous name Doreen M. Lawrence

3. The number of shares of stock held by you.

0

**Breeze Aviation Group, Inc.**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

N/A

5. Your citizenship:

USA

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

N/A

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

N/A

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

None

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

None

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

None

**Breeze Aviation Group, Inc.**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

None

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

None

Signature: 

Print name: Doreen M DePastino

Dated: 12/21/2019



DOREEN M. DEPASTINO  
REDACTED

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## PROFESSIONAL PROFILE

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Innovative and engaging **Senior-Level Executive & Aviation Leader** with progressive track record of success cultivating award-winning domestic and international airline operations, teams, and programs. Specialized expertise orchestrating airline start-ups, merger/acquisition transitions, Inflight services, re-structuring, HR, financial modeling, and many key company-wide initiatives. Honored recipient of numerous awards for onboard service, cabin crew, food/wine, and overall customer service. Created and introduced several innovative and unique programs, including ancillary revenue generation, service delivery, talent recruitment, and employee recognition programs. Enthusiastic leader capable of building dynamic and entrepreneurial work culture and inspiring teams that are motivated to embrace company vision and work in collaboration to deliver a superior team and guest experience.

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## AREAS OF EXPERTISE

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- |   |  |  |
|---|--|--|
| ▪ Airline Re-Branding & Start-Up Leadership | ▪ Talent Recruitment & Labor Relations | ▪ Public Speaking & Large-Group Facilitation                           |
| ▪ Change & Acquisition/Merger Management    | ▪ Training & Performance Development   | ▪ Multi-Billion Dollar Operating Budget Management & Cost Efficiencies |
| ▪ Team & Department Restructuring           | ▪ Safety, Compliance, Quality Controls | ▪ Guest & Employee Loyalty Enhancement                                 |
| ▪ Policy, Procedure, Program Development    | ▪ Process Streamlining & Improvement   |  |

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## PROFESSIONAL EXPERIENCE & SELECT ACCOMPLISHMENTS

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BREEZE AVIATION GROUP, DARIEN, CT OCT 2019-PRESENT

**VICE PRESIDENT, INFIGHT, STATION OPERATIONS & GUEST SERVICES**

Selected as member of small team of founding executives to play a key role in launching an ultra-low-cost airline, providing guests a simplified and cost-effective travel option for staying connected to the people and places they love. Responsible for all aspects of inflight and guest services, station operations, financial results, people, and safety for multiple locations.

EMIRATES AIRLINE, Dubai, UAE, Feb 2019–Nov 2019

**Vice President, Cabin Crew**

Selected to oversee and strategically restructure a USD \$1.1 billion business unit at the world's largest international airline. Through leadership and guidance of a multi-cultural team of 22,000+ Cabin Crew and a leadership team of 139 garnered consensus within the Senior Executive Team to initiate an engagement program for all levels within the cabin crew organization. This program includes First, Business, and Economy class Cabin Crew, Purser, and Supervisors to solicit feedback and take action on recommendations. This program is a pilot and may be expanded within other significant business units representing an additional 10,000 employees.

- Within two months of hire awarded oversight of uniforms and standards to lead the refinement of award winning standards to ensure increased worldwide recognition and brand awareness.
- Partner with legal to refine Cabin Crew contracts, process improvements for OJI program, and terminations.
- Developed a performance matrix for leadership which resulted in "day in the field" opportunities supporting the front line during peak travel periods and holidays which offers leadership opportunities to identify and recognize star performers and offer constructive opportunities for poor performers.
- Streamlined and simplified the experience for new cabin crew easing the transition from initial hire, post training induction, through probation. This new program is reducing turnover between 25% and 30%.

VIRGIN AMERICA, Burlingame, CA, Oct 2013–Mar 2018

**Director Airport Operations & Guest Services, Western Region**

Drive optimal performance and operations for 11 stations in Western Region and manage \$200M annual operating budget. Guide and support staff comprised of managers (11), supervisors (25), and customer/ground service teammates (300+) with focus on cultivating positive relationships between leadership and frontline teammates. Coordinate all organizational initiatives, including: station openings, route launches, new vendors/contractors, and ancillary revenue generation.

- Execute on-going strategies and tactics to ensure industry leading Net Performer Score (NPS) for airline guest satisfaction (77) and Mishandled Baggage Rate (MBR) (less than 1.0 equivalent to 1 missed bag per 1,000 guests). Improved operational efficiencies by 45%.

# DOREEN M. DEPASTINO

## REDACTED

- Lead by example and demonstrate success in building strong leadership team, empowering and recognizing team members, and cultivating trust. Maintained YOY increase in controllable key performance metrics.
- Selected as Management Sponsor and Advisor for Guest Services Work Rule Advisory Team; enhanced and revised work rules enabling more engaged and satisfied team with improved performance and productivity.
- Selected by Alaska and Virgin America Officers as member of Single Operation Certificate Team; assigned to work with elite team of 25 members to merge two airlines operations under one FAA certificate.

HAWAIIAN AIRLINES, Honolulu, HI, Jan 2013– Oct 2013

### Vice President Inflight Service

Strategically led Inflight operations (\$90M budget) and training for Hawaiian's 1,600+ Flight Attendants and management team with focus on ensuring ideal onboard guest experience and overall safety. Engaged in regular collaboration with union/non-unionized work groups and leadership teams to facilitate a strong working relationship with AFA leaders.

- Restructured Training & Safety Department; awarded FAA Certificate of Commendation for related contributions.
- Created new, highly effective Flight Attendant recruitment process that was implemented by other work groups.
- Appointed as Corporate Leader overseeing initiatives that drove employee engagement and guest loyalty.

VIRGIN AMERICA, Burlingame, CA, Mar 2006– Jan 2013

### Director Inflight & Catering

Selected as member of small team of founding Virgin America teammates and played key role in launching award-winning onboard experience, including recruitment of 600+ Inflight teammates and creation of company values. Oversaw Inflight Department, including; food/beverage development, onboard service delivery, company uniform program, training, recruitment, and daily operations (\$50M+ budget). Worked closely with federal agencies (FAA, DOT, TSA).

- Created and implemented Inflight Program "Refresh" which became catalyst for successful companywide program that empowered team members and motivated consistent delivery of exceptional award-winning guest service.
- Successfully led VX A319/A320 certification, proving runs, and SMS processes.
- Managed company-wide Banana Republic/Virgin America uniform program, including design, selection, and implementation of new uniforms.

JETBLUE AIRWAYS CORPORATION, Forest Hills, NY, Mar 2000 – Dec 2005

### Director, Inflight Services

Held direct responsibility for \$100M+ annual budget and diverse team comprised of managers, front-line employees, and 1,200+ Flight Attendants. Created and delivered onboard experience for company that, at the time, was considered to be the most successful airline start-up. Continually worked closely with FAA to ensure compliance.

LANCHILE (LAN) AIRLINES, INC, Santiago, Chile, Nov 1997– Feb 1999

### Vice President, Inflight Service

Led workforce comprised of 1,800+ management/non-management employees based in Chile (Santiago, Isla de Pasqua) and Spain (Madrid). Orchestrated all aspects of Inflight Services, including: Flight Attendant selection, training, daily operations, onboard service, and uniforms. Continually supported change and transition for airline, including launching training facility.

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## EARLIER EXPERIENCE SUMMARY

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AMERICAN AIRLINES, INC., Miami, FL | **Operational Manager / Manager Reservation Sales**

EASTERN AIRLINES, Miami, FL | **Leadership & Front-Line Positions**

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## EDUCATION & PROFESSIONAL DEVELOPMENT

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KELLOGG GRADUATE SCHOOL, NWU, Evanston, IL | **Dispute/Conflict Resolution & Negotiating Certificate**

HENRY FORD COLLEGE, Dearborn, MI | **Psychology & Business Administration Studies**

HARVARD T.H. CHAN SCHOOL OF PUBLIC HEALTH, CAMBRIDGE, MA | **INNOVATING BUSINESS STRATEGIES**

# DOREEN M. DEPASTINO

**REDACTED**

- **Professional Membership Affiliation:** Women in Aviation International (Active Member/Mentor) | Air Transport Association (Former Member) | National Association of Professional Women (Former Member)
- **Community Involvement & Volunteer Contributions:** American Heart Association | Stand Up 2 Cancer | ASPCA | UNICEF Feed the Children (Award Recipient) | St. Jude Research Hospital
- **XCED Aviation Services:** Past member of the Board of Directors

# **EXHIBIT F-8**

# Breeze Aviation Group, Inc.

## QUESTIONNAIRE INDIVIDUALS

### Department of Transportation Inquiry for Breeze Aviation Group, Inc. ("Breeze")

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

---

**For each key person listed above, please state:**

1. Your name and address:

**James Abram Smith,**

**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps. - - -

**SEE A TTACHED EXHIBIT**

3. The number of shares of stock held by you.

**0**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**NONE**

5. Your citizenship:

**U.S.A**

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**NONE**

**Breeze Aviation Group, Inc.**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**NONE**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**NONE**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**NONE**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**NONE**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

**NONE**

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**NONE**

Signature:



Print name:

James A. Smith

Dated:

✓ DECEMBER 29, 2019

## **Biography**

Jim Smith

Vice President ~ Corporate Real Estate & Airport Development  
Breeze Aviation Group, Inc.

With over 40 years of working experience within the airline industry, Jim Smith is a founding member of the Breeze Aviation Group led by David Neeleman. He has direct oversight of all corporate properties and facility related matters, as well as all airport business partner related activities. Prior to Breeze Aviation Group, Jim held the position of Director of North America Operations for Azul Brazilian Airlines. He was responsible for making all of the necessary arrangements to begin international airline service from Brazil into the US including but not limited to, the direct oversight of commercial sales, cargo, aircraft maintenance and customer service within the US.

Prior to joining Azul, Jim worked for several years at Virgin America leading the Airport Affairs – Properties & Facilities department. During this period, Jim was responsible for the opening and modifications to over 30 airports and support centers operated by Virgin America. Jim spent over 11 years at JetBlue Airways, where he was a founding member of the company and played an integral role as Director of Properties & Airport Affairs. He was instrumental in building the airport footprint in over 74 cities and 6 corporate support centers including its Garden City Headquarters and the JFK-Terminal 5 project. Jim also served as Vice President of Customer Service for US Airways Express, a division of US Airways Group, overseeing several large hub cities in the New England region including 42 additional airports. Earlier in his career, Jim held various leadership positions at Pan American World Airways, Pan Am World Services and Air Florida.

# James A. Smith

REDACTED

## PROFESSIONAL PROFILE

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Customer centric airline executive, experienced and knowledgeable in managing all aspects of the airport experience from small second tier airports to large category x airports. Excels in the management of large groups of employees and inspiring excellence at all levels of the operations to serve the customer. Creates strong relationships with business partners and develops financially responsible budgets for large- and small-scale projects. Responsible for representing the company with various groups of corporate and industry representatives, and various government agencies.

## CORE COMPETENCIES

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Airport Development    Contract Negotiations    Communications    Project Management    Business Process Analysis

## EXPERIENCE

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### **Breeze Aviation Group, Inc**

Darien, CT | December 2018 - Present

Co-Founder | Vice President Corporate Real Estate & Airport Development

- Reporting directly to the COO and CCO of the company.
- Startup US Airlines, operating 30 EMB 195 and 60 A220-300 type aircraft
- Participation in the development of the company business plan.
- Involved in the selection process and purchase of the Airbus A220. (60 firm orders and 60 options)
- Assisted with the interior design aspects (LOPA) and galley configurations of the A220 and E195 aircraft.
- Involved in the selection and hiring process of the company's senior leadership.
- Participated in the creation of the company mission statement and the development of the corporate culture.
- Responsible for selecting location, design /construction of all support space requirements.
- Manage all aspects of the selection process for hiring and monitoring all third-party ground handling services.
- Development of annual corporate real estate capital and operational budget.
- Assist with route planning activities regarding the selection of new airports.
- Represent Breeze Aviation with all state / city and airport officials regarding scheduled airline service.
- Manage all negotiations with local airport officials regarding facility needs, airport rates and charges and incentives.
- Direct interface with local FAA, TSA and CBP to insure uninterrupted service.

### **Azul Brazilian Airlines SA**

Darien, CT | June 2014 – December 2018

Director of North American Operations

- Reporting directly to the CEO / COO
- Created the organizational plan to introduce Azul Brazilian Airlines into the US.
- Provided direct interface with all US Governmental / Federal Agencies including but not limited to: FAA, TSA, CBP, DOT, DOJ among other agencies.
- Represented the company's interest during negotiations for access, airport facilities and airport rates & charges with each airport operator.
- Direct oversight in the hiring and training of all US based employees including, but not limited to, aircraft maintenance, cargo, US commercial sales & marketing and customer service support staff.
- Responsible for the design and construction of all support space throughout the US.
- Directly responsible for the development and oversight of the US budget which exceeded \$100m
- Provide leadership to all North America management personnel.
- Responsible for all day to day operational aspects of the airline in the US,
- Worked closely with schedule planning in the development of all flight activity to/from the US.
- Represented Azul Brazilian Airlines at various marketing functions and awards ceremonies throughout the US.



**Virgin America Inc.**

Burlingame, CA | April 2011 – June 2014

**Director of Airport Affairs | Properties & Facilities**

- Responsible for all negotiations on behalf of Virgin America with all airport, cities, state and government officials concerning incentives, rates & charges and space allocations for over 30 airports and various support centers.
- Managed all elements and phases of design & construction activities throughout the company.
- Managed CRE team of eight responsible for performing various daily oversight of all support locations.
- Supervised all general managers throughout the entire VX system, providing executive guidance and support.
- Responsible for all aspects associated with airport contract services throughout the system including above and below wing services.
- Develop and maintain annual budget for all airports, headquarters and various support centers.
- Spearheaded multiple cost saving initiatives by identifying opportunities to reduce expenses.
- Work collaboratively with all station managers and business partners to identify and implement sound operational plans.
- Work closely with schedule planning to model cost at all new airport locations and identify any and all incentive programs.

**CLEAR, LLC.**

New York, NY | 2010 - 2011

**Chief Operating Officer**

- Managed all operational elements of the launch of CLEAR's inaugural airports (Orlando and Denver Int'l), including planning CLEAR's airport layout, operations and procedures, in collaboration with local airport and TSA officials.
- Direct oversight of all day to day operations.
- Built pre-launch station staffing models and operating budgets.
- Developed leadership training for all department and customer service training curriculum for all front-line supervisors and employees.
- Led negotiations with all airports, airports associations and all business partner required throughout the network.
- Responsible for the comprehensive corporate plan to develop additional airport locations and business development.

**JetBlue Airways**

Queens, NY | 1999-2010

**Director of Corporate Real Estate ~ Properties | Airport Affairs**

- Recruited by and reported directly to the President and COO to manage JetBlue's corporate real estate/airport affairs initiatives.
- Successfully planned, negotiated and opened 74 airport locations.
- Direct participation in developing a JFK Airport capacity master plan in coordination with the FAA, The Port Authority of NY & NJ, and the City of New York.
- Drove an internal cross-functional team to determine the optimal way to create additional JFK terminal capacity in a constrained environment which yielded a 50% increase in JFK flight activity.
- Presented at multiple conferences, on topics including airport planning, LCC operational needs, and airport terminal concessions.
- Managed team of 5 property managers, providing oversight of various project managers and worked closely with all departmental directors and division V.P.'s.
- Instrumental in helping establish and maintain the core JetBlue culture.
- Directly contributed in planning, designing and negotiations for the construction of Terminal 5 at JFK valued at \$875m.
- Responsible for the 30 year ground lease negotiations with the PANYNJ in support of the Terminal 5 project.

**US Airways | US Airways Express**

Queens, NY | 1993-1999

**Vice President**

- Provided direct leadership oversight to 16 US Airways Express cities and 26 US Airways cities.
- Responsible for maintaining \$18 million departmental budget.
- Coordinated all US Airways policies and procedures with direct reports, and ensured seamless customer service satisfaction standards were consistently maintained.
- Provided planning and analytical support to senior leadership.
- Served as passenger logistics coordinator for airlines emergency response team.

