

05 - 0455

the Great Minnesota Get-Together

Annual Report 2004



MINNESOTA STATE FAIR

THE REPORT OF THE Executive Vice President

"The Minnesota State Fair is recognized as one of the best in the nation. It is a great institution, a true reflection of Minnesota's agricultural, industrial and recreational life, and its continued excellence should be a source of pride to all Minnesota residents."

Minneapolis Tribune
Sept. 3, 1941

Sixty-four years later, it still rings true. The Great Minnesota Get-Together is one of the biggest and best events in the world, bringing all of Minnesota together and uniting us in a grand celebration of agriculture, education, industry and recreation. It's a one-of-a-kind experience that connects us with our communities, with our government and, most importantly, with each other.

The State Fair of 2004 was perhaps the best ever in terms of quality of presentation.

Participation in the fair's multitude of educational and agricultural contests was at or near record levels. Commercial exhibits and industrial displays were the best ever and the vast array of entertainment options offered literally something for everyone.

Attendance, however, was affected by early school openings throughout Minnesota and rainy weather. That, in turn, led to a predictable decline in operating income.

The State Fair is nothing, however, if not resilient. It's older than the state itself with ancient roots reaching back to Minnesota's territorial days. It has survived the Civil War, two World Wars, the Great Depression, a polio epidemic and economic downturns. Ultimately, the State Fair is a rare institution that survives and thrives by remaining consistent decade after decade, even as it evolves along with society.

Our greatest mistake, though, would be to take the fair's resiliency for granted. The fair has flourished for 150 years precisely because the Minnesota State Agricultural Society — governing body of the fair — takes its stewardship of this important state treasure very seriously. The society has carefully cultivated the institution decade after decade and protected it for all Minnesotans from the whims of politics and other fleeting causes du jour.

And in 2005, we will present the people of our great state with the best fair ever. I'll see you at the fair!



Jerry Hammer
Executive Vice President
April, 2005

Our Mission...

To educate and involve our guests by providing a world-class showcase that is innovative, entertaining and fun.

We strive to

- Showcase Minnesota's finest agriculture, art and industry
- Present an unparalleled forum for knowledge and ideas
- Provide outstanding customer service
- Offer exceptional value
- Provide a safe, clean environment that is accessible to all
- Create unique experiences

Competition	2
Amusements and Activities	3
Entertainment	4
Awards and Recognition	6
Concession and Exhibit List	7
FINANCIAL INFORMATION	
Auditor's Report	14
Management Discussion and Analysis	16
Statement of Net Assets	18
Statement of Revenue, Expenses and Changes in Net Assets	20
Statement of Cash Flows	22
Footnotes	24
Supporting Schedules, Revenues and Expenses	26
Audit Opinion Letter	29
Meeting Minutes	32

THURSDAY, AUG. 26
Thrifty Thursday: 101,915
 High 76 Low 62
 Precipitation: 0.04

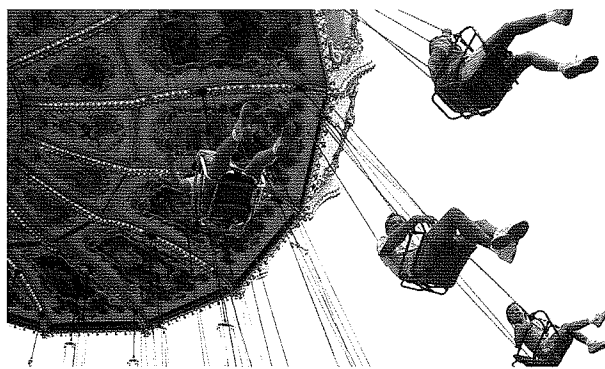
FRIDAY, AUG. 27
Governor's Fire Prevention
Day: 129,827 - Record
 High 76 Low 59

SATURDAY, AUG. 28
4-H Day: 175,115
 High 72 Low 55

SUNDAY, AUG. 29
Red Hot Cars &
Red Hat Day: 164,672
 High 72 Low 54
 Precipitation: 0.21

MONDAY, AUG. 30
Seniors, Kids & State
Patrol Day: 126,518
 High 77 Low 57
 Precipitation: Trace

TUESDAY, AUG. 31
Kids Day & Taste
of Tuesday: 103,336
 High 81 Low 58
 Precipitation: Trace



Cloudy skies were prevalent during the 2004 fair with more than an inch of rain falling on Sunday, Sept. 5. However, it was pre-Labor Day school starts that dampened overall attendance.

WEDNESDAY, SEPT. 1
Doghhouse Days
of Summer & Hop On!
Transit Day: 92,697
 High 87 Low 62

THURSDAY, SEPT. 2
Seniors Day: 99,953
 High 88 Low 71

FRIDAY, SEPT. 3
Minnesota Public
Radio Day: 137,101
 High 86 Low 66

SATURDAY, SEPT. 4
Foundation Day: 204,934
 High 87 Low 66

SUNDAY, SEPT. 5
FFA Day: 158,733
 High 85 Low 70
 Precipitation: 1.12

MONDAY, SEPT. 6
Last Chance Day: 137,139
 High 75 Low 57

2004 Pricing

Pre-fair Admission Price:

All ages \$7

Regular Admission Price: Adults \$9; Seniors (65 and over) \$8; Kids (5-12) \$8; Kids under 5 Free

Thrifty Thursday: Adults \$7; Seniors (65 and over) \$7; Kids (5-12) \$4

Seniors & Kids Days: Seniors (65 and over) \$4; Kids (5-12) \$4

Blue Ribbon Bargain Book: Pre-fair \$4; Fair-time \$4.50

Mighty Midway & Kidway:

Pre-fair: 20-ticket sheet \$10

Fair-time: 24-ticket sheet \$15; 54-ticket sheet \$30; single ticket 75¢

Parking: \$8 or extra \$7 pre-fair admission ticket; Four or more in vehicle Free

Coliseum: English Horse Shows with RCMP – Box seats \$10;

General Admission Adults (13 and over) \$8; Kids (5-12) \$4; Children under 4 Free • **Western Horse**

Shows with We Can Ride, Inc. – Box seats \$8; General Admission

Adults (13 and over) \$6; Kids (5-12) \$3; Children under 4 Free

PRCA Rodeo – Box seats \$10; General Admission Adults (13 and over) \$8; Kids (5-12) \$4; Children under 4 Free

★ **TOTAL ATTENDANCE: 1,631,940** ★

Creative Activities

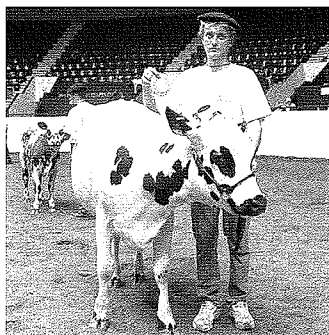
The Saint Agnes Baking Company debuted in the Creative Activities Demonstration Kitchen. Topics ranged from old world bread carving to recipes for doggie delicacies.



A special Hispanic showcase included a collection of original artifacts and re-creations of head-dresses, pottery, textiles, masks, and ceremonial objects dating from the 16th to the 20th century.



Competition



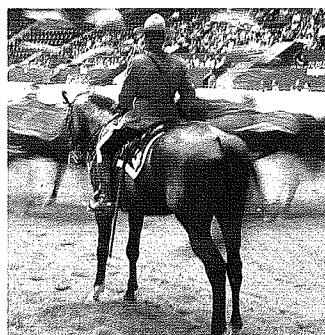
Animals

The fair hosted the first-ever Normande Dairy Cattle competition in the U.S.

New animal competitions also included the Nigerian Dwarf Goat and FFA's Polypay Sheep and Red Angus Cattle competitions.

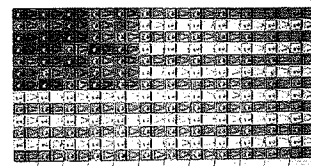
The English horse show was featured in the Coliseum the first six days of the fair with the Royal Canadian Mounted Police performing their world-famous "Musical Ride."

The Western Horse show was showcased the last six days and featured We Can Ride, Inc.



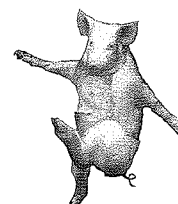
Fine Arts

Of the 2,163 entries in the Fine Arts competition, 368 works of art made the cut. The People's Choice Award went to John C. Ilg of Woodbury with his piece titled "War on Terrorism."



Fine Arts Special Exhibits

- Handmade Tile Association
- Grand Excursion Photography Competition



Amusements, Attractions & Activities



Little Farm Hands at the Fair

The Little Farm Hands at the Fair attraction enjoyed a second successful year with an attendance of nearly 40,000 children and another 120,000 adults. This year, families were provided the opportunity to have their picture taken in a "vegetable patch," and 12 lucky kids won a giant stuffed Serta® sheep.

Miracle of Birth Center

More than 167 baby animals were born during the 12 days of the fair including 123 piglets, 13 calves and 31 lambs.

Mobile Marketing Participants

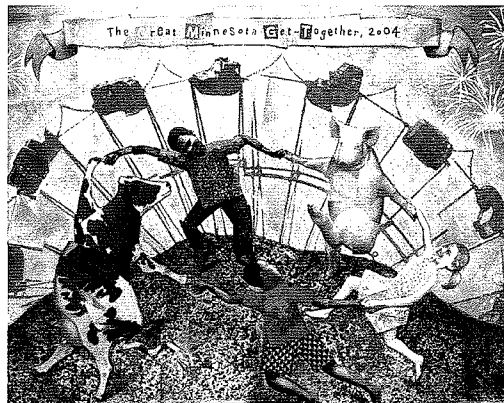
- Camp eBay
- Decadent Fudge Tour
- Discover Boating and Fishing Tour
- Freschetta Pizza Tour
- Gold'n Plump Chicken Poultry
- Hormel's SPAMmobile Tour
- Lawry's Live! Cooking Caravan
- Lay's Challenge Tour
- Miller High Life Cruiser Tour
- NBA Jam Van
- Pace Trailgating Ranch Tour
- Proctor & Gamble's Cover Girl Smoothwear Tour
- Republican National Committee
- T-Mobile IM2Win Trivia Challenge
- Toyota Interactive Garage
- Van Camps Pork and Beans Tour

Dogs, Dogs and More Dogs!

The 2004 fair included dog demonstrations in the Pet Center, Frisbee-catching dogs on Murphy Avenue and dock dogs in The North Woods.

New State Fair Poster

A new concept for Minnesota State Fair poster art was introduced in 2004. Each year a new Minnesota artist will be selected to create an original work of art that visually interprets the meaning of "The Great Minnesota Get-Together." This year, the commissioned artists were hus-



band and wife team Steve Johnson and Lou Fancher. The artwork was unveiled in June and proved popular with fair fans who bought all signed prints prior to opening day and an additional 1,800 posters during the fair. All proceeds from print and poster sales benefit the Minnesota State Fair Foundation.



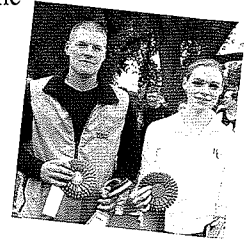
Vote 2004

The politicians were as plentiful as Pronto Pups at the 2004 fair. Presidential candidate John Kerry made a surprise visit on opening day, shaking hands with supporters and making a visit to the barns. On Sept. 3, Senator John

McCain held a rally at Promo Plaza and on Labor Day, Vice President Dick Cheney held a town meeting in the Grandstand Infield followed by a quick visit to Sweet Martha's Cookies.

Milk Run

Since the inception of the Milk Run 20 years ago, nearly 25,000 people have participated in the fair's own mini-marathon. Originally an 8K, it was shortened to 5K in 2003.



The 2004 winners were: Men—Chris Brown, 30, Alexandria (16:42); Women—Amy Lyons, 19, Mounds View (18:29)

Daily Mall Parade

The daily parade featured the high school marching band competition and top honors in 2004 went to Champlin Park (Class A), Waseca (Class B) and Adrian (Class C) High Schools.

MSF Talent Competition

Over an inch of rain didn't dampen the spirits of the amateur talent contest finalists! Winners of the 2004 competition were: Open Division: 1st-Lila Ammons, 2nd-Nikki Allen, 3rd-Dare Kujawa; Teen Division: 1st-Brittany Henry, 2nd-T.W.I.N., 3rd-Christian DeMarais; Preteen Division: 1st-Erik Nordahl, 2nd-Sedra Bistodeau, 3rd-Jeff Zhang.



2000
Joe Cool
Snoopy



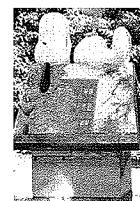
2001
Farmer Charlie Brown



2002
Superstar Lucy



2003
Quilting Linus

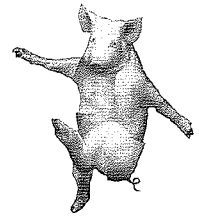


2004
Dog Nap at the Fair

Peanuts Statues – St. Paul's tribute to Charles Schulz came to a close in 2004.



Grandstand



To introduce fair fans to the newly renovated Grandstand, three shows on the 2004 line-up were absolutely FREE! More than 15,000 people took advantage of the offer to see Paramount's Original LaserSpectacular; 5,000 came to rock free with Gavin DeGraw, The Spin Doctors and Franky Perez; and another 6,000 braved heavy rain for the State Fair Amateur Talent Contest Finals.

After an 18-year absence, Garrison Keillor brought A Prairie Home Companion back to the Minnesota State Fair Grandstand. The Saturday evening show attracted 11,192 Lake Wobegon fans.

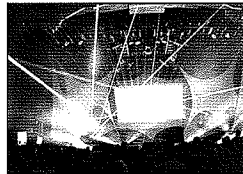
From Clay Aiken to ZZ Top, from FREE to \$35, the Grandstand offered concerts for all ages, musical tastes and pocketbooks.



An Evening
with
Clay Aiken
\$25 • 8 p.m.
6,873



ZZ Top
with
special guest
Silvertide
\$30 • 7:30 p.m.
8,173



Paramount's
Original
LaserSpectacular
featuring the
music of
Pink Floyd
FREE • 8:30 p.m.
**Approximately
15,000**



An Evening with
Smash Mouth
\$25 • 8 p.m.
1,550



Neal McCoy
with special
guest **Josh
Turner**
\$20 • 7:30 p.m.
1,452



**The Allman
Brothers Band**
with special guest
Bottle Rockets
\$30 • 7 p.m.
5,967



An Evening
with **Cyndi
Lauper**
Tickets \$20
8 p.m.
3,616



An
Evening
with
**Los Tigres
Del Norte**
\$25 • 8 p.m.
1,491



Martina McBride
with
special guests
**Gretchen Wilson
and Blue County**
\$35 • 7 p.m.
11,108



**A Prairie
Home
Companion**
with
**Garrison
Keillor**
\$20 • 4:45 p.m.
11,192



**Minnesota State
Fair Amateur
Talent Contest
Finals**
FREE • 8 p.m.
**Approximately
6,000**



**Gavin DeGraw,
Spin Doctors and
Franky Perez &
the Highway
Saints**
FREE • 5 p.m.
**Approximately
5,000**





Free Stages



THE LEINIE LODGE BANDSHELL TONIGHT!



