



## Nina

### Nina Bianchi Skinner

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#### Overview

Nina Skinner counsels privately-held and publicly-traded corporations, start-up companies and nonprofit organizations in various stages of business transactions, including:

- Mergers, acquisitions, dispositions and restructurings representing both buyers and sellers in strategic and financial transactions
- Joint ventures
- Derivatives transactions and related regulatory (Dodd Frank and EMIR) compliance, negotiating ISDA and NAESB contracts, accelerated share repurchase transactions
- Corporate finance, including secured and unsecured commercial lending transactions, Uniform Commercial Code matters, local counsel opinions and representation
- Private placements
- Corporate governance and compliance, including board and committee structure, fiduciary duties, conflicts of interest, regulatory compliance, shareholder engagement, director indemnity, governance policies
- Company-wide policies and procedures (such as social media, document preservation/retention, code of ethics and business conduct, anti-harassment, insider trading)
- Entity formations (such as corporations, partnerships, limited liability companies, professional corporations)
- Commercial contracts and operational agreements (such as confidentiality agreements, non-competition agreements, master service agreements, terms and conditions of service, purchase and supply contracts, equipment leases, railcar leases, affiliate agreements, escrow agreements, guaranties, employment agreements)
- Corporate document maintenance (such as corporate minutes, charter documents, constituent documents, memoranda for boards of directors and executive management)
- Outside general counsel services

Ms. Skinner has legal experience in a number of industries such as the energy (upstream, midstream and downstream), healthcare, chemicals, manufacturing, telecommunications, consumer products, information

#### Practice Areas

Business Law  
Environmental Business &  
Transactional  
Securities

#### Bar Admissions

Texas, 2001

#### Education

University of Houston Law Center, J.D.,  
2001  
University of Houston Bauer College of  
Business, M.B.A., 2001  
Tulane University, B.S., *magna cum  
laude*, 1997

management, media and entertainment, engineered products, commercial real estate and industrial services industries.

Ms. Skinner simultaneously received her Juris Doctorate from the University of Houston Law Center and a Master of Business Administration from the University of Houston Bauer College of Business in 2001. Prior to law school, she earned her Bachelor of Science in Management from Tulane University, where she graduated magna cum laude.

Some of Ms. Skinner's most recent representative matters include:

- Governance, advised the directors of a privately-held petroleum exploration and development company in fiduciary duty and director liability analysis related to cross border restructuring with contingent liabilities
- Governance, advised the directors of a privately-held oil and gas services company in connection with the expulsion of a company owner
- Start-Up, represented the founding partners of an electrical services company in partnership structuring and entity formation and documentation
- Energy, represented a privately-held energy company in negotiating a crude pipeline construction project and related agreements
- Energy, represented a privately-held working interest owner in structuring and negotiating an earning, continuous drilling and joint development program with a third party operator and related capital raise for drilling operations
- Energy, represented a publicly-traded (NYSE) independent oil and gas company in the sale to a third party operator of plugging and abandonment obligations for shallow water leases and wells
- Energy Joint Venture, represented a privately-held energy company in a joint venture financing of partner equity restructuring
- Energy Joint Venture, represented the chemicals division of a publicly-traded (NYSE) multinational oil and gas company in the structuring and negotiation of a joint venture for the production of surfactants and related agreements
- Asset Acquisition, represented a privately-held energy company as purchaser in the negotiation of acquisition documents in anticipation of option exercise for the acquisition of crude pipeline assets
- Asset Acquisition, represented a publicly-traded (NYSE) multinational oilfield services company in the acquisition of fluid inclusion analysis technologies and related laboratory assets
- Asset Acquisition, represented a privately-held energy company in bid to acquire multiple hundreds of fuel service stations and related fuel supply contracts and structuring of joint venture proposal for the acquisition
- Asset Acquisition, represented a publicly-traded (NYSE) multinational oil and gas company in the acquisition of a gathering system from a seller in bankruptcy
- Asset Acquisition, represented a privately-held energy company in the acquisition of crude terminal assets
- Asset Acquisition, represented a publicly-traded (NYSE) multinational oil company in the acquisition of oil and gas leases from an insolvent seller
- Asset Acquisition, represented a privately-held trucking company in bid to acquire commercial trucking assets
- Asset Acquisition, Texas local counsel to a privately-held processor and distributor of steel products in the acquisition of assets from an insolvent seller
- Asset Disposition, represented a financial institution in the disposition of foreclosed healthcare assets
- Equity Redemption, represented a limited liability company member in the redemption of such member's equity interest
- Derivatives, ongoing representation of a publicly-traded (NYSE) multinational EPC company and its affiliated cross border joint venture entities in foreign exchange and interest rate derivatives transactions, ISDA documentation negotiation and regulatory compliance under Dodd Frank and EMIR
- Derivatives, ongoing representation of a publicly-traded (NYSE) multinational oil and gas company and its affiliated cross border joint venture entities in ISDA documentation negotiation and regulatory compliance under Dodd Frank and EMIR