**Early Career****Ground Handling Inc.**

1985-1993

Co-Founder ~ Managing Partner

**Pan American World Airways**

1982-1985

General Manager

**Air Florida, Inc**

1980-1982

General Manager

# **EXHIBIT F-9**

**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to- day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

---

**For each key person listed above, please state:**

1. Your name and address:

**Gabrielle Smith**

**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

**Attached**

3. The number of shares of stock held by you.

**0**

**Breeze Aviation Group, Inc.**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

N/A

5. Your citizenship:

US

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

N/A

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

N/A

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

N/A

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

N/A

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

N/A

**Breeze Aviation Group, Inc.**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

**N/A**

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**N/A**

Signature:



Print name: Gabrielle Smith

Dated: 12/24/2019

## GABRIELLE E. SMITH

REDACTED

As an Aviation Safety Inspector for the Federal Aviation Administration for nearly 12 years, with an extensive background in aviation as a former flight instructor and airline pilot, I have had countless opportunities to polish and develop my aviation skills through extraordinary experiences in both general aviation and the 121 air carrier arena. Work experience with the FAA has required management, leadership and detail-oriented evaluative skills while serving as Aircrew Program Manager of a large 135 On-Demand Cargo Operator (Ameriflight, LLC), Principal Operations Inspector of the 121 Air Carrier Virgin America, and currently as an Airbus A320 Aircrew Program Manager with the Alaska Airlines Certificate Management Office. Over 20 years of aviation experience led to the development of a high level capability and thorough skill set necessary to conduct ongoing surveillance and oversight of Air Carrier pilot training programs, operational programs, manuals and revisions, and certificate holders' regulatory compliance. Further responsibilities have included certification of pilots, and evaluation and authorization of Check Airmen and Aircrew Program Designees. I am team oriented with high level leadership, organizational and communication skills. Through life and work experiences, I have developed effective interpersonal skills to foster productive and successful team building. Expertise in critical thinking skills and the ability to interpret Federal Aviation Regulations in conjunction with FAA Orders and guidance within the Flight Standards Division has been imperative for accomplishing my duties and responsibilities.

## EXPERIENCE

### BREEZE AVIATION GROUP, INC

December, 2019-Present

#### **Director of Safety**

VP Safety, Security, and Environmental

### FEDERAL AVIATION ADMINISTRATION

January, 2008-November, 2019

#### **Aviation Safety Inspector**

Operations Inspector in the Flight Standards Division

- Conduct inspections and surveillance of pilot training programs and air carrier flight operations in aircraft, simulators, aviation facilities, ground school and ramp/airport environments.
- Airbus A320 Aircrew Program Manager for Alaska Airlines' Aircrew Designated Examiner Program.
- Principal Operations Inspector (POI) of Virgin America.
- Aircrew Program Manager for Ameriflight, LLC's Metroliner (SA227) and Brasilia (EMB120) Aircrew Designated Examiner Program.
- Responsible for oversight and continued authorization and management of Aircrew Program Designee pilots and Check Airmen for Alaska Airlines, Virgin America, and Ameriflight in conjunction with their respective Aircrew Designated Examiner Programs.
- Review and approve changes to training programs, flight operations personnel and air carrier operations specification.
- Provided collaboration and leadership between the FAA and Virgin America during their ETOPs approval process.
- Maintain Airbus A320 currency and qualification in Alaska Airlines' Airbus training program.

- Expertise in the function and operation of safety reporting processes and voluntary programs.
- Served as a leading FAA certificate management member of the Joint Transition Team (JTT) during the merge between Alaska Airlines and Virgin America.
- FAA representative in Virgin America's pilot ASAP Event Review Committee (ERC).
- FAA official responsible for evaluating and approving Virgin America's VDRP reports and comprehensive fix proposals.
- As POI of Virgin America, identified risks and planned oversight and risk-based data collection within the FAA's Safety Assurance System (SAS).
- As POI of Virgin America, assigned and reviewed/approved surveillance activities, inspections and data collection tools (DCTs) within the FAA's SAS database, to FAA Certificate Management Office (CMO) operations inspectors.
- Responsible for reviewing and approving/accepting air carriers' training programs and safety programs and related manual submissions and revisions.
- Responsible for ongoing evaluation of certificate holder/air carriers' risk management and safety objectives.
- Trained and experienced in safety risk management, regulatory compliance, the development and implementation of Safety Management Systems (SMS) and principles of safety risk analysis and root cause analysis.
- Interface and collaborate regularly with FAA managers and supervisors, and air carrier managers and directors of standards, operations, inflight, and safety programs.
- As POI of Virgin America, reviewed and approved application packages and qualifications of FAR Part 119 position nominees.
- Trained and experienced as an FAA inspector in accident/incident investigation and reporting. Acted as Inspector in Charge (IIC) in general aviation accidents in coordination with the NTSB and local law enforcement officials.
- Promote safety risk management, the value of voluntary safety reporting programs, and the FAA's Compliance Philosophy.
- Conduct pilot certification activities.
- Counsel pilots/certificated airmen.

### **FLIGHT SAFETY INTERNATIONAL**

September, 2007-December, 2007

#### **Instructor**

Simulator Instructor in Flight Safety International's Twin Cessna Training Program.

### **HORIZON AIR**

April, 2001-September, 2007

#### **Pilot/First Officer**

Dash-8 Q400 and Dash-8 Q200 First Officer.

### **AMERICAN FLYERS**

1999-2001

#### **Flight Instructor**

Conducted student, private, instrument and commercial pilot ground and flight training.

LOS ANGELES UNIFIED SCHOOL DISTRICT  
1996-1999

**Teacher**

Elementary school teacher in self-contained classrooms; 1<sup>st</sup> grade (1 yr.) and 5<sup>th</sup> grade (2 yrs.).

EDUCATION

**Master of Science (M.S.), Education Administration**  
National University, 1999

**Bachelor of Arts (B.A.), Cultural Anthropology**  
University of California, Santa Barbara, 1995

CERTIFICATES/CREDENTIALS

**Airline Transport Pilot Certificate**  
Type Ratings: A-320; CE-525; EMB-120; SA-227

**FAA On-the-Job-Training Instructor (OJTI)**

**California K-12 Multiple Subject Teaching Credential;  
Single Subject Physical Education**

**Athletic Coaching Certification, UCSB**

REFERENCES AVAILABLE UPON REQUEST



# **EXHIBIT F-10**

**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to- day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

**John Granger Ross  
REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

**Resume attached separately**

**NOTE:** From February 2010 until August 2010, started a consulting group called OK3.

From May 2013 to October 2013, returned to a consulting role prior to employment with Southwest Airlines

3. The number of shares of stock held by you.

**Zero**

## **Breeze Aviation Group, Inc.**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**Not applicable**

5. Your citizenship: US

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**Not Applicable**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**No relationship**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**No outstanding judgments**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**No outstanding judgments**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**No pending investigations, enforcement actions, or formal complaints**

**Breeze Aviation Group, Inc.**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

**Does not apply. No charges have been brought against me.**

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**Does not apply. There are no accident or investigations being conducted by the FAA or NTSB involving me**

Signature:

A handwritten signature in black ink, appearing to read "J. Granger Ross", written in a cursive style.

Print name: **John Granger Ross**

Dated: **2 January, 2020**

## ***John G. Ross***



**REDACTED**

### **Career Highlights**

Breeze Airways VP Flight Ops and Director of Operations  
Air Transport International Senior Manager Flight Standards and Training  
Southwest Airlines Manager AQP and Human Factors, Check Airman/Instructor  
Jet Asia Airways VP Flight Operations  
California Pacific Airlines Senior VP Operations/ Director of Operations  
OK3Group Inc. Founder and Chief Executive Officer  
Volant Systems LLC Vice President and Chief Networking Officer  
JetBlue Airways Vice President of Flight Operations and Director of Operations  
JetBlue Airways Vice President of Systems Operations  
JetBlue Airways Director of Flight Safety  
JetBlue Airways Manager AQP  
US Airways Airbus Captain  
US Airways 737-300/400 Fleet Captain  
US Airways F100 Fleet Captain  
US Airways Manager of Flight Training  
737-300/400 Senior Check Airman  
737-300/400 FAA Aircrew Program Designee  
737-300/400 Check Airman  
United States Naval Aviator

### **Professional Experience:**

**Breeze Airways: Vice President and Director of Operations:** October 2019 – Present; **E195 and A220**

**Air Transport International:** July 2018 – October 2019; **B757 and B767**

- **Senior Manager Flight Standards and Training, July 2018 to October 2019;** responsible for managing all pilot training programs and the Check Airman evaluation team. Managed the initial development of AQP, developing the curriculum, and implementing Risk and Resource Management to the line Pilot, Instructor Pilots, and Check Airmen

**Southwest Airlines: Senior Manager AQP and Human Factors, Check Airman/Instructor.**  
October 2013 – July 2018 (14 CFR Part 121)

**Managed the development of the AQP training and evaluation program for the 737-300, 500, 700, 800, and MAX from June 2015 to July 2018.** Responsible for developing the curriculum and training for Risk and Resource Management, and conducting classroom and simulator training. Member of the ASAP Review Team and the Southwest Airlines Accident Investigation Team.

**OK3 Group:** May 2013 – October 2013

- Returned as a consultant for airline operations and training programs directed at safety risk management

**JetAsia VP Flight Operations:** March 2012 – May 2013

- VP Flight Operations and Director of Operations overseeing Pilots, Flight Attendants, System Operations, and Training at a B767 airline based in Bangkok, Thailand. Organized departmental processes, leading a team of over 200 employees, expanding from a fleet of one to four B767 aircraft with scheduled charters to multiple cities in China, Japan, and Korea. Developed and instituted a Safety Risk Management Program that encompassed pilots, flight attendants, and dispatchers.

**California Pacific Airlines:** August 2010 – March 2012

- Senior VP Operations and Director of Operations for a proposed E170 aircraft operation. Responsible for coordinating FAA certification process for new entrant airline flying E170's out of Carlsbad, California (**Received FAA Deviation for DO**). (Left prior to certification due to insufficient funding.)

**OK3 Group:** February 2010 – August 2010

- Started an aviation consulting group emphasizing safety risk management

**Volant Systems LLC:**

- January 2009 – February 2010: Vice President and Chief Networking Officer focusing on development and implementation of Risk Management and Integrated Training Systems for the USMC V-22 program

**JetBlue Airways: (14 CFR Part121)**

**May 2005 – January 2009:**

- **Director of Operations, Vice President of Flight Operations (May 2007-January 2009), Vice President of Systems Operations (February 2007-May 2007) Director of Flight Safety (November 2006-February 2007), AQP Manager (January 2006-November 2006) and E190 Instructor.** Responsible for Flight Operations of two major fleet types, all aircraft operations, all Flight Safety programs including ASAP and FOQA, inaugurating the AQP Program, assisting in developing the training curriculum and launching the E190 Fleet, and helping to develop and implement the Threat and Error Management Program into Flight Operations. (**Received FAA Deviation for DO**)

**US Airways: October 1982 – May 2005 (14 CFR Part 121)**

- **737-300/400 Fleet Captain** responsible for supervising the training and evaluation of 1850 pilots and the operation of 138 aircraft (July 1995-November 2001)
- **F100 Fleet Captain** responsible for training and operations (November 1994-July 1995)

- **Manager of Flight Training responsible for Check Airman Basic and Advanced Training, Captains Upgrade Training, Leadership Development Training, and all fleet non-specific ground and flight training programs (March 1994-November 1994)**
- **Senior Check Airman 737-300/400 responsible for standardization and training of all check airmen, instructor pilots, and 1850 line pilots (April 1992-November 1994)**
- **Check Airman (1989 – 2001)**
- **FAA Aircrew Program Designee (1991-2001)**
- Airbus 319/320/321 Captain
- 737-300/400 Captain and Test Pilot
- Line pilot flying DC-9, BAC 111, B-727, and B737 aircraft

**Continental Airlines:** April 1978 – October 1982

- Line pilot flying the B-727 as a First Officer and Flight Engineer

**United States Navy:** February 1972 – April 1983

- Naval Aviator, A-7E Test Pilot, Instructor Pilot, and Landing Signal Officer flying the A-7E and A-4, and instructing and serving as an LSO in the A-7E Fleet Replacement Squadron. Top Secret security clearance

### **Accomplishments and Recognition:**

- Organized the international 2016 AQP Conference in Dallas, Texas,
- Guest speaker 2010 and 2016 World Aviation Training Symposium
- Chosen by JetBlue CEO to assume control of System Operations and develop a successful process to address irregular operations after the February 2007 ice storm
- Selected to develop the Advanced Qualification Program (AQP) at JetBlue Airways
- Organized and hosted the 2007 International AQP Conference In Orlando, Florida
- Supervised the development of the first Advanced Qualification Program (AQP) at US Airways
- Received the FAA Commitment to Advanced Aviation Safety Award in recognition of the US Airways AQP Program
- Supervised the development of the first advanced and comprehensive check airman training program in the industry, as acclaimed by the FAA (Instructor/Evaluator Continuing Qualification Program). Models the AQP training philosophy and is innovative in its design and implementation
- Assisted in the development and enhancement of a 737rudder related training program recognized by the FAA as the most comprehensive and detailed in the industry
- Member of an investigative team for the USAir 427 accident which led to a new and enhanced uncommanded yaw and roll procedure, and FAA mandated design changes
- Helped to develop the US Airways Quick Reference Handbook highly applauded by the Boeing Corporation and the FAA
- Assisted in developing the First Officer Instructor Program at US Airways
- Developed the first US Airways Check Airman Training Manual
- Assisted in the development and implementation of US Airways Error Management Program
- Developed US Airways new procedure for rapid decompression/emergency descent
- Supervised the development of 737-400 international and over water procedures
- Supervised the development and enhancement of all non-specific flight and ground training programs at US Airways
- US Navy / USS Ranger Top Carrier Aviator Award, 1976
- United States Navy Aviation Officer Candidate School top rated graduate, June 1972
- Slippery Rock University Athletic Hall of Fame Inductee, 1990
- Volunteer High School Football Coach 1990-1998. State Champions, 1990
- Slippery Rock University Outstanding Male Senior, 1970
- Selected to "Outstanding College Athletes of America", 1970

**Flying Experience / Ratings / Licenses:**

Total Hours: Approximately 12,000 **PIC: 7400 SIC: 4600**

Aircraft Flown: T-34, T-28, A-4, A-7E, T-39, Learjet, B-727, DC-9, BAC 111, 737-200-300-400  
F100, Airbus 319/320/321, E190

Type Ratings: Learjet, 737, F100, Airbus 319/320/321, E-170/190

Licenses: ATP, Flight Engineer

**Education:**

B.S. Slippery Rock University, Education Major

**Personal Data:**

Married, 2 children

**Personal Interests:**

Fly fishing, golf, scuba diving, and all outdoor activities

**References:** Furnished upon request



# **EXHIBIT F-11**

**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

**Christopher R. Owens  
REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

3. The number of shares of stock held by you.

*0 - zero*

**Breeze Aviation Group, Inc.**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**NA**

5. Your citizenship:

**United States**

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**NA**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**NA**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**NA**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**NA**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**NA**

**Breeze Aviation Group, Inc.**


11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

NA

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

NA

Signature:



Print name:

Christopher R. Owen

Dated:

01/02/2020

## CHRISTOPHER R. OWENS

REDACTED

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### LEADERSHIP PROFILE

Leadership ~ Operations Management ~ Standards Development ~ Regulatory Compliance

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Accomplished, shareholder and employee-focused, performance driven operations leader with over 10,000 hours of flight time and over 30 years of extensive experience spearheading safety and standardization programs and optimizing critical, time-sensitive operations. Goal oriented, highly motivated leader with proven success in achieving results, analyzing/resolving problems, and strategic/tactical planning. Strong general management skills in setting strategy, leadership, cost discipline, project execution, and motivating and empowering others. Adept at mentoring and developing top-producing individuals and teams. Skilled at relationship management and working with labor groups.

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### PROFESSIONAL EXPERIENCE

#### **BREEZE AVIATION GROUP, INC.**

*Vice President, Flight Standards, and System Chief Pilot*

January 2020- Present

#### **ALASKA AIRLINES**

*Director, Airbus Flight Training*

December 2016 – December 2019

Lead the Airbus pilot training division for Alaska Air Group. AAG has over \$8 billion in annual revenue, 23,000 + employees, 300 + aircraft and award-winning service and reliability.

- Current and qualified A-319/320/321 captain, simulator and line check pilot, and APD.

#### **VIRGIN AMERICA**

*Director, Flight Operations Training*

July 2014 – November 2016

Led the pilot training division for a high-profile U.S. airline with over \$1.6 billion in annual revenue, 3,000 + employees, 70 + aircraft.

- A-319/320/321 captain, simulator and line check pilot, and APD.
- Responsible for the initial, recurrent, upgrade, and transition training of company pilots.
- Responsible for the selection, training, standardization, regulatory maintenance, and professional development of all instructors, check pilots, and APDs.
- Led the organization through the development, FAA approval, and successful launch of the ETOPS ground, flight simulator, line training, and qualification programs.
- Spearheaded the development, FAA approval, and successful implementation of the Line Oriented Flight Training Program.
- Directed the development, FAA approval, and successful launch of our Human Factors/Joint CRM program.
- Directed the development and successful launch of our In-Command Seminar (ICS) Captain's leadership development program.
- Collaborated with the Safety department's FOQA, ASAP, and LOSA teams for feedback regarding training programs and developed strategies for mitigating risk and improving safety and operational performance.

