

Application of)	
)	
SKYWEST CHARTER, LLC)	DOT-OST-2022-_____
)	
for authority to conduct scheduled)	
passenger operations as a commuter)	
air carrier under 49 U.S.C. § 41738)	
)	

Communications with respect to this document should be sent to:

Eileen M. Gleimer
Mary-Caitlin Ray
Crowell & Moring LLP
1001 Pennsylvania Avenue, NW
Washington, DC 20004
202-624-2500
egleimer@crowell.com
mray@crowell.com

Notice: Any person who wishes to support or oppose this Application should file an answer by July 8, 2022, and must serve that answer on above-named counsel and all persons served with this Application.

67275820

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

)	
Application of)	
)	
SKYWEST CHARTER, LLC)	DOT-OST-2022-_____
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passenger operations as a commuter)	
air carrier under 49 U.S.C. § 41738)	
)	
)	

**APPLICATION OF SKYWEST CHARTER, LLC FOR A
COMMUTER AIR CARRIER AUTHORIZATION**

SkyWest Charter, LLC ("**SWC**" or the "**Company**") hereby applies for authority to conduct scheduled passenger operations as a commuter air carrier pursuant to 49 U.S.C. § 41738, Parts 201 and 204, and § 298.50 of the Department's Economic Regulations (14 C.F.R. pt. 298) and the applicable Procedural Regulations of the U.S. Department of Transportation (the "**Department**"). The proposed operations will provide underserved communities and markets with frequent jet service and ready access to the national transportation system. As explained in more detail below, the Company requests that this Application be processed on an expedited basis.

In support of this Application, SkyWest Charter, LLC states as follows:

1. The Company was originally organized under the laws of the State of New Jersey in the name USAC 691 Airways LLC. On June 14, 2022, the Company was purchased by SW Charter Holdings, Inc. A good standing certificate from the State of New Jersey is attached hereto as Exhibit SWC-100. The Company is in the process of being re-domesticated in Utah.¹ The Company's headquarters is located at 444 South River Road, St. George, Utah 84790 and its telephone number is 435-634-3500. SWC has no subsidiaries nor does it hold any stock in, or control of, any air carrier, foreign air carrier, common carrier or person substantially engaged in the business of aeronautics.

2. SWC is a citizen of the United States as defined in 49 U.S.C. § 40102(a)(15). An affidavit of citizenship is attached as Exhibit SWC-200.

3. SWC holds FAA Air Carrier Certificate J6BA933L together with operations specifications for on-demand operations under Part 135 of the Federal Aviation Regulations ("**FARs**"). The certificate was recently transferred from the Allentown Flight Standards Office ("**FSDO**") to the Allegheny FSDO. The Manager of the Allegheny FSDO is Wendy Grimm. The assignment of the FAA principal operations and maintenance inspectors to the Company is pending. The

¹ The Company has filed the paperwork to change its name under state law from USAC Airways 691, LLC to SkyWest Charter, LLC and will provide such confirming documentation upon receipt from the Secretary of State's office upon receipt along with a good standing certificate from the State of Utah. The Company will be changing the name on the Air Carrier Certificate and op specs as well and will notify the Department upon completion of that process. With the exception of the questionnaires completed by key personnel that reference "USAC Airways 691, LLC," the name SkyWest Charter, LLC or SWC is used in this Application for ease of reference since that will be the name under which service is provided.

individuals currently occupying the FAA-required positions worked for the Company under its previous ownership. SWC will be working with the FSDO to integrate into SWC other FAR Part 119-required personnel who are currently working for or recently retired from SkyWest Airlines, Inc. ("**SkyWest Airlines**").

4. A list of the Company's key personnel and their positions is attached as Exhibit SWC-300. All of the key personnel are citizens of the United States. An organizational chart reflecting the Company's management structure is set forth in Exhibit SWC-301. SWC is wholly owned by SW Charter Holdings, Inc., which in turn is a wholly owned subsidiary of SkyWest, Inc. as reflected in the chart attached as Exhibit SWC-302. Information regarding other aviation positions and ownership interests of the key personnel of the Company and relevant corporations are set forth in Exhibit SWC-303.

5. SWC's management team and key personnel have extensive business and aviation expertise and are well-qualified to conduct the operations proposed herein as reflected in their resumes and background information contained in Exhibit SWC-304. In fact, most of the key personnel have hands-on experience providing service in these markets with the same aircraft type that will be used by SWC making SWC particularly well suited to provide the scheduled commuter air transportation services for which authority is being requested.

6. SWC requests authority to engage in scheduled passenger operations as a commuter air carrier under the public charter rules of Part 380 of the Department's Regulations. SWC will operate the proposed service with 30-seat Bombardier Inc. CL-600-2B19 (CRJ-200) that it will lease from its affiliate, SkyWest Leasing, Inc. These aircraft are ideally suited for the markets to be served by SWC and, in fact, have operated in the same and similar markets for many years by its affiliate, SkyWest Airlines.² Additional information regarding the aircraft fleet and the Affidavit of Safety Compliance are attached hereto as Exhibits SWC-400 and SWC-401. SWC is working with the Allegheny FSDO to add the CRJs to its op specs.

7. The proposed flights will enable many underserved cities to have a frequency of service that provides them with a meaningful connection to the national transportation system. SWC also plans to have working arrangements with major airlines for the ease of the traveling public. A more detailed description of the service is contained in Exhibit SWC-500. The financial statements and traffic forecasts for the first normalized year are contained in Exhibits SWC 501-503.

8. Except as set forth in Exhibit SWC-600:

(a) there are no actions, judgments, investigations or other matters involving SWC, its relevant corporations, their key personnel or persons with a substantial interest

² SkyWest Airlines has been operating as an air carrier since 1972 and its fitness has been reviewed and confirmed by the Department throughout the years of its operation. See, e.g., Orders 2011-12-11. SWC requests that the Department take official notice of SkyWest Airlines' fitness.

therein,

(b) there are no pending court actions or outstanding judgments (whether or not in excess of \$5,000) against the Company, relevant corporations of SWC, or any key personnel of, or person holding a substantial interest in, any relevant corporation

(c) there are no pending DOT or FAA investigations, enforcement actions or formal complaints regarding compliance with Title 49, Subtitle VII of the U.S. Code or orders, rule, regulations or requirements issued pursuant thereto against the Company or any relevant corporation, or key personnel of, or person holding a substantial interest in, the Company.

(d) there have been no charges of unfair or deception or anticompetitive business practice, or of fraud, felony or antitrust violations brought in the last 10 years against the Company or any relevant corporation, or key personnel of, or person holding a substantial interest in, any relevant corporation.

(e) there have been no aircraft accidents, as defined in 49 C.F.R. § 830.2, or incidents for which notification to the National Transportation Safety Board ("NTSB") is required under 49 C.F.R. § 830.5, experienced by the Company, its key personnel or any relevant corporations, either (i) during the year immediately preceding this Application and Notice or (ii) that remain under investigation by the NTSB, FAA or the Company.

9. A description of the Company's operating history and its current financial information is attached as Exhibit SWC-700. The consolidated financial

statements for SkyWest, Inc. and its related companies are contained in the Form 10-K reports filed by SkyWest, Inc. with the SEC for the years ending December 31, 2019, 2020 and 2021, and the Form 10-Q for the first quarter of 2022 attached as Exhibits SWC-702-705.

10. Grant of the requested authority will not cause a near term net change in aircraft fuel consumption of 10 million gallons or more. Accordingly, no potential major regulatory action is involved, nor is an energy statement required under Part 313 of the Department's Regulations.

11. An executed counterpart of Agreement 18900 (OST Form 4523) will be provided in a supplementary filing and filed with the Department's Docket Operations Office (DOT-OST-1995-236).

12. A Certificate of Insurance (OST Form 6410) evidencing the minimum insurance coverage levels required under Part 205 of the Department's Regulations will be provided in a supplementary filing.

13. The required certification, signed by the Company's Chief Operating Officer is attached as Exhibit SWC-800.

14. SWC respectfully requests that this Application be processed pursuant to the expedited non-hearing procedures under Subpart B of the Department's Rules of

Practice. The requested authority is critical to maintaining service in the underserved markets identified herein. The evidence contained in this Application and the exhibits attached hereto clearly establishes that SWC is fit, willing and able to operate as a commuter air carrier providing scheduled passenger air transportation. This Application presents no issues of material fact, or other complex issues of law or policy. Expedited treatment of this Application will directly service the public interest by providing continuity of service to underserved markets and will make efficient use of the Department's staff and resources. To help facilitate that objective, SWC requests that the order to show cause specify an answer period no longer than five business days.

[Continued on next page]

WHEREFORE, SkyWest Charter, LLC respectfully requests that the Department issue a commuter air carrier authorization on an expedited basis allowing the Company to provide scheduled passenger operations as a commuter air carrier.