AUG. 26 & 27:
Collin Raye



AUG. 28 & 29:
Little Feat



AUG. 30 & 31:
Williams & Ree



SEPT. 1 & 2:
Los Lobos



SEPT. 3 & 4:
Shawn Colvin



SEPT. 5 & 6:
Tonic Sol-fa

Every seat filled — every night at Bandshell Tonight! • *sponsored by City Pages*

■ **THE LEINIE LODGE BANDSHELL** Stellar national and international lineup • *sponsored by City Pages*

- Aug. 26 - 29: Roy Rivers and the Wright Brothers, Leroy Van Dyke, Colt Prather
- Aug. 30 - Sept. 2: Blue County, The Al Meixner Trio, Cowboy Crush
- Sept. 3 - 6: Rodney Atkins, hilljack, Wylie & The Wild West

■ TEEN FAIR IN BALDWIN PARK

The hot spot for teens • *sponsored by Green Mill Restaurant*

- Aug. 26 - Sept. 6: Monster Shop Bumpin' with BC Characters
- Aug. 26 & 27: Steve Clarke & The Working Stiffs, The Fighting Tongs
- Aug. 28 & 29: Marcoux Corner, Billy Johnson's Roadshow
- Aug. 30 & 31: The Root City Band, Jesse Lang
- Sept. 1 & 2: Brenda Weiler, Aubrey Collins
- Sept. 3 & 4: Kubla Khan, Scott Laurent
- Sept. 5 & 6: The Plastic Constellations, Dana Thompson & The North Coast

■ GRANDSTAND PLAZA

Spontaneous entertainment at a great gathering place

- Aug. 26 - Sept. 6: The Procrastinators, BC Characters, Balloonacy
- Aug. 26 - 31: The Living Doll
- Sept. 1 - 6: High Voltage Extreme Acrobatic Dance Team

■ **RAMBERG SENIOR CENTER** Polka, jazz and country favorites *sponsored by Blue Cross Blue Shield and Good Age*

- Aug. 26 & 27: Die Wolpertinger, Mariachi Mexico 2000, The Blue Drifters
- Aug. 28 & 29: The Royal Order of Klondike Kates, Hickory Wind, The Marv Nissel Polka Band

- Aug. 30 & 31: Switched At Birth, Jim Berner, Cliff Brunzell & the Golden Strings Quartet
- Sept. 1 & 2: The Banjo Bandits, Tina & Lena, The Parisota Hot Club
- Sept. 3 & 4: Los Amigos, Brian Wicklund & Chris Silver, The Boot Draggers
- Sept. 5 & 6: Jack Brass Band, Brett Larson & Three County Tour, Amarylilis

■ **INTERNATIONAL BAZAAR** Music from around the globe *sponsored by Summit Brewing Co.*

- Aug. 26 - 31: Tim Gabrielson
- Sept. 1 - 6: De'Anna the Hypno-Chick
- Aug. 26 - 29: Rosie Flores & The Falcons
- Aug. 30 - Sept. 2: The Asylum Street Spankers, Café Accordion Orchestra
- Sept. 3 - 6: Marimba Africa, Keith Secola & The Wild Band

■ **HERITAGE SQUARE** The best in guitar pickin', fiddle pluckin', knee-slappin' fun • *sponsored by August Schell Brewing Co.*

- Aug. 26 - 29: Pop Wagner & Friends, The Jim Busta Band, The New Riverside Ramblers
- Aug. 30 - Sept. 2: Sourdough Slim - Yodeling Cowboy, Sam Miltich & The Clearwater Hot Club, Monroe Crossing
- Sept. 3 - 6: Hank Thunander, The Wilders
- Sept. 3 & 4: The Minnesota Flatpicking Guitar Contest
- Sept. 5 & 6: The Minnesota State Fiddle Contest

■ **CHILDREN'S THEATER** The stage for every age

- Aug. 26 - Sept. 6: Sean Emery, Snoopy and the PEANUTS Gang
- Aug. 26 - 31: David Malmberg, The Wacky Chickens
- Sept. 1 - 6: Mikael Rudolph Mime Artist, Rusty's Rocking Jamboree



ACKNOWLEDGMENTS & ACCLAIM

50 Year Awards

On Monday, Aug. 30 on the Heritage Square Stage, 12 special people were thanked for their involvement with the fair for 50 years or more.

- Shirley Barber, Roseville, 4-H
- Delos Barber, Roseville, Competition - Lambs
- Richard Becker, Clear Lake, Employee - Public Safety
- Duane Beise, Loretto, Competition - Hogs
- Arthur Blakey Jr., St. Paul, State Fair Police Chief
- Charles Bobendrier, Pipestone, Competition - Lambs
- Paul Day, Northfield, Competition
- Leo Keskinen, Cloquet, FFA/Board of Managers
- Dorothy Lindberg, Lindstrom, Competition - Baking
- Lowell Mathistad, Butterfield, Competition - Duroc Hogs
- Bettye Olson, St. Paul, Competition - Art
- James Schneider, Shoreview, Concessionaire

Ben C. Hallberg Scholarships

Awarded to youth involved in agriculture

Melisa Bauer; Faribault
Tracy Beseman; Morris
Anne Bjerum; Mountain Lake
Kendra Huwe; New York Mills
Laura Jacobs; Rushmore
Kari Johnson; Thief River Falls
Leah Johnson; LaCrescent
Ginger Katke; Ogilvie
Brianna McKenzie; Cushing
Ryan Mitteness; Ada



Congratulations Duane!

Honorary Life Member

Each year, the Minnesota State Agricultural Society elects one individual for honorary life membership. Long-time farm crops superintendent, Duane Smith of Minneapolis, received the nod in 2004. Duane started working for the fair's farm crops department in 1957 and has missed only two fairs since. He helped to create the Crop Art Show in 1965 and refurbish the farm crops and certified seed displays. He was the superintendent of the department from 1975 until 2001, during which time he was instrumental in starting the crop art demonstrations.

Brenda Nelson; Winthrop
Sarah Olson; Hutchinson
Joy Pearson; Grove City
Mark Purfeerst; Faribault
Jenna Schmidt; Pipestone
Karin Sorgaard; Fosston
Luke Stenoien; Underwood
Lisa Thompson; Starbuck
Amy Woeste; Long Prairie
Rachel Wulf; Hancock

New Grandstand Exhibits Area

The Grandstand exhibits area gained over 8,000 square feet after phase two of renovation. A new layout for exhibitors allowed for wider aisles and better traffic flow. Restroom capacity increased with 145 brand new stalls.

Outstanding Senior Award Winners

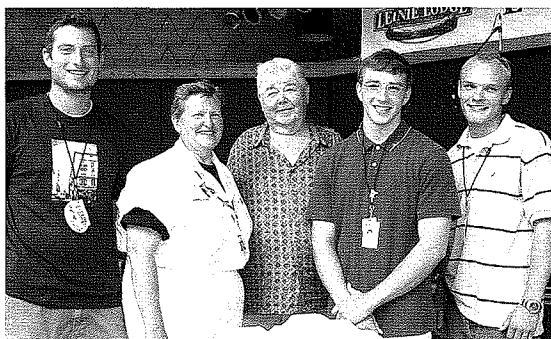
Marion Jacobson of Lake Park and Paul Overgaard of Albert Lea received their awards as Minnesota's 2004 Outstanding Senior Citizens at the Leinie Lodge Bandshell on Seniors Day, Thursday, Sept. 2.

2004 Minnesota State Fair Superintendents

Admissions—Dave Woodis, St. Paul
Attractions Ticket Takers—Marty Rossini, Stillwater
Bee Culture—Winnie Johnson, Elk River
Beef Cattle—Chuck Schwartz, Goodhue
Christmas Trees—Greg Ustruck, Vadnais Heights
Creative Activities—Curt Pederson, Shoreview
Dairy Cattle—Larry Tande, Medford
Dairy Products—Gene Watnaas, Vining
Dog Trials—JoAnna Yund, Minneapolis
Education—Burt Knandel, Brainerd
Farm Crops—Ron Kelsey, Lamberton
FFA—Paul Day, Northfield
Fine Arts—Bob Meyer, Wayzata
Flowers—Phyllis Andrews, Maplewood
4-H—Brad Rugg, Minneapolis
Fruits—Louis Quast Jr., St. Louis Park
Goats—Kevin LeVoor, Maple Lake
Grandstand Productions—John Mons, Brownton
Heritage Square Museum—Jan Bankey, Richfield
Horse—Robert Peterson, Lauderdale
Llama—Sharon Wessel, Hamel
Meats—Ed Butler, Rochester
Milking Parlor—Doris Mold, Lauderdale
Park & Ride—Dick Anderson, St. Paul
Parking—Ron Vannelli, St. Paul
Poultry—John Thomforde, Crookston
Public Safety—Art Blakey, St. Paul
Senior Citizens—Marge Krueger, St. Paul
Sheep—Gordon Toenges, Alden
Swine—Jerry Hawton, New Brighton
Ticket Audit—Dick Reinhardt, Owatonna
Ticket Sales—Ken Wagner, Jr., St. Paul
Vegetable—Erven Skaar, Cambridge

One Goal Plus

The fair's One Goal Plus program annually recognizes five employees for going above and beyond. Winners for 2004 were (from left to right) Matt Hammer, sanitation; Jan Albrecht, milking parlor; Bob Anderson, sanitation; Curt Albrecht, competition, and Chris Young, employment services/operations.



2004 Concessionaires and Exhibitors

Agricultural, Lawn & Garden Supplies

Ace Trailer SalesShakopee, MN
 Agra Cat by Northern StatesElk River MN
 Agromatic - A.F. Klinzing Co. Inc.Fond Du Lac, WI
 All American Pressure WashersSt. Peter, MN
 Alum-Line Inc.Cresco, IA
 American Energy SystemsHutchinson, MN
 Amsoil Inc.Superior, WI
 Apache ManufacturingNorfolk, NE
 Askov Greenhouse and Nursery -
 Petersen SalesAskov, MN
 Aspen Equipment Co.Bloomington, MN
 Blomquist Designing Inc.Eagan, MN
 Bergmann's Greenhouse -
 Bloom'n Plant ProductsStillwater, MN
 BMK BonsaiHam Lake, MN
 Boyer Ford Trucks Inc.Minneapolis, MN
 Camrose HillStillwater, MN
 Capital City WeldingFridley, MN
 Caribbean GardensEdina, MN
 Crysteel Truck EquipmentLake Crystal, MN
 Cub Cadet CorporationNorth Branch, MN
 Curtis D. Erickson Co.St. Paul, MN
 Custom Marketing Co. Inc.West Fargo, ND
 Custom Products & ServicesMinneapolis, MN
 Discount Grain SystemsAtwater, MN
 Easy Way Cattle CareDecorah, IA
 Edney Distributing Co. Inc.Huron, SD
 Enestvedt Bros.Sacred Heart, MN
 Erickson, M.Alexandria, MN
 Erskine Manufacturing Co.Erskine, MN
 Doffings CrossingFarmington, MN
 Farm Fans Inc.Indianapolis, IN
 Featherlite Manufacturing Inc.Cresco, IA
 Flower FrogSafety Harbor, FL
 Fly Away Products.....Jordan, MN
 Garden Shop - Horizons LTDConyers, GA
 Gullickson Trailer Sales & ServicesElk Mound, WI
 Harnack Co., TheCedar Falls, IA
 Hydro Engineering Inc.Young America, MN
 Idso'sEau Claire, WI
 Instantop Inc.Ramsey, MN
 Isanti Engineering Inc.Fergus Falls, MN
 Jack Kovar Sales Co.Anoka, MN
 John Deere Co.Stacy, MN
 K & O Manufacturing Co. Inc.Hull, IA
 Kaye CorporationNorth Mankato, MN
 Kretschmar SalesJanesville, MN
 Kubota Tractor CorporationHudson, WI
 Lano Equipment Inc.Shakopee, MN
 Larsen IndustriesGoodhue, MN

Lorenz Manufacturing Co.Benson, MN
 Luverne Truck Equipment Inc.Brandon, SD
 Manke ServiceOwatonna, MN
 Maple Grove Heating and Supply Inc.Hillsdale, WI
 Meyer ProductsCleveland, OH
 Midwest Stihl Inc.Hayward, WI
 Mills Fleet Farm Inc.Appleton, WI
 MN Buffalo AssociationPerham, MN
 MTI Distributing Co.Plymouth, MN
 New Holland.....New Richmond, WI
 NK Sales Inc.Annandale, MN
 Notch Manufacturing.....Paynesville, MN
 Pearson's Inc.Thedford, NE
 Petty Manufacturing Co.Gladbrook, IA
 Poly Dome (Div. of Polytank)Litchfield, MN
 Radco Industries Inc.Brainerd, MN
 Radintz, H.Orono, MN
 Ritchie Industries Inc.Conrad, IA
 Roberta's Inc.Shelbyville, IN
 S.I. Feeders Division of Schoessow Inc.Portage, WI
 Scharber & SonsRogers, MN
 Schweiss Distributing Inc.Fairfax, MN
 Simplicity Manufacturing Inc.St. Cloud, MN
 Snapper Power Equipment.....Steamboat Rock, IA
 SquegeeEagan, MN
 Stronghold By HagieClarion, IA
 Sullivan Supply Inc.Dunlap, IA
 Sundowner Trailers of MinnesotaNorthfield, MN
 Terra Pot Hook-Timberwolf PointOrr, MN
 Tri State Bobcat Inc.Burnsville, MN
 Truck Equipment Applications Mktg.Edina, MN
 Truck Utilities and Mfg. Co. Inc.St. Paul, MN
 URSA Garden & Stable Wagon.....Stanchfield, MN
 Yard Stakes - TSE.....Crystal, MN
 W-W Livestock SystemsNewton, IA
 Winpower Sales and ServiceLuverne, MN

Amusements

Adrenaline Drop -
 Astro AmusementsSouth Barrington, IL
 Total Thrill Rides IncCarrollton, TX
 American Amusement ArcadesBloomington, MN
 Anderson, C.Tampa, FL
 Archway A.M.S.Imperial, MO
 Aries Entertainment Systems Ltd.St. Albert, AL
 Arrow Enterprises Inc. d/b/a SkyrideHopkins, MN
 Bob Duerr's Snake ZooNew Hope, MN
 Cassata ConcessionsDaytona, FL
 Catarzi & Co.Palmetto, FL
 Cristiani Concessions Inc.Sarasota, FL
 Duke's AmusementsRuskin, FL

Ejection Seat - Big Adventure Inc.Carrollton, TX
 Fairplay ConcessionsOrlando, FL
 Falling Star EnterprisesChesapeake City, MD
 Farrow Amusement Co. Inc.Jackson, MS
 Floyd & Baxter Amusement Co.Lebanon, TN
 Gary Oren ConcessionsParker City, IN
 Giant Ride Inc. d/b/a Giant SlidePasadena, CA
 Gold Star AmusementsMinneapolis, MN
 Ham On RyeEureka, MO
 Infinite Adventures Inc.....Tampa, FL
 K & M Recreation Inc.(Haunted House)St. Paul, MN
 Laser Fair Inc.....Sterling, CO
 Lee's Concessions Inc.Coon Rapids, MN
 McDonagh's AmusementsChesaning, MI
 Mid America Shows.....Oakland, MI
 Midwest Concessions Inc.Hartford, SD
 Monty's Traveling
 Reptile Show Inc.Bloomington, MN
 Paramount Attractions Inc.Tampa, FL
 Paul's Concessions Inc.San Antonio, TX
 Pinnacle ManagementPhoenix, AZ
 Potopas Concessions Inc.Longwood, FL
 R & R RidesChandler, AZ
 River Raft Ride Inc.Mound, MN
 RockwallCarrollton, TX
 Schlough, J.Crystal Lake, IL
 SkyfairPena Cook, NH
 State Fair Penny ArcadeSt. Paul, MN
 SYD Concessions Inc.Jupiter, FL
 T.F. Bors & Co. Inc.Mason, MI
 Teo Zacchini & SonsSarasota, FL
 Thomas Carnival Inc.Austin, TX
 Thornberry ConcessionsOkeechobee, FL
 Turbo Bungy - Big SkyAdventure IncCarrollton, TX
 Ventnor Place Inc.Minneapolis, MN
 Water WarsPequot Lakes, MN
 Waymark Co.Shoreview, MN
 West, R.West Bend, IA
 Wood, M.San Antonio, TX
 Wood Entertainment Co.San Antonio, TX
 Ye Old Mill Amusements Inc.....Burnsville, MN

