

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

IN RE: Chapter 11  
Case No. 18-12378 (LSS)  
WELDED CONSTRUCTION, L.P.,  
*et al.*, (Jointly Administered)  
Debtors.  
WELDED CONSTRUCTION, L.P., Adversary Proceeding  
No. 19-50194 (LSS)  
Plaintiff,  
v.  
THE WILLIAMS COMPANIES, INC.,  
WILLIAMS PARTNERS OPERATING Courtroom 2  
LLC, and TRANSCONTINENTAL GAS 824 Market Street  
PIPE LINE COMPANY, LLC, Wilmington, Delaware 19801  
Defendants. Thursday, September 7, 2023  
9:33 a.m.

TRANSCRIPT OF HEARING  
BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN  
CHIEF UNITED STATES BANKRUPTCY JUDGE

**TRIAL (DAY 10)**

Electronically  
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ADVERSARY MATTER GOING FORWARD:

*WELDED CONSTRUCTION, L.P., Plaintiff, v. THE WILLIAMS  
COMPANIES, INC., WILLIAMS PARTNERS OPERATING LLC, and  
TRANSCONTINENTAL GAS PIPE LINE COMPANY, LLC, Defendants.  
Case Number 19-50194 (LSS)*

Status Conference

2085

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2098

1 (Proceedings commenced at 9:33 a.m.)

2 THE CLERK: Please rise.

3 THE COURT: Good morning, please be seated.

4 Okay. So, where to go from here and how to  
5 proceed, Mr. Guerke?

6 MR. GUERKE: Good morning, Your Honor. Kevin  
7 Guerke on behalf of Welded Construction.

8 I can give you an update on our discussions that  
9 we had with -- with Transco yesterday and this morning.  
10 After we closed evidence yesterday, we suggested a briefing  
11 schedule at 45 days from yesterday and 45 days post-trial  
12 brief and then leave it to the Court, whether the Court would  
13 like reply briefs. We have no position on that. And whether  
14 the Court would like an argument, we also don't have a  
15 position on that.

16 After mulling it over a little bit, last night, we  
17 thought maybe 45 days was too much and as an alternative, we  
18 thought this morning if the Court wasn't receptive to 45  
19 days, that 36 days would land October 13th, which is a little  
20 less, but gives us more than 30 days, which is what we were  
21 trying to do.

22 So, that was our proposal: 45 days, 45 pages, or  
23 in the alternative, 36 days and however many pages that the  
24 Court would like.

25 THE COURT: Okay. Ms. Ewald?

1 MS. EWALD: Good morning, Your Honor. Shelly  
2 Ewald for Transcontinental Gas Pipeline Company.

3 And I spoke with Mr. Guerke last night and this  
4 morning regarding the brief. Originally, we had proposed a  
5 30-day turnaround, but are amenable to the 36-day, Friday  
6 the 13th proposal.

7 THE COURT: Yeah, I was going to ask, because  
8 that's a Friday. It is, huh?

9 MS. EWALD: Yes.

10 And with regard to the page limit, we were hoping  
11 for a 60-page brief. After nine days of trial time, we felt  
12 that having 20 pages longer than we did in the pretrial brief  
13 would be appropriate, and exercising some self-restraint  
14 hopefully, on our part, but we would defer to the Court.

15 In addition, with regard to the manner of  
16 briefing, we would certainly defer to the Court, as well, if  
17 proposed findings of fact and conclusions of law would be  
18 helpful or traditional briefing with a statement of facts,  
19 whatever Your Honor's preference is.

20 THE COURT: Okay. Thank you.

21 You know, I don't want proposed findings of fact  
22 and conclusions of law. I actually don't find that very  
23 helpful. What I do find helpful is telling me what evidence,  
24 pointing me to the evidence in the docket in the trial that  
25 supports each category of claims. So, I know Mr. Sztroin

1 testified on this day and here's what he testified to and it  
2 is with respect to this equipment fee issue, whatever. That,  
3 I find, helpful. Pointing me to the factual basis in the  
4 record that you believe supports your claim, your defense,  
5 your counterclaim, whatever it happens to be.