Respectfully submitted,



Eileen M. Gleimer
Mary-Caitlin Ray
CROWELL & MORING LLP
1001 Pennsylvania Ave NW
Washington, DC 20004
(202) 624-2500
egleimer@crowell.com
mray@crowell.com

Counsel to
SkyWest Charter, LLC

Dated: June 17, 2022

CERTIFICATE OF SERVICE

I hereby certify that I caused a copy of the foregoing Application to be served this 17th day of June, 2022, via email transmission, on the following persons:

FAA Allegheny Flight Standards Office	wendy.l.grimm@faa.gov
DOT Office of Aviation Analysis	laura.remo@dot.gov damon.walker@dot.gov
Dodge City Regional Airport	nickh@dodgecity.org
Wyoming DOT	brian.olsen@wyo.gov
Northeast Wyoming Regional Airport	todd.chatfield@campbellcountyyw.gov
Southwest Wyoming Regional Airport	dbrubaker@flyrks.com
Central Wyoming Regional Airport	riverton@rivertonwy.gov
Sheridan County Airport Hays Regional Airport	istopka@sheridancountyairport.com jsalter@haysusa.com
Johnstown-Cambria County Airport Authority	ccree@flyjst.com
Mason City Airport Commission	dsims@masoncity.net
Meridian Airport Authority	twilliams@meridianairport.com
Salina Airport Authority	trogers@salair.org
Sioux Gateway Airport	mcollett@sioux-city.org jkruse@sioux-city.org



Karen Edelen

June 17, 2022

INDEX OF EXHIBITS

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REGULATORY CROSS REFERENCE INDEX

Regulation	Location
§204.3(a)	Application ¶1
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§204.3(d)	Application ¶1; Exhibit SWC-100
§204.3(e)	Application ¶2; Exhibit SWC-200
§203.4(f)	Application ¶¶4, 5; Exhibits SWC-300–301
§203.4(g)	Application ¶4; Exhibits SWC-302–304
§203.4(h)	Application ¶1
§203.4(i)	Application ¶1
§203.4(j)	Application ¶9; Exhibits SWC-700–705
§203.4(k)	N/A
§203.4(l), (m), (o), (p), (q)	Application ¶8; Exhibit SWC-600
§203.4(n)	Application ¶6; Exhibits SWC-400–401
§203.4(r)	Application ¶9; Exhibit SWC-700
§203.4(s)	Application ¶3
§203.4(t)	Application ¶7; Exhibits SWC-500–503
§203.4(u)	Application ¶11
§203.4(v)	Application ¶13; Exhibit SWC-800

EXHIBIT SWC-100
CERTIFICATE OF GOOD STANDING

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
DIVISION OF REVENUE AND ENTERPRISE SERVICES
SHORT FORM STANDING

USAC AIRWAYS 691 LLC
0400142641

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on August 20, 2006.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey. Annual Reports are outstanding for the following year(s): 2018-2021

I further certify that the registered agent and office are:

ISSAC LAUFER
101 CHARLES LINDBERG DR
SUITE 204
TETEBORO, NJ 07608



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 3rd day of June, 2022

A handwritten signature in black ink, appearing to read "Elizabeth Maher Muoio".

Elizabeth Maher Muoio
State Treasurer

Certificate Number : 6132532841

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

EXHIBIT SWC-200
AFFIDAVIT OF CITIZENSHIP

_____))
State of Utah))
County of Washington) ss.
_____)

Wade Steel being first duly sworn, deposes and says:

1. That he is duly elected, qualified, and serving as Manager of SkyWest Charter, LLC and that he is authorized to and does make this affidavit for it.
2. That SkyWest Charter, LLC is a citizen of the United States within the meaning of 49 U.S.C. § 40102(a)(15).

By: 
Name: Wade Steel
Title: Manager

Subscribed and sworn to before me this 15 day of June, 2022.

Notary Public in and for said County and State of Utah

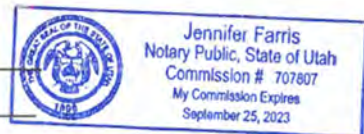


EXHIBIT SWC-300
KEY PERSONNEL

SKYWEST CHARTER, LLC

Position	Name
Chief Operating Officer*/ Accountable Executive	Michael Thompson
Chief Financial Officer	Darin Hafen
Director of IT	Kevin Simmons
Director of HR	Jennifer Farris
Director of Operations	Larry Wilson
Asst Director of Operations	Bradley Link
Director of Maintenance	Trevor Calhoun
Asst Director of Maintenance	James Hall
Chief Pilot	W. Dick Burkhardt
Asst Chief Pilot	Lonnie Covington
Director of Safety	Phillip Hockema
Member of SWC Board of Managers	Russell Childs
Member of SWC Board of Managers	Wade Steel
Member of SWC Board of Managers	Robert Simmons

* The organizational structure of the Company does not include a "president." The authority and functions typically held and performed by a president are vested in the Chief Operating Officer.

NOTE: Messrs. Wilson, Burkhardt and Calhoun are SWC's current Director of Operations, Chief Pilot and Director of Maintenance, respectively. Messrs. Link, Covington and Hall, the Asst. Director of Operations, Chief Pilot and Director of Maintenance, respectively, will transition into the positions prior to the commencement of operations.

**EXHIBIT SWC-300
RELEVANT CORPORATIONS
AND THEIR KEY PERSONNEL**

**SW Charter Holdings, Inc.
Officers**

Russell A. Childs

Title: Chief Executive Officer & President

Mr. Childs was named CEO of SkyWest, Inc. effective January 1, 2016, and has served as President of SkyWest, Inc. since 2014. He is responsible for the holding company's operating entities and all commercial activities. He joined SkyWest, Inc. in 2001 and became Vice President – Controller later that year. He served as the President and Chief Operating Officer of SkyWest Airlines from 2007 to 2014. Mr. Childs earned his bachelor's degree in Economics and master's degree in Accounting from Brigham Young University. Prior to joining SkyWest, Inc., Mr. Childs was a certified public accountant employed by a public accounting firm.

Other Directorships: Mr. Childs currently serves on the Salt Lake City Branch of the Federal Reserve Bank of San Francisco and is the Chair of the NextGen Advisory Committee of the Federal Aviation Administration (FAA).

Robert J. Simmons

Title: Chief Financial Officer

Mr. Simmons is the Chief Financial Officer of SkyWest, Inc. and its operating subsidiary, SkyWest Airlines. He is responsible for the areas of information technology, human resources, finance, accounting, treasury and investor relations for SkyWest, Inc. and its subsidiaries.

From 2009 until his appointment as SkyWest's Chief Financial Officer in March 2015, Mr. Simmons served as a Partner with Bendigo Partners, LLC. ("Bendigo Partners"), a privately held firm focused on technology-based financial services as private equity investors and operational consultants. In his role with Bendigo Partners, he was responsible for portfolio management. He previously served as Chief Financial Officer as well as

Corporate Treasurer for E*TRADE Financial Corporation. He has more than 30 years of finance and treasury experience in various leadership positions at companies including Oracle, Iomega, and Bank of America.

Mr. Simmons holds a master's degree in business administration, with an emphasis in finance from the Kellogg Graduate School of Management at Northwestern University, and graduated magna cum laude with a bachelor's degree in international business from Brigham Young University.

Wade J. Steel

Title: Chief Commercial Officer

Mr. Steel is the Chief Commercial Officer of SkyWest, Inc. and its operating subsidiary, SkyWest Airlines. He is responsible for the SkyWest Airlines' contractual relationships with American Airlines, Inc. ("American"), Delta Air Lines, Inc. ("Delta"), United Airlines, Inc. ("United") and Alaska Airlines, Inc. ("Alaska"), development of new business opportunities with network airlines, fleet management and maintenance. He also plays a vital role in the strategic planning and development opportunities of SkyWest, Inc.

Mr. Steel was initially employed with SkyWest, Inc. in March 2007 as Director of Financial Planning and Analysis and was appointed to serve as Vice President – Controller for SkyWest Airlines in 2011. From May 2014 until his appointment as Chief Commercial Officer of SkyWest, Inc. in March 2015, he served as the Executive Vice President and acting Chief Financial Officer of SkyWest, Inc., with responsibility for the areas of finance, treasury, investor relations and information technology for SkyWest, Inc. and its subsidiaries. Prior to joining SkyWest, Inc., Mr. Steel was employed by a public accounting firm.

Mr. Steel holds bachelor's and master's degrees in accounting from Brigham Young University and is a member of the American Institute of Certified Public Accountants. He sits on the board of Southern Airways Corporation and Saint George Regional Hospital.