Arts & Crafts, Jewelry, Collectibles

A & B Specialty Co. Inc.Cannon Falls, MN
 A & D SalesCopley, OH
 A Touch of Country MagicCleveland, GA
 Allards Rugs & CraftsDarwin, MN
 Aloe TinnerySarasota, FL
 Anchor Iron Co.Savage, MN
 Apple Basket, TheSevierville, TN
 Billy's Bird HouseNew Prague, MN

Bonnie Mohr Studios	Glencoe, MN	Overbeck, H.	Leota, MN	Harold Chevrolet-Geo	Bloomington, MN
Bonnie's Boutique	Morristown, MN	Paddy Prints Fabric Stamps.....	Shalimar, FL	Kingsley Coaches	Andover, MN
C & D Sales	Mound, MN	Paper Art	Raleigh, NC	Leroy's Custom Painting Inc.	Coon Rapids, MN
Cane Factory, The	Attica, NY	Pane in the Glass	Brooklyn Park, MN	Lincoln-Mercury	
Carved Wood Signs	Garrison, MN	Pearl Diver I Inc.	Panama City, FL	Dealer Association	Minnetonka, MN
Carvings by Torberg	Maple Plain, MN	Pedretti, M.	Wisconsin Dells, WI	Line-X of Minneapolis	Golden Valley, MN
Chao Flowers	St. Paul, MN	Personalized Christmas Treasures	Dana Point, CA	McCarthy Auto Group	Roseville, MN
Christy Home Creations	Maple Plain, MN	Pillowcases by Kristen	Apple Valley, MN	Morrie's Mazda	Minnetonka, MN
Cloud Nine Factory	Lindstrom, MN	Plaster Cast - Cindy Morgan	New Prague, MN	Red Carpet Car Service Inc.	St. Paul, MN
Collectors Gallery	Woodbury, MN	Plaques By Baps.....	Kennewick, WA	Redline Specialties, Inc.	Woodbury, MN
Copper Art of TX	Bogata, TX	Pol-O-Craft Nails In Bloom	Reading, PA	Thane Hawkins - Polar Chevrolet	White Bear Lake, MN
Costigans Minerals	Newport, MN	Pottery - Ottertail Oaks.....	Ottertail, MN	Toyota Motor	Aurora, IL
Coverston, P.	Shoreview, MN	Precious Moments - Megan Mktg	Hartville, MO	Twin Cities Saturn Retailers	Golden Valley, MN
Crafteez	San Diego, CA	Railroad Art By John Cartwright.....	St. Paul, MN	Waldoch Crafts Inc.....	Forest Lake, MN
Creative Memories	Bloomington, MN	Rebecca's	Brooklyn Park, MN		
Dahl, M.	Edina, MN	Ribbon Fair Inc.	Mountain Top, PA		
Days Art	Hope, IN	Ruffles and Flourishes	Lakeville, MN	Books & Literature	
Debra's Glasscraft	Minnetonka, MN	Rustic Arts	White Bear Lake, MN	City Pages	Minneapolis, MN
Design Quilting	St. Charles, MO	Saliture Designs	St. Paul, MN	Cloud Cartographics	St. Cloud, MN
Diamond Find	Forest Lake, MN	Santa Fe Touch	Albuquerque, NM	Employment News	Bloomington, MN
Elightworks	St. Paul, MN	Saugestad, E.	Ely, MN	Northwestern Products	Minneapolis, MN
Eye's of the Wild	Minneapolis, MN	Sculptured Candle Co. Inc.	Grand Rapids, MI		
Fair Market Promotions	Dauphin Island, AL	Silver Gallery	Tulsa, OK	Building, Construction & Hardware	
Flags on a Stick.....	Edina, MN	Silver Strands	La Mesa, CA	American Steel	Fargo, ND
Fifth Avenue Collection Inc.	Sioux Falls, SD	Simonsons	Victoria, MN	Backyard Building Systems - Construction Co.	Hampton, MN
Fuhrman Leather Co.	Duck Key, FL	Spirit & Company - Granger, I	Mt. Gilead, OH	Bergee Industries	Golden Valley, MN
G.S.T. Co.	Lake Elmo, MN	SRR Enterprises	Wilson, WI	Conklin Products Co.	Bloomington, MN
Gem Mountain Studio	Seattle, WA	Stampworks of Florida	Deland, FL	Crystal Bay Corp.	Wyoming, MN
Glassworks Inc.	Marine On St. Croix, MN	Star Silver	Cape Coral, FL	Curb Creations of MN	Buffalo, MN
Gourds - E&P Crafts	Jacksonville, FL	Sterling Silver Plus	Mound, MN	Fancy Publication	Bloomington, MN
Hands Unlimited	Ridgecrest, CA	Stitch E-Z - Powell, Brian	Mocksville, MN	Four Seasons Realty Inc.	Brainerd, MN
Heart Gifts By Theresa	Kannapolis, NC	Sun Products	Middletown, OH	Greyston Construction	South Haven, MN
Hixon Glass Blowers	Phoenix, AZ	Time Out	Crossville, TN	Lester Building Systems	Lester Prairie, MN
Hue Inc.	Spooner, WI	Tole House	St. Paul, MN	Little Giant	
Intermezzo	Minneapolis, MN	Tony Sheda Enterprises	Wrenshall, MN	Ladder System - Wing Ent	Springville, UT
J & J Enterprises	Tampa, FL	Unique Art & Gift	Manassas, VA	Midwest Fence & Mfg. Co.	South St. Paul, MN
Jerry Simertz Porcelain	Elk River, MN	Way Out West	Claremore, OK	Morton Buildings Inc.	Morton, IL
Johnson, K.	Coon Rapids, MN	Windi Southwest Arts	Scottsdale, AZ	Natural Spaces Domes, L.L.C.	North Branch, MN
Jonrich Sales	Savage, MN	Woodcut Hall Ltd.	East Troy, WI	Northern Tool & Equipment	Burnsville, MN
Katies Korner	Cottage Grove, MN			Northland Buildings Inc.	Eau Claire, WI
Kathleen's Vintage Boxes	Leonard, ND	Automotive Dealers & Supplies		Nut & Bolt Warehouse	Marine On St. Croix, MN
Kinane, M.	St. Paul, MN	Associated Handicapable Vans	Burnsville, MN	Pigtail Fastner	Stillwater, MN
Lavigne Leather	Star Prairie, WI	Burnsville Volkswagon Inc.	Burnsville, MN	Powers Construction Co. Inc.	St. Paul, MN
Layden Studios	Minneapolis, MN	Cummings Mobility		Preferred Welder Sales	Mankato, MN
Light it Up	Woodbury, MN	Conversion & Supply Inc.	Hanover, MN	R.B. Industries Inc.	Harrisonville, MO
Longaberger Co.	Minneapolis, MN	Dodge Advertising Association	Plymouth, MN	Rodman & Co. Inc.	Burbank, CA
Lott's of Crafts	Superior, WI	Eveland's Inc.	Backus, MN	Shopsmith Woodworking Promotions	Dayton, OH
Mail Call Topical Stamps	St. Paul, MN	Excell Recreational Vehicles	Smith Center, KS	Thomas Tool and Supply Inc.	St. Cloud, MN
Marita's	Red Wing, MN	Ford Motor Co.....	Minneapolis, MN	Stand Alone Inc.....	Minneapolis, MN
Mixon Family Baskets	Decatur, AL	Heartland Chevrolet Dealers	St. Paul, MN	Tool Warehouse	Minneapolis, MN
Mountain Flower Pottery & Tin	Wayzata, MN	Imperial Products Ltd.	St. Paul, MN	Underdeck	Minneapolis, MN
Name Rings	Wheaton, MN	Jeep Advertising Association	Plymouth, MN	Wick Building Systems Inc.	Pine Island, MN
Old Time Portraits	Baoly,s Harbor, WI	Jim Lupient GMC Trucks	Minneapolis, MN	Woodmaster Foundations Inc.	Prescott, WI
		Jim Lupient.....	Minneapolis, MN	Wunder Klein Brick Co.	Plymouth, MN

Clothing & Accessories

American Dairy Association of MN	St. Paul, MN
Antiques -n- Crème	Maple Grove, MN
Baby Wear	St. Paul, MN
Balizoo Clothing LTD	Calgary, AB
Battle Lake Outdoors	Burnsville, MN
Bon'nean Inc.	Champlin, MN
Brad's Discount Boots	Humboldt, IA
Capital Beverage Sales L.P.	St. Paul, MN
Circle M Hats	Radcliffe, IA
Colada Wear	Northridge, CA
Colorful Cotton Clothing	Minnetonka, MN
Continental Leather Fashions Co. Inc.	Chula Vista, CA
E-Z Way Appliqué	Keshena, WI
Elegant Accents	San Diego, CA
Farm Boy Clothing	St. Paul, MN
Flora's Dress Emporium	Minneapolis, MN
Funk's Leathercraft	Long Lake, MN
Green Mountain Trading Co.	Lebanon, IN
Handbags by Jean	Wing, AL
Kim's Fashions	Los Angeles, CA
Mi Chompita	Minneapolis, MN
Minnetonka Moccasin Co. Inc.	Minneapolis, MN
Mystic Moon	Norman, OK
Pen-Reed Co.	Capistrano Beach, CA
Puppy Toes	San Dimas, CA
Ralph Marlin & Company	Waukasue, WI
Sandak Aloha Sandals	Henderson, NV
Sharon & James	Inver Grove Heights, MN
Shoes To Boot	Minneapolis, MN
Simply Barbara Western Wear	Covington, OK
Spectacle Shoppe	New Brighton, MN
Sprongs	Minneapolis, MN
Sportswear By Martin Wholesale Group	Mahtomedi, MN
Street Town & Country	Indianola, IA
Swedish Clogs - Norden Inc.	St. Paul, MN
The Hatman	Hudson, FL
Triple H. Australian Western Wear	Oxford, PA
Uneek Tie Dyed Apparel	St. Paul, MN

Financial Services

Direct By Owner	North Oaks, MN
Waddell & Reed, Inc.	Arden Hills, MN

Food & Beverages

3 D Concessions	Burlington, WI
Al's Sub Shop - Hohenwald Ent. Inc.	Oakdale, MN
American Bottling Co.	South St. Paul, MN
American Dairy Association of MN	St. Paul, MN
Andres Watermelon - Stinchfield, J.	Hopkins, MN
Andrew, M.	Minneapolis, MN
Andrus Concessions Inc.	Apple Valley, MN
Art Tysk Concessions	St. Paul, MN

Australian Foods	Balboa, CA
Axle's	St. Paul, MN
Ball Park Cafe	Shoreview, MN
Barona, Stacey & Robert	Roseville, MN
Bayou Bob's LLC	Andover, MN
Ben & Jerry's Ice Cream	Edina, MN
Benson, B.	Mahtomedi, MN
Best Around, The	North Ft. Myers, FL
Bianca's Foods	Deephaven, MN
Big Pepper - Barrett, J.	St. Paul, MN
Billies Baked Potatoes	Huntington, CT
Blooming Onions - Ferch, S.	Loretto, MN
Blue Bell Ice Cream Inc.	Apple Valley, MN
Bridgeman's Restaurants Inc.	Minnetonka, MN
Buffalo Burgers - Woldorsky, J.	Minneapolis, MN
Butcher Boys - F & W Concessions Inc.	Rhinebeck, NY
Cafe Caribe - TRES-C Inc.	Minnetonka, MN
Candy Castle - Huston Inc.	Parker City, IN
Caribbean Heat	Minneapolis, MN
Carl's Gizmo	Urbandale, IA
Carmel Apple Sundaes - Charcoal Hut	Staples, MN
Cheese Curds - Kropp	Green Bay, WI
Cheese Curds - Mouth Trap	West St. Paul, MN
Cheese Curds - Muskar Inc.	White Bear Lake, MN
Chicago Dogs	Stillwater, MN
Chick-N-Chops - Peterson Concessions	Ham Lake, MN
China Town-MN	Waterville, MN
Chocolate Chip Cookie Co.	St. Paul, MN
Church of The Epiphany	Coon Rapids, MN
Cinnamon Roasted Nuts	Minneapolis, MN
Cinnamon Rolls - Willis Enterprises	Tulsa, OK
Coller Family Inc.	Shakopee, MN
Colonial Nut Roll Company	Lake Park, IA
Cool Sips - Sunshine Concessions	Spring Hill, FL
Corn Roast - Ribco Enterprises	White Bear Lake, MN
Cotton Candy - Hartley, J.	South Milwaukee, WI
Cotton Candy - Kusick, G.	Cottage Grove, MN
Cotton Candy - Yahr, K.	Richfield, MN
Country Gourmet Inc.	Minneapolis, MN
Country Store Sweet Shoppe	Minneapolis, MN
Cream Puffs - Petrovski Concessions	Vista, CA
Crocker Enterprises Inc.	Maple Grove, MN
Crocker's Spaghetti Village Inc.	Maple Grove, MN
Crutchfield, G.	San Diego, CA
Custards Last Stand	St Paul, MN
Dairy Bar	Minneapolis, MN
Danielson, W.	St. Paul, MN
Darlinda Inc.	Ham Lake, MN
Davis, J.	Coon Rapids, MN
Degnans Popcorn	Minneapolis, MN
Deli Express - E.A. Sween Co.	Eden Prairie, MN
Delicious Potato Skins	New Hope, MN
Delrick Enterprises	Golden Valley, MN

Demitris Greek Food	Mont Airy, MD
Der Pretzel Haus	Pace, FL
DFL Districts 66 and 67	St. Paul, MN
Dills Concessions	Venice, FL
Dino's Gyros	Coon Rapids, MN
Dip Stix - M & S Concessions	St. Paul, MN
Dippin Dots	Hampton, MN
Dole Whip - Bougie, D.	Maplewood, MN
Donna's Bar-B-Q Rib Sandwich	South St. Paul, MN
Eagle Food Service	Connersville, IN
El Sol Mexican Food	St. Paul, MN
Engine House	Eagan, MN
Family Tree Cafe - Arlo,s Fun Foods Inc.	St. Cloud, MN
Famous Dave's of America Inc.	Eden Prairie, MN
Far Eastern Foods	Woodbury, MN
Festival Foods Inc.	Cherry Hill, NJ
Fire & Ice Concessions	Escondido, CA
Fisherman's Wharf Seafoods	St. Paul, MN
Foot Long Hot Dogs - Hansen, N.	Fergus Falls, MN
Foot Long Hot Dogs - Hikes, M.	Fergus Falls, MN
Foot Long Hot Dogs - Johnson, J.	Fergus Falls, MN
Foot Long Hot Dogs - Johnson, P.	Clayton, MN
Foot Long Hot Dogs - Johnson, T.	Strum, WI
Foot Long Hot Dogs - Spidal, T.	Fergus Falls, MN
French Creperie	Minneapolis, MN
French Meadow Bakery	Minneapolis, MN
Fudge Folks, The	Mirror Lake, NH
Fudge Puppies - Granny's Enterprises	St. Cloud, MN
Funnel Cakes - D & D Concessions	South Haven, MN
Gass Concessions Inc.	Plymouth, MN
Gasthaus Edelweiss	Maplewood, MN
Geppetos To Go	Grand Ledge, MI
Giant Ride Inc.	Pasadena, CA
Golden's Guiltless Bagels	St. Paul, MN
Gooden's Old-Fashioned Kettle Korn	Byron, MN
Gopher Dairy Club - U of M	St. Paul, MN
Grandma's Pasty Shop	Richfield, MN
Grandstand Donuts	Lauderdale, MN
Granny's Caramel Apple Sundaes	Hampton, MN
Green Mill	St. Paul, MN
H.M.H. of St. Paul Inc.	Lakeland, MN
Hamline United Methodist Church	Little Canada, MN
Hansen's Amusement Foods	Fergus Falls, MN
Harrington's Enterprises	Ellsworth, WI
Hawaiian Shaved Ice Inc.	Hutchinson, MN
Hildebrand Concessions Inc.	Roseville, MN
Hussong Family Inc.	Shakopee, MN
Ice Cream Factory Inc.	Ormond Beach, FL
Ice Cream Parlor - Rush, T.	Minneapolis, MN
Ice Kreme Mill Ltd.	Westminster, MD
Icee USA	Brooklyn Center, MN
Isaac, T.	Inver Grove Heights, MN
Isabel Burkes Olde Tyme Taffy	Plymouth, IA