6 I will also say that I found this chart -- I am a  
7 chart person, I am visual, so charts help me -- that was  
8 at -- on Welded's pretrial brief at the end, I find this kind  
9 of chart helpful. And it's often what I do where I line up,  
10 here's the claim, where's the evidence, okay. Here's the  
11 claim, what's the legal issue. So I find charts helpful.  
12 You don't have to use charts, but I will tell you I find them  
13 helpful, because it's sort of a shortcut narratives good and  
14 it's what we're all used to doing, but I find charts very  
15 helpful.

16 If you're doing it in a narrative, bullet points  
17 are helpful. Give me the citation to the record on the  
18 evidence that supports your claims and counterclaims.

19 I will say I found, in terms of the briefing, and  
20 I believe this was of the summary judgment briefs, I found  
21 Transco's style helpful, where you had yours delineated by  
22 the claim and the amount and then you had a discussion. I  
23 found that very helpful.

24 So think about that when you're putting your  
25 briefs together. Pointing me to the evidence is what I would

1 like to see and I'm sort of indifferent to the amount of time  
2 it takes you to brief. So if the 36 is acceptable, let's go  
3 with the 36 days.

4 I think given the number of claims and  
5 counterclaims there are and that I want you to point me to  
6 the evidence, I'm going to permit those 60 pages, which I'll  
7 regret, but I'm going to do that. And then here, I think  
8 there's been enough briefing that I think simultaneous briefs  
9 are okay. Simultaneous I find simultaneous briefing, people  
10 talk past each other it's unhelpful, but I think there's been  
11 enough briefing here that simultaneous briefing could be  
12 okay.

13 And I will, I'm sure -- but I'll obviously let you  
14 know -- entertain argument. So there will be an opportunity  
15 to respond and I will have questions.

16 I'm told I'm pretty hot-benched, so you should  
17 expect a lot of questions and I will also say, it's because I  
18 really want the answers. It's not putting anybody on the  
19 spot usually when I'm asking questions, it's what I'm  
20 concerned about, okay, and it's what I'm thinking about and  
21 here's where I'm having difficulty and I want your assistance  
22 or I need a response. So I try to be prepared with questions  
23 so that I'm not wasting your time and I'm getting some  
24 benefit of your counsel, with respect to the issues I'm  
25 struggling with.

1           So, that's what we'll do, I'll read the briefs,  
2 and then we'll schedule argument.

3           As I said yesterday, burden of proof just jumps  
4 out to me as something I need assistance on and I would like  
5 to see that in your briefing. Issues that have been talked  
6 about, I think that jump out from the briefing that I've had  
7 and from the evidence that we got in terms of legal issues,  
8 are the dispute resolution process and the contract, the  
9 audit process and the contract, what's the legal  
10 ramifications of those provisions and how they apply, the  
11 payment of invoices and the effect of that from a legal  
12 perspective. Those are the actual big legal issues that hit  
13 me. There's probably more. There could be more, but I know  
14 I'd like assistance with those.

15           And I'm not sure, I don't recall -- if you've  
16 already briefed it and I just don't recall it, these are  
17 legal issues and you can point me to where you've briefed it  
18 before -- that's fine but I don't think I've seen the issues  
19 briefed. So that's my thought around post-trial briefing.  
20 I'll permit it. Sometimes I find it helpful, sometimes I  
21 don't. I'm hoping it will be here with some guidance that  
22 I've given you on what I'm looking for. But, obviously, you  
23 can brief whatever issues you think are important to your  
24 case.

25           Exhibits. Let's talk about the exhibits a little



1 bit. What's back there in the seven -- six, carts, whatever?  
2 And I was quickly looking at the Excel spreadsheet that y'all  
3 sent over of the exhibits.

4 MR. GUERKE: So, Your Honor, my understanding of  
5 what's in the binders, we have, roughly, 2,100 exhibits from  
6 the Defense signed and then 650 or so from the Plaintiff's  
7 side. I suspect there are a fair amount that are not in play  
8 anymore.

9 As you know from the deposition designation  
10 process, there are deposition designations that we're  
11 admitting or submitting as part of our case and there are  
12 several exhibits that we're going to try to move in through  
13 those depositions. So some of our 600-plus exhibits will be  
14 hopefully coming into evidence through the briefing. I don't  
15 know if that 50 more or 12 more, but for the 600 exhibits on  
16 the Plaintiff's side, we may have a hundred that we talked  
17 about in trial and then another set we're going to use as  
18 part of the post-trial briefing and the overall evidence in  
19 the case, but other than that, there's no other mechanism to  
20 try to get the Court to consider the balance, if there were,  
21 for example, 300 Plaintiff exhibits that have not been  
22 discussed in the trial or in the briefing. So, I think  
23 there'll be a fair amount that we can shred.