EXHIBIT SWC-301
ORGANIZATIONAL CHART
SKYWEST CHARTER, LLC

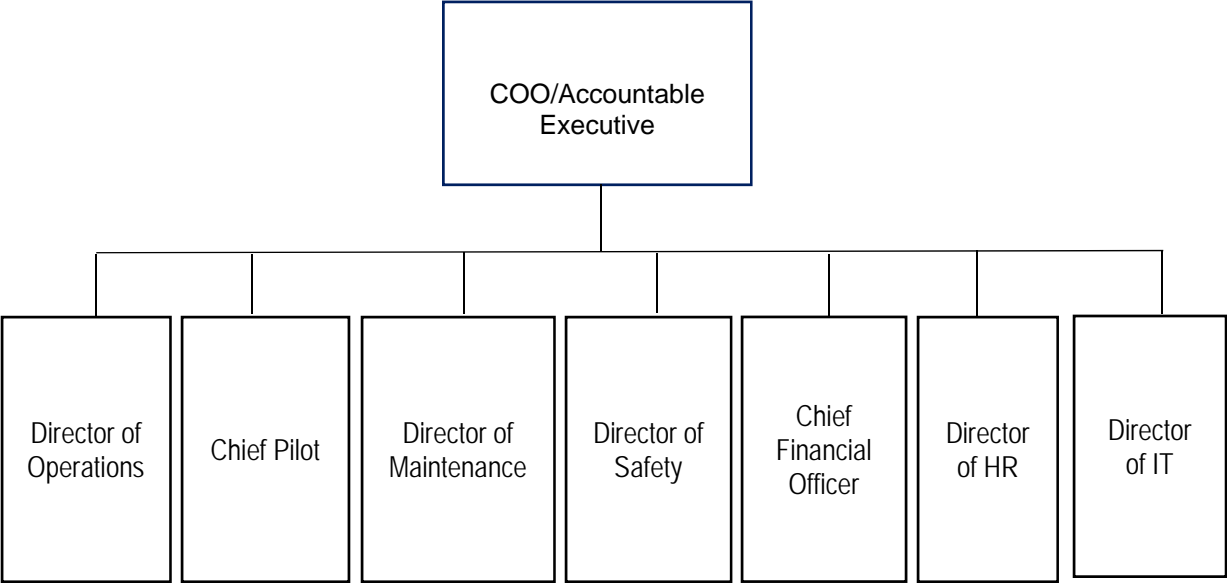
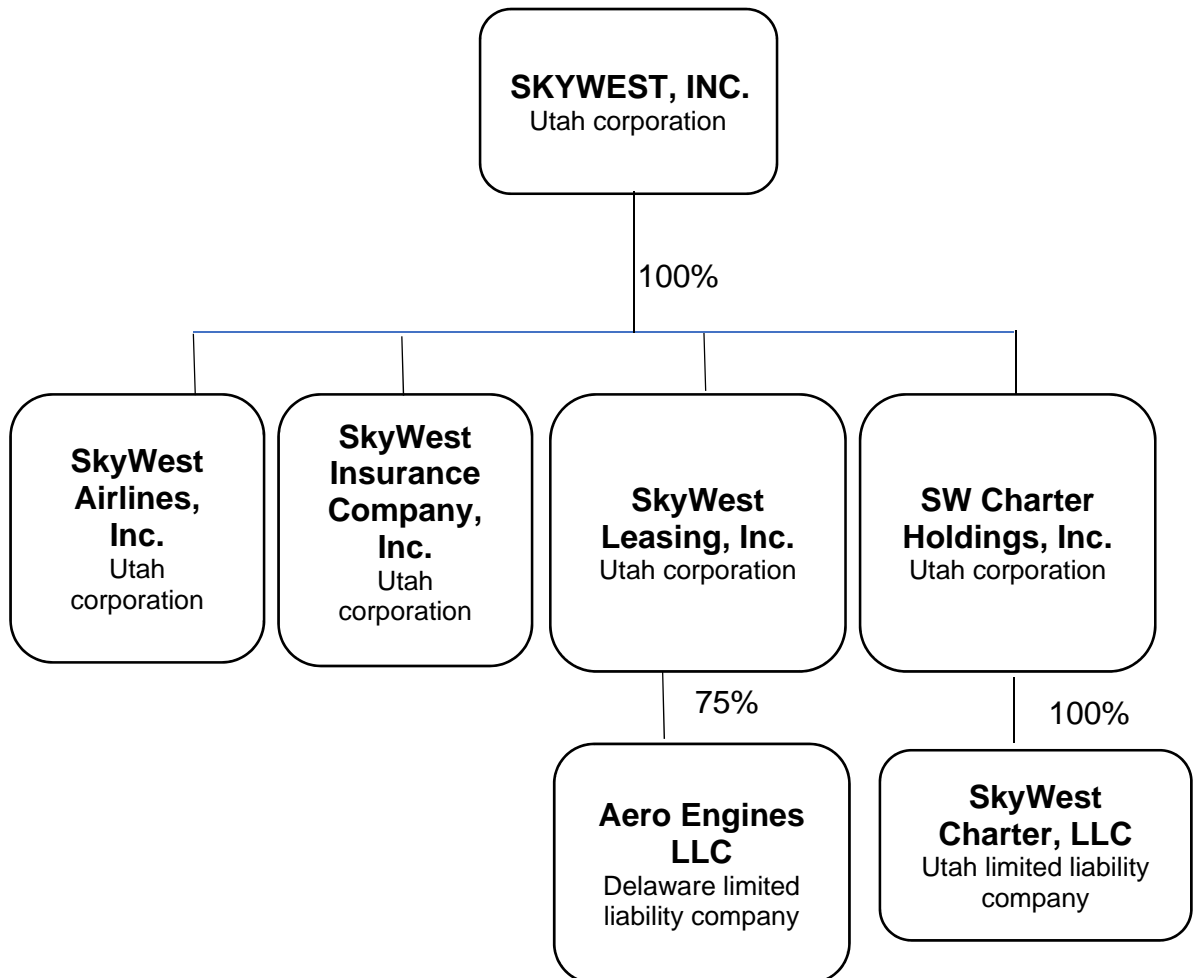


EXHIBIT SWC-302
OWNERSHIP

SKYWEST CHARTER, LLC

None of SWC's key personnel own voting stock in SWC. SWC is wholly owned by SW Charter Holdings, Inc. which, in turn, is wholly owned by SkyWest, Inc. as shown below in:



**EXHIBIT SWC-303
SKYWEST CHARTER, LLC
KEY PERSONNEL - OTHER INTERESTS OR
POSITIONS IN AVIATION RELATED BUSINESSES**

Except as noted below or reflected in their resumes, none of SWC's key personnel or persons holding a substantial interest in SWC are or have ever been air carriers, foreign air carriers, common carriers, persons substantially engaged in the business of aeronautics, officers or directors of any such entity or holders of 10% or more of the total outstanding voting stock of any such entity.

Name/SWC Position	Other Aviation Interest/Position
Darin Hafen SWC CFO	SkyWest Airlines (Treasurer)
Jennifer Farris SWC Director of HR	SkyWest, Inc. (Assistant Corporate Secretary to Board of Directors)
W. Dick Burkhardt SWC Director of Operations	Owner of WD Burkhardt Inc (service provider for owners/operators of Challenger 601 and GIV aircraft)
Russell Childs SWC Board of Managers	SkyWest, Inc. (CEO/President); Regional Airline Association (Executive Board)
Wade Steel SWC Board of Managers	SkyWest, Inc. (Chief Commercial Officer) Southern Airways (Board Member)
Robert Simmons SWC Board of Managers	SkyWest, Inc. (CFO)

Michael Thompson | Page 2

michael.blaine.thompson@gmail.com | +1-435-668-8827

- Worked hand-in-glove with Flight Operations to optimize the use of check pilots and maximize flight qualification check rides, reducing qualification lead times, simultaneously boost check pilot salaries.
- Significantly improved safety with an Operational Difficulty Index to prioritize performance improvements and legitimize decisions to invest in the fleet, also developing the first electronic maintenance log in the world.

Vice President Market Development, St. George, Utah

2007–2014

Repositioned to address losses in the pro-rate portion of the business, with an additional brief to update and automate production forecasting and scheduling. Ambit included revenue management, pricing, seat inventory and new markets, fleet schedule coordination, fleet planning, production planning and forecasting.

- Turned around a lossmaking pro-rate business to achieve profitability in 18 months.
- Innovatively utilized subsidies from State and Federal Government to create a long-term viable business product.
- Expanded profitable partnerships with major airline partners.
- Directly involved the leadership group in the development of an effective leadership training course. Personally presented key components in a program, crystallizing corporate culture and personal effectiveness development

Director Market Planning, St George, Utah

2006–2007

A transitional role assisting in succession planning and providing targeted operational & financial analysis.

- Contributed incisive professional advice to Vice Presidents, C-suite executives and the Board, acting as Project Manager for the acquisition of Midwest Airlines as a new contract partner.
- Delivered critical analytical and strategic support leading to the completion of labor compensation packages critical to the viability of the organization.
- Orchestrated the launch of operational aspects of Midwest Airlines with coordination of operating groups and the implementation of comprehensive checklists and management dashboards.

IVY LOGISTICS – US cargo and freight company in the trucking industry. Revenue US\$6M and 15 staff.

Chief Financial Officer, St George, Utah

2005–2006

Appointed to support this business through a period of rapid growth. Created a blueprint for expansion in existing operations with oversight of corporate finance/accounting, HR and IT requirements.

- Assumed full P&L responsibility, boosting commercial outcomes underpinned with robust financial infrastructure including improved reporting, budgeting and the implementation of new accounting software.
- Substantially lowered collections from 30 days to 18 and astutely downsized the workforce 30% whilst maintaining high service levels and improved individual workloads.
- Augmented the debt to equity ratio from negative equity to +1.5, and professionally transitioned the company from operating solely as an agent to an independent operating firm.

PRIOR POSITION: Early experience with as an Executive Operational Analyst, resolving a protracted industrial dispute with the In-flight Association in less than 3 months, and acquisition due diligence analysis for the CEO.