Italian Junction-Bahr, T.	St. Cloud, MN	Poncho Dog - O,Neil, F.	Roseville, MN	Veggie Pie - Alere's Concessions	Pine City, MN
J.D.'s Eating Establishment	Crystal, MN	Poncho Dog - O,Neil, L.	Roseville, MN	Vend Africa Inc.	Minneapolis, MN
Java Jive	Edina, MN	Poncho Dog - O,Neil, Leah	St. Paul, MN	Vescio's	Minneapolis, MN
Jerkey Shoppe, The	Becker, MN	Poncho Dog - O,Neil, T.	Lauderdale, MN	Vietnamese Egg Rolls - Tran, V.	Golden Valley, MN
Jim & Jo's	Forest Lake, MN	Pretzel Factory	Aurora, CO	Vogt, V. - Mexican Hat	New London, MN
Joe's Smoke House.....	Lake Elmo, MN	Prom Catering Co.	St. Paul, MN	Walleye On A Stick - Davis, W.	Alexandria, MN
Key Lime Pie	Elk River, MN	Pronto Pups - GLK Inc.	Elk River, MN	Ward Food Services	Maplewood, MN
Kirch Enterprises Inc.	Shoreview, MN	Pronto Pups - Hanold, T.	Braham, MN	Werner's Frontier Inc.	New Brighton, MN
Kirschner's Beer Stube	Burnsville, MN	Pronto Pups - Heller, R.	Siren, WI	West Indies Soul	St. Paul, MN
Kitchen Kraft Concessions	Columbia Heights, MN	Pronto Pups - Jennisch, S.	Stockholm, WI	Wild Rice	Minneapolis, MN
Lamb Shoppe, The	Hutchinson, MN	Pronto Pups - Nelson, J.	South St. Paul, MN	Wiles Ent. Ltd.	Minneapolis, MN
Larson, G.	Minneapolis, MN	Quesadilla Junction	Rochester, MN	Williams Dinette - Steichen, J.	Fridley, MN
Larson, J.	Minneapolis, MN	R.J. Pretzel Co.	Breckenridge, CO	Wozniak Concessions Inc.	Minneapolis, MN
LaVaque, E.	St. Paul, MN	Rainbow Ice Cream - Davis, M.	Minneapolis, MN		
Lee Soynuts Co.	Woodbury, MN	Rainbow Ice Cream - Tetrault, G.	Minneapolis, MN		
Leimon Concessions	Harlingen, TX	Rajin Cajun	Brooklyn Park, MN		
Lemonade Ltd.	St. Louis Park, MN	Rice Kristie Bars	Minneapolis, MN		
Luigi Fries	Lake Elmo, MN	Robbinsdale O.E.S. Dining Hall	Robbinsdale, MN		
Lunch Box-Bahr, P.	Spicer, MN	Roadhouse Chicken	Lake Elmo, MN		
Lynn's Lefse	Aitkin, MN	Root Beer Stand	Falcon Heights, MN		
Mac's Grill	St. Paul, MN	Runyon, D.	St. Paul, MN		
Mario's	Minneapolis, MN	Sadie's Frozen Custard	Fridley, MN		
Melmar Concessions	Lake Elmo, MN	Safari Snacks Spooner WI			
Middle East Bakery	St. Paul, MN	Saint Bernard's Dining Hall	St. Paul, MN		
Midway Food Co.	Austin, TX	Salem Lutheran Church	Minneapolis, MN		
Midway Mens Club	Rush City, MN	Sausage By Cynthia	Maple Grove, MN		
Minnekabob	Golden Valley, MN	Sausage Station - Hectorne, D.	Chanhausen, MN		
Mitchell Concessions.....	St. Paul, MN	Schneider Popcorn	Roseville, MN		
MN Apples Inc.	White Bear Lake, MN	Schroder Concessions Inc.	Faribault, MN		
MN Honey Producers Association	Clarkfield, MN	Schultz's Concessions	Shoreview, MN		
MN Turkey Growers Association	St. Paul, MN	Schumacher's New PragueHotel Inc.	New Prague, MN		
Moon Beam-Funk's Coffeeville	Long Lake, MN	Seville Co. Inc.	Plymouth, MN		
Mr. Ribs Sandwich - Sutich, J.	Minnetonka, MN	Sno Cones - Hannasch Inc.	Minneapolis, MN		
Mr. E's Pop - Erb, W.	St. Paul, MN	Spaghetti Eddie's	Deltona, FL		
My Sausage Sister & Me	Minneapolis, MN	St. Martins	Golden Valley, MN		
Netterfields	Land O' Lakes, FL	Steichens Food Market	St. Paul, MN		
North Suburban St. Paul Kiwanis Club	Shoreview, MN	Straight's Concessions	Crystal, MN		
Nuebel, E.	Hudson, WI	Strawberries 'n Creme	Waseca, MN		
Oodles of Noodles	Minneapolis, MN	Strawberry Patch	St. Paul, MN		
O'Garas	St. Paul, MN	Sunderland, D.	Andover, MN		
Orange Crate - Meents, B.	River Falls, WI	Sweet Martha's Cookie Jar	St. Paul, MN		
Orange Treet Sales	Minneapolis, MN	T & A Concessions	Candler, FL		
Oven Fresh Brownies - Testin, L.	Taylor's Falls, MN	Taco King - Isaac, M.	Inver Grove Heights, MN		
Peg, The	St. Paul, MN	Tejas - Cuisine Concepts	Edina, MN		
Pelican Concessions	Pelican Rapids, MN	That's a Wrap.....	St. Paul, MN		
Pennsylvania Dutch Funnel Cakes	Springfield, MN	Tiny Tim Mini Donuts - Larson, K.	Taylor's Falls, MN		
Preferred Pickle, The	White Bear Lake, MN	Tom Thumb Donut Corp.	Minneapolis, MN		
Peters, J.	Mesa, AZ	Tremblay's Sweet Shop	Stillwater, MN		
Peters	St. Paul, MN	Tropical Fruit Floss	Hastings, MN		
Pickle Dog	Rosemount, MN	Tysseling, J.	St. Paul, MN		
Pita Gourmet - Abdo, L.	St. Paul, MN	Ukmar, R.	Sarasota, FL		
Pizza Palace	Minneapolis, MN	Ulmer Metro Distributing Inc.	St. Paul, MN		
Pizza Shop.....	Harlingen, TX	Ultimate Confections	Wauwatosa, WI		
Pizza Wagon	Eagan, MN	Veggie Fries - Rosenthal, D.	St. Paul, MN		

Health & Beauty

Avon - Fischer, A	Kasson, MN
Beauti Control	Ham Lake, MN
Custom Clip Ons - Davis Enterprises	Hartville, MO
Fair Do's	Fridley, MN
Fragrances Inc.	St. Louis Park, MN
Gillette Venus in Motion	Syracuse, NY
Glamour Shots	Des Moines, IA
Golden Neo-Life Diamite Intl.	Kandiyohi, MN
Golden Pride/Intl. Dist.	Fridley, MN
Happy Feet - Wahl, T.	Lakeville, MN
Independent Living Store	Bloomington, MN
L,Paige Lipstick - Heckmann, J.	Forest Lake, MN
Mary Kay Cosmetics Inc.	Bloomington, MN
Midamerica Entertainment Inc.	Burnsville, MN
Merino Skin Care.....	Gilbert, AZ
Nada Concepts Inc.	St. Paul, MN
Nail Jazz by Impulse Sales	Belchertown, MA
Naturally Beautiful Nails/Nail Masters	Plant City, FL
North Country Glycerine Soap	Maple Plain, MN
Professional Dynamics	Burnsville, MN
QuitPlan	Minneapolis, MN
Saddlehorn Ranch Traders	Bonnors Ferry, ID
Soaps Sky Line Sales	South St. Paul, MN
Spectacle Shop	New Brighton, MN
TeleSensory	Minneapolis, MN
Touch of Mink - Dermac Labs Inc.	Salem, OR
Willow Creek Treasures	Vernon Center, MN

Home Improvement & Furnishings

AAA Garage Products Inc.	St. Paul, MN
ABC Seamless Inc.	Fargo, ND
Access One Inc.	Wyoming, MN
Air One Heating & Air Conditioning.....	Brooklyn Park, MN
Amcon Block & Precast	St. Cloud, MN
American Clocks Inc.	Plant City, FL
Andersen Corporation Renewalby Andersen	Vadnais Heights, MN
Aqua-Therm Inc.	Brooten, MN
Arrow lift Accessibility	Duluth, MN

Asphalt Specialties Co.Shoreview, MN
 Authority FenceMonticello, MN
 Automatic Garage Door & FireplaceFridley, MN
 B.C. Kitchens Inc.Hopkins, MN
 Battin Stucco Co.Big Lake, MN
 Brinks Home SecurityMinneapolis, MN
 By The YardJordan, MN
 Cabinetpak Kitchens of Mpls.Bloomington, MN
 Carpet CourtSt. Paul, MN
 Classic Wood FurnaceIsanti, MN
 Comforest Adjustable BedsColumbia Heights, MN
 Commers Conditioned Water Co.Minneapolis, MN
 Condor FireplaceSpring Lake Park, MN
 Cordpro By BurktekKansas City, MO
 Creative CookbooksEdmond, OK
 Culligan Water ConditioningMinnetonka, MN
 Curley Furniture & CarpetMendota Heights, MN
 Deck Rescue PlusRockford, MN
 Deluxe Rug & CarpetSt. Paul, MN
 Discount Windows And WaresRoseville, MN
 Ecowater Systems Inc.St. Paul, MN
 Falls Flag Service - DPS IndustriesLittle Falls, MN
 Finn/SisuSt. Paul, MN
 Fireside Corner Inc.Roseville, MN
 Floor Heat/SystemsMinneapolis, MN
 Galaxy Custom BoothsWyoming, MN
 Garage Tek.....St. Paul, MN
 Glenwood InglewoodMinneapolis, MN
 Golden Hammocks Inc.Escondido, CA
 Great Garage Door Co.Blaine, MN
 Hardwood Floor StoreCrystal, MN
 Home DepotFridley, MN
 Hutch and MantleMinneapolis, MN
 Idea Home ContractingMinneapolis, MN
 J.J. Vanderson & Co.St. Paul, MN
 Jack Pixley Sweeps Inc.Andover, MN
 Kilroy Malt Shop SupplyMinneapolis, MN
 Kitchen Make-OverMinneapolis, MN
 Luxury Bath Liners of MNBloomington, MN
 Magna Products Inc.Green Bay, WI
 McPete's DraftingMinneapolis, MN
 MN Rusco Inc.Minnetonka, MN
 Mon-Ray Inc.Golden Valley, MN
 NTH Communications.....St. Paul, MN
 Need-A-ShedWarren, MN
 Northern Crossarm Co. Inc.Chippewa Falls, WI
 Northern Glass Block Co.Edina, MN
 Oak ClassicEncino, CA
 Owens Corning WearMinneapolis, MN
 Patio Enclosures Inc.New Brighton, MN
 Patio TownOakdale, MN
 Premium Waters Inc.Minneapolis, MN
 Select ComfortMinneapolis, MN
 Sir Laurence Stained Glass StudioFarmington, MN

Snyder Home ImprovementsMinnetonka, MN
 Solar Midwest Inc.Plymouth, MN
 Stained Glass Overlay Design StudioRoseville, MN
 Standard Water Control Systems Inc.Crystal, MN
 Stafford Enterprise.....Denton, TX
 Switchplate GalleryCameron, WV
 Transfer DesignAllandale, FL
 T & J Wood DesignsHolland, MN
 Teak Emporium Inc.San Diego, CA
 Tenet Painting & DecoratingEden Prairie, MN
 Thundering Hurd ExchangeNew Virginia, IA
 Weather Lock Windows SystemsSt. Paul, MN
 Whalen Woods Log FurniturePequot Lakes, MN
 Wildlife Collection Inc., TheKingsville, TX
 Wilkening Manufacturing Co. Inc.Walker, MN
 Woolie, ThePlymouth, MN
 Xcel EnergyMinneapolis, MN

Household Products & Services

Abosch Import Co.Hollywood, CA
 Angies' List.....Bloomington, MN
 Associated ConsultantsMinneapolis, MN
 Associated Sewing and KnittingSt. Paul, MN
 Cenaiko Enterprises Inc.Coon Rapids, MN
 Chester H. Nairne Co.Livonia, MI
 Comfort ZoneMinneapolis, MN
 Cordon Bleu Co.Richfield, MN
 Country CrocksNorthfield, MN
 Countryside Floral DesignAnoka, MN
 Creative Sewing Centers Inc.Golden Valley, MN
 Darling Noodle Co.Bemidji, MN
 Daub/Ghirso EntreprisesSonoma, CA
 Diamondcraft Corp.Minneapolis, MN
 Dry Store, TheLanesboro, MN
 ElectroluxPlymouth, MN
 Excell WirelessMinneapolis, MN
 Fantastic ProductsHorse Shoe, NC
 Florian Ratchet CutPlantsville, CT
 Fortner's Salt-Free SeasoningsLake Mills, WI
 Garlic GournayAriel, WA
 Golden Hammocks Inc.Escondido, CA
 Home of EleganceVadnais Heights, MN
 Hudspeth, S.Allen, TX
 International Culinary ConsultantsElberon, NJ
 JMS Tooling.....St. Paul, MN
 Kinetic Dealers of MinnesotaBurnsville, MN
 Lamps Under The RainbowFullerton, CA
 Mary Lue's Knitting WorldSt. Peter, MN
 Melodies-In-TinRiverdale, GA
 Nancy Thayer & AssociatesSparta, NJ
 National Service Co. LLCFresno, CA
 Niagra Prestige ProductsBrooklyn Park, MN
 Nomar Inc.St. Paul, MN
 Nordass American HomeMN Lake, MN

Nordmark Group, TheApple Valley, MN
 Pampered Chef, TheEdina, MN
 Patterson ProductsLa Mirada, CA
 Quality BagOakdale, MN
 Round Bobbin Sewing CenterSt. Paul, MN
 Rusty Nut EnterprisesByron, MN
 Safari Afari EntreprisesBrooklyn Park, MN
 Scissors-Lake side SalesSacramento, CA
 Shaklee Products - Jansen Dist.Minneapolis, MN
 Showers PlusSierra Madre, CA
 Shutter SourceMinneapolis, MN
 Stan & Jo's Country CreationsNorth Mankato, MN
 Surge Water ConditioningHopkins, MN
 Swivel SprayMinneapolis, MN
 Syndicate Sales Corp.Hopkins, MN
 Table Charm Ltd.Lockport, NY
 That's My Pan.....Eau Claire, WI
 Thousand Lakes RealtyDeSoto, WI
 Touchtone EnergyElk River, MN
 Vita Mix Corp.Cleveland, OH
 Watkins Inc.Winona, MN

