



OIL INDIA (USA), Inc.

(A wholly owned subsidiary of Oil India Limited)

C/o Thompson & Knight LLP,
1722 Routh Street, Suite 1500,
Dallas, Texas 75201

GLOBAL EXPRESSION OF INTEREST

REF.NO.OILUSA/GC/1069/EOI/2021

16th March2021

LAST DATE OF SUBMISSION: 15:00 HRS (IST) OF 6th April, 2021

Sub: Notice Inviting “Expression of Interest (EOI)” from Consultants for engagement of a Legal Advisor for divestment of 20% stake of Oil India (USA) Inc in Niobrara Shale Asset.

1.0 Introduction:

Oil India (USA), Inc. (hereafter called “the Company”), a Houston, Texas, USA-based Company, holds a 20% stake in a liquid rich Niobrara shale asset in the Denver - Julesburg (D-J) Basin in Colorado, USA. The Company is a wholly owned subsidiary of Oil India Limited (OIL) - a premier National Oil Company under the administrative control of Ministry of Petroleum & Natural Gas, Government of India. Oil India Limited is engaged in the Exploration, Development, Production & Transportation of Crude Oil & Natural Gas and Production of LPG.

The Company intends to engage a Legal Advisor having relevant experience in legal advisory assignments related to divestment of Shale assets in USA to advise the Company and facilitate sale of its entire 20% non-operated stake in a Shale asset in USA.

2.0 The Company hereby invites Expression of Interest on a letterhead expressing interest from experienced and reputed prospective Legal Advisors (LA) for shortlisting for engagement as Legal Advisor in USA.

3.0 Scope of work:

The Legal Advisor shall perform the following transaction-related services during the Term of this engagement, which broadly includes but not limited to:

a. Initial Stage

- i. Discussions with seller, its advisors and prospective buyers regarding nature of asset package, marketing process, unique issues, timing concerns, third party rights and claims and other items related to the divestiture process.
- ii. Preparation of a form Confidentiality Agreement (“CA”) to submit to prospective buyers for access to the virtual data room.
- iii. Preparation of a sell-side form Purchase & Sale Agreement (“PSA”) to submit to prospective buyer(s).

b. Intermediate Stage

- i. Assist seller to negotiate CA’s with prospective buyers.

- ii. Assist seller to negotiate the legal documents including the final form of PSA, with the selected buyer(s). The Legal Advisor will also review redline and provide summary feedback for use in advising on best fit buyer from a legal standpoint.
- iii. Assist seller with title issues and title defects asserted by buyer.

c. Final Stage

- i. Legal advisor will assist Seller as necessary, with all relevant documentation necessary to close and assign properties to buyer
- ii. Assist seller in post-closing items (surviving obligations and rights of Seller, indemnity, curative efforts, final settlement statement and other miscellaneous items).
- iii. Assist in covenants following closing, with third party related inter alia, to litigation support, indemnification and related issues.
- iv. Provide such other services reasonably related to a transaction as the parties may agree from time to time during the term of the engagement.

4.0 Legal Advisor's Minimum Qualifying Criteria

- a. The Legal Advisory Entity must have been completed at least **(02) two legal advisory assignments specially on divestment**, and relevant to the Scope of Work, in international Shale oil and gas transaction, with value exceeding **US\$ 100 Million each**.
- b. The Legal Advisor must have working office at Texas, USA.
- c. The consultancy team will comprise minimum (04) four members and must meet the following experience criteria:
 - (i) **Team Leader** - Suitably qualified professional with **minimum Ten (10) years' experience** in legal advisory assignments and must have worked in **two (2) minimum numbers** completed legal advisory assignments related to divestment in Shale oil and gas international transaction with value exceeding **US\$ 100 Million each**. The team leader should be competent in US (Texas) Law.
 - (ii) **Core team Members (Minimum (3) three members)**— Suitably qualified with **minimum eight (08) years' experience** in handling legal advisory assignments and must have worked in **two (2) minimum numbers** completed legal advisory assignments related to divestment in Shale oil and gas international transaction with value exceeding **US\$ 60 Million each**. The team members should be competent in US (Texas) Law.
- d. Bidders must submit the details of Projects worked in and detailed CV of each team member, to be associated with the Project, clearly mentioning years of experience and projects worked in **PROFORMA – I attached as Annexure-I**. Continuity shall be maintained in the Project for members, whose CV(s) are attached in Bid and meeting the eligibility criteria. Any change / replacement shall be with prior approval of Oil India (USA) Inc and meeting the respective eligibility criteria.
- e. Team not meeting the minimum pre-qualifying criteria stands disqualified and no correspondence shall be issued by the Company in this regard.