- Led the training organization through the biennial IOSA and periodic FAA audits.
- Effectively managed extensive and critical relationships with ALPA, the FAA, and various internal/external industry professionals.
- Developed strategic plans and budgets and led initiatives to identify efficiencies and best practices in order to reduce costs and improve overall productivity.
- Provided out-front leadership, mentoring, and coaching to staff to ensure their well-being and professional development.
- Created an environment that promoted hard work, teamwork, collaboration, empowerment, and individual and social responsibility.
- Promoted the company's purpose, values, and strategic goals throughout the organization.

## **VIRGIN AMERICA**

### ***Manager, Flight Operations Training***

January 2011 – June 2014

- A-319/320/321 captain, simulator and line check pilot, and APD.
- Project managed transition to new San Francisco training center, including the Miami and Dallas training operations draw-down, new simulator installation, certification, and opening of training center.
- Managed flight crew training center and staff.
- Managed Miami and Dallas contract satellite training centers, including staff of instructors, check pilots, and APDs.
- Spearheaded the RNP training program rollout and qualification of all company pilots.
- Liaised with FAA POI and APM on all matters associated with the ADE program and the regulatory maintenance of all company instructors, check pilots, and APDs
- Managed the FAA approved training program curricula to ensure regulatory compliance with all phases of training.
- Assisted in the biennial IOSA audits and periodic FAA and internal audits.
- Employed continuous improvement processes to improve efficiency and enhance the quality of flight crew training proficiency and performance.
- Managed the annual simulator certification to ensure regulatory compliance and uninterrupted training.

## **VIRGIN AMERICA**

### ***Airbus First Officer/Simulator Instructor***

March 2010 – December 2010

## **ABX AIR INC. (Airborne Express)**

### ***Night Operations Chief Pilot/Flight Operations Duty Officer (FODO)***

2007 – 2009

Managed functions of complex operation for cargo air carrier company with over \$1.5 billion in annual revenue, 8,000 + employees, 100 + aircraft, and 98% service reliability. Progressed through roles of increasing responsibility and diversity with accountability for complex training/standardization and flight operations for the central hub of the organization.

- DC-9 Flight Training/Standards Captain, Line, Simulator, and Aircraft Check Pilot (All Checks), APD, 142 Training Center Examiner (TCE)
- Coordinated operations among several hundred crew members, crew scheduling, dispatch, maintenance, and ground personnel during peak operations.
- Responded to and managed aircraft incidents, operational system failures, service problems, labor grievances, disciplinary issues, and random drug/alcohol testing of

- Interfaced with the FAA on regulatory issues and policy changes affecting flight operations.
- Improved operating performance through process improvements and procedural changes resulting in fuel savings, reduced emissions, and lower operating costs.

**ABX AIR INC. (Airborne Express)**

*Assistant Manager, Flight Training and Standards, DC-9 Fleet*

1997 – 2009

DC-9 Flight Training/Standards Captain, Line, Simulator, and Aircraft Check Pilot (All Checks), APD, 142 Training Center Examiner (TCE)

- Conducted all aspects of simulator training/checking, including initial, recurrent, proficiency and transition training as well as ATP and Type certification.
- DC-9 Functional Check Flight (FCF) Pilot
- Conducted DC-9 aircraft training and initial operating experience (IOE).
- Developed standard operating procedures (SOP), new training curricula, and programs for the fleet to improve flight crew performance and enhance safety.
- Meticulously and regularly updated 500 + pilots' duty and performance records meeting strict regulatory compliance.

**ABX AIR INC. (Airborne Express)**

*DC-9 First Officer*

1995 – 1997

**TRANS WORLD AIRLINES (TWA)**

*International and Domestic Flight Engineer, L-1011, B-727, Check Engineer*

1989 - 1995

- Managed international and domestic line flight engineer training, including managing complex instruction, regular validation/line checks, and probationary evaluations of all Boeing 727 flight engineers.
- Evaluated and optimized operational standards, developed SOP and new training curricula.

**BROCKWAY AIR, INC.**

*BE-1900 First Officer*

1988 - 1989

**MALL AIRWAYS, INC.**

*BE-90, BE-99 First Officer*

1988

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**EDUCATION**

**Master of Business Administration (MBA), General Management**

Xavier University, Cincinnati, OH

**Bachelor of Science (BS) Aeronautics**

Embry Riddle Aeronautical University, Daytona Beach, FL

**Project Management Professional (PMP/CPM)**

Xavier University, Cincinnati, OH

# **EXHIBIT F-12**



**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

Billy Rumzi

**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

Attached

3. The number of shares of stock held by you.

Zero

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

None

5. Your citizenship:

United States of America

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or

persons substantially engaged in the business of aeronautics:

None

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

N/A

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

None

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

None

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

None

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

None

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

None

**Breeze Aviation Group, Inc.**

Signature:

A handwritten signature in black ink, consisting of a large, stylized loop with a smaller loop inside, and a short horizontal stroke at the end.

Print name: Billy Rumzi

Dated: 12/31/2019

# Billy A. Rumzi

REDACTED

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## **LEADERSHIP PROFILE**

### **Executive Leadership, Operation and Administration, Strategic Alliance, Team Building**

Dynamic leader with a record of driving profitability, reducing cost, safety and performance by developing and implementing innovative solutions to complex operating problems. Spearhead Fleet Performance Metric by restructuring the infrastructure, team building, Business Partners and effective Customer relationships to an overall maximum company disbursement. Highly effective in developing cross functional and motivating teams to perform at optimum levels. Expertise in managing complex projects, airworthiness FARs for domestic and international programs working with FAA, EASA, ICAO, CAA, managing complex budgets, technical maintenance, IFEs, MROs, Program Management. Exceptional leadership, collaboration, organizational and communication skills coupled with industry expertise and insights into emerging opportunities, include trends issues and challenges. An intense competitive business leader with a proven track record.

## **SKILLS & ABILITIES**

- Airbus A319,320, A321, A330
- Boeing 747, B757, B767
- Embraer E17, E175, E190, E195, E135, E145
- De Havilland – Dash 7
- Lockheed L-1011
- Jetstream – J31, J32, J41
- Douglas DC9, MD80, ATR42, ATR72
- Human Resource familiarity
- Microsoft Suite Program Manager
- Program Manager
- Saber
- Trax

### **BREEZE- Darien, CT**

**09/2019-Present**

#### **Director of Maintenance**

Key position for the airline certification. Responsible for the maintenance, preventative maintenance and modifications of the company aircraft. Developing company manuals, procedures and infrastructure for our certification, including mini-evacuation and proving runs. Responsible for the safe daily operations of the Fleet which includes, maintenance, planning, materials and maintenance control.

### **VIRGIN ORBIT-Long Beach, CA**

**10/2015-Present**

#### **Director of Flight Operations**

Oversaw the entire project from contract negotiation 747-400 purchase in England to coordinating with European Aviation Safety Administrations (EASA) gaining authorization to fly within their airspace. Delivery acceptance into the US and coordinating with US FAA. Program project manager for Virgo Orbit (VO) at L3. Oversaw the entire aircraft modification project on their behalf managing a complex budget working managing engineer orders, updating task cards, reedling deficiencies, authorized to purchase multimillion-dollar parts on VO behalf. Oversaw the entire commercial contract negotiation. Updated an implemented flight procedure, maintained all aircraft engineering orders and approvals including but not limited to designs and budget. Departed L3 under budget.

### **BAR AVIATION INC., Orlando, FL**

**10/2013- Present**

#### **Founder, CEO**

Developed 145 Repair Station maintenance training programs and manuals. Manage all administrative functions, review and approve customer de-check and aircraft certification programs, negotiate commercial contract, approve contractor's playouts. Provide consultation to customers regarding program risk, negotiating, and closing transactions. Create annual budgets, and handle special projects for the customers. Provide training, support, recruit technicians for customer's programs. Oversee Drug and Alcohol program.

- Repair, receive and track aircraft inventory
- Trouble shoot and identify necessary repairs to restore functional acceptance
- Check A/C logs for defects including deferrals and unreported defects
- Program risk mitigation management
- Ensure all necessary customers' and maintenance documentation is properly completed in accordance with customer's specific requirements.

**Confidential Treatment Requested Under § 302.12**

**Vice President of Technical Operations and Customer Relations, Interim VP of Program Management,  
Interim VP Supply Chain/Line Replaceable Unit Shop, Interim VP Aircraft Engineering  
Technical Director of Operations**

**02/2006-10/2006**

**Organizational Leadership & Team Building**

- Preside over all customers' fleets to for their IFE certification and products worldwide.
- Extensive exposure of several regulatory agencies domestic and international (FAA, CASA, ANAC, and EASA).
- Governed LiveTVs/JetBlue 145 Repair Station Certificate (Installations and LRU Repair and prototypes products worldwide).
- Extensive knowledge of flight planning modules (Saber, Flight trackplot, Trax)
- Developed and implemented strategic objective to ensure alignment of corporate goals.
- Created and lead cross functional teams in building esprit de cops and overseeing maintenance installation and conversion of new customer products.
- Oversaw/ negotiated both customers' and MROs' contracts.
- Risk mitigation management

**Customer Relationship and Communication**

- Cultivated excellent long-term relationships with Customers maintained and facilitated solutions to address concerns.
- Maintained and successfully control cost of multiple departmental budgets.
- Installed key metric named the "Thermometer" for staff to view the overall customers' performance.
- A dynamic team leader with the ability to bring energy, enthusiasm, and humor to motivate teams to achieve and meet corporate objectives.
- Spokesperson for JetBlue/LTV at several MRO conferences.

**JETBLUE, JFK Airport, NY**

**09/2000 – 02/2006**

**Manager of Maintenance /E190 Integration Team (manager)/ Supervisor Maintenance / Technician**

- Responsible for fleet airworthiness, logistics, maintenance operations, and implementation of all special projects.
- Developed implemented and expanded preventative maintenance programs.
- Negotiated and executed new Line MX contract agreements, tooling and equipment purchases.
- Instrumental in certifying and launching the E190 to the JetBlue's Ops Spec. for the US.
- Oversaw aircraft technical specification and integration, STC projects such as LiveTV and dual HUD.
- Developed best practices with training and documentation to ensured compliance with applicable FARs.
- Provided leadership training and development of supervisor's career path.
- Develop and manage the technical operations budget.
- Proactively preserved a direct relationship with front-line Crewmembers

**TRANS STATES AIRLINE, JFK Airport, NY**

**11/1995 – 09/2000**

**Base Manager / Supervisor Maintenance / Technician**

- Commuter airline at JFK start-up team, launch new aircraft type
- Oversaw budgets, contracts, inventory management, program management, FAA liaison, training, recruiting.
- Support both domestic and international maintenance operations.
- Oversaw airline customer's contracts gate sub-leasing at terminals.
- Managed and reduced heavy checks cost at various company facilities.
- Providing technical support to contract maintenance for scheduled and unscheduled maintenance
- Developed training programs for Engine/Run-up and Taxi, avionics training, engine rigging, RII, receiving.

**TRANSWORLD AIRWAYS, JFK Airport, NY**

**04/1996 – 09/2000**

**Interim Duty Manger / Supervisor Maintenance / Technician**

- Supervised and directed heavy check programs
- Oversaw both domestic and international operations

## **PROFESSIONAL DEVELOPMENT**

- Green Belt Six Sigma, Microsoft Office Suite, Center for Creative Leadership (CCL), Principles of Leadership1 and 2, POL- In Action, FISH

## **LICENSES**

- Federal Aviation Administration, Airframe and Power Plant License, Federal Communications Commission, General Radiotelephone Operator License MACS, CFC-12 Refrigerant Servicing & Recycling

## **Education**

**Aviation High School - Long Island City , NY**

**1983 – 1986**

- AMT (Aviation Maintenance Technician) Program
- A&P Certified

**REFERENCES: Furnished upon request**

# **EXHIBIT F-13**

**QUESTIONNAIRE  
INDIVIDUALS  
Department of Transportation Inquiry for  
Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

**Marco Antonio Nogueira**  
**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

**Resume attached**

3. The number of shares of stock held by you.

**0 - zero**



**Breeze Aviation Group, Inc.**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

N/A

5. Your citizenship:

USA

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

N/A

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

N/A

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

None

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

None

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

None

**Breeze Aviation Group, Inc.**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

None

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

None

Signature:



Print name: MARCO NOGUEIRA

Dated: 12/23/2019

## **Professional Summary**

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25 years commercial aviation experience in aircraft maintenance, inspection, and managing operations - including 17 years of varying leadership roles leading frontline hourly workgroups.

## **Personal Attributes & Skills**

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- Experienced leader supporting high paced operational teams in aircraft maintenance and inspection.
- Extensive knowledge in airline maintenance operations and regulations
- Proven ability to build relationships and foster teamwork.
- Servant leader who understands and adapts to changing industry needs.
- Focused approach on safety, compliance, and regulatory oversight.
- Skilled with SMS (Safety Management System), CASS (Continuing Analysis Surveillance System) as well as VDRP (Voluntary Disclosure Reporting Program) and ASAP (Aviation Safety Action Program).
- Fluency in Portuguese and basic Spanish

## **Professional History**

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**Director of Quality & Chief Inspector** (14 CFR 119.65 Management Personnel)

**10/2019 to Present**

**Responsibility and authority for Quality Assurance, Quality Control, Corporate Publications, Aircraft Records, Maintenance Information System, & Regulatory Compliance**

- Supporting 14 CFR 121 five phase certification process to include the new Safety Assurance System (SAS) principles.



**Director of Quality & Chief Inspector** (14 CFR 119.65 Management Personnel)

**02/2016 to 10/2019**

**Responsibility and authority for Quality Assurance, Quality Control, Safety Programs, Aircraft Delivery, Aircraft Records, & Regulatory Compliance**

- Ensure operations are conducted in accordance with conditions and restrictions of the AOC (Air Operator Certificate), and in compliance with applicable FAA regulations.
- As Chairman, responsible for CASS to ensure quality standards are consistently achieved to ensure performance and effectiveness of the CAMP (Continuous Airworthiness Maintenance Program).
- Responsible for RII (Required Inspection Items), and Airworthiness Release Programs.
- Process OPSPEC Parts D & E, including the approval of all Essential Maintenance Providers.
- Responsible for General Maintenance Manual (GMM), Forms Manual, and Fuel Manual.

- Provide final approval for Technical Operations documents requiring FAA approval.
- Focal point for FAA related matters regarding airworthiness and maintenance.
- Manage safety risks to aircraft operations and serve as primary resource for TechOps risk management programs including advisory role to Safety Review Board (SRB) at the Executive level.
- Interface with various departments such as Safety, Director of Operations, Flight, Inflight, Legal, and Government Affairs.
- Manage inspection of new aircraft from OEM delivery points, including interface with Lessors regarding inspections, records review, and aircraft usage reports.
- Responsible for developing, maintaining, and adhering to department budget.

**Director of Maintenance (DOM)** (14 CFR 119.65 Management Personnel)

**06/2011 - 02/2016**

**Responsibility and authority for all Line Maintenance, Heavy Maintenance, and Maintenance Control Center Activity**

- Ensure operations are conducted in accordance with conditions and restrictions of the AOC (Air Operator Certificate), and in compliance with applicable FAA regulations.
- As Co-Chairman, ensure standards are consistently achieved to ensure performance and effectiveness of the CAMP (Continuous Airworthiness Maintenance Program).
- Directed maintenance and servicing of company aircraft in line maintenance, heavy maintenance, and Maintenance Control Center (MCC)
- Set standards of performance for Technicians and other crewmembers assigned to Technical Operations, including hiring and staffing models.
- Responsible for Deferred Maintenance Program (MEL/CDL/GMM Items)
- Responsible for developing, maintaining, and adhering to company budget.
- Successfully supported integration of Airbus A321 fleet type into the operation.

**Director, Maintenance Operations - JFK**

**12/2006 - 06/2011**

**Responsibility and authority for Line Maintenance and Hangar Operations.**

- Directed maintenance and servicing of company aircraft in line and hangar maintenance operations at main base of operation.
- Maintained constant surveillance of overall station activity, including coordinating with appropriate departments to accomplish prompt resolutions to problems that affect maintenance activities.
- Responsible for maintaining operational and performance goals.
- Responsible for developing, maintaining, and adhering to company budget for JFK maintenance operation.
- Responsible for scheduling and building staffing requirements.

**Manager, Aircraft Maintenance - Eastern Region**

**12/2003 - 12/2006**

**Responsibility and authority for all Line Maintenance Activity across nine Maintenance Bases**

- Responsible for establishing requirements and opening of new maintenance bases to support expansion of operations with regional oversight authority.
- Provide oversight of direct reports to ensure implementation of the maintenance program with minimal disruption to flight schedules.
- Ensure proper staffing and skills required to execute scheduled overnight work.
- Assist DOM in building capital and operating budget.
- Successfully supported integration of Embraer E190 fleet type into the operation.