Imports & Ethnic Merchandise

African CollectionsSharon, MA
 Aloha JewelryPearl City, HI
 Artesanos UnidosLos Angeles, CA
 Bando ImportsNorthbrook, IL
 Bolivian ImportsLoveland, CO
 Brown, Y.Excelsior, MN
 Caples, M.Little Canada, MN
 Chandi Gallery/Coune, Ltd.Minneapolis, MN
 Chez GautierOrlando, FL
 China HandcraftBloomington, MN
 Chinese Paper Cutter.....Alhambra, CA
 Egypt USAConcord, CA
 Fantastic VoyageStillwater, MN
 First Natives of the LandGullup, TX
 Folklore ImportsGlendale, CA
 German Specialty ImportsSt. Paul, MN
 G.F. Philippines HandicraftVerona, NJ
 Gifts Made by HandsSt. Paul, MN
 Grand Assorted Enterprise Co. Ltd.Claremont, CA
 Global International Inc.Minneapolis, MN
 Heart of TibetStillwater, MN
 Hollys Hobby Ltd.Andover, MN
 Holy Land HandicraftsSt. Paul, MN
 Hmong Folk Art, Inc.St. Paul, MN
 Ice-AmeKenmore, WA
 Image ImportsMinneapolis, MN
 India BazaarFridley, MN
 India ImportsApache, OK
 Indian Arts & CraftsTerre Haute, IN
 Inside AfricaSt. Paul, MN
 International Flag WeavingSt. Croix Falls, WI

International InvestorsSan Mateo, CA
 Irish On GrandSt. Paul, MN
 JennicoSt. Paul, MN
 Khan, S.Hamel, MN
 Lacquerware - Tong, LindaLawrenceville, GA
 Oriental Craft and Development Co.Lake City, MN
 Primitive OriginsSouth Haven, MN
 Rama ImportsFranklin, WI
 Russia With LoveBuffalo, MN
 San Juan, M.Azusa, CA
 Taxco ImportsWest Hills, CA
 Treasure ChestAuburndale, FL
 Vagabond ImportsCorona, CA
 Wooden NeedleVadnais Heights, MN

Institutional Exhibits & Government Agencies

AARP MinnesotaSt. Paul, MN
 AFS Intercultural ProgramsSt. Paul, MN
 American Diabetes
 American Lung Association of MNSt. Paul, MN
 American Swedish InstituteMinneapolis, MN
 Art Instruction SchoolMinneapolis, MN
 Arthritis Foundation-MN ChapterSt. Paul, MN
 Augsburg CollegeMinneapolis, MN
 Bethany College.....Mankato, MN
 Bethel CollegeSt. Paul, MN
 Broiler and Egg Assoc. of MinnesotaSt Paul, MN
 Brown CollegeMendota Heights, MN
 Carleton CollegeNorthfield, MN
 Center For Mental HealthMinneapolis, MN
 College of St. Benedicts/St. JohnsSt. Josephs, MN
 College of St. ScholasticaDuluth, MN
 Concordia UniversitySt. Paul, MN
 Education in MinnesotaSt. Paul, MN
 Epilepsy Foundation of MinnesotaSt. Paul, MN
 Geological Society of MinnesotaRobbinsdale, MN
 Great Lakes Indian
 Fish & Wildlife CommissionOdanan, WI
 Gustavus Adolphus CollegeSt. Peter, MN
 Hamline UniversitySt. Paul, MN
 Hazelden FoundationCenter City, MN
 Indianhead Council -
 Boy Scouts of AmericaSt. Paul, MN
 Inventors NetworkStillwater, MN
 LifesourceSt. Paul, MN
 Masonic Grand Lodge of MNSt. Paul, MN
 Metro TransitMinneapolis, MN
 Metropolitan Mosquito Control Dist.St. Paul, MN
 Minneapolis Institute of Art.....Minneapolis, MN
 Minnesota Association of Charter SchoolsSt. Paul, MN
 MN Agriculture In The ClassroomShakopee, MN
 MN AIDS ProjectMinneapolis, MN
 MN Army & Air National GuardRoseville, MN
 MN Association of Charter SchoolsSt. Paul, MN

MN Attorney General's
 Office - Consumer DivisionSt. Paul, MN
 MN Audubon Council of
 The National Audubon SocietySt. Paul, MN
 MN Beef CouncilMinneapolis, MN
 MN Buffalo AssociationOwatonna, MN
 MN Blue Flame Gas AssociationMinneapolis, MN
 MN Children Families & LearningSt. Paul, MN
 MN Citizens Concerned For LifeMinneapolis, MN
 MN Cultivated Wild Rice CouncilSt. Paul, MN
 MN Dept. of AgricultureSt. Paul, MN
 MN Dept. of Economic SecuritySt. Paul, MN
 MN Dept. of HealthSt. Paul, MN
 MN Dept. of Natural ResourcesSt. Paul, MN
 MN Dept. of Public SafetySt. Paul, MN
 MN Dept. of Public ServiceSt. Paul, MN
 MN Dept. of RevenueSt. Paul, MN
 MN Dept. of TransportationSt. Paul, MN
 MN Dept. of Transportation
 Aeronautics OfficeSt. Paul, MN
 MN Dept. of Veterans AffairsSt. Paul, MN
 MN Building Codes & StandardsSt. Paul, MN
 MN Elk Breeders AssociationSauk Centre, MN
 MN Farm Bureau FederationSt. Paul, MN
 MN Farmers UnionSt. Paul, MN
 MN Forest Industries Inc.Duluth, MN
 MN Fur Breeders AssociationNorth St. Paul, MN
 MN Genealogical SocietySt. Paul, MN
 MN High Technology AssociationMinneapolis, MN
 MN Higher Education Services OfficeSt. Paul, MN
 MN Homeschoolers AllianceRoseville, MN
 MN House of Representatives-
 Public Information OfficeSt. Paul, MN
 MN Lamb & Wool
 Producers AssociationHutchinson, MN
 MN Lions Eye Bank
 and Hearing FoundationSt. Cloud, MN
 MN Office of State AditorsSt. Paul, MN
 MN MensaBrooklyn Park, MN
 MN Newspaper FoundationMinneapolis, MN
 MN Nurses AssociationSt. Paul, MN
 MN Office of Citizenship
 and Volunteer ServicesSt. Paul, MN
 MN Office of Environmental AssistanceSt. Paul, MN
 MN Ostrich AssociationMaplewood, MN
 MN Pork Producers AssociationNorth Mankato, MN
 MN Propane Gas AssociationMinneapolis, MN
 MN Relay ServicesSt. Paul, MN
 MN Secretary of StateSt. Paul, MN
 MN Senior Federation Inc.St. Paul, MN
 MN Soybean GrowersNorth Mankato, MN
 MN State Colleges and UniversitiesSt. Paul, MN
 MN State Council On DisabilitySt. Paul, MN
 MN State Fair FoundationFalcon Heights, MN
 MN State Horticultural SocietyFalcon Heights, MN
 MN State SenateSt. Paul, MN

MN Turkey Research and
 Promotion CouncilSt. Paul, MN
 Mothers Against Drunk Driving-MNSt. Paul, MN
 National Multiple Sclerosis
 Society-MNMinneapolis, MN
 Natural Resources Conservation ServiceSt. Paul, MN
 NEI College of TechnologyColumbia Heights, MN
 New Life Family ServicesRichfield, MN
 Northwestern CollegeRoseville, MN
 Parker Hughes InstituteRoseville, MN
 Pro Choice ResourcesMinneapolis, MN
 Sierra ClubMinneapolis, MN
 Social Security AdministrationMinneapolis, MN
 South MN Area Assembly of
 Alcoholics AnonymousMinneapolis, MN
 St. Cloud State AlumniSt. Cloud, MN
 St. Mary,s CollegeMinneapolis, MN
 St. Paul Building &
 Construction Trades.....St. Paul, MN
 Stagecoach Theatre ArtsMinneapolis, MN
 Toastmasters InternationalPlymouth, MN
 US Department of
 Agricultural ResearchSt. Paul, MN
 U.S. NavyMinneapolis, MN
 University of Minnesota -
 University RelationsMinneapolis, MN
 University of St. Thomas.....St. Paul, MN
 Veterans Affairs Med CenterMinneapolis, MN
 Walker Art CenterMinneapolis MN
 William Mitchell College of LawSt. Paul, MN

Media

KARE-11 TVGolden Valley, MN
 KDWB RadioMinneapolis, MN
 KEEY/K102 Today's Best CountryBloomington, MN
 KFAN-AM RadioMinneapolis, MN
 KFMP 107 Hubbard BroadcastingSt. Paul, MN
 KJZI - Smooth JazzMinneapolis, MN
 KKMS-AM RadioEagan, MN
 KLBB RadioSt. Paul, MN
 KMSP-TVEden Prairie, MN
 KQQL FM, KOOL108 RadioMinneapolis, MN
 KQRS-AM/FM RadioMinneapolis, MN
 KSTP-AM RadioSt. Paul, MN
 KSTP-TV - Hubbard Broadcasting Inc.St. Paul, MN
 KSTP-FM RadioSt. Paul, MN
 KTCZ-FM - Cities 97Minneapolis, MN
 KXXR 93X RadioMinneapolis, MN
 KZNZ FM RadioGolden Valley, MN
 MN Public RadioSt. Paul, MN
 R.K. Radio NetworkSt Paul, MN
 100 Radio WLOL ClassicsMinneapolis, MN
 Saint Paul Pioneer PressSt. Paul, MN
 Star TribuneMinneapolis, MN
 U.S.A. TodayRoseville, MN
 WCCO RadioMinneapolis, MN

WCCO TelevisionMinneapolis, MN
 WLTEMinneapolis, MN
 WWTC - The PatriotEagan, MN

Miscellaneous

Gold-N-Plump PoultrySt. Cloud, MN
 Gopher State Ice CompanySt. Paul, MN
 MN Territorial Pioneers Inc.St. Paul, MN
 Motion ProductsPlymouth, MN
 Pro Staff Personnel ServicesSt. Louis Park, MN
 Saint Paul Post OfficeSt. Paul, MN
 Synergy Sports - Milk RulesOcean, NY
 Vista Mobility Specialists Inc.Park Ridge, IL

Music & Entertainment

Chanhasen Dinner Theatres.....Chanhasen, MN
 Groth MusicMinneapolis, MN
 Kids Music Box Levine AssocSt. Paul, MN
 Minnesota Orchestra, TheMinneapolis, MN
 Ordway Music TheatreSt. Paul, MN
 Q-Chord - Pops MusicMesa, AZ
 Schmitt Music CompanyMinneapolis, MN
 Trico ProductionsSt. Paul, MN

Novelties, Souvenirs & Toys

C.R. DealsSt. Paul, MN
 Caricatures By CindyShoreview, MN
 Cartoon PassionMission Viejo, CA
 Clover Creek ConceptsArvada, CO
 Compmark I Corp.Minneapolis, MN
 Crazy Louie's Surplus CityMinneapolis, MN
 Dandy SouvenirsFresno, CA
 Desplenter NoveltiesChicago, IL
 Discovery ToysMinneapolis, MN
 Eddy's Teddy Land - Kirch, D.Shoreview, MN
 Face Painting by SuzyMinneapolis, MN
 Fair-Market Inc.Minneapolis, MN
 Gimberline, D.Hopkins, MN
 Intercollegiate AthleticsMinneapolis, MN
 OZ Munchkinland Eagle SportsWantagh, NY
 PS SalesSterling Heights, MN
 Ron Schara EnterprisesMinneapolis, MN
 Spin A Paint - Perlman, D.New Hope, MN
 Standi Toys Inc.Somerset, WI
 Televac ComputerVersailles, MO

U of MN Williams FundMinneapolis, MN
 U of MN Women's Wildman Caricatures ..Albert Lea, MN
 William Morgan CaricaturesMinneapolis, MN
 Wee DazzlePalm Springs, FL

Pet & Animal Supplies

Ace Tack & OutfittersCambridge, MN
 Companion Animals Humane SocietySt. Paul, MN
 Custom Cat PurrrmitureSt. Paul, MN
 Fancy PublicationsLampkin, VI
 Hope's BraidsBrainerd, MN
 Innovation X One ScoopGranger, IN
 Lone Lake KennelsWoodbury, MN
 MN Humane SocietySt. Paul, MN
 MN Purebred Dog Breeders
 AssociationBloomington, MN
 Pet PeddlerWichita, KS
 Rural Pet SupplyLibertyville, IL
 Transatlantic Ventures Inc.Minneapolis, MN
 Vermont Nature CreationsWells, VT

Political Organizations

Constitution Party.....Minneapolis, MN
 Green Party of MinnesotaMinneapolis, MN
 Libertarian Party of MNMinneapolis, MN
 Independence Party of MNMinneapolis, MN
 Minnesotans for Nader.....Minneapolis, MN
 MN AFL-CIOSt. Paul, MN
 MN Democratic Farmer Labor PartySt. Paul, MN
 Norm Coleman for U.S. SenateSt. Paul, MN
 Senator Mark DaytonFort Snelling, MN
 Republican Party of MinnesotaSt. Paul, MN
 Taxpayers LeagueSt. Paul, MN

Religious Organizations

Christian Educational ServiceThonotosassa, FL
 Greater St. Paul Association
 of Evangelicals.....St. Paul, MN
 Jewish Community
 Relations CouncilMinneapolis, MN
 MN Conference of
 Seventh-Day AdventistsMaple Grove, MN
 Northwestern ProductsMinneapolis, MN

Sports & Recreation

3rd Lair Skate ParksMinneapolis, MN
 All American Recreation Inc.Bloomington, MN
 Crystal Pierz MarineForest Lake, MN

Custom Cribbage Inc.Forest Lake, MN
 Eagles View of MNCrystal, MN
 A & E EnterpriseLake Elsinore, CA
 Golf Connection, TheChanhasen, MN
 Great ExpectationsEdina, MN
 Great Northern EngineeringMinneapolis, MN
 Greater Midwest Marketing Inc.Forest Lake, MN
 Indian MotorcyclesSt. Paul, MN
 Higgins Camper Sales.....Oakdale, MN
 J.D.I. Sports OpticsClearwater, MN
 Legendary CommemorativesCheyenne, WY
 Lost Our MarblesManville, NJ
 Marine Connection Inc.Forest Lake, MN
 Master Z's Dart & Pool SupplyWaukesha, WI
 Midwest Resorts.....Minneapolis, MN
 Minnesoftub Inc.Mound, MN
 MN United Snowmobilers AssnMinneapolis, MN
 Minnesota Twins and Club MLBMinneapolis, MN
 Minnesota Wild NHL HockeySt. Paul, MN
 Minn Golf CarsBloomington, MN
 November SnowboardsMinneapolis, MN
 Outdoor Cooking StoreWhite Bear Lake, MN
 Outdoor News Inc.New Hope, MN
 Personalized Golf SpecialtiesSpring Lake Park, MN
 Pleasureland RV Center.....Anoka, MN
 Polaris Industries L.P.Minneapolis, MN
 Porta Bote.....Mountain View, CA
 Pro MotorsportsBlaine, MN
 Pure Vision Ent.Duncanville, TX
 Rainbow Midwest Inc.Prior Lake, MN
 RFG Safe & KnifeCrystal, MN
 Roll-In ProductsGrand Rapids, MN
 Rosemount Boating CenterRosemount, MN
 St. Paul Harley Davidson Buell.....St. Paul, MN
 St. Paul SaintsSt. Paul, MN
 Smiling DuckFergus Falls, MN
 Son WatersportsClear Lake, WI
 Southeastern Minnesota Historic
 Bluff CountryHarmony, MN
 Spineless WondersSt. Paul, MN
 Northland Log HomesSomerset, WI
 Swimmin' HoleFridley, MN
 Trader Publishing Co.St. Paul, MN



OFFICE OF THE LEGISLATIVE AUDITOR

State of Minnesota • James Nobles, Legislative Auditor

Independent Auditor's Report

Ms. Clarice Schmidt, President
Board of Managers
State Agricultural Society

Members of the State Agricultural Society

Mr. Jerry Hammer, Executive Vice President
State Agricultural Society

We have audited the accompanying statements of net assets of the State Agricultural Society as of and for the years ended October 31, 2004 and 2003, and the related statement of revenues, expenses, and changes in net assets and statement of cash flows for the years then ended. These financial statements are the responsibility of the Society's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the State Agricultural Society as of October 31, 2004 and 2003, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1, the State Agricultural Society adopted Governmental Accounting Standards Board Statements No. 39 and No. 40 for the year ended October 31, 2004. GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units*, establishes additional guidance for determining whether certain organizations should be reported as component units in determining the Society's reporting entity. GASB Statement No. 40, *Deposit and Investment Risk Disclosures*, establishes and modifies disclosure requirements for


Ms. Clarice Schmidt, President
Members of the State Agricultural Society
Mr. Jerry Hammer, Executive Vice President
Page 2

common deposit and investment risks, including interest rate risk, concentration of credit risk, and foreign currency risk.