- Derivatives, ongoing representation of a publicly-traded (NASDAQ) pharmaceutical company in derivatives portfolio restructuring, ISDA documentation negotiation, regulatory compliance under Dodd Frank and EMIR and private accelerated share repurchase program
- Derivatives, ongoing representation of a publicly-traded (NYSE) multinational manufacturing company in ISDA and NAESB financial and commodity hedging arrangements and related Dodd-Frank matters
- Mezzanine Finance, represented a privately-held pipe manufacturing and logistics company as borrower for mezzanine facility
- Equipment (Railcar) Leases, ongoing representation of publicly-traded and privately-held petrochemical companies as lessee in matters related to leveraged railcar equipment leases and negotiation of non-leveraged leases

Other notable engagements include:

- Bankruptcy 363 Sale, represented a publicly-traded (NYSE) shallow-water drilling company as seller in a prepackaged bankruptcy sale of its drilling assets
- Asset Acquisition, represented a publicly-traded (NYSE) drilling company as purchaser in the acquisition of directional drilling assets
- Stock Acquisition, represented a private equity firm as purchaser in acquisition of the stock of a manufacturer of mixing and blending products for the energy industry
- Private Equity Acquisition, represented a privately-held energy industrial maintenance services company as seller in the sale of the company to a private equity firm
- Acquisition Bids, assisted in representing a publicly-traded (NYSE) petrochemical company as purchaser in multiple auction bids for the acquisition of crude refinery assets
- Joint Ventures, assisted in representing publicly-traded (NYSE) chemicals manufacturing and energy companies in joint ventures to develop a soda ash transloading facility and a petcoke terminal facility
- Supply Agreements, represented a publicly-traded (NYSE) oil and gas company as purchaser in negotiating multiple petcoke supply agreements
- Supply Agreements, represented a publicly-traded (NYSE) manufacturing company as purchaser in negotiating sulphur supply and terminaling agreements
- Local Counsel for Credit Facility, ongoing representation of a publicly-traded (NYSE) multinational drilling company as borrower in senior secured credit facilities and related amendments and as issuer in multiple domestic and Canadian high-yield debt offerings
- Secured Credit Facilities, represented multiple healthcare institutions as borrowers in secured revolving and term credit facilities, internal financings and related amendments
- Secured Credit Facilities, represented and assisted in representing privately-held and publicly-traded (NYSE and NASDAQ) manufacturing, procurement, media and entertainment, sporting goods, and energy companies and a private equity firm as borrowers in secured credit facilities (revolver and term features) and related amendments
- Unsecured Credit Facility, assisted in representing a publicly-traded (NYSE) procurement company as borrower in unsecured credit facility
- Commercial Paper Programs, represented a publicly-traded (NYSE) oil & gas services company as issuer in establishing and amending its commercial paper programs
- Tax-Exempt Bond Offerings, assisted in representing multiple healthcare institutions as the issuers of tax-exempt bonds and in related bond refinancings and credit matters
- Plant Shutdown, represented a publicly-traded (NYSE) manufacturing company in its plant shutdown due to a pigging incident on its natural gas pipeline
- Initial Public Offerings, assisted in representing an international language learning company in its initial public offering on the NYSE and a global media and entertainment company with the spin-off of its outdoor advertising business as an independent public company listed on the NYSE

Prior to joining Liskow & Lewis, Ms. Skinner practiced at Fulbright & Jaworski L.L.P.