EDUCATION

Master of Science in Mechanical Engineering, Brigham Young University, 2005

Master of Business Administration, Brigham Young University, 2003

Bachelor of Science, Manufacturing Engineering, Brigham Young University, 2000

- Cum Laude, Golden Key Honor Society, Dean's Honor Roll, Tau Beta Pi

QUESTIONNAIRE

Questionnaire for Key Personnel of USAC AIRWAYS 691 LLC

1. Please state your full name and address.

Michael Blaine Thompson
c/o SkyWest Charter
444 S. River Rd.
St. George, UT 84790

2. List the position(s), if any, you hold in USAC Airways 691 LLC (USAC) If you are a member of the board of directors of USAC, please so indicate. If you are an officer or director of any company affiliated with USAC, please indicate name of company and positions you hold.

Chief Operation Officer

3. Do you have an ownership interest in USAC? If your answer is affirmative, specify number of shares held and percentage of total ownership your interest represents.

No

4. Aside from the above, do you own stock or hold an ownership interest in any other aviation-related entity? If your answer is affirmative, specify name of entity, number of shares held, and percentage of total ownership interest in the entity that your shares represent.

Stock Symbol	Shares Held	Total Shares	% Ownership
HON (Honeywell)	250	680,730,000	0.00003672%
LMT (Lockheed)	100	266,110,000	0.00003758%
LHX (L3)	150	192,880,000	0.00007777%
RTX (Raytheon)	350	1,490,000,000	0.00002349%

5. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of the Federal Aviation Act or a provision

of Title 49 of the United States Code (collectively, the "Transportation Code")? If your answer is affirmative, provide full details.

No

6. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of FAA regulations, DOT regulations, or any other order, rule or regulation issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

No

7. Within the past ten (10) years, have you personally been issued a Warning Notice or Letter of Correction by the FAA? If your answer is affirmative, provide full details.

No

8. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) by the FAA? If your answer is affirmative, provide full details.

No

9. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) for violation of the Hazardous Materials Transportation Act? If your answer is affirmative, provide full details.

No

10. Within the past ten (10) years, has any aircraft of which you (or an organization in which you held an ownership interest of 5% or more) were the owner or operator been seized by the FAA (or, have you been assessed a civil penalty in lieu of such seizure)? If your answer is affirmative, provide full details.

No

11. Within the past ten (10) years, has the FAA taken any action to revoke or suspend any airman certificate, type certificate, production certificate, airworthiness certificate, air carrier operating certificate, air navigation facility certificate, or air agency certificate held by you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

12. Within the past (10) years, has the FAA sought to impose any criminal penalty (financial or otherwise) against you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

13. Within the past (10) years, have any charges of whatsoever nature been brought against you (or an organization in which you held an ownership interest of 5% or more) alleging unfair or deceptive or anti-competitive business practices, or alleging fraud, felony, or antitrust violation? If your answer is affirmative, provide full details including final disposition or current status of each such proceeding.

No

14. Apart from all answers provided above, within the past five (5) years, has any formal complaint been lodged against you personally regarding compliance with the Transportation Code or orders, rules, regulations or requirements issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

No


15. Are there any outstanding judgments against you personally? If your answer is affirmative, provide full details including a general description of the case, the amount of each judgment, the party to whom it is payable, and how long it has been outstanding.

No

16. Are any legal actions currently pending against you personally? If your answer is affirmative, provide full details including the nature of the allegations and the relief requested in the complaint or petition against you.

No

17. Under penalty of perjury, I certify that I am a citizen of the United States of America. Yes x No . (If your answer is no, provide country of citizenship and Green Card number below.)

Signature:  Date: June 7, 2022

DARIN T. HAFEN, CPA

c/o SkyWest Charter, LLC, 444 South River Rd, St. George, UT 84790 • dthafen@gmail.com

Accomplished finance leader with strong history of building and molding efficient departments, developing and streamlining finance processes and managing treasury functions. Seasoned tax professional with extensive experience preparing and reviewing ASC 740, reviewing complex corporate tax filings and evaluating and implementing valuable tax planning structures.

PROFESSIONAL EXPERIENCE

September 2007 – Present - SkyWest Airlines, Inc. (Subsidiary of SkyWest, Inc.) - St. George, Utah

Treasurer (October 2020 – Present)
Director of Finance and Fleet Planning (January 2012 – October 2020)
Tax Director (September 2007 - January 2012)

Coordinate and manage international and domestic tax functions.

- Direct analysis and evaluation of structure and tax law to minimize tax liability.
- Oversee and coordinate the preparation of tax filings, audits and appeals for income, property, use, excise, fuel, and payroll taxes, including transition of certain tax filings to in-house preparation.
- Negotiation of outside tax provider contracts.

Coordinate and manage treasury functions.

- Provide cash management for over \$800 million in accordance with policies established by the company's board to maximize return while minimizing risk.
- Evaluate and negotiate terms of revolving line of credits, letter of credits and other asset and general purpose financing.

Oversee acquisition of aircraft fleet with approximately 600 aircraft.

- Negotiate and manage the renewal and termination of aircraft leases, the sale of owned aircraft and the procurement of new and used aircraft.
- Analyze and negotiate various aircraft financing options to minimize financial risk and provide flexibility.
- Projection of future fleet needs and opportunities through analysis of the company's and competitors' fleets.

January 2002 - September 2007 - PricewaterhouseCoopers, LLP - Salt Lake City, Utah

Tax Manager (September 2005 – September 2007)
Tax Senior Associate (September 2003 – August 2005)
Tax Associate (January 2002 – August 2003)

Specialized in tax compliance, tax consulting and ASC 740 services for public and private clients in the mountain west and bay area primarily in the industries of manufacturing of household and beauty products and rental real estate.

- Managed and directed others in tax compliance and consulting engagements for public and private corporations serviced in the Salt Lake City office.
- Specialized in tax issues faced by large corporations, including reporting of taxes on financial statements in accordance with ASC 740, recording of tax implications associated with acquisitions and determining accounting for uncertain tax positions.
- Participated in the firms recruiting efforts at surrounding universities.

February 2001 – December 2001 - *Ironwood Industries, Orem, UT*

Financial Manager

- Maintained payroll and tax reports
- Processed month-end closing of the books
- Prepared monthly budget numbers and reports for owners
- Implemented accounting procedures to make company profitable

August 2000 – January 2001 - *Stephen Hales Creative, Provo, UT*

Bookkeeper - Prepared monthly budgets and reports, maintained accounts receivable and accounts payable, tracked job costs and employee hours and prepared quarterly tax reports.

June 2000 – August 2000 - *Ernst & Young, Denver CO*

Tax Intern - Worked on large research and experimentation tax credit studies and researched tax issues for clients using the tax code.

October 1997 – June 2000 - *Stephen Hales Creative, Provo, UT*

Bookkeeper - Prepared monthly budgets and reports, maintained accounts receivable and accounts payable, tracked job costs and employee hours and prepared quarterly tax reports.

September 1997 - *Student, Provo, UT*

July 1997 – August 1997 - *Business Communications Inc., Las Vegas, NV*

Installer – install wiring for communications systems in various commercial buildings and schools.

July 1995 to July 1997 - *Service missionary, Russia*

EDUCATION

Master of Accountancy, Tax Emphasis
Bachelor of Science, Accounting

*Brigham Young University
Graduated December 2001*

LICENSES HELD

- Licensed CPA.
 - Member of AICPA and UACPA organizations.
-

QUESTIONNAIRE

Questionnaire for Key Personnel of USAC AIRWAYS 691 LLC

1. Please state your full name and address.

Darin Hafen
c /o SkyWest Charter
444 S. River Rd.
St. George, UT 84790

2. List the position(s), if any, you hold in USAC Airways 691 LLC (USAC) If you are a member of the board of directors of USAC, please so indicate. If you are an officer or director of any company affiliated with USAC, please indicate name of company and positions you hold.

CFO for USAC

3. Do you have an ownership interest in USAC? If your answer is affirmative, specify number of shares held and percentage of total ownership your interest represents.

None

4. Aside from the above, do you own stock or hold an ownership interest in any other aviation-related entity? If your answer is affirmative, specify name of entity, number of shares held, and percentage of total ownership interest in the entity that your shares represent.

SkyWest, Inc. (10,340 Shares / approximately 0.02%)

5. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of the Federal Aviation Act or a provision of Title 49 of the United States Code (collectively, the "Transportation Code")? If your answer is affirmative, provide full details.

None

6. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of FAA regulations, DOT regulations, or any

other order, rule or regulation issued pursuant to the Transportation Code?
If your answer is affirmative, provide full details.

None

7. Within the past ten (10) years, have you personally been issued a Warning Notice or Letter of Correction by the FAA? If your answer is affirmative, provide full details.

None

8. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) by the FAA? If your answer is affirmative, provide full details.

None

9. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) for violation of the Hazardous Materials Transportation Act? If your answer is affirmative, provide full details.

None

10. Within the past ten (10) years, has any aircraft of which you (or an organization in which you held an ownership interest of 5% or more) were the owner or operator been seized by the FAA (or, have you been assessed a civil penalty in lieu of such seizure)? If your answer is affirmative, provide full details.

None

11. Within the past ten (10) years, has the FAA taken any action to revoke or suspend any airman certificate, type certificate, production certificate, airworthiness certificate, air carrier operating certificate, air navigation facility certificate, or air agency certificate held by you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

None

12. Within the past (10) years, has the FAA sought to impose any criminal penalty (financial or otherwise) against you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

None

13. Within the past (10) years, have any charges of whatsoever nature been brought against you (or an organization in which you held an ownership interest of 5% or more) alleging unfair or deceptive or anti-competitive business practices, or alleging fraud, felony, or antitrust violation? If your answer is affirmative, provide full details including final disposition or current status of each such proceeding.