In accordance with *Government Auditing Standards*, we have also issued our report dated March 15, 2005, on our consideration of the State Agricultural Society's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Management's Discussion and Analysis is not a required part of the Society's basic financial statements, but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the Society's basic financial statements. The accompanying financial schedules are presented for purpose of additional analysis and are not a required part of the Society's basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



James R. Nobles
Legislative Auditor



Claudia J. Gudvangen, CPA
Deputy Legislative Auditor

March 15, 2005

MINNESOTA STATE FAIR

Financial Information

Management Discussion and Analysis

The Minnesota State Agricultural Society produces the annual Minnesota State Fair and manages the State Fairgrounds. The Society is a quasi-state agency, operating with no public subsidy of any kind for any purpose. The costs of producing the annual State Fair and all capital and maintenance work to the historic State Fairgrounds are financed completely with revenue earned by the Society. Following is an analysis of the Society's financial activities and performance during the two fiscal years ended Oct. 31, 2004 and 2003, along with detailed financial statements and supplementary information.

The Minnesota State Fair Foundation was established in 2001 as a tax exempt 501 c 3 nonprofit corporation with the exclusive mission of raising funds to assist the Society in improving and maintaining the State Fairgrounds. Comparative Foundation financial statements for fiscal years 2004 and 2003 are presented as a component unit of the Society.

■ Overview of the Financial Statements

The Society's financial statements are accounted for as an enterprise fund, operating in a manner similar to private business enterprises. Income and expenses for the year are presented in the Statement of Revenue, Expenses and Changes in Net Assets; this statement serves to determine if the Society earned an acceptable level of net income. Next, the Statement of Net Assets outlines all of the Society's assets and liabilities, and includes detailed discussion on fixed assets – namely, the State Fairgrounds and its facilities. Finally, the Statement of Cash Flows provides information on cash receipts and payments resulting from operations, as well as financing and investing activity that occurred during the year.

■ Income and Expense

The State Fair realized a net operating loss of \$18,000 in 2004, based on gross revenues of \$28.1 million and gross expenses of \$28.1 million. The previous year's operation showed a net gain of \$724,000 from income of \$27.5 million and expenses of \$26.8 million. The '04 operating loss was tied directly to a decline in attendance created by early school openings, which cut dramatically into weekday attendance, and a rainout on the second Sunday of the fair, which is traditionally one of the fair's two biggest days. On days when kids were out of school and the weather was good, attendance was at or near record levels.

State Fair income is earned primarily from three sources: ticket sales, licensing of commercial exhibit space and the rental of fair facilities for non-fair events.

In a typical year, ticket sales represent about two-thirds of the State Fair's gross annual income. In 2004, the ticket sales total of \$18.1 million was earned chiefly through sales of outside gate tickets (\$11.1 million), Mighty Midway and Kidway tickets (\$5.1 million) and Grandstand tickets (\$1.1 million). Income for 2004 was slightly lower than 2003 due to the attendance decline and the corresponding loss in revenue.

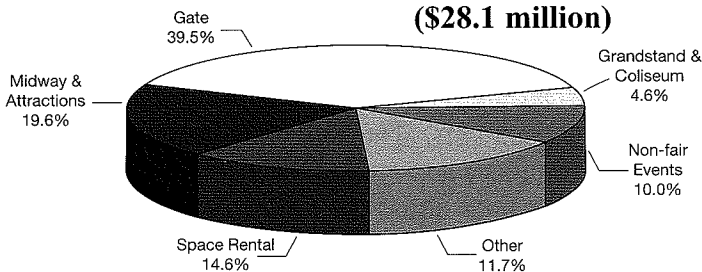
As with most businesses, expenses are very diverse. Among them are services to fair visitors that include police (\$900,000), sanitation (\$800,000) and Park & Ride buses (\$1 million). Other expenses include Grandstand and free entertainment (\$2.8 million), fairgrounds plant operations (\$3.2 million) and maintenance and depreciation of State Fair facilities (\$4.4 million).

A detailed breakdown of the State Fair's income and expenses are included in the Income and Expense Supporting Schedules on pages 26-28.

Revenues, Expenses and Changes in Net Assets

	2003	2004	Change	% Change
Total Revenue	27,538,000	28,123,000	585,000	2.1%
Total Expense	26,814,000	28,141,000	1,327,000	4.9%
Changes in Net Assets	724,000	(18,000)	(742,000)	(102.5%)
Beginning Net Assets	30,529,000	31,253,000	724,000	2.3%
Prior Period Adjustment	—	196,000	—	—
Beginning Net Assets, adjusted	—	31,449,000	—	—
Ending Net Assets	\$31,253,000	\$31,431,000	\$178,000	0.6%

2004 INCOME (\$28.1 million)

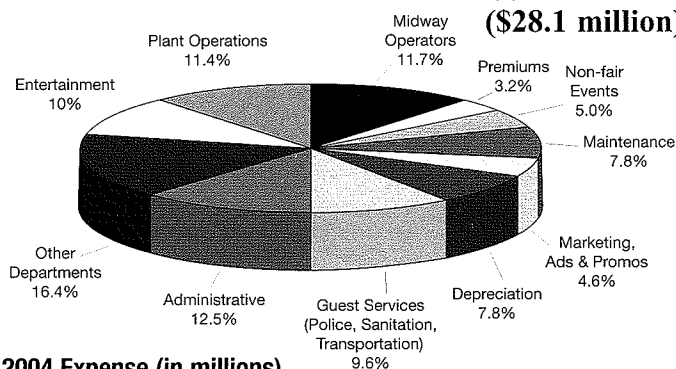


2004 Income (in millions)

- Gate – \$11.1
- Midway & Attractions – \$5.5
- Space Rental – \$4.1*
- Other – \$3.3
- Non-fair Events – \$2.8
- Grandstand & Coliseum – \$1.3

*Supporting schedule figure includes attractions income

2004 EXPENSE (\$28.1 million)



2004 Expense (in millions)

- Midway Operators – \$3.3
- Plant Operations – \$3.2
- Entertainment – \$2.8
- Administrative – \$3.5
- Guest Services – \$2.7 (Police, Sanitation, Transportation)
- Other Departments – \$4.6
- Depreciation – \$2.2
- Marketing, Ads & Promos – \$1.3
- Maintenance – \$2.2
- Non-fair Events – \$1.4
- Premiums – \$0.9

■ Net Assets

The Condensed Statement of Net Assets provides a quick look at the Society's overall financial position, and shows that the direction of the Society's situation is favorable with net assets increasing \$178,000 to a total of \$31.4 million during fiscal 2004.

Over 90 percent of the Society's net assets - \$28.4 million - represents the Society's continual investment in capital assets (buildings, equipment and infrastructure) that are absolutely necessary to the Society's ability to present the annual exposition and conduct a busy schedule of non-fair events year-around. Invested in net assets, net of related debt, consists of the total value of the assets, less depreciation and outstanding debt attributed to those assets.

CONDENSED STATEMENT OF NET ASSETS

	2003	2004	Change	Percent Change
Current & Other Assets	\$13,807,000	\$ 6,630,000	\$ (7,177,000)	(52.0)%
Capital Assets	<u>31,825,000</u>	<u>39,176,000</u>	<u>7,351,000</u>	<u>23.1%</u>
Total Assets	45,632,000	45,806,000	174,000	0.4%
Long Term Debt	10,835,000	10,430,000	(405,000)	(3.7)%
Other Liabilities	<u>3,544,000</u>	<u>3,944,000</u>	<u>400,000</u>	<u>11.3%</u>
Total Liabilities	14,379,000	14,374,000	(5,000)	—
Invested in Capital Assets				
Net of Related Debt	20,635,000	28,351,000	7,716,000	37.4%
Restricted	9,013,000	1,798,000	(7,215,000)	(80.1)%
Unrestricted	<u>1,605,000</u>	<u>1,282,000</u>	<u>(323,000)</u>	<u>(20.1)%</u>
Total Net Assets	<u>\$31,253,000</u>	<u>\$31,431,000</u>	<u>\$178,000</u>	<u>0.6%</u>

■ Fixed Assets (The State Fairgrounds)

The State Fair's capital assets consist of 120 fair-owned structures, land and improvements to the land, personal property and infrastructure including an intricate network of electricity, communications, gas, water, and sewer distribution systems.

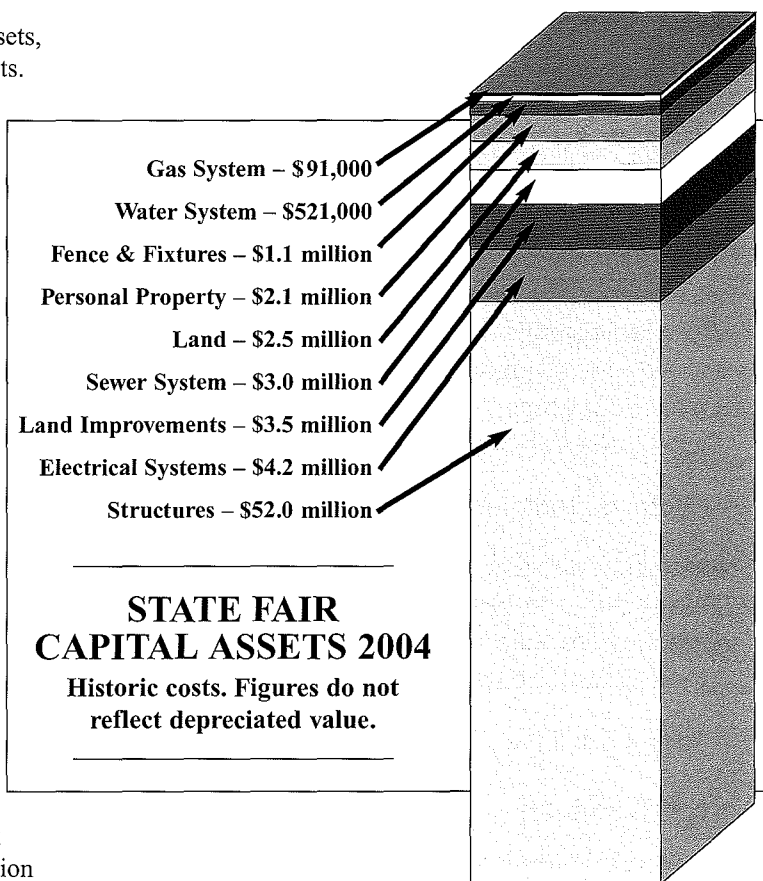
Structures include everything from small permanent information and ticket booths to the Coliseum and the massive Grandstand. Most of the State Fair's significant structures and utilities date back to WPA days in the '30s and very early '40s. Some buildings are even older, such as the Grandstand (1909), Arts Center (1907) and Progress Center (1907).

In 2004, the State Fair invested \$9.6 million in capital improvements. By far the greatest expense in '04 was the completion of the \$7.8 million second phase of the Grandstand renovation project. Other 2004 capital projects included the \$753,000 for the construction of a new Grandstand entertainment production facility, \$395,000 for upgrades and improvements to sewer and electrical systems and \$156,000 for the construction of a new greenhouse structure. A total of \$8.9 million in capital improvement work was completed in 2003. Major projects included the \$7.6 million first phase of the Grandstand renovation project, \$428,000 to replace the Coliseum's heating and air conditioning systems and \$207,000 for a new roof on the operations and service building.

Capital improvements lead to an increase in the value of fixed assets. This, in turn, results in increased depreciation expense - up \$200,000 from 2003 to a total of \$2.2 million in 2004.

The real value of the fair's fixed assets, particularly its structures, is far greater than the net value of \$39.2 reflected in the financial statements. Building valuation conducted for property insurance purposes place the combined value conservatively at \$144 million.

Additional information on fixed assets can be found in note 3.



■ Long-Term Obligations

Long-term debt increased substantially in 2003. After receiving legislative authority, the Society completed an \$11.1 million revenue bond issue in June of '03 to assist in financing the Grandstand renovation project. During 2004, the bond principal amount was reduced \$285,000. Also during 2004, the Society retired the remaining debt obligations on the outstanding office equipment lease and promissory note. Additional information on long-term debt can be found in the notes accompanying the financial statements.

■ Minnesota State Fair Statement of Net Assets

For the years ended October 31

2004

2003

ASSETS

Current assets:

Cash and cash equivalents - Unrestricted	\$ 2,430,940	\$ 2,894,747
Cash and cash equivalents - Restricted	1,798,009	9,012,443
Accounts Receivable	2,173,890	1,670,917
Receivable due from Minnesota State Fair Foundation	89,992	—
Accrued interest receivable	465	673
Prepaid expenses	37,671	111,225
Total current assets	6,530,967	13,690,005

Non-current assets:

Note Receivable	41,668	60,216
Receivable due from Minnesota State Fair Foundation	57,000	57,000

Capital Assets, Net of related depreciation	39,176,249	31,825,201
---	------------	------------

Total assets	\$ 45,805,884	\$ 45,632,422
--------------	---------------	---------------

LIABILITIES & NET ASSETS

Current liabilities:

Accounts payable	\$ 2,980,673	\$ 2,468,197
Accrued salaries	185,658	161,852
Compensated absences	412,205	418,408
Deferred income	145,951	224,728
Bond interest payable	61,300	164,504
Total current liabilities	3,785,787	3,437,689

Noncurrent liabilities:

Due within one year	395,000	355,719
Due in more than one year	10,430,000	10,834,741
Unamortized bond discount	(236,318)	(248,756)

Total liabilities	\$ 14,374,469	\$ 14,379,393
-------------------	---------------	---------------

NET ASSETS

Invested in capital assets, net of related debt	\$ 28,351,250	\$ 20,634,742
---	---------------	---------------

Restricted for:

Debt Service	1,786,173	1,755,279
Capital Improvements	11,836	7,258,164
Unrestricted assets	1,282,156	1,604,844

Total net assets	\$ 31,431,415	\$ 31,253,029
------------------	---------------	---------------

Total liabilities and net assets	\$ 45,805,884	\$ 45,632,422
---	----------------------	----------------------

The accompanying notes are an integral part of the financial statements.