**Supervisor, Aircraft Maintenance****04/2003 -12/2003**

- Supervise line maintenance activities and assign work functions to Leads and Technicians.
- Coordinate with various departments to accomplish prompt resolution to problems which affect maintenance activity.
- Ensure all maintenance activities are performed in accordance with work issued by Planning, and in compliance with all JetBlue policies and procedures as prescribed per the GMM.
- Ensure all material and appropriate equipment is provided to complete assigned tasks.
- Authorize overtime, PTO, vacation, and day trades.

**Supervisor Quality Control****10/2002 - 04/2003**

- Ensure proper staffing and skill required for the needs of JFK, and other bases, including workload requirements, use of PTO, vacation, and overtime.
- Provide training for current and new Inspectors.
- Purchasing and evaluation of borescope and inspection equipment.
- Performed duties of Quality Control Inspector.

**Quality Control Inspector****03/2001 - 10/2002**

- Conduct inspections on routine and non- routine work cards, including RII, "Buy Back" inspections, as well as airworthiness release as called for during alterations and major repairs.
- Performed scheduled and unscheduled engine borescope inspections, as well as limited NDT inspections.
- Qualified company borescope instructor.
- Represented Quality Control Dept. during aircraft Heavy Maintenance Visits, IFE installations, and aircraft delivery inspections.

**04/1996 - 03/2001****06/1993 - 04/1996**

## Education

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- COLLEGE OF AERONAUTICS - (VAUGHN COLLEGE OF AERONAUTICS) 09/1993 – 12/1995  
LaGuardia Airport, New York  
Associate of Science Degree  
Major: Aeronautical Engineering Technologies
- TETERBORO SCHOOL OF AERONAUTICS 09/1991 – 04/1993  
Teterboro Airport, New Jersey  
Airframe and Powerplant Certificate  
Major: Airframe and Powerplant Technologies
- Currently working towards Bachelor Degree 01/2017 – Present  
Thomas Edison State University via JetBlue Scholars program

# **EXHIBIT F-14**



# **Breeze Aviation Group, Inc.**

## **QUESTIONNAIRE INDIVIDUALS**

### **Department of Transportation Inquiry for Breeze Aviation Group, Inc. ("Breeze")**

Key personnel include Directors, the President, Chief Executive Officer, Chief Operating Officer, all Vice Presidents, the Director and Supervisor of Operations, Safety, Maintenance and Finance, Chief Pilot and Chief Inspector. Key personnel also includes any other key officials who may not be involved with the day-to-day operation of Breeze Aviation Group, Inc., but who are primary stockholders and/or whose influence on the actions or policies of Breeze is, or potentially could be, substantial.

In answering these questions, a "substantial interest" is defined as the beneficial control of 10% or more of the outstanding voting stock of Breeze.

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**For each key person listed above, please state:**

1. Your name and address:

Kyle Smith  
**REDACTED**

2. Please provide a detailed resume setting forth your experience. The resume should have no gaps in time between jobs or should explain your activities (consultant, etc.) during the gaps.

**See attached**

3. The number of shares of stock held by you.

**0**

4. The citizenship and principal business of any person for whose account, if other than you individually, you hold such interest:

**N/A**

5. Your citizenship:

**United States of America**

6. Please state the officerships, directorships, shares of stock (if 10% or more) of the total voting



## **Breeze Aviation Group, Inc.**

stock outstanding and other interests you hold, or have held, (include the information for any person you may represent) in any air carrier, foreign air carrier, common carrier, persons substantially engaged in the business of aeronautics or persons whose principal business (in purpose or in fact) is the holding of stock in or control of any air carrier, common carrier, or persons substantially engaged in the business of aeronautics:

**None**

7. If you are related by blood or marriage to any key personnel or a person holding a substantial interest, please state that relationship:

**None**

8. Please list all actions and outstanding judgments for more than \$5,000 against you or any person you represent, including the amount of each such judgment, the party to whom it is payable, and how long it has been outstanding:

**None**

9. Please list the number of actions and outstanding judgments of less than \$5,000 against you or any person you represent, including the total amount owed on each such judgment:

**None**

10. Please list all pending investigations, enforcement actions or formal complaints filed by the Department of Transportation, including the FAA, involving you, any person you may represent regarding compliance with the Federal Aviation Act or orders, rules, regulations or requirements issued pursuant to the statute and any corrective actions taken:

**None**

11. Please provide a description of all charges of unfair, deceptive or anticompetitive business practices or of fraud, felony or antitrust violations brought against you or any person you represent, in the past ten (10) years. The description should include the disposition and current status of each such proceeding:

**None**

12. Please describe any aircraft accident or incidents experienced by you or any person you represent which remains under investigation by the FAA, the NTSB, or by any other entity. Include the date of the occurrence, the type of flight, the number of passengers and crew on board and an enumeration of injuries or fatalities, and a description of the damage to the aircraft. Provide the FAA and NTSB file numbers and the status of the investigations, including enforcement actions initiated against the carrier and/or you. Also include any positive actions taken to prevent an occurrence of similar events.

**None**

**Breeze Aviation Group, Inc.**

Signature:

A handwritten signature in dark ink, appearing to read 'KS', with a large, sweeping loop at the end.

Print name: Kyle Smith

Dated: 2/3/2020

Kyle Smith  
**REDACTED**  
RESUME

**EXPERIENCE:**

<b>2017 - Present</b>	<b>BREEZE AVIATION GROUP INC.</b>	<b>Darien, CT</b>
	<u>Corporate Secretary</u> <u>Co-Founder, Director of Technology &amp; Innovation</u>	
	Startup U.S. Airline with fleet of 30 E195's and 60 A220-300's. Overall responsibility for IT infrastructure, Hardware, Support and Procurement as well as strategic projects.	
<b>2015 – 2017</b>	<b>AFCO AvPorts Management, LLC</b>	<b>North Kingstown, RI</b>
	<u>Manager, IT &amp; Airport Maintenance</u>	
	Oversee all aspects of IT and Maintenance for five general aviation airports in Rhode Island as well as two FBO's.	
<b>2014 – 2015</b>	<b>AFCO AvPorts Management, LLC</b>	<b>Teterboro, NJ</b>
	<u>Assistant Manager, Finance &amp; IT</u>	
	Oversee all aspects of IT including major infrastructure and system upgrades. Assist in oversight of the airports finance and accounting department.	
<b>2013 – 2014</b>	<b>Untangled, LLC</b>	<b>Wilton, CT</b>
	<u>Technical Specialist</u>	
	Plan and manage projects and provide technical support for various software and hardware solutions for various clients.	

**EDUCATION:**

<b>2013</b>	<b>Bryant University</b> Bachelor of Science in Business Administration; Information Systems
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## **Exhibit G**

*Response to §204.3(g)*

### **Substantial interest holders:**

Mr. Neeleman is the sole substantial interest holder. His information has been provided as Exhibit F-1.

## **Exhibit H**

*Response to §204.3(h)*

### **Applicant's subsidiaries:**

Breeze Aviation Group, Inc. has no subsidiaries.

## **Exhibit I**

*Response to §204.3(i)*

### **List of the Applicant's shares of stock:**

Breeze Aviation Group, Inc. does not have any stock in, or control of, any air carrier, foreign air carrier, common carrier, or other person substantially engaged in the business of aeronautics.

## **Exhibit J**

*Response to §204.3(j)*

### **SEC reports:**

Breeze Aviation Group, Inc. is a private corporation and does not submit reports to the Securities and Exchange Commission.

## **Exhibit K**

*Response to §204.3(k)*

### **Financial Statements**

#### **Accounting Policies**

The financial statements provided have been prepared in accordance with generally accepted accounting principles. Trenton Porter, CPA, the Chief Financial Officer of Breeze Airways and Peter Fiene, Managing Partner at Plane View Partners, LLC prepared the exhibits and financial statements.

The 2018 Income Statement and Balance Sheet include all activities since inception of the corporation in August 2017.

*Cash and Cash Equivalents:* Cash and cash equivalents consist of investments with a three-month or shorter maturity.

*Passenger Revenues:* Includes both scheduled service revenue and air related ancillary revenues and is recognized when passenger travel occurs. Prior to travel, the liability is recognized in Air Traffic Liability.

*Depreciation and Amortization:* Fixed assets are depreciated on a straight-line basis to their estimated residual value, with useful lives depending on the asset type.

*Capitalized Interest:* Interest related to pre-delivery deposits is capitalized and depreciation begins when the asset is placed in-service and continues over the lease term or estimated useful life of the asset.



Breeze Aviation Group, Inc  
Exhibit K: Income Statement

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	<u>2018</u>	<u>2019</u>
<u>Pre-Operating Expenses (Accrual)</u>		
Proving Runs	-	-
Salaries, Wages & Benefits	62,093	1,440,079
Facilities Rent	-	83,668
Aircraft Maintenance	-	-
Aircraft Rent	-	-
Depreciation & Amortization	-	-
Sales & Marketing	-	778
Consulting	633,689	945,294
Travel	27,060	175,588
Insurance	-	1,100
Recruiting	-	1,299
IT (Non-Capex)	10,768	85,779
<u>Other Operating Expenses</u>	<u>11,816</u>	<u>179,314</u>
Total Pre-Operating Expenses	745,425	2,912,898
<u>Other (Income) / Expense</u>		
Interest Expense	-	-
<u>Other Income</u>	<u>-</u>	<u>(31)</u>
Total Other Expense	-	(31)
Net Income / (Loss)	(745,425)	(2,912,867)

Breeze Aviation Group, Inc  
Exhibit K: Balance Sheet

	As of <u>Dec-18</u>	As of <u>Dec-19</u>
<u>Assets</u>		
<u>Current Assets</u>		
Cash & Cash Equivalents	124,233	3,681,265
Prepaid Expenses	-	10,648
<u>Deposits</u>	<u>-</u>	<u>6,972</u>
Total Current Assets	124,233	3,698,885
<u>Fixed Assets</u>		
Aircraft Pre-Delivery Deposits	6,182,938	9,377,481
<u>Other</u>	<u>-</u>	<u>6,194</u>
Total Fixed Assets	6,182,938	9,383,674
<u>Other Assets</u>		
Aircraft Option Fees	600,000	600,000
<u>Other Assets</u>	<u>-</u>	<u>-</u>
Total Other Assets	600,000	600,000
Total Assets	6,907,172	13,682,559
<u>Liabilities &amp; Equity</u>		
<u>Current Liabilities</u>		
Accrued Expenses	21,594	54,034
<u>Accrued Payroll</u>	<u>1,003</u>	<u>132,525</u>
Total Current Liabilities	22,597	186,558
<u>Long-term Liabilities</u>		
<u>Notes Payable</u>	<u>200,000</u>	<u>2,556,800</u>
Total Long-term Liabilities	200,000	2,556,800
Total Liabilities	222,597	2,743,358
<u>Equity</u>		
Owner's Equity	7,430,000	14,597,493
<u>Retained Earnings</u>	<u>(745,425)</u>	<u>(3,658,292)</u>
Total Equity	6,684,575	10,939,200
Total Liabilities & Equity	6,907,172	13,682,559

## **Exhibit L**

*Response to §204.3(l)*

**List of all actions and outstanding judgments for more than \$5,000:**

Except as described in Exhibit P, there are no such actions or outstanding judgments.

**Exhibit M:**

*Response to §204.3(m)*

**Actions and outstanding judgments of less than \$5,000**

There are no such actions or outstanding judgments.

## Exhibit N

*Response to §204.3(n)*

### **Description of the Applicant's fleet of aircraft:**

#### ***Aircraft and Aircraft Financing Plan***

- A220-300 aircraft

Breeze entered into a definitive agreement with Airbus on December 27, 2018 for the purchase of sixty (60) firm order Airbus A220-300 aircraft (the "A220s"). Breeze secured this order with a substantial deposit payment and has since commenced making pre-delivery deposit payments (PDPs) on these aircraft. The first of the A220s is scheduled for delivery in April-2021, the second in June-2021 and approximately one per month thereafter.

In October of 2019, the Breeze entered into an agreement with a **REDACTED**, to finance the PDP payments due to Airbus for the A220 deliveries at a seventy-five (75%) advance rate. The PDP financing includes the option for Breeze to finance the majority of the aircraft buyer-furnished equipment (BFE) under the same facility (the "PDP-BFE Financing Facility"). Interest payments are to be capitalized and paid upon delivery for the first eighteen (18) aircraft; for subsequent aircraft, Breeze will be required to pay interest monthly. Upon delivery of each aircraft, Breeze must settle the PDP financing balance attributable to that aircraft, including a financing fee payable to the financier. The balance of the PDP financing facility is capped at seventy million US dollars (\$70,000,000) and will be available to the Airline until one year after the scheduled delivery of firm aircraft #60. **REDACTED**

The PDP-BFE Financing Facility is submitted confidentially as Exhibit 4.

In November of 2019, Breeze entered into an agreement with GE CAPITAL AVIATION SERVICES LLC ("GECAS") for the financing of nine (9) of its first eighteen (18) A220 deliveries. Concurrent with delivery to Breeze, these aircraft are to be sold to GECAS and leased back subject to a twelve (12) year operating lease agreement. The sale price to GECAS will be sufficient to cover Breeze's total cost for aircraft, including: the balance of the aircraft purchase price, the PDPs, the BFE, the PDP financing interest expense and transaction fees. The GECAS operating leases are subject to market terms and conditions, including commitment fees, monthly rentals, upfront security deposits, maintenance reserve compensation, delivery and redelivery conditions. Breeze is currently engaged with the leasing community to execute further sale-and-leaseback transaction(s) for the remaining nine (9) of the first eighteen (18) A220 deliveries. Interest from the leasing community is once again robust and Breeze expects to conclude these additional sale-and-leasebacks before June 30, 2020, under substantially equivalent terms to the initial GECAS transactions. Combined these transactions will secure Breeze's A220 financing requirements through December-2022. Breeze has yet to determine its preferred financing strategy for subsequent A220 deliveries but is likely to consider a combination of operating leases and debt financing. As part of the purchase agreement, Airbus has committed Backstop financing for a portion of the A220 order book. **REDACTED**

**REDACTED**

The GECAS transaction agreements are attached confidentially as Exhibit 5.

- Embraer E195 aircraft

The Embraer ERJ190-200 LR/IGW aircraft (“E195s”) with which Breeze will commence operations will be leased from Azul Linhas Aéreas Brasileiras S/A (“Azul”) in Brazil. Breeze entered into a Letter of Intent with Azul for the lease of twenty-eight (28) used E195s on December 26, 2019, and the parties are expected to formalize the final lease documentation by February 28, 2020. The letter of intent between Breeze and Azul is attached confidentially as Exhibit 6. These E195s will include a combination of aircraft owned and leased from Azul, and aircraft owned by lessors that are currently on operating lease to Azul and which will be sub-leased to Breeze.

The first of the E195s is scheduled to be delivered to Breeze in April-2020 and the remaining aircraft over the course of the ensuing twenty-four months. In the case of the sub-leased E195s, Breeze will sub-lease the aircraft for the duration of the remaining lease term (between 21 and 49 months); the Azul-owned aircraft will be leased for forty-eight (48) months. Subject to its longer-term fleet plans, Breeze may elect to negotiate extensions to these leases/subleases.

The leases/subleases will be subject to market terms and conditions, including monthly rentals, security deposits, maintenance reserve compensation, delivery and redelivery conditions. Prior to delivery, Azul will be required at its expense to incorporate certain modifications to prepare the aircraft for registration and certification in the United States.

## **Exhibit O**

*Response to §204.3(o)*

**Pending investigations, enforcement actions, and formal complaints filed by the Department, including the FAA:**

There are no such investigations, enforcement actions or formal complaints.

**Exhibit P:**

*Response to §204.3(p)*

**Description of all charges of unfair or deceptive or anticompetitive business practices, or of fraud, felony or antitrust violation.**

Breeze Aviation Group, Inc was named in a complaint filed in the United States District Court for the District of Connecticut, alleging that its hiring an employee of the plaintiff airline company constituted an unfair business practice and/or an interference with plaintiffs' rights. The action was instituted in December 2019 and has not proceeded further. *See Canada Jetlines v. Breeze Aviation Group, Inc et al.*, Case 3:19-cv-01850-SRU. The allegations in the complaint are meritless. Indeed, the complaint asserts a baseless claim for damages – arising from the ordinary-course business conduct of executive recruitment. Breeze Aviation Group, Inc has not yet responded to the complaint but will deny the allegations and deny that Breeze has any liability for whatever loss, if any, plaintiffs may claim to have suffered.



## **Exhibit Q**

*Response to §204.3(q)*

### **Description of any aircraft accidents or incidents**

Breeze has not experienced any aircraft accidents or incidents.