None

14. Apart from all answers provided above, within the past five (5) years, has any formal complaint been lodged against you personally regarding compliance with the Transportation Code or orders, rules, regulations or requirements issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

None

15. Are there any outstanding judgments against you personally? If your answer is affirmative, provide full details including a general description of the case, the amount of each judgment, the party to whom it is payable, and how long it has been outstanding.

None

16. Are any legal actions currently pending against you personally? If your answer is affirmative, provide full details including the nature of the allegations and the relief requested in the complaint or petition against you.

None

17. Under penalty of perjury, I certify that I am a citizen of the United States of America. Yes X No _____. (If your answer is no, provide country of citizenship and Green Card number below.)

Signature: 

Date: June 7, 2022

RUSSELL A. (CHIP) CHILDS

444 South River Rd., St. George, UT 84790 / 435-634-3500

Senior executive known for strategy, planning and precise execution to create successful outcomes in complex environments. Proven track record of successful stakeholder management including labor, vendors, customers, business partners, and shareholders. Economic and operational expertise, with a relentless commitment to quality, efficiency and profitability.

WORK EXPERIENCE

CEO & President, SkyWest, Inc.

Jan 2016 – present

- Responsible for the holding company's entities, SkyWest Airlines and SkyWest Leasing, with continued responsibilities as President (outlined below)
- Successfully mitigated contract and balance sheet risk by executing transformation plan, including sale of ExpressJet Airlines.
- Continue to set the standard for excellence across the regional industry with unmatched value for customers, shareholders and its nearly 14,000 employees.
- Facilitate and organize board meetings, materials and strategy with an emphasis on simple, straightforward and accurate conveyance of issues, results, strategy, development, and risk reduction
- Mentoring and development of officers within entities, including revision of compensation strategies that align with major partners, shareholders and employees
- Developed alignment of branding and media presence to reflect excellence and Company values
- Encouraged airline management's pursuit of respect, teamwork and communication within entities
- Implemented shareholder relations strategy that broadens shareholder reach and emphasizes transparency

President, SkyWest, Inc.

2014 – 2015

- Responsible for both SkyWest and ExpressJet Airlines' commercial air service throughout North America with over 3,000 daily flights carrying nearly 57 million passengers annually
- Strategically managed SkyWest and ExpressJet Airlines' partnerships with United Airlines, Delta Air Lines, American Airlines and Alaska Airlines, which produced over \$3.1 billion annually
- Successfully implemented a 2-year fleet plan that reduced shareholder and operational risk and significantly increased profitability for a fleet of over 740 aircraft
- Simultaneously executed clear strategies within union and non-union work groups with an emphasis on fairness, consistency, long-term stability and accountability
- Completely restructured senior executive leadership team and work responsibilities to specifically enhance major partner relationships and shareholder communication
- Implemented industry-leading technologies that enhanced employee engagement as well as significantly improved safety and operational reliability
- Developed and executed business strategy for SkyWest Leasing to profitably deploy resources and capital but also mitigate future tax exposure
- Drove strategy and supported measures that increased attention on safety and also enhanced operational reliability

President and COO, SkyWest Airlines

2007 – 2014

- Oversight of daily operations for over 1,800 daily departures to more than 200 destinations throughout the United States, Canada and Mexico
- Solidified contracts and relationships with major partners American, Delta, United, and Alaska
- Developed industry-leading employee engagement with over 11,000 non-union employees that helped defeat multiple union organizing efforts
- Consistently lead both regional and mainline airlines in operational performance
- Responsible for interaction with several federal regulatory authorities such as the FAA, OSHA, EPA, NTSB, TSA, Department of Labor as well as many other state and local authorities
- Lead effort to certify and deploy two additional aircraft platforms within the SkyWest fleet
- Implemented industry leading safety management system with a focus on operational data and voluntary employee programs to make significant enhancements in safety

Vice-President, Controller, SkyWest Inc.

Jan 2001 – 2007

- Responsible for all accounting, corporate taxation and SEC reporting
- Accountable for corporate control environment that impacts the financial statements
- Successfully helped manage difficult contract issues with Delta and United Airlines post 9-11
- Assisted in negotiations for purchase of Atlantic Southeast Airlines in 2005 and in the corresponding Delta Connection Agreement
- Compiled, coordinated and managed \$1.4 billion annual profit plan
- In charge of implementation of Sarbanes-Oxley 404 control initiatives on time with no reportable deficiencies
- Negotiated several vendor contracts for purchases over \$40 million per year
- Significant coordination with board and audit committee regarding profit plans, financial results and accounting policies
- Assisted operational executives in various cost containment initiatives and budgeting and forecasting

Manager Audit/Business Advisor, Arthur Andersen LLP

Aug 1995– Jan 2001

- Performed risk analysis and audits for major Utah Corporations (see Client List)
- Licensed Certified Public Accountant
- Heavy involvement with IPOs and secondary offerings greater than \$100 million
- Consulted on wide variety of annual reports and SEC filings for public companies
- Executed due-diligence procedures for various forms of mergers/acquisitions
- Trained/managed staff personnel on large assurance engagements
- Documented process improvement initiatives for several corporations
- Reviewed press releases and conference call scripts for various clients
- Presented a wide range of SEC/client issues to audit committees

EDUCATION

Masters of Accountancy, Brigham Young University

Aug 1995

Bachelor of Science, Economics, Brigham Young University, Provo, Utah

Apr 1993

LEADERSHIP POSITIONS & APPOINTMENTS

SkyWest, Inc. Board of Directors

Jan 2016 – present

FAA NextGen Advisory Committee, Chair

Jul 2019 – present

FAA NextGen Advisory Committee

Feb 2015 – Jul 2019

Federal Reserve Bank of San Francisco, Salt Lake City Branch Board of Directors

Jan 2018 – present

Federal Reserve Bank of San Francisco, Salt Lake City Branch Chair

Jan 2020 – Dec 2021

Regional Airline Association, Executive Board

May 2007 – present

QUESTIONNAIRE

Questionnaire for Key Personnel of USAC AIRWAYS 691 LLC

1. Please state your full name and address.

Russell A Childs
444 South River Rd.
St. George, UT 84790

2. List the position(s), if any, you hold in USAC Airways 691 LLC (USAC) If you are a member of the board of directors of USAC, please so indicate. If you are an officer or director of any company affiliated with USAC, please indicate name of company and positions you hold.

Manager

3. Do you have an ownership interest in USAC? If your answer is affirmative, specify number of shares held and percentage of total ownership your interest represents.

No

4. Aside from the above, do you own stock or hold an ownership interest in any other aviation-related entity? If your answer is affirmative, specify name of entity, number of shares held, and percentage of total ownership interest in the entity that your shares represent.

Yes, SKYW 143,509 shares; 0.28%

5. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of the Federal Aviation Act or a provision of Title 49 of the United States Code (collectively, the "Transportation Code")? If your answer is affirmative, provide full details.

No

6. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of FAA regulations, DOT regulations, or any other order, rule or regulation issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

No

7. Within the past ten (10) years, have you personally been issued a Warning Notice or Letter of Correction by the FAA? If your answer is affirmative, provide full details.

No

8. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) by the FAA? If your answer is affirmative, provide full details.

No

9. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) for violation of the Hazardous Materials Transportation Act? If your answer is affirmative, provide full details.

No

10. Within the past ten (10) years, has any aircraft of which you (or an organization in which you held an ownership interest of 5% or more) were the owner or operator been seized by the FAA (or, have you been assessed a civil penalty in lieu of such seizure)? If your answer is affirmative, provide full details.

No

11. Within the past ten (10) years, has the FAA taken any action to revoke or suspend any airman certificate, type certificate, production certificate, airworthiness certificate, air carrier operating certificate, air navigation facility certificate, or air agency certificate held by you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

12. Within the past (10) years, has the FAA sought to impose any criminal penalty (financial or otherwise) against you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

13. Within the past (10) years, have any charges of whatsoever nature been brought against you (or an organization in which you held an ownership interest of 5% or more) alleging unfair or deceptive or anti-competitive business practices, or alleging fraud, felony, or antitrust violation? If your

answer is affirmative, provide full details including final disposition or current status of each such proceeding.

No

14. Apart from all answers provided above, within the past five (5) years, has any formal complaint been lodged against you personally regarding compliance with the Transportation Code or orders, rules, regulations or requirements issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

No

15. Are there any outstanding judgments against you personally? If your answer is affirmative, provide full details including a general description of the case, the amount of each judgment, the party to whom it is payable, and how long it has been outstanding.

No

16. Are any legal actions currently pending against you personally? If your answer is affirmative, provide full details including the nature of the allegations and the relief requested in the complaint or petition against you.

No

17. Under penalty of perjury, I certify that I am a citizen of the United States of America. Yes x No _____. (If your answer is no, provide country of citizenship and Green Card number below.)