24 THE COURT: Okay. So some of it will depend on  
25 what you use in your post-trial briefing and then whether

1 there were objections and whether I admitted or not.

2 MR. GUERKE: Yes, that's how we see it. We don't  
3 have a separate agreement on evidence coming in outside of  
4 the briefing or the trial. We did discuss this morning, 12  
5 JXs are were identified in the depositions that we might have  
6 an agreement on those 12, but we said that we'll look at  
7 those 12 to see if we can reach agreement on and we wouldn't  
8 have objection on.

9 I understand they're on the JX list and neither  
10 side objected to them, but I don't know what they are yet.

11 THE COURT: Okay. So, I can get a list. I know  
12 y'all gave me an initial one after the first week of the  
13 exhibits that have been admitted. You can update that for  
14 me, just in one list, please. I'll ignore the first one.  
15 Let's just have one list of the exhibits that were admitted  
16 during trial and then a list of ones that are under  
17 consideration so that I can have that altogether and then  
18 that can be supplemented, I suppose after I getting the  
19 briefing. I'll figure out what to do with the exhibits that  
20 are discussed in the briefing and whether that adds anything  
21 or doesn't add anything. Okay.

22 And then maybe we can pull out from the binders  
23 the exhibits that were not admitted, but I'll worry about  
24 that then. Okay.

25 Exhibits, Ms. Ewald, anything wrong with what was

1 just said or different?

2 MS. EWALD: Thank you, Your Honor. Shelly Ewald  
3 for Transcontinental Gas Pipeline Company.

4 I reviewed the list of exhibits that were  
5 identified in deposition designations last night for both  
6 parties and I identified the 12 that are on the joint exhibit  
7 list that had no objections and I would -- I do think and I  
8 can provide that list to the Court or to Plaintiff's counsel,  
9 as well.

10 With regard to many of the remaining, there are  
11 objections to them and many of them were either offered or  
12 accepted by people who were not witnesses at the trial. So,  
13 I guess at this time, I would reserve my objections to the  
14 documents that -- and exhibits as referenced in our exhibit  
15 list with potentially an opportunity to work some of that out  
16 with the Plaintiff's counsel, particularly regarding the  
17 joint exhibits or those that were not objected to.

18 THE COURT: Okay.

19 MS. EWALD: And I think we will take the Court's  
20 admonition to heart that the documents that were presented to  
21 the Court should our focus for the purpose of briefing, so we  
22 appreciate that.

23 THE COURT: Yes. It would be helpful.

24 MR. GUERKE: Your Honor, we can provide the list  
25 of exhibits that have been admitted in the trial in short

1 order. For the list that you would like for the ones that  
2 are under consideration, would that be something we would  
3 submit in conjunction with our briefs, because that's when I  
4 think it would come into focus, what additional documents we  
5 would be relying on in the briefing.

6 THE COURT: Okay. Yes, no, I was talking about --  
7 but yes, you should do that then -- but I was talking about  
8 the -- I took a few and hopefully I have the list of during  
9 trial exhibits that I took under consideration and didn't  
10 rule on, but I just want to make sure I have the whole list  
11 of those.

12 MR. GUERKE: I'm sorry, I misunderstood.

13 THE COURT: Right. So, for those, I would like  
14 that now because I can look at that in the meantime and make  
15 some decisions, or maybe not, depending on my time, but I'd  
16 like to have that just to make sure we have the complete list  
17 of exhibits from trial.

18 MR. GUERKE: And that's how we've been tracking  
19 it, so we can do that.

20 THE COURT: Right. And then we'll deal with the  
21 ones that may be in the post-trial briefing. I'll deal --  
22 we'll deal with them separately. Yeah, we can't deal with  
23 them now.