■ Minnesota State Fair Foundation **Statements of Financial Position**

For the years ended October 31

2004

2003

ASSETS:

Cash	\$ 73,943	\$ 48,851
Contributions receivable	16,123	17,133
Prepaid expenses and other assets	2,403	2,789
Promotional materials	5,271	3,197
Merchandise inventory	7,603	3,935
Property and equipment, net of accumulated depreciation	11,792	4,392
Total assets	\$ 117,135	\$ 80,297

LIABILITIES AND NET ASSETS (DEFICIT):

Liabilities

Accounts payable	\$ 81,687	\$ 2,858
Grant payable	15,000	—
Accrued expenses	2,463	558
Line of credit	57,000	57,000
Total Liabilities	156,150	60,416

Net Assets (Deficit)

Unrestricted	(65,528)	(9,312)
Temporarily restricted	26,513	29,193
Total Net Assets (Deficit)	(39,015)	19,881
Total Liabilities and Net Assets (Deficit)	\$ 117,135	\$ 80,297

■ Minnesota State Fair Statement of Revenue, Expenses and Changes in Net Assets

For the years ended October 31

2004

2003

OPERATING REVENUES:

Ticket sales	\$ 18,084,823	\$ 18,356,974
Departmental	5,291,562	5,330,770
Other	4,545,702	3,796,797
Total operating revenues	\$ 27,922,087	\$ 27,484,541

OPERATING EXPENSES:

Administrative	\$ 3,493,961	\$ 3,345,389
Activities and Support	14,090,761	14,311,649
Premiums	894,537	829,931
Plant Operations	3,265,699	3,230,455
Plant Maintenance	2,159,207	1,240,225
Other	1,495,892	1,682,215
Depreciation	2,189,219	2,014,340
Total operating expenses	27,589,276	26,654,204
Operating income	\$ 332,811	\$ 830,337

NONOPERATING REVENUES (EXPENSES):

Interest income	\$ 95,278	\$ 53,170
Grant revenue	105,988	—
Interest expense	(490,017)	(159,892)
Loss on disposal of fixed assets	(61,834)	—
Net income	(17,774)	723,615
Total net assets, beginning of year	\$ 31,253,029	\$ 30,529,414
Prior period adjustment	196,160	—
Total net assets, beginning of the year adjusted	31,449,189	—
Net assets, end of year	\$ 31,431,415	\$ 31,253,029

The accompanying notes are an integral part of the financial statements.

■ Minnesota State Fair Foundation

Statements of Activities and Changes in Net Assets

For the Year Ended October 31, 2004 and the 15 months Ended October 31, 2003

	2004			2003		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
Revenues:						
Contributions and memberships	\$ 91,280	\$ 19,645	\$ 110,925	\$ 319,714	\$ 29,193	\$ 348,907
In-kind contributions	30,869	96,288	127,157	249,540	48,918	298,458
Net assets released from restrictions	118,613	(118,613)	-	48,918	(48,918)	-
	240,762	(2,680)	238,082	618,172	29,193	647,365
Merchandise sales	22,742	-	22,742	27,420	-	27,420
Less: Cost of goods sold	(9,586)	-	(9,586)	(10,817)	-	(10,817)
Net merchandise sales	13,156	-	13,156	16,603	-	16,603
Total revenues	253,918	(2,680)	251,238	634,775	29,193	663,968
Expenses:						
Distributions to the Minnesota State Agricultural Society	106,176	-	106,176	258,403	-	258,403
Payroll	107,430	-	107,430	189,173	-	189,173
Professional Services	52,467	-	52,467	42,437	-	42,437
Production supplies	17,597	-	17,597	30,628	-	30,628
Postage and mailing	4,396	-	4,396	26,295	-	26,295
Printing and advertising	2,971	-	2,971	27,820	-	27,820
Rent	7,080	-	7,080	24,843	-	24,843
Incentives and recognition	1,701	-	1,701	18,025	-	18,025
Office supplies	1,779	-	1,779	14,185	-	14,185
Other	8,537	-	8,537	12,278	-	12,278
Total expenses	310,134	-	310,134	644,087	-	644,087
Increase (decrease) in net assets (deficit)	(56,216)	(2,680)	(58,896)	(9,312)	29,193	19,881
Net assets (deficit), beginning	(9,312)	29,193	19,881	-	-	-
Net assets (deficit), ending	\$ (65,528)	\$ 26,513	\$ (39,015)	\$ (9,312)	\$ 29,193	\$ 19,881

■ Minnesota State Fair

Statement of Cash Flows

For the years ended October 31

Cash flow from operating activities:

Cash received from operations

Ticket Sales

\$ 17,841,138

\$ 18,145,109

Activities

5,264,655

5,776,273

Other

4,159,552

3,507,406

Cash payment for operating expenses

Administration

(3,458,015)

(3,386,590)

Activities

(15,546,640)

(14,576,832)

Plant Operations

(5,189,907)

(4,488,112)

Other

(1,720,397)

(1,398,305)

Net cash provided by operating activities

1,350,386

3,578,949

Cash flow from capital and related financing activities

Net proceeds from revenue bond issuance

—

10,861,244

Payments for acquisition and construction of capital assets

(8,183,981)

(8,867,652)

Disposal of capital assets

—

244,692

Principal payments on notes and leases

(80,460)

(77,369)

Interest payments on notes and leases

(1,347)

(17,208)

Principal payments on revenue bonds

(285,000)

—

Interest payments on revenue bonds

(591,873)

—

Proceeds from note receivable

18,548

(19,825)

Net cash provided by capital and related
financing activities

(9,124,113)

2,123,882

Cash flow from investing activities

Interest earnings

95,486

75,164

Net increase (decrease) in cash and cash equivalents

(7,678,241)

5,777,995

Cash and cash equivalents, beginning of year

11,907,190

6,129,195

Cash and cash equivalents, end of year

\$ 4,228,949

11,907,190

Reconciliation of operating income to net cash provided by operating activities

Operating income

\$ 332,811

\$ 830,337

Adjustments to reconcile operating income to net
cash provided by operating activities

Depreciation

2,189,219

2,014,340

Other non-cash expenses

65,988

—

Changes in current operating assets and liabilities

Current assets: (increase) decrease

Accounts receivable

(577,965)

(84,843)

Prepaid expenses

73,554

(90,854)

Current liabilities: increase (decrease)

Accounts payable

(684,485)

858,337

Salary payable

23,806

14,074

Compensated absences

(6,203)

8,468

Deferred revenues

(78,777)

29,090

Unamortized bond discount

12,438

29,090

Total adjustments

1,017,575

2,748,612

Net cash provided by operating activities

\$ 1,350,386

\$3,578,949

For fiscal year 2004, non-cash capital and financing activities included donated capital assets of \$25,000. A loss on disposal of capital assets in the amount of \$61,834 was incurred and accounts payable included capitalized expenses of \$1,575,365.

The accompanying notes are an integral part of the financial statements.

■ Minnesota State Fair Foundation

Statements of Cash Flows

For the year ended October 31, 2004 and the 15 months ended October 31, 2003

	2004	2003
Cash flow from operating activities:		
Change in net assets	\$ (58,896)	\$ 19,881
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation	608	608
Contribution of property	(7,500)	(5,000)
Decrease (increase) in contributions receivable	1,010	(17,133)
(Increase) decrease in prepaid expenses and other assets	386	(5,986)
(Increase) decrease in promotional materials	(2,074)	-
(Increase) decrease in merchandise inventory	(3,668)	(3,935)
Increase in accounts payable	3,837	2,858
Increase in accrued expenses	1,905	558
Increase in grants payable	15,000	-
Net cash used in operating activities	(49,392)	(8,149)
Cash flow from investing activities		
Purchase of equipment	(508)	-
Cash flow from financing activities		
Borrowings from Minnesota state agricultural Society	74,992	-
Proceeds from line of credit	-	57,000
Net cash provided by financing activities	74,992	57,000
Increase in cash	25,092	48,851
Beginning Cash	48,851	-
Ending Cash	\$ 73,943	\$ 48,851
Supplemental Disclosures of Noncash items		
Gift-in-kind original artwork	\$ 7,500	\$ -
Gift-in-kind of monument sign	-	5,000

■ Footnotes

NOTE 1: SUMMARY OF ACCOUNTING POLICIES

The Minnesota State Agricultural Society is charged with the conduct of the annual State Fair and the management of the State Fairgrounds, as outlined by Chapter 37 of Minnesota Statutes. The financial activities of the Society are accounted for as an enterprise fund which operates in a manner similar to a private business enterprise. Accordingly, the accompanying financial statements are presented on an accrual basis. The Society's accounting practices conform to generally accepted accounting principles as prescribed by the Governmental Standards Board. In accordance with Governmental Accounting Standard No. 20, the Society does not apply any pronouncements of the Financial Accounting Standards issued after November 30, 1989. For fiscal year 2003, the Society adopted provisions of Statement No. 38 of the Governmental Accounting Standards Board "Certain Financial Note Disclosures" established for financial reporting for government entities. For fiscal year 2004, the Society adopted provisions of Statement No. 39 of the Governmental Accounting Standards Board "Determining Whether Certain Organizations are Component Units" for reporting of component units and Statement No. 40 of the Governmental Accounting Standards Board "Deposit and Investment Risk Disclosures" for disclosing risk information about deposits and investments.

Compensated absences consist of employee vacation and sick leave benefits. These benefits are determined based on a formula with a maximum number of hours accumulated and are payable upon death, termination, or retirement. Compensated absences are reported as current liabilities.

Costs of newly acquired assets are capitalized and written off as depreciation charges over their estimated useful lives. Purchases over \$1,000.00 are capitalized. Depreciation is computed on the straight-line method. The provision for depreciation is calculated based on the following lives:

Electrical System	30 years
Fence & Fixtures	20 years
Gas distribution system	30 years
Land improvements	20 years
Personal Property	5 & 10 years
Sewer system	20 years
Structures	20 to 50 years
Water distribution system	20 to 30 years

Equity is classified as net assets and is presented in three components:

1. Invested in capital assets, net of related debt – consists of capital assets, net of accumulated depreciation and any outstanding debt that is attributable to the purchase, construction or improvement of those assets.
2. Restricted net assets – consists of net assets with constraints or restrictions placed on their use by external groups or through enabling legislation.
3. Unrestricted net assets – consists of all other assets that do not meet the criteria of restricted or invested in capital, net of related debt.

NOTE 2: CASH AND CASH EQUIVALENTS

The Society cash balance is invested in deposit accounts and government obligation funds invested exclusively in short-term government securities that the Society considers to be cash equivalents. Minn. Stat. Sec 118A.03 requires that deposits by municipalities, including public corporations, be secured by depository insurance or a combination of depository insurance and collateral security. The statute further requires that total collateral computed at its fair market value be at least 10 percent more than the amount on deposit in excess of any insured portion at the close of the business day. As of 10/31/04, the Society had total deposits of \$51,884, which was all insured. As of 10/31/04, the Society had total short-term investments of \$5,807,041. Of that total \$5,795,644 was invested in repurchase agreements and \$11,397 was invested in U.S. Treasury and agency obligations.

Cash and Cash Equivalents of the Minnesota State Agricultural Society for the year ending October 31, 2004:

Cash Equivalents - Restricted	2004	2003
Building Account	\$ 439	\$ 494,573
Debt Service Account	912,766	876,874
Debt Service Reserve Account	873,407	878,405
Construction Account	11,397	6,762,591
Total Restricted Cash Equivalents	\$ 1,798,009	\$ 9,012,443
 Cash Equivalents - Unrestricted	 2,430,940	 2,894,747
Total Cash Equivalents	\$ 4,228,949	\$ 11,907,190

Restricted cash equivalents represent funds restricted in application by enabling legislation or by revenue bond sale covenant requirements.

NOTE 3: PROPERTY, STRUCTURES, UTILITIES & EQUIPMENT

Property, structures, utilities and equipment are recorded at cost and depreciated using the straight-line method over the useful life of the related asset. Costs of improvements and renovations that add to the original value or materially extend the useful life of the related asset, are capitalized and written off as depreciable over their estimated useful life.

	2004	2003
Land	\$ 2,503,439	\$ 2,503,439
Land Improvements	3,478,565	3,409,976
Structures	51,993,796	43,237,879
Electrical System	4,211,661	4,113,914
Fence and Fixtures	1,075,578	1,067,155
Gas System	91,182	91,182
Sewer System	2,974,171	2,677,666
Water System	520,806	520,806
Personal Property	2,140,866	2,496,137
Total	68,990,064	60,118,154
Less Accumulated Depreciation	(29,813,815)	(28,292,953)
Net Book Value	\$ 39,176,249	\$ 31,825,201

NOTE 4: LONG-TERM OBLIGATIONS

	2004		2003	
	Current	Long-term	Current	Long-Term
Notes Payable			\$ 65,824	\$ 9,741
Lease Payable			4,895	
Bond Payable	395,000	10,430,000	285,000	10,825,000
Total	\$ 395,000	\$ 10,430,000	\$ 355,719	\$ 10,834,741
Net Increase (decrease)	\$ 39,281	\$ (404,741)		

Notes Payable consists of one promissory note originated in 1991 in the amount of \$600,000 to finance the construction of the Visitors Plaza building. This obligation bears an interest that is 1% less than the prime rate in effect from time to time. The note payable was paid in full during fiscal 2004. The lease payable represents financing for one copier that meets the criteria of a capital lease as defined by the Statement of Financial Accounting Standards No. 13, "Accounting for Leases," which defines a capital lease generally as one which transfers benefits and risks of ownership to the lessee. The equipment was capitalized and the lease payable obligation was computed using the present values of the total lease payments. The lease was paid in full during fiscal year 2004.

During 2003, the Minnesota State Agricultural Society issued State Fair Revenue bonds, Series 2003 in the amount of \$11,110,000. Proceeds from this bond series are being used to provide funds to make capital improvements and major renovations to the Grandstand structure, to fund the Series 2003 debt service reserve requirement and to pay cost of issuance expenses relating to the bonds. The bonds are special, limited obligations of the Society and are not secured by the full faith and credit of the Society. The bonds are payable solely from the revenues of the Fair. Principal and interest payments are made semi-annually on March 15 and September 15, commencing March 15, 2004. The bond interest rates are 3.000% to 5.125%. The bonds mature September 15, 2023.

Annual debt service requirements to maturity for the outstanding note payable are as follows:

	Principal	Interest
2005	\$ 395,000	\$ 482,405
2006	405,000	470,555
2007	420,000	458,405
2008	430,000	444,755
2009	445,000	429,705
2010-2014	2,510,000	1,870,987
2015-2019	3,115,000	1,260,390
2020-2023	3,105,000	403,873
Total	\$ 10,825,000	\$ 5,821,075

NOTE 5: SHORT TERM OBLIGATIONS

During fiscal 2004, the Society established a \$1 million working capital line of credit for the short-term financing of fair operations. No borrowing from this line of credit was required during the year. As of 10/31/04 there was no outstanding balance due on the line of credit.

■ Footnotes

NOTE 6: RETIREMENT PLAN

The following pension disclosures are made to comply with GAS Statement No. 27, "Accounting or Pensions by State and Local Government Employees."

Plan Description — All Society full-time employees must participate and are covered by defined benefit pension plans administered by the Minnesota State Retirement System (MSLS). MSLS administers the State Employees Retirement Fund (SERF) which is a cost-sharing, multiple-employer retirement plan. The payroll for employees covered by MSLS plans for the year ended October 31, was \$3,399,693 for 2003 and \$3,371,019 for 2004. Total Society payroll was \$6,591,130 for 2003 and \$6,859,086 for 2004. MSLS issues a publicly available financial report that includes financial statement and required supplementary information. That report may be obtained by writing to the MSLS plan administrator at the Minnesota State Retirement System, 60 Empire Drive, Suite 300, Saint Paul, Minnesota 55103-3000.