Signature: 

Date: 6/8/22

WADE STEEL

wade.steel@skywest.com 435.634.3214 444 South River Rd, St. George, UT 84790

COMMERCIAL AVIATION | ACCOUNTING | CONTRACTS & NEGOTIATION | C-SUITE

Experienced commercial aviation executive with proven history of financial and economic results. Thrives in complex, high-stakes environments to drive progress and results. Expertise in contracts, financial controls, and minimizing risk while managing enormous transformation and growth.

Established leader with unique capability to connect operations, labor issues, community and partner needs, and regulatory environment for consistent execution of strategic business objectives.

BOARD CREDENTIALS

Director	Intermountain St. George Regional Hospital Board	2020
Director	Southern Airways	2020

PROFESSIONAL EXPERIENCE

SKYWEST, INC. – World's largest regional holding company, subsidiaries SkyWest Airlines and SkyWest Leasing

Chief Commercial Officer 2016 – Present

- Oversee commercial activities of holding company and subsidiaries, including aircraft & engine leasing contracts, major partner flying contracts, and key supplier contracts
- Oversee fleet, maintenance, and OEM activities across the entity's 530+ aircraft fleet
- Responsible for the Company's financial planning and analysis
- Oversee network and market planning, including schedule and route planning in conjunction with major airline partners
- Developed critical partnerships with schools and institutions to build the strongest pilot and mechanic pipeline in the industry

Executive Vice President 2014 – 2016

- Develop and negotiate flying contracts and prorate contracts with major airline partners for flying and ground handling that meet the target returns of the Company
- Develop and maintain leading contracts with large vendors and suppliers
- Develop and negotiate prorate flying model with major airline partners
- Responsible to provide accurate, timely and relevant financial reporting that is meaningful to running the business. Work with operating vice president to ensure that financial reporting is oriented to the specific decisions and issues each faces
- Implemented and developed the annual business plan that includes revenue, expense and capital budgets working with President and operating Vice President of SkyWest Airlines
- Ensure that the Company's accounting and control function are in accordance with industry and regulatory standards.
- Alongside the customer service vice president, restructured the group to be cost competitive
- Ensure that the Company's external financial filings are timely and accurate, that the Company meets all SEC and regulatory reporting requirements and that the Company abides by all regulatory policies and procedures

Vice President Controller 2011 – 2014
Director Financial Planning and Analysis 2007 – 2011

ERNST AND YOUNG

2000 – 2007

Audit Manager

- Key member of a major airline audit team that transitioned the audit to Ernst and Young during an entity's bankruptcy proceedings, including fresh start and bankruptcy accounting guidance, review of SEC documents (10K, 10Q and 8K), and accounting issues
- Provided consulting and audit support for various large and regional airlines
- Member of Ernst and Young's airline group
- Reviewed and provided consulting services for several public registrants to ensure that regulatory reporting requirements are in accordance with policies and procedures.
- Provided consulting service to develop and implement control environments
- Lead the training of new hires to ensure understanding and following of the firm's audit methodology.

EDUCATION & CREDENTIALS

Master of Accountancy

Marriott School of Management, Brigham Young University

Bachelor of Science, Accounting

Brigham Young University

Certified Public Accountant

AICPA Member

AICPA Airline Task Force

QUESTIONNAIRE

Questionnaire for Key Personnel of USAC AIRWAYS 691 LLC

1. Please state your full name and address.
Wade J. Steel
444 South River Rd.
St. George, UT 84790
2. List the position(s), if any, you hold in USAC Airways 691 LLC (USAC) If you are a member of the board of directors of USAC, please so indicate. If you are an officer or director of any company affiliated with USAC, please indicate name of company and positions you hold.
Manager
3. Do you have an ownership interest in USAC? If your answer is affirmative, specify number of shares held and percentage of total ownership your interest represents.
No
4. Aside from the above, do you own stock or hold an ownership interest in any other aviation-related entity? If your answer is affirmative, specify name of entity, number of shares held, and percentage of total ownership interest in the entity that your shares represent.
Yes – SKYW 34,079 shares; 0.07%
Boeing Co 144 shares; .00000000243%
5. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of the Federal Aviation Act or a provision of Title 49 of the United States Code (collectively, the "Transportation Code")? If your answer is affirmative, provide full details.
No
6. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of FAA regulations, DOT regulations, or any other order, rule or regulation issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.
No

7. Within the past ten (10) years, have you personally been issued a Warning Notice or Letter of Correction by the FAA? If your answer is affirmative, provide full details.

No

8. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) by the FAA? If your answer is affirmative, provide full details.

No

9. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) for violation of the Hazardous Materials Transportation Act? If your answer is affirmative, provide full details.

No

10. Within the past ten (10) years, has any aircraft of which you (or an organization in which you held an ownership interest of 5% or more) were the owner or operator been seized by the FAA (or, have you been assessed a civil penalty in lieu of such seizure)? If your answer is affirmative, provide full details.

No

11. Within the past ten (10) years, has the FAA taken any action to revoke or suspend any airman certificate, type certificate, production certificate, airworthiness certificate, air carrier operating certificate, air navigation facility certificate, or air agency certificate held by you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

12. Within the past (10) years, has the FAA sought to impose any criminal penalty (financial or otherwise) against you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

13. Within the past (10) years, have any charges of whatsoever nature been brought against you (or an organization in which you held an ownership interest of 5% or more) alleging unfair or deceptive or anti-competitive

business practices, or alleging fraud, felony, or antitrust violation? If your answer is affirmative, provide full details including final disposition or current status of each such proceeding.

No

14. Apart from all answers provided above, within the past five (5) years, has any formal complaint been lodged against you personally regarding compliance with the Transportation Code or orders, rules, regulations or requirements issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

No

15. Are there any outstanding judgments against you personally? If your answer is affirmative, provide full details including a general description of the case, the amount of each judgment, the party to whom it is payable, and how long it has been outstanding.

No

16. Are any legal actions currently pending against you personally? If your answer is affirmative, provide full details including the nature of the allegations and the relief requested in the complaint or petition against you.

No

17. Under penalty of perjury, I certify that I am a citizen of the United States of America. Yes x No _____. (If your answer is no, provide country of citizenship and Green Card number below.)

Signature: Walt A.

Date: 6/8/22

Please attach a complete personal resume, making certain that, in particular, experience in the aviation and air transportation industry is fully detailed. Include, among other things, dates and places of employment (including current employment), positions held and duties performed (including current position and duties), educational history, and any FAA certificates or licenses held including number of certificate or license. Any gaps in employment since completion of education should be described (for example, "homemaker," "unemployed," etc). Please also include a summary of any outside interests, activities and responsibilities.

ROBERT J. SIMMONS

444 South River Road, Saint George, UT 84790

robert.simmons@skywest.com

435.634.3111

SUMMARY	CFO with operational, treasury and capital markets experience in various industries. Expert in promoting growth via optimized capital deployment in both publicly traded and private companies.	
EXPERIENCE		
2015 – present	SKYWEST, INC. (NASDAQ: SKYW) <i>Chief Financial Officer</i> • Arranged \$4 billion in financing in support of fleet expansion	St. George, UT
2009 – 2014	BENDIGO PARTNERS, LLC <i>Partner, member Board of Managers</i> • Engaged as advisor to CapitalOne, Bank of New York, and other financial services firms	New York, NY
2003 – 2008	E*TRADE FINANCIAL CORPORATION <i>Chief Financial Officer</i> • Doubled revenue from \$1.2 billion in 2001 to \$2.4 billion • Acquired HarrisDirect and BrownCo for \$2.3 billion • Executed \$2.5 billion financing/ABS asset sale with Citadel in 2007 • Awarded best financial disclosure procedures and best IR website in 2008 Investor Relations Global Rankings (www.irglobalrankings.com)	Arlington, VA
2001 – 2003	<i>Corporate Treasurer</i> • Arranged \$325 million public convertible note offering • Retired \$280 million in debt through exchange offerings	Rancho Cordova, CA
1999 – 2001	CAMPUS PIPELINE, INC. (now owned by SunGard) <i>Executive Vice President and Chief Financial Officer</i> • Arranged \$28 million Series A financing and \$55 million Series B financing • Built accounting, budgeting, and control infrastructure in preparation for IPO	Salt Lake City, UT
1996 – 1999	IOMEGA CORPORATION <i>Vice President and Treasurer</i> • Successfully completed secondary public stock offering of five million common shares • Arranged \$200 million senior unsecured revolving line of credit with twelve-bank syndicate	Roy, UT
1989 – 1996	ORACLE CORPORATION <i>Assistant Treasurer</i> • Managed all global cash management, foreign exchange, bank relations, credit, cash flow forecasting and budgeting, and stock plans	Redwood City, CA
1986 – 1988	BANK OF AMERICA <i>Corporate Banking Officer</i>	Los Angeles, CA
1984 – 1986	AMERICAN EXPRESS COMPANY <i>Travelers Check Division—Italian Language Specialist</i>	Salt Lake City, UT
EDUCATION		
1988 – 1989	KELLOGG GRADUATE SCHOOL OF MANAGEMENT NORTHWESTERN UNIVERSITY MBA with course concentrations in finance and accounting	Evanston, IL
1980 – 1986	MARRIOTT SCHOOL OF MANAGEMENT BRIGHAM YOUNG UNIVERSITY Bachelor of Science degree <i>magna cum laude</i> in international business	Provo, UT

QUESTIONNAIRE

Questionnaire for Key Personnel of SkyWest Airlines

1. Please state your full name.

Robert J. Simmons

2. List the position(s), if any, you hold in SkyWest Airlines

Director

3. Are there any actions or outstanding judgements (of any amount) against you? If your answer is affirmative, provide full details, including the amount of each judgement, the party to whom it is payable, and how long it has been outstanding.

