Docket #0437 Date Filed: 6/5/2024

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June 5, 2024

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VIA E-MAIL

The Honorable Laurie Selber Silverstein
United States Bankruptcy Court for the
District of Delaware
824 North Market Street
Wilmington, DE 19801

Re: ***Welded Construction, L.P., v. The Williams Companies, Inc., et al.***
Adv. Pro. No. 19-50194 (LSS)

Dear Judge Silverstein:

We are working with Welded to address the removal of the exhibit binders at the Courthouse and write to clarify the issues raised in Welded's letter dated June 4, 2024. Transco has no objection to the Court retaining Exhibits JX 81 and PX 526 as proposed by Welded, which are exhibits that were referenced within deposition designations that were read into the record at trial. The remaining exhibits on the table were not: 1) introduced into evidence at the trial, 2) addressed or referenced by a witness at trial, or 3) referenced within or related to any deposition designations read into the record of the proceedings.

Prior to the trial, on August 22, 2023, the Parties submitted hundreds of pages of deposition designations that could potentially be offered as testimony by reading them into the record during the proceedings. During the time limited proceedings, both parties read only certain deposition designations into the record, and the exhibits that accompanied those read-in designations were identified and submitted for the Court to consider—along with any objections. What Welded referenced in its post-hearing Brief, and seeks to have the Court consider further through its brief and by segregating these exhibits for the Court, are unadmitted exhibits that do not correspond to ANY deposition designations introduced into the record at the trial. The documents Welded relies upon were not sought to be admitted through a witness at all, either testifying live or through a deposition designation, and instead were exhibits referenced as part of the hundreds of pages of potential deposition designations and hundreds of accompanying exhibits, submitted to the Court on August 22, 2023, but not ultimately read into the record.

Welded relied upon these unadmitted documents in its post-hearing brief although they were never offered to the Court through a witness or a deposition designation read into the record. Our understanding of the Court's instructions, as cited in Welded's letter, related to exhibits that were referenced in deposition designations that were read into the record at the trial, which these

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were not. To reiterate, we agree that the Court may consider the exhibits accompanying the read-in deposition designations, subject to the objections lodged at the time of designation.

In November 2023, Welded advised Transco that it intended to provide such unadmitted deposition exhibits to the Court and Transco objected on the same basis as described above. Welded did not provide those objected-to documents to the Court at that time and Transco considered the matter resolved. Transco respectfully requests that the Court deny Welded's request that the Court consider proposed Plaintiff's Exhibits 233, 278, 279, 288, 289, 470, and 474 for the reasons stated above.

Enclosed for your reference as **Exhibit A** is a revised table identifying the exhibits admitted through the reading of deposition testimony into the record at trial for Exhibits JX 81 and PX 526. We are also attaching as **Exhibit B** the transcript pages where exhibits were discussed at the end of trial for ease of reference. We remain ready to address any questions that the Court may have in this regard.

Respectfully submitted,

Watt, Tieder, Hoffar & Fitzgerald, L.L.P.



Shelly L. Ewald

cc: Michael S. Neiburg, Esq. (MNeiburg@ycst.com)
Kevin A. Guerke, Esq. (KGuerke@ycst.com)

EXHIBIT A

Welded Construction, L.P. v. The Williams Companies, Inc., et al., Adv. Pro. No. 19-50194 (LSS) List of Designated Deposition Exhibits Cited in Welded's Post Trial Brief

