

# EXHIBIT 2

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

ANDREW SNITZER and PAUL LIVANT, individually  
and as representatives of a class of similarly situated  
persons, on behalf of the American Federation of  
Musicians and Employers' Pension Plan,

Plaintiffs,

v.

THE BOARD OF TRUSTEES OF THE AMERICAN  
FEDERATION OF MUSICIANS AND EMPLOYERS'  
PENSION FUND, THE INVESTMENT COMMITTEE  
OF THE BOARD OF TRUSTEES OF THE  
AMERICAN FEDERATION OF MUSICIANS AND  
EMPLOYERS' PENSION FUND, RAYMOND M.  
HAIR, JR., AUGUSTINO GAGLIARDI, GARY  
MATTS, WILLIAM MORIARITY, BRIAN F. ROOD,  
LAURA ROSS, VINCE TROMBETTA, PHILLIP E.  
YAO, CHRISTOPHER J.G. BROCKMEYER,  
MICHAEL DEMARTINI, ELLIOT H. GREENE,  
ROBERT W. JOHNSON, ALAN H. RAPHAEL,  
JEFFREY RUTHIZER, BILL THOMAS, JOANN  
KESSLER, MARION PRESTON,

Defendants.

No. 1:17-cv-5361 (VEC)

**DECLARATION OF ANDREW IRVING**

Andrew Irving declares under penalty of perjury the following:

1. I am submitting this Declaration to explain my qualifications to serve as an independent non-voting Trustee of the American Federation of Musicians and Employers' Pension Plan (the "Plan").
2. As appears from my résumé, a copy of which is attached as Exhibit A, I am an attorney and investment consultant with more than forty years' experience providing legal and investment advice to jointly-trusted, multiemployer Taft-Hartley pension plans such as the Plan, as well as making decisions for such plans as an independent fiduciary. Throughout my career, I have focused on interpreting, explaining and applying the demanding standard of fiduciary responsibility that the Employee Retirement Income Security Act of 1974, as amended ("ERISA") imposes on the trustees of such plans.

3. I have no business, professional or personal relationships with any of the Plan's trustees or any of the defendants in the *Snitzer* litigation. I have become familiar with the issues raised in that litigation by reading key court documents and expert reports. I have also reviewed the Plan's Investment Policy Statement, recent reports from Cambridge Associates and Meketa Investment Group, and minutes of meetings of the Plan's Investment Committee. I am aware that the Plan is in "critical and declining status" as defined in the Multiemployer Pension Reform Act, and that the Plan has applied to the Secretary of the Treasury for approval of a benefit suspension that would reduce benefits to certain of the Plan's participants and beneficiaries in order to avoid insolvency.
4. Throughout my career, I have assisted multiemployer pension fund trustees, including trustees of funds in "critical and declining" status, with gathering and critically evaluating financial, legal, investment and actuarial analysis germane to their investment decisions, and then using what they have learned to make prudent decisions. Issues I have worked on with trustees have included the formulation and modification of investment policy statements, deciding on asset allocation and overall fund portfolio structure, monitoring investment performance against relevant benchmarks, and the hiring and firing of investment managers and other service providers.
5. I have also developed in-depth familiarity with a broad range of investment issues that plan trustees regularly face. These include, for example:
  - The differences in risk and return characteristics of various asset classes such as U.S., developed international market and emerging market equity and fixed income investments; real estate; hedge funds; commodities and others.
  - Within the universe of equity investments, the distinctions between growth and value investments, large-cap and small and mid-cap companies, and active and passive strategies.
  - The opportunities and challenges associated with private equity and private debt investments.
6. I have also served as an independent fiduciary with authority to make decisions for Taft-Hartley plans and other benefit plans subject to ERISA in lieu of the plans' board of trustees or decision-makers due to their real or perceived conflicts of interest, regulatory requirements or other circumstances. I have therefore literally "walked in the shoes" of plan trustees to decide whether, when and on what terms to acquire, hold or dispose of a broad range of investment assets, including publicly traded stocks and bonds, private equity investments, and real estate.
7. I am therefore confident that, as independent non-voting trustee, I can add value to the Plan's trustees' investment decision-making and will do so in an unbiased and independent fashion. I know how to ask questions about investment issues and follow up as needed to assure that the answers received are responsive and illuminating. I know how to synthesize the views and input of the combination of legal, actuarial and financial professionals available to the trustees. I am sensitive to the importance of understanding the potential risks and rewards of alternative courses of conduct that are under



consideration, and the need to be sure that additional alternatives are considered as needed. Having worked bull and bear markets, financial crises and other challenging environments, I know that trustees need to respond prudently to changing circumstances without overreacting to short-term developments. And I recognize that, in the area of investments, there is rarely only one possible prudent answer, and that it is up to the trustees to make an informed judgment based on their prudent analysis of the information available to them at the time. If there are differences among the trustees as to what course of conduct to pursue in a particular instance, I believe that I can help the trustees develop a consensus by drawing on my extensive experience working with Taft-Hartley plans.