## **Exhibit R**

*Response to §204.3(r)*

### **Brief narrative history of the Applicant**

The narrative history of the Applicant has been provided in the primary text of this Application.

## **Exhibit S**

*Response to §204.3(s)*

### **Authority under which the Applicant has conducted or is conducting transportation operations:**

Breeze is applying for an air carrier certificate from the Federal Aviation Administration authorizing interstate, regularly scheduled air transportation with supplemental operations within the continental United States. The FAA Office and point person for Breeze's FAA application are:

Cindy Robertson  
Certification Project Manager  
Safety Analysis & Promotion Division  
13873 Park Center Road  
Hallmark Building, Suite 160  
Herndon, VA 20171  
[cindy.a.robertson@faa.gov](mailto:cindy.a.robertson@faa.gov)  
571-335-2442



## PREAPPLICATION STATEMENT OF INTENT

US Department of Transportation  
Federal Aviation Administration

**Paperwork Reduction Act Statement:** A federal agency may not conduct or sponsor, and a person is not required to respond to, nor shall a person be subject to a penalty for failure to comply with a collection of information subject to the requirements of the Paperwork Reduction Act unless that collection of information displays a currently valid OMB Control Number. The OMB Control Number for this information collection is 2120-0593. Public reporting for this collection of information is estimated to be approximately 96 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, completing and reviewing the collection of information. All responses to this collection of information are mandatory per 14 CFR Part 119. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden should be directed to the FAA at: 800 Independence Ave SW, Washington, DC 20591. Attn: Information Collection Clearance Officer, ASP-110.

### Section 1A. To Be Completed By All Applicants

<b>1. Name and mailing address of company</b> Breeze Aviation Group, Inc. Suite 202 23 Old Kings Hwy S Darien, CT 06820		<b>2. Address of principal base where operations will be conducted</b> <i>(do not use post office box)</i> Breeze Aviation Group, Inc. Suite 202 23 Old Kings Hwy S Darien, CT 06820
<b>3. Proposed Start-up date</b> June 22, 2020	<b>4. Requested three-letter company identifier in order of preference</b> 1. BRZ                      2. DNA                      3. DGN	
<b>Company Email Address</b> certification@flybreeze.com	<b>Doing Business As (DBA)</b>	

5. Management Personnel		
Name (Last, first, middle)	Title	Telephone (including area code) and Email Address
1. Smith, Gabrielle, E (as of 12/1/19) 2. Ross, John 3. Owens, Chris (as of 1/1/20) 4. Rumzi, Billy, A 5. Nogueira, Marco, A.	1. Director of Safety 2. Director of Operations 3. Chief Pilot 4. Director of Maintenance 5. Chief Inspector	1.gabrielle.berman-smith@flybreeze.com 2. john.ross@flybreeze.com 3.chris.owens@flybreeze.com 4.billy.rumzi@flybreeze.com 5.marco.nogueira@flybreeze.com * Please see attached document for telephone numbers

### Section 1B. To Be Completed By Air Operators

<b>6. Proposed type of operation (check as many as applicable)</b>			
<input checked="" type="checkbox"/> Air Carrier Certificate <input type="checkbox"/> Operating Certificate	<input checked="" type="checkbox"/> Part 121 <input type="checkbox"/> Part 125 <input type="checkbox"/> Part 133 <input type="checkbox"/> Part 135	<input checked="" type="checkbox"/> Passengers and Cargo <input type="checkbox"/> Cargo Only <input checked="" type="checkbox"/> Scheduled Operations <input checked="" type="checkbox"/> Nonscheduled Operations	<input type="checkbox"/> Single Pilot Operator <input type="checkbox"/> Single Pilot-in-Command Operator <input type="checkbox"/> Basic Part 135 Operator

### Section 1C. To Be Completed By Air Agencies

<b>7. Proposed type of agency and rating(s)</b>	
<input type="checkbox"/> Part 145 Repair Station <input type="checkbox"/> Domestic <input type="checkbox"/> Foreign <input type="checkbox"/> New <input type="checkbox"/> Renew <input type="checkbox"/> Satellite <input type="checkbox"/> Airframe <input type="checkbox"/> Instrument <input type="checkbox"/> Powerplant <input type="checkbox"/> Accessory <input type="checkbox"/> Propeller <input type="checkbox"/> Specialized Service <input type="checkbox"/> Radio <input type="checkbox"/> Any other purpose for which the FAA finds the applicant's request if appropriate	<input type="checkbox"/> Part 147 Maintenance Technical School <input type="checkbox"/> Airframe <input type="checkbox"/> Powerplant <input type="checkbox"/> Both

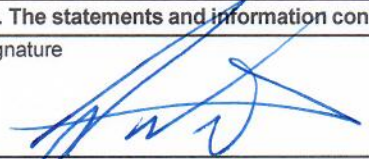
### Section 1D. To Be Completed By Air Operators

<b>8. Aircraft Data</b> Numbers and types of aircraft (Include Registration if available) (by make, model, and series) Five (5) ERJ 190-200 aircraft (Commercial Designation ERJ 195)	Number of passenger seats or cargo payload capacity 118YC seats	<b>9. Geographic area of Intended operations</b> Alaska  USA - The 48 contiguous United States and the District of Columbia
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**Section 1E. To Be Completed By All Applicants**

10. Additional information that provides a better understanding of the proposed operation or business (*attach additional sheets, if necessary*)  
Domestic scheduled passenger service with a total of 10 cities at entry into service and supplemental operations within the 48 contiguous states and Alaska.

11. The statements and information contained on this form denote an intent to apply for FAA certification.

Signature 	Date 11/21/2019	Name and Title Amir Nasruddin, Principal
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**Section 2. To Be Completed By FAA District Office**

Received by (district office):	Precertification Number
Date:	Date Coordinated with AFS-620

Remarks

<b>Position</b>	<b>Name</b>	<b>Email Address</b>	
Director of Safety	Gabrielle Smith (as of 12/1/19)	Gabrielle.Berman-Smith@flybreeze.com	+1 415-215-3597
Director of Operations	John Ross	John.ross@flybreeze.com	+1 713-702-2430
Chief Pilot	Chris Owens (as of 1/1/20)	chris.owens@flybreeze.com	+1 650-339-4771
Director of Maintenance	Billy Rumzi	billy.rumzi@flybreeze.com	+1 646-996-0984
Chief Inspector	Marco Nogueira	Marco.nogueira@flybreeze.com	+1 646-996-5615

## **Exhibit T**

*Response to §204.3(t)*

### **Summary of the service to be operated if the application is granted**

Prior to introducing scheduled service, Breeze plans to operate charter flights. Breeze believes there is a market opportunity for an operator of narrow body aircraft with a smaller capacity than incumbent providers. As a result, Breeze's initial operations in months 1-3 do not include scheduled service. *See* Exhibit T-3. As Breeze's scheduled service starts and ramps up, charter will represent a decreasing portion of Breeze's business but will remain an important complement to its scheduled service.

After three months, Breeze plans to introduce scheduled service on three north-south leisure routes in the Eastern United States. *See* Exhibit T-1 at 1. In early 2021, Breeze plans to introduce more service east of the Mississippi river with flights from existing destinations to points in the Southeast and mid-Atlantic region, *see* Exhibit T-1 at 2. That phase will be followed by the introduction of additional flights from another southern leisure destination to both existing points and new points in the Midwest and Texas. *See* Exhibit T-1 at 3-4. As depicted in the remainder of Exhibit T-1, Breeze intends to add additional service by connecting existing service points and introducing more destinations in the southern states, the Midwest and Texas. *See* Exhibit T-1 at (6-8).

Much of Breeze's proposed service area is known by the pejorative term "fly-over country." Breeze rejects the use of that term. Bringing and increasing service to underserved communities is an important part of Breeze's business plan during its first year and beyond.

Also enclosed with this Application is an estimate of Breeze's pre-operating costs. Since its formation in 2017, Breeze has, among other things, recruited a seasoned team of aviation professionals, analyzed its options for aircraft, secured financing and refined its commercial strategy. Altogether, pre-operating costs to date have amounted to \$14.5 million.<sup>4</sup> *See* Exhibit T-2. These expenses and capital expenditures have been paid by the capital contributions of Mr. Neeleman and by accessing the PDP-BFE Financing Facility. Breeze has described its financing plans in Exhibit 7.

Following the initiation of service, Breeze foresees growth during the course of its first year of operations, as it inducts additional aircraft, hires additional people and develops its network. Breeze's first-year projected income statement is attached as Exhibit T-3 and the assumptions underlying the projections are contained in Exhibit T-4 and Exhibit T-5. Moreover, the accounting assumptions listed in Exhibit K apply to these Exhibits as well. Breeze projects that three months of normalized operations under the Department's financial fitness test will be approximately \$20.6 million. Breeze believes these estimates are conservative. The projection

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<sup>4</sup> The column entitled "Inception through Launch -7" represents all activities from August 2017 through January 2020.

includes a line item for “Other Operating Expenses” that includes travel, consulting, insurance, and facilities as well as another undesignated portion for unanticipated expenses. *See* Exhibit T-3.

Breeze’s projected balance sheet for the end of its first year of operations is attached as Exhibit T-6.



# **EXHIBIT T-1**

Schedule Summary - Month 1-3

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
			1					7:00	BBB	9:35	2:35	30	1	45671	12:55
	13:20 45671		1	2:40	10:05 BBB	12:45		13:20	AAA	16:00	2:40	30	1	45671	13:20
	14:10 45671		1	2:50	16:30 AAA	19:20 RON								1	
			1					8:00	CCC	10:35	2:35	30	2	45671	12:55
	13:45 45671		1	2:45	11:05 CCC	13:50 RON								2	

**Totals**

41:15		15	15 Weekly	15	15	39:10
		3	3 Peak Daily	3	3	

**Block Hour Utilization**

80:25	Weekly scheduled block hours
5:44	Average daily scheduled block hours (w/o spare)
2	Number of scheduled aircraft

**System Departures**

30	Weekly
6	Peak Day

Schedule Summary - Months 4-5

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
			1					7:00	BBB	9:35	2:35	30	1	45671	12:55
	13:20	45671	1	2:40	10:05	BBB	12:45	13:20	AAA	16:00	2:40	30	1	45671	13:20
	14:10	45671	1	2:50	16:30	AAA	19:20	RON					1		
			1					8:00	CCC	10:35	2:35	30	2	45671	12:55
	13:45	45671	1	2:45	11:05	CCC	13:50	RON					2		

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB2	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours	
			1					7:00	AAA	10:10	2:10	30	3	45671	10:50	
	11:40	45671	1	2:20	10:40	AAA	12:00	12:35	BBB	15:35	2:00	30	3	45671	10:00	
	11:15	45671	1	2:15	16:05	BBB	17:20	17:55	CCC	21:05	2:10	30	3	45671	10:50	
	11:40	45671	1	2:20	21:35	CCC	22:55	RON					3			
			1					8:00	DDD	10:50	1:50	30	4	47	3:40	
	4:00	47	1	2:00	11:20	DDD	12:20	12:55	FFF	15:35	1:40	30	4	47	3:20	
	2:50	47	1	1:25	16:05	FFF	17:30	AAA	18:00	FFF	19:20	1:20	30	4	47	2:40
	3:40	47	1	1:50	19:50	FFF	20:40	RON					4			
			1					8:00	DDD	10:50	1:50	30	4	51	3:40	
	4:00	51	1	2:00	11:20	DDD	12:20	12:55	FFF	15:35	1:40	30	4	51	3:20	
	2:50	51	1	1:25	16:05	FFF	17:30	CCC	18:00	FFF	19:20	1:20	30	4	51	2:40
	3:40	51	1	1:50	19:50	FFF	20:40	RON								

Totals

96:50	42	42 Weekly	42	42	90:10
	9	9 Peak Daily	9	9	

Block Hour Utilization

187:00	Weekly scheduled block hours
6:40	Average daily scheduled block hours (w/o spare)
4	Number of scheduled aircraft

System Departures

84	Weekly
18	Peak Day

Schedule Summary - Months 6-7

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
		1						7:00	BBB	9:35	2:35	30	1	47	5:10
5:20	47	1	2:40	10:05	BBB	12:45		13:20	DDD	15:10	1:50	30	1	47	3:40
4:00	47	1	2:00	15:40	DDD	17:40		18:10	FFF	20:05	1:55	30	1	47	3:50
3:50	47	1	1:55	20:35	FFF	22:30	RON								
		1						7:00	BBB	9:35	2:35	30	1	561	7:45
8:00	561	1	2:40	10:05	BBB	12:45		13:20	AAA	16:00	2:40	30	1	561	8:00
8:30	561	1	2:50	16:30	AAA	19:20	RON								
		1						8:00	CCC	10:35	2:35	30	2	467	7:45
8:15	467	1	2:45	11:05	CCC	13:50	RON								
		1						8:00	DDD	10:50	1:50	30	2	51	3:40
4:00	51	1	2:00	11:20	DDD	12:20		12:50	FFF	14:45	1:55	30	2	51	3:50
3:50	51	1	1:55	15:15	FFF	17:10	RON								
Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB2	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
		1						7:00	AAA	10:10	2:10	30	3	45671	10:50
11:40	45671	1	2:20	10:40	AAA	12:00		12:35	BBB	15:35	2:00	30	3	45671	10:00
11:15	45671	1	2:15	16:05	BBB	17:20		17:55	CCC	21:05	2:10	30	3	45671	10:50
11:40	45671	1	2:20	21:35	CCC	22:55	RON								
								12:55	FFF	15:35	1:40	30	4	47	3:20
2:50	47	1	1:25	16:05	FFF	17:30	AAA	18:00	FFF	19:20	1:20	30	4	47	2:40
3:40	47	1	1:50	19:50	FFF	20:40	RON								
								12:55	FFF	15:35	1:40	30	4	51	3:20
2:50	51	1	1:25	16:05	FFF	17:30	CCC	18:00	FFF	19:20	1:20	30	4	51	2:40
3:40	51	1	1:50	19:50	FFF	20:40	RON								
Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB3	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
		1						7:00	QQQ	9:05	2:05	30	9	47	4:10
3:50	47	1	1:55	9:35	QQQ	11:30		12:05	CCC	14:40	2:35	30	9	47	5:10
5:40	47	1	2:50	15:10	CCC	17:00		17:35	FFF	20:30	1:55	30	9	47	3:50
4:10	47	1	2:05	21:00	FFF	22:05	RON								
		2						7:30	UUU	9:40	2:10	30	10	47	4:20
4:20	47	2	2:10	10:10	UUU	12:20		12:55	YYY	15:10	2:15	30	10	47	4:30
4:10	47	2	2:05	15:40	YYY	17:45		18:15	VVV	20:25	2:10	30	10	47	4:20
4:00	47	2	2:00	20:55	VVV	22:55	RON								
		1						7:00	PPP	9:00	2:00	30	9	51	4:00
3:40	51	1	1:50	9:30	PPP	11:20		11:55	WWW	14:00	2:05	30	9	51	4:10
3:20	51	1	1:40	14:30	WWW	16:10	EEE	16:40	WWW	18:10	1:30	30	9	51	3:00
3:40	51	1	1:50	18:40	WWW	20:30	RON								
		2						8:00	EEE	9:20	1:20	30	10	51	2:40
2:40	51	2	1:20	9:50	EEE	11:10		11:45	XXX	13:10	1:25	30	10	51	2:50
3:50	51	2	1:55	13:40	XXX	15:35	VVV	16:05	XXX	17:50	1:45	30	10	51	3:30
2:40	51	2	1:20	18:20	XXX	19:40	RON								

Schedule Summary - Months 6-7

Weekly Block Hours Totals	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
139:20					66		66 Weekly		66		66				133:50
					15		15 Peak Daily		15		15				

Block Hour Utilization

273:10	Weekly scheduled block hours
6:30	Average daily scheduled block hours (w/o spare)
6	Number of scheduled aircraft

System Departures

132	Weekly
30	Peak Day

Schedule Summary - Month 8

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
		1						7:00	BBB	9:35	2:35	30	1	47	5:10
5:20	47	1	2:40	10:05	BBB	12:45		13:20	EEE	15:10	1:50	30	1	47	3:40
4:00	47	1	2:00	15:40	EEE	17:40		18:10	FFF	20:05	1:55	30	1	47	3:50
3:50	47	1	1:55	20:35	FFF	22:30	RON						1		
		1						7:00	BBB	9:35	2:35	30	1	561	7:45
8:00	561	1	2:40	10:05	BBB	12:45		13:20	AAA	16:00	2:40	30	1	561	8:00
8:30	561	1	2:50	16:30	AAA	19:20	RON						1		
		1						8:00	CCC	10:35	2:35	30	2	467	7:45
8:15	467	1	2:45	11:05	CCC	13:50	RON						2		
		1						8:00	EEE	10:50	1:50	30	2	51	3:40
4:00	51	1	2:00	11:20	EEE	12:20		12:50	FFF	14:45	1:55	30	2	51	3:50
3:50	51	1	1:55	15:15	FFF	17:10	RON						2		

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB2	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
		1						7:00	AAA	10:10	2:10	30	3	45671	10:50
11:40	45671	1	2:20	10:40	AAA	12:00		12:35	BBB	15:35	2:00	30	3	45671	10:00
11:15	45671	1	2:15	16:05	BBB	17:20		17:55	CCC	21:05	2:10	30	3	45671	10:50
11:40	45671	1	2:20	21:35	CCC	22:55	RON						3		
		1						12:55	FFF	15:35	1:40	30	4	47	3:20
2:50	47	1	1:25	16:05	FFF	17:30	AAA	18:00	FFF	19:20	1:20	30	4	47	2:40
3:40	47	1	1:50	19:50	FFF	20:40	RON						4		
		1						12:55	FFF	15:35	1:40	30	4	51	3:20
2:50	51	1	1:25	16:05	FFF	17:30	CCC	18:00	FFF	19:20	1:20	30	4	51	2:40
3:40	51	1	1:50	19:50	FFF	20:40	RON						4		

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB3	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
		1						7:00	QQQ	9:05	2:05	30	9	467	6:15
5:45	467	1	1:55	9:35	QQQ	11:30		12:05	CCC	14:40	2:35	30	9	467	7:45
8:30	467	1	2:50	15:10	CCC	17:00		17:35	FFF	20:30	1:55	30	9	467	5:45
6:15	467	1	2:05	21:00	FFF	22:05	RON						9		
		2						7:30	UUU	9:40	2:10	30	10	467	6:30
6:30	467	2	2:10	10:10	UUU	12:20		12:55	YYY	15:10	2:15	30	10	467	6:45
6:15	467	2	2:05	15:40	YYY	17:45		18:15	VVV	20:25	2:10	30	10	467	6:30
6:00	467	2	2:00	20:55	VVV	22:55	RON						10		
		1						7:00	PPP	9:00	2:00	30	9	351	6:00

Schedule Summary - Month 8

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS	Turn	AC #	DOW	Weekly Block Hours
5:30	351	1	1:50	9:30	PPP	11:20		11:55	WWW	14:00	2:05		30	9	351	6:15
5:00	351	1	1:40	14:30	WWW	16:10	EEE	16:40	WWW	18:10	1:30		30	9	351	4:30
5:30	351	1	1:50	18:40	WWW	20:30	RON							9		
		2						8:00	EEE	9:20	1:20		30	10	351	4:00
4:00	351	2	1:20	9:50	EEE	11:10		11:45	XXX	13:10	1:25		30	10	351	4:15
5:45	351	2	1:55	13:40	XXX	15:35	VVV	16:05	XXX	17:50	1:45		30	10	351	5:15
4:00	351	2	1:20	18:20	XXX	19:40	RON							10		

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB4	DEP	Dest	ARR	BH	OS	Turn	AC #	DOW	Weekly Block Hours
		1						7:00	AAA	9:20	2:20		30	12	47	4:40
5:10	47	1	2:35	9:50	AAA	12:25		13:00	XXX	14:45	1:45		30	12	47	3:30
3:10	47	1	1:35	15:15	XXX	16:50	RON							12		
		1						7:00	WWW	9:30	2:30		30	12	51	5:00
4:30	51	1	2:15	10:00	WWW	12:15		12:50	VVV	15:35	2:45		30	12	51	5:30
4:50	51	1	2:25	16:05	VVV	18:30	RON							12		

Totals

180:00	86	86 Weekly	86	86	175:45
	17	17 Peak Daily	17	17	

Block Hour Utilization

355:45	Weekly scheduled block hours
7:15	Average daily scheduled block hours (w/o spare)
7	Number of scheduled aircraft

System Departures

172	Weekly
34	Peak Day

Schedule Summary - Month 9

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS	Turn	AC #	DOW	Weekly Block Hours
		1						7:00	BBB	9:35	2:35		30	1	47	5:10
5:20	47	1	2:40	10:05	BBB	12:45		13:20	EEE	15:10	1:50		30	1	47	3:40
4:00	47	1	2:00	15:40	EEE	17:40		18:10	FFF	20:05	1:55		30	1	47	3:50
3:50	47	1	1:55	20:35	FFF	22:30	RON							1		
		1						7:00	BBB	9:35	2:35		30	1	561	7:45
8:00	561	1	2:40	10:05	BBB	12:45		13:20	AAA	16:00	2:40		30	1	561	8:00
8:30	561	1	2:50	16:30	AAA	19:20	RON							1		
		1						8:00	CCC	10:35	2:35		30	2	467	7:45
8:15	467	1	2:45	11:05	CCC	13:50	RON							2		
		1						8:00	EEE	10:50	1:50		30	2	51	3:40
4:00	51	1	2:00	11:20	EEE	12:20		12:50	FFF	14:45	1:55		30	2	51	3:50
3:50	51	1	1:55	15:15	FFF	17:10	RON							2		
Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB2	DEP	Dest	ARR	BH	OS	Turn	AC #	DOW	Weekly Block Hours
		1						7:00	AAA	10:10	2:10		30	3	45671	10:50
11:40	45671	1	2:20	10:40	AAA	12:00		12:35	BBB	15:35	2:00		30	3	45671	10:00
11:15	45671	1	2:15	16:05	BBB	17:20		17:55	CCC	21:05	2:10		30	3	45671	10:50
11:40	45671	1	2:20	21:35	CCC	22:55	RON							3		
		1						12:55	FFF	15:35	1:40		30	4	47	3:20
2:50	47	1	1:25	16:05	FFF	17:30	AAA	18:00	FFF	19:20	1:20		30	4	47	2:40
3:40	47	1	1:50	19:50	FFF	20:40	RON							4		
		1						12:55	FFF	15:35	1:40		30	4	51	3:20
2:50	51	1	1:25	16:05	FFF	17:30	CCC	18:00	FFF	19:20	1:20		30	4	51	2:40
3:40	51	1	1:50	19:50	FFF	20:40	RON							4		
		2						7:30	BCD	10:15	1:45		30	14	47	3:30
3:50	47	2	1:55	10:45	BCD	11:40		12:15	CDE	14:05	1:50		30	14	47	3:40
5:10	47	2	2:35	14:35	CDE	17:10	TTT	17:40	CDE	20:00	2:20		30	14	47	4:40
3:20	47	2	1:40	20:30	CDE	22:10	RON							14		
		2						7:30	DEF	9:20	1:50		30	14	51	3:40
4:20	51	2	2:10	9:50	DEF	12:00	TTT	12:30	DEF	14:30	2:00		30	14	51	4:00
3:20	51	2	1:40	15:00	DEF	16:40		17:15	PPP	19:05	1:50		30	14	51	3:40
3:30	51	2	1:45	19:35	PPP	21:20	RON							14		
Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB3	DEP	Dest	ARR	BH	OS	Turn	AC #	DOW	Weekly Block Hours
		1						7:00	QQQ	9:05	2:05		30	9	467	6:15
5:45	467	1	1:55	9:35	QQQ	11:30		12:05	CCC	14:40	2:35		30	9	467	7:45
8:30	467	1	2:50	15:10	CCC	17:00		17:35	FFF	20:30	1:55		30	9	467	5:45
6:15	467	1	2:05	21:00	FFF	22:05	RON							9		
		2						7:30	UUU	9:40	2:10		30	10	467	6:30
6:30	467	2	2:10	10:10	UUU	12:20		12:55	YYY	15:10	2:15		30	10	467	6:45
6:15	467	2	2:05	15:40	YYY	17:45		18:15	VVV	20:25	2:10		30	10	467	6:30
6:00	467	2	2:00	20:55	VVV	22:55	RON							10		
		1						7:00	PPP	9:00	2:00		30	9	351	6:00



Schedule Summary - Month 9

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB1	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
5:30	351	1	1:50	9:30	PPP	11:20		11:55	WWW	14:00	2:05	30	9	351	6:15
5:00	351	1	1:40	14:30	WWW	16:10	EEE	16:40	WWW	18:10	1:30	30	9	351	4:30
5:30	351	1	1:50	18:40	WWW	20:30	RON						9		
		2						8:00	EEE	9:20	1:20	30	10	351	4:00
4:00	351	2	1:20	9:50	EEE	11:10		11:45	XXX	13:10	1:25	30	10	351	4:15
5:45	351	2	1:55	13:40	XXX	15:35	VVV	16:05	XXX	17:50	1:45	30	10	351	5:15
4:00	351	2	1:20	18:20	XXX	19:40	RON						10		

Weekly Block Hours	DOW	Gate	BH	DEP	Orig	ARR	BB4	DEP	Dest	ARR	BH	OS Turn	AC #	DOW	Weekly Block Hours
		1						7:00	AAA	9:20	2:20	30	12	47	4:40
5:10	47	1	2:35	9:50	AAA	12:25		13:00	XXX	14:45	1:45	30	12	47	3:30
3:10	47	1	1:35	15:15	XXX	16:50	RON						12		
		1						7:00	WWW	9:30	2:30	30	12	51	5:00
4:30	51	1	2:15	10:00	WWW	12:15		12:50	VVV	15:35	2:45	30	12	51	5:30
4:50	51	1	2:25	16:05	VVV	18:30	RON						12		
		2						7:00	CCC	9:20	2:20	30	13	47	4:40
5:10	47	2	2:35	9:50	CCC	12:25		13:00	QQQ	15:35	2:35	30	13	47	5:10
2:50	47	2	1:25	16:35	QQQ	17:30	WWW	18:00	QQQ	19:25	1:25	30	13	47	2:50
4:40	47	2	2:20	19:55	QQQ	22:15	RON						13		
		2						7:00	YYY	9:35	2:35	30	13	51	5:10
2:30	51	2	1:15	10:05	YYY	11:20	XXX	11:50	YYY	13:10	1:20	30	13	51	2:40
4:40	51	2	2:20	13:40	YYY	16:00		16:35	BCD	18:50	2:15	30	13	51	4:30
4:40	51	2	2:20	19:20	BCD	21:40	RON						13		

Totals

228:00		110	110 Weekly	110	110	223:55
		23	23 Peak Daily	23	23	

Block Hour Utilization

451:55	Weekly scheduled block hours
7:10	Average daily scheduled block hours (w/o spare)
9	Number of scheduled aircraft

System Departures

220	Weekly
46	Peak Day

# **EXHIBIT T-2**

Breeze Aviation Group, Inc  
Exhibit T-2: Forecast Pre-Operating Cash Requirements

Months Pre-Launch	Inception Through <u>Launch -7</u>	<u>Launch -6</u>	<u>Launch -5</u>	<u>Launch -4</u>	<u>Launch -3</u>	<u>Launch -2</u>	<u>Launch -1</u>	<u>Total</u>
<u>Pre-Operating Expenses (Accrual)</u>								
Proving Runs	-	-	-	-	-	89,521	89,521	179,042
Salaries, Wages & Benefits	1,972,144	725,460	1,249,053	987,623	1,177,254	1,207,193	1,330,906	8,649,635
Facilities Rent	129,068	45,400	45,400	45,400	45,400	45,400	45,400	401,468
Aircraft Maintenance	-	-	-	-	-	35,500	35,500	71,000
Aircraft Rent	-	-	-	-	-	208,000	208,000	416,000
Depreciation & Amortization	-	-	5,892	10,982	18,389	26,909	36,020	98,192
Sales & Marketing	778	15,000	15,000	15,000	15,000	15,000	15,000	90,778
Consulting	1,578,983	100,000	100,000	100,000	100,000	100,000	100,000	2,178,983
Travel	202,648	30,000	30,000	30,000	30,000	30,000	30,000	382,648
Insurance	1,100	-	-	15,400	15,400	30,800	30,800	93,500
Recruiting	1,299	15,000	15,000	15,000	15,000	15,000	15,000	91,299
IT (non-capex)	96,546	250,000	250,000	250,000	250,000	250,000	250,000	1,596,546
<u>Other Operating Expenses</u>	<u>191,130</u>	<u>59,043</u>	<u>85,517</u>	<u>73,470</u>	<u>83,322</u>	<u>102,666</u>	<u>109,307</u>	<u>704,456</u>
Total Pre-Operating Expenses	4,173,696	1,239,903	1,795,862	1,542,875	1,749,765	2,155,990	2,295,455	14,953,546
<u>Other (Income) / Expense</u>								
Interest Expense	-	-	-	-	-	-	-	-
<u>Other Income</u>	<u>(31)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(31)</u>
Total Other Expense	(31)	-	-	-	-	-	-	(31)
Total Expenses	4,173,664	1,239,903	1,795,862	1,542,875	1,749,765	2,155,990	2,295,455	14,953,514
<u>Cash Adjustments</u>								
Depreciation & Other Non-Cash Expenses	(36,328)	(36,328)	(42,220)	(131,310)	(138,717)	(231,237)	(240,348)	(856,488)
<u>Other Working Capital Adjustment</u>	<u>4,050</u>	<u>(13,503)</u>	<u>(31,431)</u>	<u>(10,659)</u>	<u>(11,699)</u>	<u>(12,314)</u>	<u>(15,115)</u>	<u>(90,671)</u>
Pre-Operating Expenses - Cash Basis	4,141,386	1,190,072	1,722,211	1,400,906	1,599,350	1,912,438	2,039,991	14,006,355
<u>Capital Expenditures</u>								
Aircraft Pre-Delivery Deposits	10,345,167	967,686	969,288	970,890	1,062,780	1,182,195	2,249,781	17,747,787
Aircraft Induction	-	441,875	441,875	618,625	618,625	618,625	1,629,881	4,369,506
Leasehold Improvements	50,000	-	-	-	-	-	40,000	90,000
IT	-	61,553	84,455	122,623	189,418	212,319	212,319	882,687
Initial Provisioning	-	-	-	-	-	1,000,000	1,000,000	2,000,000
Ground Support Equipment & Station Open	-	-	-	-	-	500,000	500,000	1,000,000
<u>Other</u>	<u>-</u>	<u>2,000,000</u>	<u>100,000</u>	<u>100,000</u>	<u>1,100,000</u>	<u>100,000</u>	<u>1,500,000</u>	<u>4,900,000</u>
Total Capital Expenditures	10,395,167	3,471,115	1,595,618	1,812,138	2,970,823	3,613,139	7,131,981	30,989,981
Total Pre-Operating Cash Requirements	14,536,553	4,661,187	3,317,829	3,213,045	4,570,173	5,525,577	9,171,972	44,996,335
Cumulative Cash Requirements	14,536,553	19,197,739	22,515,569	25,728,613	30,298,786	35,824,363	44,996,335	

# **EXHIBIT T-3**

Breeze Aviation Group, Inc  
Exhibit T-3: Forecast Income Statement

Month of Launch	1	2	3	4	5	6	7	8	9	10	11	12	Total
<u>Operating Revenue</u>													
Passenger Revenue	-	-	-	706,595	1,536,433	2,196,321	2,545,436	4,292,974	5,193,471	6,383,441	7,861,380	10,609,280	41,325,331
Charter Revenue	336,000	774,900	1,377,600	2,116,800	2,142,000	2,192,400	2,268,000	2,343,600	2,419,200	2,494,800	2,520,000	2,520,000	23,505,300
Other Revenue	-	-	-	7,066	15,364	21,963	25,454	42,930	51,935	63,834	78,614	106,093	413,253
Total Operating Revenues	336,000	774,900	1,377,600	2,830,461	3,693,797	4,410,684	4,838,890	6,679,504	7,664,606	8,942,076	10,459,994	13,235,372	65,243,884
<u>Operating Expenses</u>													
Aircraft Fuel	72,390	162,878	289,560	659,255	892,702	1,111,716	1,219,219	1,628,438	1,787,932	2,094,293	2,372,106	2,983,596	15,274,084
Salaries, Wages & Benefits	1,332,198	1,462,096	1,582,611	1,852,178	2,039,561	2,234,047	2,348,470	2,598,242	2,725,235	2,979,812	3,351,004	3,917,917	28,423,370
Aircraft Rent	312,000	416,000	520,000	624,000	728,000	832,000	936,000	1,040,000	1,144,000	1,352,000	1,560,000	1,664,000	11,128,000
Aircraft Maintenance	42,600	95,850	170,400	381,534	512,227	634,861	695,023	924,115	1,013,468	1,184,965	1,340,531	1,682,815	8,678,389
Landing Fees, Ground Handling & Other AC	39,162	81,927	140,149	283,616	373,361	453,537	541,662	721,177	851,935	952,699	1,104,996	1,395,741	6,939,963
Depreciation & Amortization	116,917	130,034	144,376	169,369	205,202	250,891	289,017	319,393	367,099	405,177	452,834	504,996	3,355,303
Sales & Marketing	100,000	400,000	600,000	275,473	155,781	180,356	97,900	163,286	200,426	239,063	294,366	394,735	3,101,385
Other Operating Expenses	266,144	302,144	335,038	363,021	390,042	423,700	434,862	475,890	506,881	549,668	612,362	687,643	5,347,393
Total Operating Expenses	2,281,411	3,050,928	3,782,133	4,608,446	5,296,874	6,121,108	6,562,153	7,870,540	8,596,976	9,757,676	11,088,199	13,231,443	82,247,887
Operating Income (Loss)	(1,945,411)	(2,276,028)	(2,404,533)	(1,777,986)	(1,603,077)	(1,710,424)	(1,723,262)	(1,191,036)	(932,370)	(815,601)	(628,205)	3,929	(17,004,004)
<u>Other (Income) / Expense</u>													
Interest Expense	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Income	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Expense	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Income (Loss)	(1,945,411)	(2,276,028)	(2,404,533)	(1,777,986)	(1,603,077)	(1,710,424)	(1,723,262)	(1,191,036)	(932,370)	(815,601)	(628,205)	3,929	(17,004,004)