JX No.	PX No.	DX No.	Date	To	From	CC	Description	Production Begin Bates	Production End Attach	Depo Ex. (Designated)	Confidentiality	Objections Asserted at Trial	Date Moved (via Deposition Designation)	Depo Cite for Exhibit	Depo Cite Section Read at Trial?
JX081			8/13/2018 15:15	Springer, R Chris	Malone, Tina		RE: Welded Invoice Payment	TRANSCO_00847532	TRANSCO_00847534	Springer-24 (TRANSCO_00847534)			8/22	264:1-267:11	Section with Exhibit read at Trial, just not intro of exhibit 264:22-265:7 265:8-266:6
	PX233		4/23/18				OGCS Invoice Verification Support Findings and Recommendations Report William Midstream Atlantic Sunrise Project May 2018	OGCS-001498	OGCS-001504	Green-5; Kirchen-13; Malone-14	Confidential	Foundation; Relevance; Hearsay	8/22	Green 5 (12/18) - 112:17 - 152:16 Kirchen 13 - 151:20 - 157:8 Malone 14 - 122:14 - 129:16	Green - No Kirchen - No Malone - No
	PX278		7/3/18	Burke, Phil; Green, Adrian	Anderson, Neil	Comiskey, Ed	re Update	OGCS-009585	OGCS-009585	Goebel-18	Highly Confidential	Foundation; Relevance; Hearsay	8/22	191:14 - 197:6	No
	PX279		7/3/18				Letter from Chris Springer to S. Hawkins Re: Atlantic Sunrise Spreads 5, 6 and 7 - Contract 2016-0001 - Payment	TRANSCO_00139796	TRANSCO_00139797	Kirchen-16; Springer-16			8/22	Kirchen 16 - 172:12 - 177:16 Springer - 210:12 - 216:13	Kirchen - No Springer- No
	PX289		7/12/18	Burke, Phil	Goebel, Jeffry	Green, Adrian	RE: OGCS visit to Welded Offices	OGCS-006437	OGCS-006438	Goebel-17	Highly Confidential	Foundation; Relevance; Hearsay	8/22	185:14 - 191:13	No
	PX470		6/9/19				TRUE UP V CASH CALL - ALL RECORDED_9TH JUNE 2019	OGCS-006484	OGCS-006484	Goebel-15; 2Green-7; Salvis-8	Highly Confidential		8/22	Goebel - 139:9 - 172:17 Green 3/10 - 66:3 - 113:6 Slavis 8 - 244:3 - 254:12	Goebel - No Green 3/10 - No Slavis - No
	PX474		7/6/19	Burke, Phil; Green, Adrian; Heil, John	Goebel, Jeffry		RE: Completed Task - Full build up of the True Costs v the Amounts Certified to date - Confidential- Attorney Work Product	OGCS-008081	OGCS-008084	Goebel-16; 2Green-8; Slavis-8	Highly Confidential	Foundation; Relevance; Hearsay	8/22	Goebel 16 - 172:18 - 185:14 Green 8 (3/10) - 114:1 - 137:6 Slavis 8 - 244:3 - 254:12	Goebel - No Green 3/10 - No Slavis - No
	PX526		6/9/20				Press Release - Williams' Atlantic Sunrise Natural Gas Pipeline Project Expected to Generate $1.6B Economic Impact, Supporting More than 8,000 Jobs	N/A	N/A	Dunn-9		Foundation; Hearsay	8/22	129:8 - 131:10	Yes, with Dunn 9 Read

EXHIBIT B

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 LLC, and TRANSCONTINENTAL GAS PIPE LINE COMPANY, LLC,	Courtroom 2 824 Market Street 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 Recorded By: Brandon J. McCarthy, ECRO

Transcription Service: Reliable
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Proceedings recorded by electronic sound recording; transcript produced by transcription service.

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INDEX

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

Transcriptionists' Certificate 2098

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

THE CLERK: Please rise.

THE COURT: Good morning, please be seated.

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

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

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

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

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

THE COURT: Okay. Ms. Ewald?

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

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

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

MS. EWALD: Yes.

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

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

THE COURT: Okay. Thank you.

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

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

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

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

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

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

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

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

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

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

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

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

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

Exhibits. Let's talk about the exhibits a little

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

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

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

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

there were objections and whether I admitted or not.

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

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

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

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

Exhibits, Ms. Ewald, anything wrong with what was

just said or different?

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

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

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

THE COURT: Okay.

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

THE COURT: Yes. It would be helpful.

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

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

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

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

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

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

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

MR. GUERKE: Thank you, Your Honor.

THE COURT: Some of the exhibits I had that were

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

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

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

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

tell ya.

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

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

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

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

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

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

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

THE COURT: I don't need more documents.

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

THE COURT: Yep.

MR. GUERKE: Okay. Thank you.

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

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

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

Other thoughts? Questions?

(No verbal response)

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

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

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

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

COUNSEL: Thank you, Your Honor.

THE COURT: We are adjourned.

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

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