No

4. Are there currently any pending investigations, enforcement actions, or formal complaints filed against you by the DOT or the FAA? If your answer is affirmative, provide full details.

No

5. In the last ten (10) years, have there been any charges against you of unfair or deceptive or anticompetitive business practices, fraud, felony, or antitrust violations? If your answer is affirmative, provide full details.

No

6. Under penalty of perjury, I certify that I am a citizen of the United States of America. Yes X No _____. (If your answer is no, provide country of citizenship and Green Card number below.)

Signature:  _____

Date: 6-7-22

444 South River Rd.
St. George, UT 84790
Ksimmons@skywest.com

Kevin Simmons

Objective A career in Information Technology.

Experience

5/2000 - Present SkyWest Airlines, Inc. St. George, UT
Director - IT Infrastructure and Systems Support

- Oversee the design, development, maintenance, support, security and growth of the company's computing infrastructure.
- Direct the management of major core systems and solutions from Dell, Microsoft, Apple, NetApp, Cisco, Palo Alto and Aruba.
- Manage the relationships and projects with airline partners from Delta, United, Alaska and American Airlines.
- Oversee the management efforts of the I.T department's Service Desk, Network Communications, Information Security and System Engineering groups
- Administer the I.T. business continuity plans and assure the readiness of the Emergency Operations Control Centers.
- Create annual budgets for systems, contracts and personnel.

2/1993 – 5/2000 USU Community Credit Union Logan, UT
Vice-President Information Systems

- Managed I.S. staff and all aspects of company automation.
- Created several custom "Rep-Gens" and reports from within the Symitar data processing system.
- Served as Project Manager for fully functional credit union web-site.
- Developed application software for loan origination, tracking and closing using relational database management software and a corresponding gateway to the host system (Symitar).
- Managed web-site content and firewall operations.

2/1992 - 2/1993 Docu-Prep, Inc. Salt Lake City, UT
Programmer/Analyst

- Managed all company I.T. functions.
- Re-wrote a single user mortgage document closing application into a fully relational, multi-user system using Progress/4GL.
- Installed and managed all LAN and related equipment.
- Developed and maintained company accounts receivable system.
- Developed other applications as necessary.

Kevin Simmons
(continued)

5/1984 – 2/1992 USU Community Credit Union Logan, UT

Vice-President Data Management

- Managed credit union member accounting system and supported all users.
- Was responsible for all month-end procedures, state and federal reporting and the generation of monthly account statements.
- Installed and managed Local Area Network and all related equipment.
- Managed bookkeeping and operations personnel.

7/1982 - 5/1984 Dahle's Imports Logan, UT

Parts Clerk

- Stocked shelves, pulled parts for repair orders, and helped walk-in customers.
- Ordered parts from various manufacturers as needed.
- Performed periodic inventories.

6/1979 - 9/1980 Nelson Construction College Ward, UT

Laborer

- General concrete work

Volunteer

9/1980 - 6/1982 The Church of Jesus Christ of Latter-Day Saints

Missionary in Perth, Western Australia

- Volunteer missionary for the church.

Education

1982 - 1986

- Utah State University Logan, UT
- B.A. Business Administration – Finance
- Minor – Economics

1976-1979 Sky View High School Smithfield, UT

- Graduated

QUESTIONNAIRE

Questionnaire for Key Personnel of USAC AIRWAYS 691 LLC

1. Please state your full name and address.

Kevin Jay Simmons
c/o SkyWest Charter
444 S. River Rd.
St. George, UT 84790

2. List the position(s), if any, you hold in USAC Airways 691 LLC (USAC) If you are a member of the board of directors of USAC, please so indicate. If you are an officer or director of any company affiliated with USAC, please indicate name of company and positions you hold.

Director, IT

3. Do you have an ownership interest in USAC? If your answer is affirmative, specify number of shares held and percentage of total ownership your interest represents.

No

4. Aside from the above, do you own stock or hold an ownership interest in any other aviation-related entity? If your answer is affirmative, specify name of entity, number of shares held, and percentage of total ownership interest in the entity that your shares represent.

SkyWest Airlines	4,531 shares
Mesa Airlines	1,000 shares

5. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of the Federal Aviation Act or a provision of Title 49 of the United States Code (collectively, the "Transportation Code")? If your answer is affirmative, provide full details.

No

6. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of FAA regulations, DOT regulations, or any other order, rule or regulation issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

No

7. Within the past ten (10) years, have you personally been issued a Warning Notice or Letter of Correction by the FAA? If your answer is affirmative, provide full details.

No

8. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) by the FAA? If your answer is affirmative, provide full details.

No

9. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) for violation of the Hazardous Materials Transportation Act? If your answer is affirmative, provide full details.

No

10. Within the past ten (10) years, has any aircraft of which you (or an organization in which you held an ownership interest of 5% or more) were the owner or operator been seized by the FAA (or, have you been assessed a civil penalty in lieu of such seizure)? If your answer is affirmative, provide full details.

No

11. Within the past ten (10) years, has the FAA taken any action to revoke or suspend any airman certificate, type certificate, production certificate, airworthiness certificate, air carrier operating certificate, air navigation facility certificate, or air agency certificate held by you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

12. Within the past (10) years, has the FAA sought to impose any criminal penalty (financial or otherwise) against you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.

No

13. Within the past (10) years, have any charges of whatsoever nature been brought against you (or an organization in which you held an ownership interest of 5% or more) alleging unfair or deceptive or anti-competitive business practices, or alleging fraud, felony, or antitrust violation? If your answer is affirmative, provide full details including final disposition or current status of each such proceeding.

No

14. Apart from all answers provided above, within the past five (5) years, has any formal complaint been lodged against you personally regarding compliance with the Transportation Code or orders, rules, regulations or requirements issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.

No

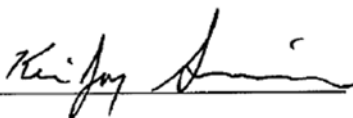
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No

16. Are any legal actions currently pending against you personally? If your answer is affirmative, provide full details including the nature of the allegations and the relief requested in the complaint or petition against you.

No

17. Under penalty of perjury, I certify that I am a citizen of the United States of America. Yes x No _____. (If your answer is no, provide country of citizenship and Green Card number below.)

Signature: 

Date: 6-7-2022

JENNIFER FARRIS

444 S. River Rd., St. George, UT 84790

People oriented organizational manager with 7+ years of airline experience in the executive offices, implementing company-wide initiatives, facilitating and executing weekly, monthly and quarterly corporate meetings, and creating successful outcomes in complex and ever-challenging environments. Commitment to strong, quality work ethic, process efficiency, open communication and continuity.

WORK EXPERIENCE

SENIOR EXECUTIVE ASSISTANT, SkyWest, Inc.

Mar 2015 – present

Facilitation of meetings, executive initiatives, and communication with the Executive team – CEO, CCO, CFO, CAO, and EVP Operations.

- Implement, attend, and consolidate reports for weekly and bi-weekly executive leadership meetings from the Company VPs and Directors – Departments including: Finance, Market Planning, Inflight, Flight Ops, Operational Control, Airport Operations, IT, Accounting, Maintenance, Corporate Communications, Safety and People.
- Develop and execute strategy for streamlined and improved efficiency of corporate processes to track and record, maintain and implement updates to partner Central Airline Reservation Systems (CRM platforms) -including communication airline partner travel departments as needed.
- Management of executive travel programs including tracking, booking, communication and implementation.
- Assist in the annual succession planning and salary review across the organization.
- Plan, implement, coordinate with Corporate Communications regarding events with executive leadership & employees, including implementation of recognition, and community events.
- Assisted in the review of corporate management candidates: job posting, applications, iCIMS and coordination with the People department.
- Coordinate with community business leaders and staff regarding events, board positions & lead projects as requested by the CEO.
- Coordinate, maintain, organize and communicate executive schedules and calendars for the CEO, CCO and Chairman of the Board of Directors.
- Maintain corporate contract database.
- Oversee facility & office maintenance, access and availability.

ASSISTANT CORPORATE SECRETARY, SkyWest, Inc. Board of Directors

Aug 2015 – present

Ensuring communication, coordination and resources for the Board to fulfill its fiduciary duties to a company's shareholders.

- Responsible for maintaining annual reports, corporate records, and governance documents for SkyWest, Inc. and the holding company's entities, SkyWest Airlines and SkyWest Leasing.
- Drive strategy and supported measures that increased simplification of Board communication process.
- Lead in preparation of quarterly and annual Board of Directors and Committee materials and timely distribution of monthly, quarterly and annual reports to the Board of Directors.
- Manage communication with Chairman of the Board, Committee Chairs, Directors, Corporate Legal Counsel, Internal and External Auditors, and outside advisors to the Board of Directors.
- Implement digital, online document review, manage confidential documentation, and e-signatures for Board of

Directors and Executive use as well as online evaluation process for annual Board, Committee and executive personnel.