8. I look forward to the opportunity to serve as the Plan's independent non-voting Trustee.

Executed in New York, New York on March 22, 2020

  
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Andrew Irving

**Andrew Irving, Esq.**  
New York, New York

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Over 40 years' experience as attorney and independent fiduciary, with focus on serving multi-employer, single-employer, and public-sector benefit plans subject to ERISA and similar fiduciary regimes.

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PROFESSIONAL EXPERIENCE

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| <b>Present</b>   | <b>Blakeman Crest Advisors, LLC</b><br><i>Founder and Manager</i><br><b>Gallagher Fiduciary Advisors, LLC</b><br><i>Senior Independent Fiduciary Consultant</i>  |
| <b>2003-2018</b> | <b>Gallagher Fiduciary Advisors, LLC</b><br><i>Area Senior Vice President and Area Counsel (2011-2018)</i><br><i>and its predecessor firm</i><br><b>Independent Fiduciary Services, Inc.</b><br><i>Senior Vice President and General Counsel (2003-2011)</i> |
- Overall leadership of independent fiduciary decision-making services to ERISA-regulated benefit plans and other institutional investors subject to ERISA and similar fiduciary regimes, including marketing and project performance on matters including, for example:
    - Prohibited transaction exemption applications
    - In-kind contributions of employer securities and real property
    - Negotiation of leasing, purchase, sale and services arrangements between plans and sponsoring unions, employers and other parties in interest
    - Acquisition, management and disposition of public and private fixed income and equity securities
    - Fiduciary oversight of real estate transactions and development projects
    - Oversight and management of litigation on behalf of benefit plans
    - Determination of multiemployer plan withdrawal liability claims
    - Review of class action securities and ERISA litigation settlements on behalf of benefit plans as class members
  - Studied and recommended enhancements of compliance, governance, and administrative systems at public- and private-sector benefit plans.
  - Managed multi-disciplinary teams of legal, financial, real estate and investment professionals.
  - Team leader and relationship manager for investment consulting services to selected multiemployer benefit plan clients
    - Monitoring asset management services by third party investment managers and sponsors of alternative investment vehicles
    - Selection and replacement of investment managers
    - Advice on asset allocation and risk management

- 1978–2003**     **Bryan Cave, LLP, and its predecessor firm Robinson Silverman Pearce Aronsohn & Berman, LLP**  
*Partner (1985-2003), Associate (1978-1985)*
- Representation of public- and private-sector employee benefit plans as outside general counsel and in contested/litigated matters arising under ERISA, corresponding local laws, and Internal Revenue Code.
  - Civil litigation in state and federal trial and appellate courts, and before state and federal administrative agencies.
  - Representation of employers and labor organizations in labor relations and collective bargaining matters.
  - Service as court-appointed receiver of disgorgement funds and financial institutions in SEC enforcement litigation.
  - Representation of telecommunications and energy companies in regulatory matters and mergers and acquisitions.
- 1977-1978**     **Eugene H. Nickerson, U.S. District Judge, Eastern District of New York**  
*Law Clerk*
- 1976-1977**     **Murray A. Gordon, P.C.**  
*Associate*
- Representation of public and private sector labor organizations.
  - Representation of public sector employees in civil service matters.
  - Civil litigation in state and federal courts.

PUBLIC AND PROFESSIONAL SERVICE

- 2005-2017**     **New York City Conflicts of Interest Board**  
*Member*
- Appointed by Mayor Michael Bloomberg, confirmed by New York City Council
  - Recipient, Powell Pierpoint Award for Outstanding Service to the Board
- 2017-present**     **American College of Employee Benefits Counsel**  
*Fellow*
- 2004-present**     **American Bar Association, Employee Benefits Committee, Section on Labor and Employment Law**

EDUCATION

- 1973-1976**     **Columbia Law School**  
*Juris Doctor*
- Member, *Columbia Law Review*
  - Harlan Fiske Stone Scholar
- 1968-1972**     **Yale College**  
*Bachelor of Arts, cum laude*