24 MR. GUERKE: Thank you, Your Honor.

25 THE COURT: Some of the exhibits I had that were

1 admitted were in native format and there were -- so, they  
2 were Excels or they were huge filings -- and I would like  
3 those submitted to me, either -- however you do it -- on a  
4 CD, on a stick. I don't know if you've done that, but if  
5 those could be put on one of those types of media, then I  
6 would be able to access it if I need it while I'm considering  
7 things. I don't think I have anything else on exhibits.

8           Okay. Anything else either of y'all want to bring  
9 up?

10           MS. EWALD: I just want to note on exhibits, would  
11 it be helpful to have the -- I think we have the admitted  
12 exhibit list that we've been checking with Plaintiff's  
13 counsel, and so we should be able to submit that in short  
14 order. Would it be helpful to have all of the admitted  
15 exhibits on this list in electronic format, as well, as the  
16 native Excels?

17           THE COURT: I guess it couldn't hurt. I would say  
18 I generally don't use them, but I know I have some long  
19 documents here and it might be helpful to be able to search  
20 them. So, you know, how many times does "Maruka" appear in  
21 some document and -- I don't know -- but I was telling my  
22 husband the other night, I'm going to be so great at  
23 Hanukkah, because for my nephews that are 7 and 9, now I can  
24 get them the trucks and I can tell them what they are and how  
25 they work and I'm going to be the great aunt here. Let me

1 tell ya.

2 So, if it's not too problematic, then sure, you  
3 can send them over. I tend to look at paper.

4 MS. EWALD: I understand that, and I do, as well,  
5 but I believe that we could probably fit on that same drive,  
6 we could fit the electronic exhibits, along with those native  
7 Excels.

8 THE COURT: However it works is fine and I'm  
9 trying to think how we did it in Boy Scouts, because I had  
10 more exhibits than this. However they did it, I was able to  
11 pull up the PX number. I was able to search by the exhibit  
12 number to find what I was looking for and then to search  
13 within it.

14 So I could have had -- well, I've got an exhibit  
15 list and I'm sure I have -- I know I have this in the Excel  
16 format so I can search for a particular exhibit that way,  
17 because that was helpful.

18 Let's just see the way you're going to send it to  
19 me. If I have any questions or I need something different,  
20 I'll let you know. But in the first instance, I'll let you  
21 all put that together.

22 MR. GUERKE: And on a related question, Your  
23 Honor, in some of our briefing, we've had appendixes or  
24 declarations where we attach things that are referenced in  
25 the brief.

1 Are the copies that you have sufficient or would  
2 you like --

3 THE COURT: I don't need more documents.

4 MR. GUERKE: Nothing attached? So, just like PX-  
5 25 would be just cited as PX-25. Nothing attached to the  
6 brief?

7 THE COURT: Yep.

8 MR. GUERKE: Okay. Thank you.

9 THE COURT: I'm thinking what might be helpful --  
10 no, I think I'm good. I was thinking -- I mean, I will tell  
11 you I rely a lot on the witness binders, because I assume  
12 that most of the documents, most of the important documents  
13 will be found in one of the witness binders.

14 And I think most of them have a list in the front,  
15 so I think I'm okay. And they're not that big. The witness  
16 binders are just not that big, so I should be okay with  
17 those.

18 And then I can pull from the six carts, whatever  
19 other exhibits I need, but I assume most of it will be in the  
20 witness binders.

21 Other thoughts? Questions?

22 (No verbal response)

23 THE COURT: Okay. Well, thank you and your  
24 clients and the witnesses for the presentation over the last  
25 nine days. I appreciate it very much. I hope I listened as

1 carefully as I think I did and I appreciate the coordination  
2 and the presentation made by both parties.

3           So, thank you very much. I look forward to  
4 getting the briefing. I'd say, unfortunately, I'm losing my  
5 clerk, so he's the one with all the knowledge of everything,  
6 but that's the way it goes sometimes.

7           So, I will, I'm sure, see you in a few months.  
8 Thank you very much.

9           COUNSEL: Thank you, Your Honor.

10          THE COURT: We are adjourned.

11          (Proceedings concluded at 9:55 a.m.)

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CERTIFICATION

I certify that the foregoing is a correct transcript from the electronic sound recording of the proceedings in the above-entitled matter to the best of my knowledge and ability.

/s/ William J. Garling

September 12, 2023

William J. Garling, CET-543

Certified Court Transcriptionist

For Reliable