- Managing relationship with Board of Directors and SkyWest, Inc.: quarterly director payments, expense reimbursements, D&O annual reports, related parties, tax-related documents, and corporate communications.
- Coordinated efforts to review, screen and interview potential director candidates with corporate advisory firms, due diligence efforts, communicate with CEO, Chairman of the Board and Nominating and Corporate Governance Committee regarding new members of the Board of Directors.

HR GENERALIST - COVID-19, People Department, SkyWest Airlines

2020 – 2022

Assisted SkyWest Airlines People department in processing employee vaccine, sick leave and certification of submissions for PTO for the SkyWest 14,000 employees during the pandemic.

BUSINESS MANAGER: PHYSICIANS OFFICE

2009 – 2015

Coordinated with physician's multiple emergency room schedules, licensing, legal and licensing compliance, office schedules, hospitalists, accounting and bookkeeping.

- Communicated and coordinated with hospital and office staff.
- Maintain licensing, continued education and compliance certifications.
- Manage business communication and correspondence.
- Arrange flights and accommodations.
- Financial data management, including taxation, reporting and accounting.
- Payroll and hiring experience.
- Coordination of multiple calendars across different platforms – google, outlook, icalendar, etc.

RETAIL DIRECTOR/BUYER: KNEADERS BAKERY, Yuma, Arizona

2010 – 2016

Purchase, organize, and management of retail personnel and inventory for multiple Kneaders Bakery locations, including hiring and staffing management.

- Coordination with franchise staffing and corporate offices.
- Hire and communicate with store retail managers and staff.
- Purchase Agent at international conventions and trade shows.
- Coordinate travel arrangements for owners and support staff.
- Create and maintain, weekly retail sales history records in Excel, generate inventory in shared Google Docs.
- Maintain relationships with wholesale vendors.
- Design, and market retail products.

COLLECTION MANAGER: CHRISTOPHERSON, FARRIS, WHITE & UTLEY, PC

2003 – 2010

- Organized and managed accounts receivable.
- Generated administrative reports for management.
- Supervised contract management.
- Maintained positive relationships with clientele.

HOMEMAKER

1994 – 2003

BUSINESS OWNER: GREAT THINGS FLORAL

1988 – 1994

Owned and operated retail floral and gift business.

EDUCATION

Bachelor of Arts, Communications, Minor in Business, Brigham Young University, Provo, Utah. **Aug 1992**

QuickBooks/Accounting Certification, Dixie State College, St. George, Utah. **Sep 2009**

Public Notary, State of Utah **Sep 2015 – present**

PROFESSIONAL SKILLS

Central Airline Reservation System (CRS) – 7-years' experience in booking, training, logging, and managing processes for CRS booking programs for SkyWest's major airline partners.

- Sabre (American Airlines),
- Term (Delta Air Lines)
- Shares (United Airlines).

Proficient in: **Word, Excel, PowerPoint, Visio, QuickBooks**, and multiple calendar-management programs. Developed, and continued education in management and communication skills.

Ability to remain calm, assess and deescalate stressful and complex situations.

Experience managing, developing and communicating with multiple personality types.

Task-oriented, strong-work ethic, able to communicate clear expectations and produce on time projects.

INTERESTS & HOBBIES

International Travel, 44 countries and 35 U.S. states visited.

Running - Completed 23 marathons between 2011 – 2017.

Floral Design - Owned and operated a florist shop from 1990-1994. Instructor Community Education, Dixie College between 1994-1997.

Scuba Diving & Boating

Photography

Family – three daughters and one son and 3 grandkids.

QUESTIONNAIRE

Questionnaire for Key Personnel of USAC AIRWAYS 691 LLC

1. Please state your full name and address.
Jennifer Farris
c/o SkyWest Charter
444 S. River Rd.
St. George, UT 84790
2. List the position(s), if any, you hold in USAC Airways 691 LLC (USAC) If you are a member of the board of directors of USAC, please so indicate. If you are an officer or director of any company affiliated with USAC, please indicate name of company and positions you hold.
Director HR
3. Do you have an ownership interest in USAC? If your answer is affirmative, specify number of shares held and percentage of total ownership your interest represents.
No
4. Aside from the above, do you own stock or hold an ownership interest in any other aviation-related entity? If your answer is affirmative, specify name of entity, number of shares held, and percentage of total ownership interest in the entity that your shares represent.

Stock Symbol	Shares Held	Total Shares	% Ownership
SKYW	276	50,250,000	0.000005493%
5. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of the Federal Aviation Act or a provision of Title 49 of the United States Code (collectively, the "Transportation Code")? If your answer is affirmative, provide full details.
No
6. Within the past ten (10) years, has any order been issued finding that you personally committed a violation of FAA regulations, DOT regulations, or any other order, rule or regulation issued pursuant to the Transportation Code? If your answer is affirmative, provide full details.
No

7. Within the past ten (10) years, have you personally been issued a Warning Notice or Letter of Correction by the FAA? If your answer is affirmative, provide full details.
No
8. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) by the FAA? If your answer is affirmative, provide full details.
No
9. Within the past ten (10) years, have you personally been assessed a civil penalty (compromised or otherwise) for violation of the Hazardous Materials Transportation Act? If your answer is affirmative, provide full details.
No
10. Within the past ten (10) years, has any aircraft of which you (or an organization in which you held an ownership interest of 5% or more) were the owner or operator been seized by the FAA (or, have you been assessed a civil penalty in lieu of such seizure)? If your answer is affirmative, provide full details.
No
11. Within the past ten (10) years, has the FAA taken any action to revoke or suspend any airman certificate, type certificate, production certificate, airworthiness certificate, air carrier operating certificate, air navigation facility certificate, or air agency certificate held by you (or an organization in which you held an ownership interest of 5% or more)? If your answer is affirmative, provide full details.
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16. Are any legal actions currently pending against you personally? If your answer is affirmative, provide full details including the nature of the allegations and the relief requested in the complaint or petition against you.

No

17. Under penalty of perjury, I certify that I am a citizen of the United States of America. Yes x No _____. (If your answer is no, provide country of citizenship and Green Card number below.)

Signature: 

Date: 6/7/22

Larry A. Wilson

c/o SkyWest Charter, LLC
444 South River Rd,
St. George, UT 84790

RATINGS:

Airline Transport Pilot: Certificate #1999377

Type Rating: Citation - 500 Series

Lear 35
Lear 60
CL 601
GIV
Boeing 747 Classic

FLIGHT EXPERIENCE:

Total Flight Time 18,891
Pilot in Command 15,397
Multi-Engine 17,838

AVIATION EXPERIENCE:

8/21 present Director of Operations, Eyan jet

2/20 8/21 Furloughed from Jet Ready due to Covid pandemic, took time off to work on property.

6/19 2/20 Jet Ready, Ft. Lauderdale, FL. Captain, FAR 135

12/18 3/19 World Wide Jet, Phoenix, AZ Captain, FAR 135

5/18 12/18 Jet Ready, Ft, Lauderdale, FL. Captain, FAR 135

1/17 5/18 Paragon Jets, Teterboro, NJ. Captain, FAR 135.

3/12 12/16 Jet Access Aviation, West Palm Beach, FL. Captain, FAR 135

11/10 3/12 Sol Air, LLC, Santa Fe, NM Captain, FAR 135

4/07 11/10 Nashville Jet Charter, Nashville, TN. Lear 35 and C-500 Captain. FAR 135.

8/06 4/07 Secure Air Charter, Nashville, TN. Lear 35 Captain, FAR 135.

1/01 1/06 Polar Air Cargo, Purchase, NY, B747 Captain.
World wide international operations involving many flights in support of
"Operation Iraqi Freedom."

8/99 1/01 Air Transport International, Little Rock, Arkansas, DC-8 first Officer.

4/98 8/99 American International Airways, Ypsilanti, Michigan, DC-8 First Officer.

2/98 4/98 Grand Aire Express, Monroe, Michigan, FAR 135 Line pilot.

3/97 2/98 FlightSafety International, Wichita, Kansas, Citation simulator instructor.
Instructor in Initial type, Single Pilot, FAR 135 and CAT II operations.

11/94 3/97 Jensen Aviation, Nashville, Tennessee, Corporate pilot.

3/94 11/94 Executive Jet Aviation, Columbus, Ohio, FAR 135 Line pilot.

8/91 3/94 Patten/ Beers Constructors, Nashville, Tennessee, Corporate pilot.

1/86 8/91 Universal Aviation, Smithville, Tennessee, General Manager FBO, Aircraft sales, FAR 135 Chief Pilot. Responsible for implementing, filing and tracking all government paper work for J-1 visa program for training foreign students.

6/78 12/85 Starflight Inc., Smyrna, Tennessee, (Exclusive military hazardous materials transportation) General Manager, FAR 135 Chief pilot. Check Airman, Hazardous materials instructor. Responsible for training of all personnel, including pilots, in hazardous materials handling, storage and transportation.

EDUCATION:

MASTER OF EDUCATION Degree in Aerospace Education: 1975

Major: Aerospace Education Minor: Aerospace

Middle Tennessee State University, Murfreesboro, Tennessee.

BACHELOR OF SCIENCE Degree in Aerospace Administration: 1972

Major: Aerospace Administration Minor: Business Administration

Middle Tennessee State University, Murfreesboro, Tennessee.