## Involvement

### Professional

- State Bar of Texas - Member
- Houston Bar Association – Member
- American Bar Association – Member; ABA M&A Committee Deal Point Carve Out Study, 2016
- Hispanic Lawyers Network - Member
- Houston Commercial Finance Lawyers - Member
- Liskow & Lewis Strategy Committee and Pension Committee - Member

### Community

- Greater Houston Partnership, Women’s Business Alliance – Member
- Association of Corporate Growth, Houston Chapter and Houston Women’s Forum - Member
- Women’s Energy Network, Houston Chapter - Member
- Methodist Hospital Young Leaders for Medicine – Member
- Memorial Lutheran Church – Member

## Recognition

- Named a "Rising Star" in *Texas Super Lawyers, Thomson Reuters*, 2006, 2011

## Presentations

- "A Conversation On U.S. Shale," Featuring Luciano Di Fiori of Energy Insights by McKinsey, Liskow & Lewis Houston Forum Series, June 15, 2017
- "Oil and Gas Property Purchase and Sale Agreements: What's Going on in the Documents from a Tax Perspective?," Liskow & Lewis Breakfast Forum Series, December 6, 2016

## Publications

- "SEC Expands Investor Classes for Unregistered Securities Transactions," Liskow & Lewis' The Energy Law Blog, August 28, 2020
- "Changes to PPP Loans by the Paycheck Protection Program (PPP) Flexibility Act of 2020," Liskow & Lewis' The Energy Law Blog, June 9, 2020
- "Applying for Loan Forgiveness under the Paycheck Protection Program (PPP)," Liskow & Lewis' The Energy Law Blog, May 19, 2020
- "Main Street Lending Programs," Liskow & Lewis' The Energy Law Blog, April 20, 2020
- "COVID-19 Lending Resources," Liskow & Lewis' The Energy Law Blog, April 8, 2020
- "Emerging on the Other Side of the Coronavirus Pandemic: Raising Structured Capital for Small and Mid-Size Businesses," Liskow & Lewis' The Energy Law Blog, April 7, 2020
- "Applying for a Loan under the Paycheck Protection Program (PPP)," Liskow & Lewis' The Energy Law Blog, April 3, 2020
- "COVID-19 Federal Legislative Response," Liskow & Lewis' The Energy Law Blog, March 31, 2020

- "Key Issues in OTC Derivatives Contracts as COVID-19 Disrupts Global Financial Markets," Liskow & Lewis' The Energy Law Blog, March 25, 2020
- "Delaware Corporations Can Rely On Federal Forum Provisions for '33 Act Claims," Liskow & Lewis' The Energy Law Blog, March 19, 2020
- "2019 ABA Private Target Mergers & Acquisitions Deal Points Study," Liskow & Lewis' The Energy Law Blog, December 18, 2019
- "Privilege Claw-Back Provision Upheld by Delaware Courts," Liskow & Lewis' The Energy Law Blog, June 4, 2019
- "Derivatives: Regulators Address No-Deal Brexit Cross-Border Issues," Liskow & Lewis' The Energy Law Blog, April 3, 2019
- "Derivatives: Non-cleared Swaps Variation Margin Update – Limited Relaxed Enforcement by the CFTC, Prudential Regulators and European Supervisory Authorities," Liskow & Lewis E-Newsletter, February 27, 2017
- "Derivatives: ISDA Announces 2016 New York Law Variation Margin Credit Support Annex," Liskow & Lewis E-Newsletter, May 6, 2016

## News/Insights

### INSIGHTS

8.28.20

SEC Expands Investor Classes for Unregistered Securities Transactions

### INSIGHTS

6.9.20

Changes to PPP Loans by the Paycheck Protection Program (PPP) Flexibility Act of 2020

### INSIGHTS

5.19.20

Applying for Loan Forgiveness under the Paycheck Protection Program (PPP)

### INSIGHTS

4.20.20

Main Street Lending Programs

### INSIGHTS

4.3.20

Applying for a Loan under the Paycheck Protection Program (PPP)

### INSIGHTS

3.31.20

COVID-19 Federal Legislative Response

### INSIGHTS

3.25.20

Key Issues in OTC Derivatives Contracts as COVID-19 Disrupts Global Financial Markets

### INSIGHTS

3.19.20

Delaware Corporations Can Rely On Federal Forum Provisions for '33 Act Claims

## INSIGHTS

12.17.19

2019 ABA Private Target Mergers & Acquisitions Deal Points Study

## INSIGHTS

6.4.19

Privilege Claw-Back Provision Upheld by Delaware Courts

## NEWS

5.17.18

Liskow Served as Derivatives Counsel to Chicago Bridge & Iron Company

## INSIGHTS

5.6.16

Derivatives: ISDA Announces 2016 New York Law Variation Margin Credit Support Annex

## INSIGHTS

5.5.16

Derivatives: ISDA Announces 2016 New York Law Variation Margin Credit Support Annex

## NEWS

1.28.15

Nina Bianchi Skinner Joins Liskow & Lewis