# **EXHIBIT T-4**

Breeze Aviation Group, Inc  
Exhibit T-4: Income Statement Assumptions

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Passenger Revenue:	\$	REDACTED	cents per RPM, ramp up over time
Charter Revenue:	\$	REDACTED	average per block hour, ramp up over time
Other Revenue:		1.0%	of passenger revenue
Aircraft Leases & Ownership:			Actual monthly rental on leased aircraft
Fuel Expense:	\$	2.00 635	per gallon average gallons burned per block hour
Salaries:	\$	69,000	average salary per FTE
Crew Payroll:	\$	365.73 \$ 154.69	cockpit expense per block hour cabin crew expense per block hour
Benefits:		27.0%	of salaries
Facilities Rent:	\$	45,400	per month
Maintenance:	\$	710	per block hour, excluding internal labor expenses
Insurance:	\$	7,000 \$ 1.00 10.0%	average hull insurance per aircraft per month passenger liability per 1,000 RPMs other insurance as a % of hull and passenger liability insurance
Catering:	\$	1.50	per passenger
Other Aircraft Services:	\$	0.06 \$ 4,000 \$ 125 \$ 30	per gallon into aircraft fuel charges deicing average per aircraft per month aircraft cleaning per aircraft per month cabin supplies per departure
Landing Fees:	\$	3.75	average per 1,000 lbs of MLW per landing
Ground Handling:	\$	550	per departure
Advertising	\$	1.25	per passenger
Credit Card Fees:		2.5%	of passenger revenue
Property Taxes:		1.0%	of aircraft value per year
Taxes:		0%	based off current and projected operating losses

# **EXHIBIT T-5**



Breeze Aviation Group, Inc  
Exhibit T-5: Statistics

<u>Month of Operation</u>	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>	<u>6</u>	<u>7</u>	<u>8</u>	<u>9</u>	<u>10</u>	<u>11</u>	<u>12</u>
Total Aircraft	3	4	5	6	7	8	9	10	12	14	17	19
Aircraft (In Service)	REDACTED											
Sched Serv Airports	-	-	-	4	4	4	6	13	18	18	20	20
Charter Departures	30	68	120	180	180	180	180	180	180	180	180	180
Sched Serv Departures	-	-	-	64	134	196	274	417	526	606	729	965
Charter Block Hours	REDACTED											
System Block Hours	REDACTED			537	721	894	979	1,302	1,427	1,669	1,888	2,370
System Gallons	36,195	81,439	144,780	329,628	446,351	555,858	609,609	814,219	893,966	1,047,146	1,186,053	1,491,798
Sched Serv Avg Stage Length	-	-	-	1,039	1,039	1,039	818	818	765	740	740	733
System ASMs	REDACTED											
Load Factor	0.0%	0.0%	0.0%	REDACTED								
Revenue Passengers	-	-	-	6,246	13,896	20,358	27,411	44,769	56,471	63,582	78,265	103,602
FTEs ex crews	177	188	195	205	214	225	233	238	244	257	288	322

# **EXHIBIT T-6**

Breeze Aviation Group, Inc  
Exhibit T-6: Balance Sheet After 12 Months

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	As of <u>Launch +11</u>
<u>Assets</u>	
<u>Current Assets</u>	
Cash & Cash Equivalents	(26,341,574)
Accounts Receivable	34,534,974
Prepaid Expenses	1,491,772
<u>Expendables</u>	<u>2,109,586</u>
Total Current Assets	11,794,758
<u>Fixed Assets</u>	
Aircraft Pre-Delivery Deposits	40,543,696
Aircraft and Other PP&E (net of depreciation)	228,508,547
<u>Other</u>	<u>3,328,000</u>
Total Fixed Assets	272,380,243
<u>Other Assets</u>	
Aircraft Option Fees	600,000
<u>Other Assets</u>	<u>-</u>
Total Other Assets	600,000
Total Assets	284,775,001
<u>Liabilities &amp; Equity</u>	
<u>Current Liabilities</u>	
Accounts Payable	481,008
Air Traffic Liability	34,534,974
<u>Current Portion of Notes Payable</u>	<u>19,470,995</u>
Total Current Liabilities	54,486,977
<u>Long-term Liabilities</u>	
Notes Payable and Lease Obligations	206,980,143
<u>Other</u>	<u>-</u>
Total Long-term Liabilities	206,980,143
Total Liabilities	261,467,120
<u>Equity</u>	
Owner's Equity	55,265,399
<u>Retained Earnings</u>	<u>(31,957,518)</u>
Total Equity	23,307,881
Total Liabilities & Equity	284,775,001

**Exhibit U**

*Response to §204.3(u)*

**Counterpart of Agreement 18900 (OST Form 4523)**



## U.S. Department of Transportation

Office of the Secretary of Transportation

## AGREEMENT

The undersigned carriers (hereinafter referred to as "the Carriers") hereby agree as follows:

1. Each of the Carriers shall, effective May 16, 1966, include the following in its conditions of carriage, including tariffs embodying conditions of carriage filed by it with any government:

"The Carrier shall avail itself of the limitation of liability provided in the Convention for the Unification of Certain Rules Relating to International Carriage by Air signed at Warsaw October 12th, 1929, or provided in the said Convention as amended by the Protocol signed at The Hague September 28th, 1955. However, in accordance with Article 22(1) of said Convention, or said Convention as amended by said Protocol, the Carrier agrees that, as to all international transportation by the Carrier as defined in the said Convention or said Convention as amended by said Protocol, which, according to the contract of Carriage, includes a point in the United States of America as a point of origin, point of destination, or agreed stopping place

- (1) The limit of liability for each passenger for death, wounding, or other bodily injury shall be the sum of US \$75,000 inclusive of legal fees and costs, except that, in case of a claim brought in a State where provision is made for separate award of legal fees and costs, the limit shall be the sum of US \$58,000 exclusive of legal fees and costs.
- (2) The Carrier shall not, with respect to any claim arising out of the death, wounding, or other bodily injury of a passenger, avail itself of any defense under Article 20(1) of said Convention or said Convention as amended by said Protocol.

Nothing herein shall be deemed to affect the rights and liabilities of the Carrier with regard to any claim brought by, on behalf of, or in respect of any person who has willfully caused damage which resulted in death, wounding, or other bodily injury of a passenger."

2. Each Carrier shall, at the time of delivery of the ticket, furnish to each passenger whose transportation is governed by the Convention, or the Convention as amended by the Hague Protocol, and by the special contract described in paragraph 1, the following notice, which shall be printed in type at least as large as 10 point modern type and in ink contrasting with the stock on (i) each ticket; (ii) a piece of paper either placed in the ticket envelope with the ticket or attached to the ticket; or (iii) on the ticket envelope:

"ADVICE TO INTERNATIONAL PASSENGER ON LIMITATION OF LIABILITY

Passengers on a journey involving an ultimate destination or a stop in a country other than the country of origin are advised that the provisions of a treaty known as the Warsaw Convention may be applicable to the entire journey, including any portion entirely within the country of origin or destination. For such passengers on a journey to, from, or with an agreed stopping place in the United States of America, the Convention and special contracts of carriage embodied in applicable tariffs provide that the liability of

[certain ]\*  
[(name of carrier) and certain other] carriers parties to such special contracts for death of or personal injury to passengers is limited in most cases to proven damages not to exceed US \$75,000 per passenger, and that this liability up to such limit shall not depend on negligence on the part of the carrier. For such passengers traveling by a carrier not a party to such special contracts or on a journey not to, from, or having an agreed stopping place in the United States of America, liability of the carrier for death or personal injury to passengers is limited in most cases to approximately US \$10,000 or US \$20,000.

The names of Carriers parties to such special contracts are available at all ticket offices of such carriers and may be examined on request.

Additional protection can usually be obtained by purchasing insurance from a private company. Such insurance is not affected by any limitation of the carrier's liability under the Warsaw Convention or such special contracts of carriage. For further information please consult your airline or insurance company representative."

3. [This Agreement was filed with the Civil Aeronautics Board of the United States. The Board approved it by Order E-23680, adopted May 13, 1966. The Agreement (Agreement 18900) became effective May 16, 1966. On January 1, 1985, this Agreement became the responsibility of the Department of Transportation (DOT) by operation of law.]

4. This Agreement may be signed in any number of counterparts, all of which shall constitute one Agreement. Any Carrier may become a party to this Agreement by signing a counterpart hereof and depositing it with DOT.

5. Any Carrier party hereto may withdraw from this Agreement by giving twelve (12) months' written notice of withdrawal to DOT and the other Carriers parties to the Agreement.

(Signature and Date) THOMAS R. ANDERSON 13 Jan 2002

(Printed Name and Title) THOMAS R. ANDERSON COO

(Name and Address of Carrier) BARBER AVIATION GROUP

23 OLD KING HWY S Suite 202

PARLIN, CT 06870

\*Either alternative may be used.

**Exhibit V**

*Response to §204.3(v)*

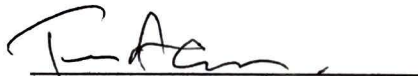
**Certification**

# AFFIDAVIT

STATE OF UTAH

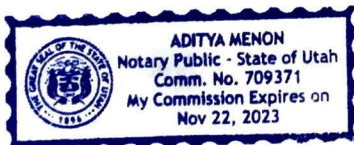
COUNTY OF SALT LAKE

Pursuant to Title 18 United States Code Section 1001, I, Tom Anderson  
in my individual capacity and as the authorized representative of the applicant, have  
not in any manner knowingly and willfully falsified, concealed or covered up any  
material fact or made any false, fictitious, or fraudulent statement or knowingly used  
any documents which contain such statements in connection with the preparation,  
filing or prosecution of the application. I understand that an individual who is found  
to have violated the provisions of 18 U.S.C. Section 1001 shall be fined nor  
more than \$10,000 or imprisoned not more than five years, or both.



Tom Anderson  
Chief Operating Officer

Subscribed and sworn to before me this 5<sup>TH</sup> day of FEBRUARY, 2020.



**Exhibit 1: Breeze Aviation Group, Inc. Articles of Incorporation**



# Delaware

The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BREEZE AVIATION GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2017, AT 4:15 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.*

  
Jeffrey W. Bullock, Secretary of State

6522585 8100  
SR# 20175896750

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203123833  
Date: 08-25-17

**CERTIFICATE OF INCORPORATION**  
**OF**  
**BREEZE AVIATION GROUP, INC.**

**ARTICLE I**

The name of the corporation is **Breeze Aviation Group, Inc.** (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is to be located at 251 Little Falls Drive, New Castle County, Wilmington, Delaware 19808-1674. The name of its Registered Agent at such address is Corporation Service Company.

**ARTICLE III**

The Corporation may engage in any activity or business permitted under the laws of the United States and the General Corporation Law of Delaware.

**ARTICLE IV**

The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock with a par value of \$.01 per share.

**ARTICLE V**

The name of the Incorporator is Debra Palmisano and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Miami, FL 33131.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

**ARTICLE VII**

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under §174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. It is the intent that this provision be

interpreted to provide the maximum protection against liability afforded to directors under the Delaware General Corporation Law in existence either now or hereafter.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the bylaws of the Corporation may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

#### **ARTICLE IX**

Unless otherwise provided by law, the bylaws of the Corporation may be altered, amended or repealed, in whole or in part, or new bylaws may be adopted by the affirmative vote of a majority of the directors in office or the affirmative vote of holders of a majority of the shares entitled to vote on the matter.

#### **ARTICLE X**

The Corporation is to have perpetual existence.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does hereby make, file and record this Certificate, and does certify that the facts herein stated are true, and has accordingly hereunto set her hand this 25<sup>th</sup> day of August, 2017.

/s/ Debra Palmisano \_\_\_\_\_  
Debra Palmisano  
Incorporator

**Exhibit 2: Breeze Aviation Group, Inc. Sole Shareholder Consent**

**WRITTEN CONSENT  
OF THE SOLE STOCKHOLDER OF  
BREEZE AVIATION GROUP, INC.**

June 28, 2019

Pursuant to Section 228 of the Delaware General Corporation Law (the “**DGCL**”), the undersigned, the sole stockholder (the “**Stockholder**”) of Breeze Aviation Group, Inc., a Delaware corporation (the “**Company**”), acting by written consent does hereby consent to the adoption of the following resolutions, such resolutions to have the same force and effect as if they had been adopted at a duly called and held meeting of the Stockholder and directs that a copy of this Written Consent be filed with the minutes of the proceedings of the Company.

**ADOPTION OF BYLAWS**

**WHEREAS**, the Company was incorporated on August 25, 2017 and has been operating its business without formal bylaws;

**WHEREAS**, the Stockholder has determined it to be advisable and in the best interests of the Company to adopt and approve Bylaws of the Company, in the form attached hereto as Exhibit A (the “**Bylaws**”).

**NOW, THEREFORE, BE IT RESOLVED**, that the Stockholder hereby adopts and approves the Bylaws.

**DIRECTOR ELECTION**

**RESOLVED**, that the Stockholder hereby ratifies, acknowledges, and agrees that the sole current director of the Company is David Gary Neeleman.

**RATIFICATION OF PRIOR ACTIONS**

**WHEREAS**, the Stockholder has determined it to be advisable and in the best interests of the Company to authorize, approve and ratify any and all actions of the director (“**Corporate Actions**”) heretofore taken in good faith by, or on behalf of, the Company since the Company’s date of incorporation and any and all transactions by the director of the Company by, or on behalf of, the Company since the Company’s date of incorporation.

**NOW, THEREFORE, BE IT RESOLVED**, that all Corporate Actions taken in good faith by, or on behalf of, the Company, including actions taken by the director of the Company (whether or not at such time such director was formally elected), and any and all transactions, through the date hereof be, and hereby are, authorized, approved, confirmed, and ratified as the authorized acts of the Company.

## **GENERAL AUTHORITY AND RATIFICATION**

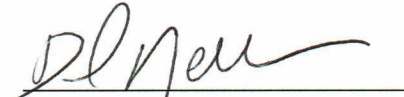
**RESOLVED**, that the authorized officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name of and behalf of the Company or otherwise, to take any and all such further action and to do any and all such things, including without limitation the execution and delivery of all such further agreements, documents, certificates, instruments, and undertakings in the name and on behalf of the Company, and to incur such fees and expenses, as in the judgment of any authorized officer may be deemed necessary, desirable or advisable to carry out or fulfill the purposes and intent of the foregoing resolutions; and further

**RESOLVED**, that all actions previously taken by any officer or director of the Company in connection with the transactions contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed and approved in all respects, with full force and binding effect on the Company as the acts and deeds of the Company.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned consent to the actions described herein.

**SOLE STOCKHOLDER:**

  
\_\_\_\_\_  
David Gary Neeleman

**Exhibit 3: Breeze Aviation Group, Inc. By-Laws**



**BY-LAWS  
OF  
BREEZE AVIATION GROUP, INC.**

**ARTICLE I  
Meetings of Stockholders**

Section 1.1 Annual Meetings. If required by applicable law, an annual meeting of stockholders shall be held for the election of directors at such date, time and place, if any, either within or without the State of Delaware, as may be designated by resolution of the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2 Special Meetings. Special meetings of stockholders for any purpose or purposes may be called at any time by the Board of Directors, but such special meetings may not be called by any other person or persons. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given that shall state the place, if any, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the certificate of incorporation or these by-laws, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the corporation.

Section 1.4 Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.5 Quorum. Except as otherwise provided by law, the certificate of incorporation of these by-laws, at each meeting of stockholders the presence in person or by proxy of the holders of a majority in voting power of the outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the stockholders so present may, by a majority in voting power thereof, adjourn the meeting from time to time in the manner provided in Section 1.4 of these by-laws until a quorum shall attend. Shares of its own stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, shall neither be entitled to vote nor



be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the corporation or any subsidiary of the corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6 Organization. Meetings of stockholders shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in his or her absence by the President, or in his or her absence by a Vice President, or in the absence of the foregoing persons by a chairperson designated by the Board of Directors, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7 Voting; Proxies. Except as otherwise provided by or pursuant to the provisions of the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of stockholders need not be by written ballot. At all meetings of stockholders for the election of directors at which a quorum is present a plurality of the votes cast shall be sufficient to elect. All other elections and questions presented to the stockholders at a meeting at which a quorum is present shall, unless otherwise provided by the certificate of incorporation, these by-laws, the rules or regulations of any stock exchange applicable to the corporation, or applicable law or pursuant to any regulation applicable to the corporation or its securities, be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock of the corporation which are present in person or by proxy and entitled to vote thereon.

Section 1.8 Fixing Date for Determination of Stockholders of Record. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date: (1) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting; (2) in the case of determination of stockholders entitled to express consent to corporate action in writing without a meeting, shall not be more than ten (10) days from the date upon which the resolution fixing the record date is adopted by the Board of



Directors; and (3) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by law, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 1.9 List of Stockholders Entitled to Vote. The officer who has charge of the stock ledger shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting at least ten (10) days prior to the meeting (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting or (ii) during ordinary business hours at the principal place of business of the corporation. The list of stockholders must also be open to examination at the meeting as required by applicable law. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Section 1.9 or to vote in person or by proxy at any meeting of stockholders.

Section 1.10 Action By Written Consent of Stockholders. Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which minutes of proceedings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by law, be given to those stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the corporation.



Section 1.11 Inspectors of Election. The corporation may, and shall if required by law, in advance of any meeting of stockholders, appoint one or more inspectors of election, who may be employees of the corporation, to act at the meeting or any adjournment thereof and to make a written report thereof. The corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (i) ascertain the number of shares of capital stock of the corporation outstanding and the voting power of each such share, (ii) determine the shares of capital stock of the corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares of capital stock of the corporation represented at the meeting and such inspectors' count of all votes and ballots. Such certification and report shall specify such other information as may be required by law. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the corporation, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for an office at an election may serve as an inspector at such election.

Section 1.12 Conduct of Meetings. The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the person presiding over any meeting of stockholders shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding person, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the presiding person of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders of record of the corporation, their duly authorized and constituted proxies or such other persons as the presiding person of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof, and (v) limitations on the time allotted to questions or comments by participants. The presiding person at any meeting of stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, such presiding person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.



## **ARTICLE II**

### **Board of Directors**

Section 2.1 Number; Qualifications. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. Directors need not be stockholders.

Section 2.2 Election; Resignation; Vacancies. The Board of Directors shall initially consist of the persons named as directors in the certificate of incorporation or elected by the incorporator of the corporation, and each director so elected shall hold office until the first annual meeting of stockholders or until his or her successor is duly elected and qualified. At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors each of whom shall hold office for a term of one year or until his or her successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. Any director may resign at any time upon notice to the corporation. Unless otherwise provided by law or the certificate of incorporation, any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of stockholders, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified.

Section 2.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 2.4 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the President, any Vice President, the Secretary, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

Section 2.5 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.6 Quorum Vote Required for Action. At all meetings of the Board of Directors the directors entitled to cast a majority of the votes of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation, these by-laws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.



Section 2.7 Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in his or her absence by the President, or in their absence by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8 Action by Unanimous Consent of Directors. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.

### **ARTICLE III**

#### **Committees**

Section 3.1 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

Section 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these by-laws.

### **ARTICLE IV**

#### **Officers**

Section 4.1 Executive Officers; Election; Qualifications; Term of Office, Resignation; Removal; Vacancies. The Board of Directors shall elect a Chief Executive Officer and a Secretary, and it may, if it so determines, choose a Chairperson of the Board and a Vice Chairperson of the Board from among its members. The Board of Directors may also choose one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as it shall from time to time deem necessary or desirable. Each such officer shall hold office until the first meeting of the Board of Directors



after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.2 Powers and Duties of Executive Officers. The officers of the corporation shall have such powers and duties in the management of the corporation as may be prescribed in a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

Section 4.3 Appointing Attorneys and Agents; Voting Securities of Other Entities. Unless otherwise provided by resolution adopted by the Board of Directors, the Chairperson of the Board, the President or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation or other entity, or to consent in writing, in the name of the corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper. Any of the rights set forth in this Section 4.3 which may be delegated to an attorney or agent may also be exercised directly by the Chairperson of the Board, the President or the Vice President.

## **ARTICLE V**

### **Stock**

Section 5.1 Certificates. Every holder of stock shall be entitled to have a certificate signed by or in the name of the corporation by the Chairperson or Vice Chairperson of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the corporation certifying the number of shares owned by such holder in the corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.



Section 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

## **ARTICLE VI**

### **Indemnification**

Section 6.1 Right to Indemnification. The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the corporation.

Section 6.2 Prepayment of Expenses. The corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VI or otherwise.

Section 6.3 Claims. If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article VI is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 6.4 Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article VI shall not be exclusive of any other rights which such Covered Person may have or



hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.5 Other Sources. The corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 6.6 Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 6.7 Other Indemnification and Prepayment of Expenses. This Article VI shall not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

## **ARTICLE VII**

### **Miscellaneous**

Section 7.1 Fiscal Year. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

Section 7.2 Seal. The corporate seal shall have the name of the corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3 Manner of Notice. Except as otherwise provided herein or permitted by applicable law, notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the corporation. Notice to directors may be given by telecopier, telephone or other means of electronic transmission.

Section 7.4 Waiver of Notice of Meetings of Stockholders, Directors and Committees. Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in a waiver of notice.

Section 7.5 Form of Records. Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 7.6 Amendment of By-Laws. These by-laws may be altered, amended or repealed, and new by-laws made, by the Board of Directors, but the stockholders may make additional by-laws and may alter and repeal any by-laws whether adopted by them or otherwise.

MIA 186056145v1

**Exhibit 4: PDP-BFE Financing Facility**

**[Confidential]**

**REDACTED**

**Exhibit 5: GECAS Financing**

**[Confidential]**

**REDACTED**

**Exhibit 6: Azul-Breeze LOI**

**[Confidential]**

**REDACTED**



## **Exhibit 7: Financing Plan / Proof of Funds Available**

As set forth in Exhibit 7-1, Breeze estimates its capital requirements under the Department's financial fitness test will be \$65.6 million. This represents three months of regular operations at an estimated cost of \$20.6 million and estimated pre-operating costs of \$45 million. Of those pre-operating costs, \$17.2 million already have been incurred. *See* Exhibit T-2. These expenses and capital expenditures have been paid with the more than \$15 million in capital contributions from Mr. Neeleman and by accessing the PDP-BFE Financing Facility for approximately \$2.6 million.<sup>5</sup> *See* Exhibit 7-2 (stating Mr. Neeleman's prior commitment of more than \$15 million); Exhibit 7-1 (stating that debt issuance to date is \$2,555,800). The latter amount represents the first payments on the Pre-Delivery Deposits on Breeze's first A220 aircraft. Accordingly, approximately \$48.4 million of the initial capital requirements remain to be paid.

Breeze has access to more than ample funds to pay for those expenses. Of the remaining start-up expenses, an additional \$7.7 million in Pre-Delivery Deposits will be paid through the PDP-BFE Financing Facility,<sup>6</sup> leaving \$40.7 million to be funded through future equity contributions. Mr. Neeleman has pledged more than \$50 million of his personal assets to fund Breeze's launch and initial expansion. *See* Exhibit 7-2. He has ample assets to fulfill this commitment.

Mr. Neeleman is submitting third-party verification of the funds available from his holdings in the common and preferred stock of Azul S.A., which is publicly traded and liquid. A portion of Mr. Neeleman's holdings are owned through Bradesco, one of Brazil's largest banks and financial institutions. Bradesco has submitted a letter verifying that its holds 1,737,893 preferred shares and 622,406,638 common shares in the name of Mr. Neeleman.<sup>7</sup> *See* Exhibit 7-3. Azul's preferred shares are publicly traded and liquid. The common shares are freely convertible into preferred shares at the ratio of 75 to 1.<sup>8</sup> For the purpose of demonstrating Breeze's financial fitness, Breeze submits that less than half of Mr. Neeleman's common shares need to be considered to demonstrate that he has sufficient funds to meet his commitment.

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<sup>5</sup> Breeze had more than \$3 million of cash on its balance sheet as of year end 2019. *See* Exhibit K.

<sup>6</sup> *See* Exhibit 7-1 (stating Net Future Debt Committed through start-up is \$7,736,109).

<sup>7</sup> The Bradesco letter also lists shares held in the name of Saleb II Founder I LLC ("Saleb II"). Mr. Neeleman owns and controls all of Saleb II, but he is not relying on the value of the shares held by Saleb II to meet his financing commitment.

<sup>8</sup> *See* Azul S.A., Form 20-F, U.S. Securities & Exchange Commission (Apr. 30, 2019) at 129 ("Holders of our common shares that are fully paid-in may convert them into preferred shares, at the ratio of 75.0 common shares for 1.0 preferred share pursuant to our bylaws."); *see also id.* at 115 (disclosing Mr. Neeleman's ownership of Azul common and preferred shares).

Share Class held by Mr. Neeleman	Shares	Preferred Share Equivalent	Preferred Share Price <sup>9</sup>	Value
Azul Preferred Shares	1,737,893	1,737,893	\$13.79	\$23,970,489
Azul Common Shares (50% of Holdings in Mr. Neeleman's name)	311,203,319	4,149,378 <sup>10</sup>	\$13.79	\$57,231,722
<b>Total</b>				<b>\$81,202,211</b>

These committed financial assets represent a substantial margin of safety above the required amount. A summary of the required funds is attached as Exhibit 7-1.

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<sup>9</sup> Market price in U.S. dollars as of February 6, 2020.

<sup>10</sup> Reflects the conversion of common shares into preferred shares at the ratio of 75:1.

# **EXHIBIT 7-1**

Breeze Aviation Group, Inc  
Exhibit 7-1: Financing Plan

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12 Month Total Operating Expenses	\$	82,247,887
Reserve = 1/4 of 12 Month Operating Expenses	\$	20,561,972

Start-up Expenses

Pre-Operating Expenses (Cash)	\$	14,006,355
Aircraft Deposits	\$	17,747,787
<u>Property &amp; Facilities</u>	\$	<u>13,242,194</u>
Total Start-up Expenses	\$	44,996,335

Financing

Equity Contributions to Date	\$	14,597,493
Future Equity Committed	\$	40,667,906
Debt Issuance to Date	\$	2,556,800
<u>Net Future Debt Committed through start-up</u>	\$	<u>7,736,109</u>
Total Financing	\$	65,558,307

Funds Remaining	\$	-
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# **EXHIBIT 7-2**

David G. Neeleman  
**REDACTED**

January 22, 2020

Ms. Lauralyn J. Remo  
Chief, Air Carrier Fitness Division  
Office of Aviation Analysis  
Department of Transportation  
1200 New Jersey Ave. SE  
Washington, DC 20590

RE: Financial Support for Scheduled Operations

Dear Ms. Remo,

I am writing this letter in support of the application for Breeze Aviation Group, Inc. to obtain approval as a scheduled service carrier. Breeze Aviation was formed in 2017. Since that time, I have contributed into the airline cash in excess of \$15 million.

I am prepared to commit to loan or invest up to an additional \$50 million to cover any operating expenses of the airline as needed as it enters scheduled service. I am attaching bank verification letters showing that I have sufficient financial capability to make this commitment.

Sincerely,

A handwritten signature in dark ink, appearing to read 'D. Neeleman', with a stylized, flowing script.

David G. Neeleman  
CEO  
Breeze Aviation Group, Inc.

# **EXHIBIT 7-3**

*I, Maria Cláudia Santos Ribeiro Ratto, certified public translator, duly admitted and sworn by the Commercial Registry of the State of São Paulo, Brazil, hereby certify that a document was submitted to me, written in Portuguese, the translation of which is as follows:*

Logo of Bradesco

**CONFIDENTIAL**

Osasco, January 31, 2020.

To

AZUL S.A

Ms. Gabriela Assis

Re.: Declaration – Shareholding Structure

Dear all,

Banco Bradesco S.A, a Financial Institution Depositary of Book-Entry Shares authorized by the CVM - Brazilian Securities Commission, by means of Declaratory Act No. 32 of May 25, 1979, DECLARES that on January 31, 2020, there is a record in the book-entry shares register of AZUL S.A of 1,737,893 preferred shares and 622,406,638 common shares in the name of David Gary Neeleman, enrolled with the Individual Taxpayers Register [CPF]: 744.573.731-68, and 3.353.111 preferred shares in the name of Saleb II Founder I LLC, enrolled with the National Corporate Taxpayers Register [CNPJ]: 009.374.308/0001-71.

Very truly yours

(sgd)

110.089 – Marcelo Ronaldo Poli

(sgd)

157.592 - Carlos Augusto Dias Pereira

BANCO BRADESCO S.A.

Shares and Custody Department

Bradesco Fone Fácil Hotline: 4002 0022

Capital cities and metropolitan regions/0800 570 002 2 – Other regions

Service 24 hours, 7 days a week.

Consultation, Information and Transaction Services.

Service Center (SAC) – Alô Bradesco: – 0800 704 8383

Hearing or Speaking Impaired: – 0800 722 0099

Service 24 hours, 7 days a week.

Complaints, cancellations and general information.

Ombudsman's Office – 0800 727 9933

Service from Monday through Friday from 8 a.m. to 6 p.m., except for holidays.

If You are not satisfied with the solution presented, please contact the Ombudsman's Office.



*'This document was classified by the Shares and Custody Department, and the access is authorized exclusively to the addressee of this correspondence.'*

IN WITNESS WHEREOF I set my hand and seal to this translation.

São Paulo, February 3, 2020

Receipt No. 18653

  
MARIA CLÁUDIA SANTOS RIBEIRO RATTO  
Tradutora Pública

Osasco, 31 de janeiro de 2020.

À  
AZUL S.A  
Srta. Gabriela Assis

Ref.: Declaração – Posição Acionária

Prezados,

O Banco Bradesco S.A, Instituição Financeira Depositária de Ações Escriturais autorizada pela CVM – Comissão de Valores Mobiliários, por meio do Ato Declaratório n.º 32, de 25 de maio de 1979, DECLARA estar registrado, em 31.01.2020, nos livros de registros de ações escriturais da AZUL S.A 1.737.893 ações preferenciais e 622.406.638 ações ordinárias em nome de David Gary Neeleman CPF: 744.573.731-68 e 3.353.111 ações preferenciais em nome de Saleb II Founder I LLC CNPJ: 009.374.308/0001-71.

Atenciosamente,

110.089 - Marcelo Ronaldo Poli

BANCO BRADESCO S.A.  
Departamento de Ações e Custódia

110.089 - Marcelo Ronaldo

167.592 - Carlos Augusto Dias Pereira

Fone Fácil Bradesco – 4002 0022  
Capitais e regiões metropolitanas/  
0800 570 002 2- Demais regiões  
Atendimento 24 horas, 7 dias por semana.  
Consultas, Informações e Serviços Transacionais.

SAC – Alô Bradesco – 0800 704 8383  
Deficiência Auditiva ou de Fala – 0800 722 0099  
Atendimento 24 horas, 7 dias por semana.  
Reclamações, Cancelamentos e Informações Gerais.

Ouvidoria – 0800 727 9933  
Atendimento de segunda a sexta-feira das 8h às 18h, exceto feriados  
Se não ficar satisfeito com a solução apresentada, contate a Ouvidoria.

"Este documento foi classificado pelo Departamento de Ações e Custódia e, o acesso está autorizado, exclusivamente, ao destinatário desta correspondência."

C 3 FEV 2020 1 5 2 7 2 4

MARIA CLÁUDIA SANTOS RIBEIRO RATTO  
Tradutora Pública  
Intérprete Comercial  
São Paulo

## CERTIFICATE OF SERVICE

I hereby certify that I have on this 7th day of February, 2020 served the foregoing Application of Breeze Aviation Group, Inc. for interstate scheduled air transportation authority via email submission on the following:

robert.wirick@aa.com  
abigail.donavan@aa.com  
dan.weiss@united.com  
steve.morrissey@united.com  
abried@jenner.com  
alex.krulic@delta.com  
chris.walker@delta.com  
steven.seiden@delta.com  
bob.kneisley@wnco.com  
leslie.abbott@wnco.com  
dheffernan@cozen.com  
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brett.kruger@dot.gov  
damon.walker@dot.gov  
cindy.a.robertson@faa.gov  
info@airlineinfo.com

/s/ Erin Combs  
Erin Combs