MSLS provides retirement benefits as well as disability benefits to members, and benefits to survivors upon death of eligible members. Benefits are established by State Statute and vest after three years of credited service. The defined retirement benefits are based on a member's average salary from the five highest successive years of covered salary, age, and length of service at termination of service. Two methods are used to compute benefits, the Step formula and the Level formula. Under the Step formula the annual accrual is 1.2 percent of a five high year salary for the first ten years of service, then 1.7 percent for each year thereafter. Under the Level Formula, the annual accrual amount is 1.7 percent for each year of service. A full annuity is available when age plus years of service equal 90 for annuities calculated with the Step Formula.

There are two types of annuities available to members upon retirement. The Single-life annuity is a lifetime annuity that ceases on the death of a member. The Optional annuity provides joint and survivor annuity options that reduce monthly annuity payments because the annuity is payable over joint lives. Members may also leave their contributions in the fund upon termination of public service in order to qualify for a deferred annuity at retirement age. Refunds of contributions are available to members who leave public service, but before retirement benefits begin.

Funding Policy — Minnesota Statutes, Chapter 352 sets the rate for employee and employer contributions. Contributions are made to the fund by employees and the Society based on a percentage of gross salary. The Society matches employee contributions and also pays an additional amount to retire prior years unfunded liabilities. The actuarially determined required contribution rates were 8.34 percent for 2003 and 9.43 percent for 2004.

The current rates are 4.00 percent for employees and 4.00 percent for the Society for a total of 8.00 percent. The total employer contributions for the Society were \$135,988 for 2003 and \$134,841 for 2004.

Related Party Investments — As of October 31, 2004, and for the fiscal year then ended, MSLS held no securities issued by the Society other related parties.

Deferred Compensation — All Society full-time employees are eligible to participate in the Minnesota Deferred Compensation Plan for public employees. Deferred compensation is a voluntary plan that allows employees to place a portion of their earnings into a tax deferred investment program for long-term savings to supplement retirement and other benefits. The deferred compensation plan is administered by Minnesota State Retirement System.

NOTE 7: RESTRICTED NET ASSETS

These represent funds that are reported separately, due to restrictions in place required by bond obligations or enabling legislation, that mandate how these funds are applied by the Society.

Debt Service

This consists of funds that are required for debt service reserves for payment of the annual principal and interest payments for the Series 2003 State Fair Revenue Bonds.

Capital Improvements

Restricted capital improvements consists of the following two funds:

1. The remaining balance (\$439) of restricted funds as set forth by Minnesota Statutes, Section 289A.31 that previously allowed the Society to retain the sales tax on ticket sales. These funds are specifically designated for the purpose of making capital improvements to the Society's buildings and facilities. Legislation passed during 2003 eliminated the sales tax retention by the Society.
2. The remaining proceeds (\$11,397) from the June 2003 sale of revenue bonds by the Society to provide funds to make capital improvements and renovations to the Grandstand structure.

NOTE 8: DISAGGREGATION OF RECEIVABLE AND PAYABLE BALANCES

Receivables

Accounts receivable balances for the years ended October 31:

	2004	2003
Tickets	\$ 1,405,987	\$ 1,162,302
Activities	118,501	76,594
Other	739,394	432,021
Receivables, net	<u>\$ 2,263,882</u>	<u>\$ 1,670,917</u>

All receivable balances are expected to be received in the subsequent year.

Payables

Accounts payable balances for the years ended October 31:

	2004	2003
Administration	\$ 40,582	\$ 84,819
Activities	640,782	1,189,539
Plant Operations	548,567	428,730
Capitalized	1,575,365	-
Other	175,377	765,109
Total Payable	<u>\$ 2,980,673</u>	<u>\$ 2,468,197</u>

The balances presented in the tables agrees with the balances presented in the statements of net assets.

NOTE 9: FOUNDATION

The Minnesota State Fair Foundation was incorporated as a Minnesota nonprofit corporation in July 2001. The Foundation's purpose and activities are exempt from federal income tax under Section 501 c 3 of the Internal Revenue Service code. The Foundation's mission is to assist the Society in the preservation, restoration and improvement of the historic Minnesota State fairgrounds by raising funds for capital and maintenance work to fairgrounds facilities, and providing support for the State Fair's educational programs.

The Foundation has no members; its affairs are governed by a board of directors made up of volunteers representing Minnesota's agricultural and business communities, the arts and members of the State Fair's board of managers. The Foundation is discretely presented as a component unit of the Society. Foundation financial statements have been prepared in conformity with generally accepted accounting principles for non-profit accounting as prescribed by the Financial Accounting Standards Board.

The following are significant notes to the Minnesota State Fair Foundation financial statements:

Net Assets:

Unrestricted net assets are those funds presently available for use by or on behalf of the Foundation.

Temporarily restricted contributions have donor-imposed stipulations restricting their use by the Foundation that can be fulfilled by certain actions of the Foundation. When the donor restrictions are fulfilled, these temporarily restricted amounts are classified to unrestricted and reported in the statement of activities as amounts released from restrictions.

Contributions and memberships:

The Foundation records contributions when it is determined that there is a legal right to the contribution and the amount is subject to reasonable estimation. Unconditional promises to give are recorded as revenue when the promise is made and received. Conditional promises to give are recorded when the condition has been satisfied.

Contributions are recorded at the fair value of the unconditional amount promised. Contributions to be collected after one year are discounted using a rate of 4 percent. Amortization of discounts is included in contribution revenue. Management determines whether an allowance for uncollectible receivables is necessary, based on reviews of specific contributions and donor history. To date, no allowance has been deemed necessary.

Memberships are recognized when received as they meet the criteria to be accounted for as a contribution.

Foundation financial statements can be obtained by writing to: Minnesota State Fair Foundation, 1265 N. Snelling Avenue, Saint Paul, Minnesota 55108.

NOTE 10: PRIOR PERIOD ADJUSTMENT

The fiscal year 2004 prior-period adjustment is for unrecognized grant revenue of \$258,403 received from the Minnesota State Fair Foundation during fiscal year 2003, and related unrecognized expense in the amount of \$62,243.

Minnesota State Fair **Supporting Schedule – Revenue and Expenses**

For the years ended October 31

2004

2003

OPERATING INCOME

Ticket sales:

Carnival	5,068,653	5,513,821
Coliseum	142,591	138,574
Grandstand	1,108,089	1,152,300
Outside gate	11,096,941	10,970,583
Parking	668,549	581,696
Total ticket sales	18,084,823	18,356,974

Activities:

Box office	117,072	127,017
Campgrounds	96,187	110,131
Carnival	83,391	80,469
Competition	282,498	222,368
Entertainment	26,340	27,180
Forage	13,581	13,117
4-H Auction	199,540	175,176
Public safety	9,023	8,746
Sales	4,463,930	4,566,566
Total activities	5,291,562	5,330,770

Other:

Beef Expo	89,547	55,919
Licensee Utilities	212,412	208,528
Miscellaneous	208,485	62,276
Non-fair events	2,794,550	2,202,326
Sale of bulk milk	12,147	12,579
Sale of market animals	141,550	130,743
Sponsorships	564,892	599,532
Telephone	129,311	134,724
Utility Assessments	392,808	390,170
Total other	4,545,702	3,796,797
TOTAL OPERATING INCOME	27,922,087	27,484,541

OPERATING EXPENSES

For the years ended October 31

2004

2003

Administrative:

Administrative Services	528,053	523,642
Annual meeting	14,452	13,502
Bad debt	7,431	12,779
Board honorarium	10,400	10,400
Computer	362,648	367,287
Dues and subscriptions	18,885	18,027
Insurance	271,984	90,279
Legal services	19,157	41,938
Legislative audit	52,162	36,348
Medical insurance	528,141	559,151
Paid leave	478,648	479,566
Postage and mailing service	80,650	84,085
Printing and supplies	95,185	86,031
Retirement fund	147,945	146,349
Social security	500,879	493,680
Telephone	206,179	199,231
Travel expense	52,147	53,005
Unemployment compensation	43,216	21,468
Workers compensation	75,799	108,621
Total administrative	3,493,961	3,345,389

Activities and Support:

Admissions	151,982	148,812
Advertising	738,022	661,737

Bee culture	7,850	7,916
Beef Expo	72,250	41,161
Box office	164,525	159,275
Campground	58,851	60,299
Carnival	3,821,339	4,094,750
Cattle	100,413	95,958
Christmas trees	4,687	4,371
Competition	322,674	377,672
Creative activities	63,488	57,843
Dairy products	1,067	1,182
Dog trials	2,688	2,630
Education	24,237	23,102
Farm crops	17,905	16,097
Finance	203,721	179,575
Fine arts	31,574	31,634
Flower and agriculture shows	43,900	43,320
Flowers	7,625	6,767
Forage	19,235	22,930
4-H Club	193,552	278,996
Free entertainment	1,046,902	956,017
Fruit	10,498	12,449
FFA	54,714	56,877
Gate tickets	169,343	168,182
Goats	4,322	4,566
Grandstand - concerts	1,775,239	1,694,766
Heritage exhibits	9,152	9,386
Horse and rodeo	250,610	224,738
Llamas	3,156	2,714
Marketing	443,255	542,273
Park & Ride	1,034,547	985,338
Parking	173,905	168,237
Poultry	12,763	14,043
Public safety	894,911	868,846
Sales	1,031,129	967,262
Sanitation	840,129	769,983
Senior citizens	10,824	10,958
Sheep	7,928	6,653
Swine	11,374	12,735
Ticket audit	10,604	9,894
Ticket promotion	151,706	422,030
Trams	65,211	61,406
Transportation	18,924	17,245
Vegetables	8,030	9,034
Total activities and support	14,090,761	14,311,649
Premiums:		
Bee culture	3,797	3,742
Beef Expo	18,446	16,235
Cattle	117,544	113,160
Christmas tree	2,695	3,095
Creative activities	13,713	12,238
Dairy products	1,085	1,085
Dog trials	1,110	1,070
Education	10,529	10,093
Farm crops	14,877	14,093
Fine arts	10,050	10,050
Flowers	1,802	1,729
4-H Auction	199,450	175,026
4-H Club	68,109	67,780
Fruit	1,682	1,654
FFA	69,778	65,048
Goat	14,035	11,730
Horse	87,995	81,215
Llama	4,665	4,830
Poultry	11,089	11,766
Rural youth scholarships	20,000	20,000

Sale of bulk milk	8,894	1,894
Sale of market animals	141,549	130,743
Sheep	28,689	26,992
Swine	28,472	30,943
Talent contest	9,620	8,860
Vegetables	4,862	4,860
Total premiums	894,537	829,931
Other:		
Institutional tickets	-	198,126
Miscellaneous	96,748	234,208
Non-fair events	1,356,121	1,208,274
Veterinarian service	43,023	41,607
Total other	1,495,892	1,682,215
Plant operations:		
Architectural and engineering	47,011	221,922
Fire and police service	91,146	100,824
Fuel, oil and gasoline	53,283	53,888
Greenhouse	194,836	190,482
Operations	274,013	347,350
Property tax and assessments	3,387	3,273
Salaries and contract services	948,924	850,925
Set-up and take-down	903,163	802,824
Signs	53,140	70,361
Supplies	79,316	42,282
Utilities	402,576	373,086
Watchmen	69,562	76,923
Water and sewer	145,342	96,315
Total plant operations	3,265,699	3,230,455
Plant maintenance:		
Electric system	407,689	233,323
Fence and fixtures	50,666	21,999
Gas system	1,301	201
Land	171,437	96,781
Personal property	375,748	171,018
Sewer system	23,355	22,867
Streets and sidewalks	161,223	98,462
Structures	748,367	387,209
Vehicles	176,663	176,726
Water system	42,758	31,639
Total plant maintenance	2,159,207	1,240,225
Depreciation:		
Electric system	103,494	107,387
Fence and fixtures	45,428	46,088
Gas system	686	686
Land improvement	137,571	140,400
Personal property	334,404	358,125
Sewer system	129,169	114,582
Structures	1,426,508	1,235,113
Water system	11,959	11,959
Total depreciation	2,189,219	2,014,340
TOTAL OPERATING EXPENSE	27,589,276	26,654,204
Net operating income	332,811	830,337
NON-OPERATING INCOME (EXPENSES)		
Interest income	95,278	53,170
Grant revenue	105,988	-
Interest expense	(490,017)	(159,892)
Loss on disposal of fixed assets	(61,834)	-
NET INCOME	(17,774)	723,615



OFFICE OF THE LEGISLATIVE AUDITOR

State of Minnesota • James Nobles, Legislative Auditor

Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

Senator Ann H. Rest, Chair
Legislative Audit Commission

Members of the Legislative Audit Commission

Ms. Clarice Schmidt, President
Board of Managers
State Agricultural Society

Members of the State Agricultural Society

Mr. Jerry Hammer, Executive Vice President
State Agricultural Society

We have audited the financial statements of the State Agricultural Society as of and for the year ended October 31, 2004, and have issued our report thereon dated March 15, 2005. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the State Agricultural Society's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide an opinion on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control that might be material weaknesses. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce, to a relatively low level, the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

State Agricultural Society

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the State Agricultural Society's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the State Agricultural Society's board of managers, the Society's management, and the Legislative Audit Commission and is not intended to be and should not be used by anyone other than these specified parties.

/s/ James R. Nobles

James R. Nobles
Legislative Auditor

/s/ Claudia J. Gudvangen

Claudia J. Gudvangen, CPA
Deputy Legislative Auditor

March 15, 2005

**Status of Prior Audit Issues
As of March 15, 2005**

Most Recent Audit

The Office of the Legislative Auditor performs an annual audit of the State Agricultural Society. Legislative Audit Report 04-20, dated May 13, 2004, covered the fiscal year ended October 31, 2003. The audit scope included those areas material to the Society's financial statements. The report contained three findings. One finding was an ongoing issue related to the Society's information technology security risks. The Society has made progress and is continuing to work on resolving these security risks. The Society has fully resolved the other two findings, one relating to the promptness of adjusting entries to the general ledger cash accounts and the other concerning segregation of duties related to payroll and human resources activity.

MEETING OF THE BOARD OF MANAGERS 10:30 a.m. Friday Jan. 16, 2004 Radisson South Hotel, Bloomington

Members present: Howard Recknor, president; Joe Fox, vice president; D. J. Leary, vice president; Jim Foss; John Paulmann; Lyle Steltz; Robert Lake; Dennis Baker; Chauncey Wargin; Clarice Schmidt; Jerry Hammer, secretary.

Also present: Steve Pooch; Karen Leach; Jim Sinclair; Marshall Jacobson; Mary Mannion; Mark Birk; Chris Tahti; Dennis Larson; Adam Heffron; Pam Johnson; Myron Clasemann; Wally Levesseur; Del Cerney; Kristen Wollin; Scott Welle; Neil Boltik; and Bob Winthrop, PFM.

President Recknor called the meeting to order at 10:30 a.m.

Bob Winthrop of Public Financial Management, reviewed the status of the debt service reserve account for Minnesota State Fair Revenue Bonds, Series 2003, and presented a resolution to be considered by the board for investment of the debt service reserve, described as follows:

Resolution 04-1: "Resolution for collateralized investment agreement for debt service fund relating to Minnesota State Fair Revenue Bonds, Series 2003" accepts the bid of Morgan Stanley & Co. Inc. to invest the Society's debt service reserve funds. (The complete resolution is on file at the Administration Building at the State Fair's offices on the State Fairgrounds.) After discussion, the resolution was adopted on a motion by Mr. Lake, seconded by Mr. Baker and carried (Aye-9; Nay-0).

This being the last meeting conducted by President Recknor, who was to retire from the board Jan. 18, the members of the board joined in thanking Mr. Recknor for 15 years of service to the Society.

President Recknor declared the meeting adjourned at 10:44 a.m.

MEETING OF THE SALES COMMITTEE 10:45 a.m. Friday Jan. 16, 2004 Radisson South Hotel, Bloomington

Members present: Dennis Baker, chairman; Joe Fox; D. J. