



**U.S. Department
of Transportation**

1200 New Jersey Avenue, S.E.
Washington, D.C. 20590

Office of the Secretary
of Transportation

July 22, 2020

Mr. John R. Mietus, Jr.
Law Office of John Mietus, LLC
12505 Park Potomac Ave 6th Floor
Potomac, MD 20854

RE: Docket DOT-OST-2020-0098
Joint application of Miami Air International Inc. (Chapter 7 Debtor) and Miami Air International Inc. (Delaware corporation)
for transfer of certificate authority under 49 U.S.C. § 41105

Dear Mr. Mietus:

We have completed our initial review of the joint application filed pursuant to 49 U.S.C. § 41105 by Miami Air International, Inc., a Florida corporation and Chapter 7 Debtor, by and through its Bankruptcy Trustee ("MAFL"), and Miami Air International, Inc., a Delaware corporation ("Miami Air"), for transfer of the certificates of public convenience and necessity for interstate and foreign charter air transportation issued to MAFL by Orders 91-10-50, 91-9-42, and 91-8-53 to Miami Air.

This review has revealed the need for additional and/or clarifying information before we can complete processing of Miami Air's application. The attached Information Request lists the areas where further and/or clarification information is necessary. I ask that you respond fully to this request within 30 days of the date of this letter. You may upload your response via the web at www.regulations.gov, or you may mail your response to U.S. Department of Transportation, Docket Operations, West Building, Ground Floor, (M-30, Room W12-140), 1200 New Jersey Avenue, S.E., Washington, D.C. 20590. In either case, your response should be filed in Docket DOT-OST-2020-0098.

As is the Department's practice, further processing of Miami Air's application will be deferred pending receipt of this material. In addition, please remember that Miami Air should promptly provide the Department with any information regarding changes it may undergo in areas affecting its fitness (*i.e.*, management, operating plans or financial condition, compliance disposition, or ownership) while its application is under review by the Department.

Thank you for your cooperation in this matter. If you have any questions regarding this letter or the requested information, please feel free to contact my staff Jerish Varghese at 202-366-1047 or by email at jerish.varghese@dot.gov.

Sincerely,

Lauralyn J. Remo
Associate Director, Air Carrier Fitness Division
Office of Aviation Analysis

cc: Docket DOT-OST-2020-0098

Stanley R. Crum, Stanley
Principal Operations Inspector, FAA

MIAMI AIR INTERNATIONAL, INC.
REQUEST FOR INFORMATION

GENERAL

1. In the application, Miami Air states that Mr. Tomas Romero, the owner of Caribbean Sun Airlines, Inc. ("CSA"), successfully bid for certain MAFL assets, including the DOT certificates held by MAFL, and that Mr. Romero and the trustee for MAFL entered into an Asset Purchase Agreement dated May 20, 2020. Consequently, the Bankruptcy Court approved Miami Air's purchase by Order dated May 29, 2020. In this regard, we ask that you provide the following:
 - a. Was the Asset Purchase Agreement finalized and executed, with the remaining \$2.7 million paid by Miami Air for the assets of MAFL?
 - b. Please confirm the source of the funds used to purchase MAFL's assets.
2. Please submit a revised Citizenship Affidavit that includes the following: *"That [applicant's name] is a citizen of the United States within the meaning of 49 U.S.C. 40102(a)(15)."*
3. Section 41113 of the Statute requires certificated air carriers to develop and submit to the Department and the National Transportation Safety Board a plan ("accident plan") to address the needs of families of passengers and other victims involved in any aircraft accident involving an aircraft of the air carrier and resulting in major loss of life. Section 41113(c) prohibits the Department from approving an application for a certificate unless the applicant has filed an accident plan that meets the requirements of section 41113(b). As a result, the Department will not be able to issue a final order regarding Miami Air certification until this requirement has been met. Therefore we ask that Miami Air promptly file a copy of its accident plan in the public docket established for these plans (Docket OST-96-1960), submit the required copy of this plan to the National Transportation Safety Board, and, at the same time, file a notice in Docket DOT-OST-2020-0098 stating that it has complied with the Accident Plan requirements.
4. Section 243.13 requires each certificated air carrier to file a brief statement summarizing how it will collect the passenger manifest information and transmit it to the Department of State following an aviation disaster. If the applicant does not intend to operate any covered flight segments in the foreseeable future, the applicant must file a statement so stating and also stating that the applicant will not operate any covered flight segment unless it has filed the summary required by section 243.13. Therefore, we ask Miami Air to promptly file a copy of its passenger manifest plan in the public docket established for these plans (Docket OST-98-3305) and file a statement in docket DOT-OST-2020-0098 confirming that it has complied with the requirements of Part 243.

KEY PERSONNEL

5. For the following individuals, please submit revised resumes that include their address and phone numbers, and a description of responsibilities for each position held: Messrs. Tomas Romero, Armando Martinez, Iraq Pacheco, Al Arias, Patrick Joseph, John Valentine, Daniel Sweitzer, Nelson Gonzalez, Bruce Embree and Dustin Quiel. In addition, we ask that you also include compliance information for each individual as required by sections 204.3 (l), (m), (o), (p), and (q) of our rules.

6. In the application, Miami Air states that Messrs. Tomas Romero, Iraq Pacheco, and Al Arias hold the same officer positions at CSA. Please state how each will divide their time between Miami Air and CSA.

FINANCIAL POSITION AND OPERATING PLANS

7. For all relevant corporations¹, please provide –
- a. Balance sheet and income statement for each relevant corporation, for the 3 most recent calendar or fiscal years, and a most recent within 3 months of the date of the filing of application reflecting the financial condition and results of operations of the enterprises. Please include all footnotes applicable to the financial statements, including a statement as to whether the documents were prepared in accordance with Generally Accepted Accounting Principles, a description of the significant accounting policies of each relevant corporation, such as for depreciation, amortization of intangibles, overhauls, unearned revenues, and cost capitalization, accompany a statement of significant events occurring subsequent to the most recent balance sheet date for each relevant corporation; and a statement identifying the person who has prepared the financial statements, his or her accounting qualifications, and any affiliation he or she has with the applicant.
8. Statements which include a description of the following:
- a. Any liens or encumbrances against any of the applicant's or any relevant corporation's assets, including those pledged as collateral for any outstanding obligations.
 - b. Any major commitments into which the applicant or any relevant corporation has entered during the past 6 months or proposes to enter into during the next 6 months, including bank or other institutional financing, private financing, issuance of bonds or stock in the applicant, or major contracts to perform services.
 - c. Any transactions in which the applicant or any relevant corporation sold or exchanged any major assets (aircraft, land, buildings, etc.) during the past 6 months, or plans to sell or exchange within the next 6 months, including how any funds realized from those transactions were, or are intended to be, used.
 - d. Any liabilities of the applicant or any relevant corporation that are more than 60 days past due at the time of the application, including the amount and the circumstances under which they are past due and will be paid.

¹ "Relevant corporation" includes the applicant, any predecessor of the applicant (including any company whose operations were acquired by, or merged with, the applicant); any company in which the directors, principal officers or owners have or once had a substantial interest, or any organization which has a significant financial or managerial influence on the applicant, e.g., (1) a parent corporation; (2) any entity that holds more than 50 percent of the outstanding voting stock of the applicant; (3) any entity that holds between 20 and 50 percent of such stock and which has significant influence over the applicant as indicated, for example, by at least a 25 percent representation on the board of directors, participation in policy-making processes, substantial inter-company transactions, or managerial personnel with common responsibilities in both companies; and (4) any subsidiary of the applicant.

- e. Any contingent liabilities that may have an effect on the applicant's or any relevant corporation's financial posture (e.g., lawsuits, pending judgments), including plans to meet those obligations.
 - f. Any events that occurred after the preparation of the most recent financial statements that may have a significant impact on the financial position or on the operations of the applicant or any relevant corporation. If no such events have occurred, provide a statement to that effect.
9. In support of applicant's proposed operations, Miami Air provided a letter dated July 1, 2020, from Mr. Romero stating that he is ready to invest up to \$4.5 million in personal assets to support Miami Air's start-up operations. The applicant also provided a letter from City National Bank dated June 26, 2020, stating that Mr. Romero holds a current balance of approximately \$4.54 million in his account. Please provide a copy of Mr. Romero's personal financial statements. Such documentation should clearly establish his capability to fulfill any financial commitment made to or on behalf of the applicant. In this connection, the liquidity of any assets, other than cash, contained in these documents should be made clear through appropriate footnotes (e.g., the current market value of stocks and bonds that can be readily converted to cash should be noted). Whenever possible, third-party verification of the assets and values should be provided (e.g., letters from banks or stockbrokers holding liquid assets, or recent appraisals of real assets).
10. Miami Air submitted a letter from Synovus bank showing that the company holds an account in that institution since June 2020 with an average balance of \$3.8 million. Please identify the source of funds in this account.
11. We need additional information regarding Miami Air's proposed interstate and foreign charter air transportation operations. In this regard, please provide the proposed geographic areas Miami Air intends to serve, and copies of any aircraft lease agreements or letter of intent for leasing aircraft; aircraft, crew, maintenance, and insurance agreements; and charter agreements.

COMPLIANCE DISPOSITION

12. Miami Air states that International Service Aviation Corp. v. Tomas Romero et al., Case No. 2017-000093-CA-01, was filed Jan. 3, 2017 in the Florida 11th Judicial Circuit Court, and a similar/related case was filed in the Federal District Court for the Southern District of Florida on June 8, 2015, Case No. 15-CV-22164. Please provide a description of the charges and the final disposition or the current status of each case.
13. Miami Air states that Mr. Romero is a defendant in Case No. 2020-010525-CA (43), Luis Alberto Ramirez v. Thomas E. Romero et al., filed May 17, 2020, in the Florida Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County. Please provide a description of the charges and the final disposition or the current status of the case.

The information provided pursuant to this Information Request should be accompanied by the following certification:

The contents of this application and the attached exhibit (s) are true and correct to the best of my knowledge and belief. Pursuant to Title 18 United States Code Section 1001, I [*the individual*

signing the application, who shall be a principal owner, senior officer, or internal counsel of the applicant], in my individual capacity and as the authorized representative of the applicant, have not in any manner knowingly and willfully falsified, concealed or failed to disclose 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 or imprisoned not more than five years, or both.