5.0 The Legal Advisors will be invited to join for a discussion on terms and conditions of the tender before being shortlisted.

6.0 **Address for submission of EOI**

Interested Legal Advisors are requested to visit our website www.oil-india.com for further details on the above and submit their Expression of Interest with PROFORMA-I latest by **6th April 2021 till 15:00 Hrs (IST)** to the following email address:

oil.usa@oilindia.in

7.0 **Address for Communication:**

For any contractual clarifications, the advisor(s) may contact

Mr. D. C. Nath
Deputy General Manager (Contracts-BD)
Oil India Limited
Plot No.19, Sector-16A, Noida-201301
Email: dulalcnath@oilindia.in

8.0 **OIL INDIA (USA), Inc** reserves the right to accept or reject response to this Expression of Interest for shortlisting the Legal Advisor.

ELIGIBILITY CRITERIA CHECKLIST
(To be filled in by the Bidder and submitted as part of the EOI)

Name of the Project:

EOI No and Date:

Name of the Bidder:

1. Brief description :

a.	Name of the Party	
b.	Brief description of the party	
c.	Details of Office Address located in Texas, USA.	
d.	Name of the Contact person with e-mail ID	
e.	Experience (in no of Years) of completing asset divestiture assignments in USA shale oil and gas assets.	
f.	Ability to deliver as per the Scope of Work	Yes/No
g.	Competency in US (Texas) Law.	Yes/No

II. LEGAL ADVISOR ENTITY : ELIGIBILITY

Eligibility Criteria of Legal Advisor: The Advisor must have been completed at least two assignments, relevant to the scope of work, in international Shale oil and gas transaction with value exceeding **US\$ 100 Million each**.

Sl No	Brief Description of Assignments/Transactions considered for claiming eligibility.	Year of Transaction	Location Country	Deal Value (in USD Mn)	Remarks
1					
2					
3					

III. TEAM LEADER ELIGIBILITY

Eligibility Criteria of Team Leader: Suitably qualified professional with minimum **Ten (10) years** of experience in Legal Advisory assignments and must have worked in **Two (2) minimum number completed legal advisory assignments related to divestment in shale oil and gas international transactions with value exceeding US\$ 100 Million each** .

Name of the Team Leader	Experience (in no of Years)	Brief Description of Assignments/ Transactions considered for claiming eligibility.	Role Played in the Assignment	Location Country	Deal Value (USD Mn)
Competency in US (Texas) Law.		Yes/No			

IV. CORE TEAM MEMBER ELIGIBILITY

(a) Eligibility Criteria of Core team Members (Minimum 3 members) — suitably qualified with minimum **8 years of** experience in handling legal advisory assignments and must have worked **Two (02) minimum numbers** completed legal advisory assignments related to divestment in Shale oil and gas international transaction with value exceeding **US\$ 60 Million each**.

	Name of the Core Team Member(s) –	Experience (in no of Years)	Brief Description of Transactions considered for claiming eligibility.	Location Country	Deal Value (in USD Mn)	Remarks
1						
2						
3						
4	Competency in US (Texas) Law		Yes/ No			

Note: In case the bidder is not able to disclose details of any eligible deal due to any non-disclosure restrictions, a certificate must be provided to the effect that the deal is qualifying in all respect as per the provisions of the EOI for consideration of the qualifying criteria.

Signature of Bidder/Authorized Signatory

Date:

Name:

Designation: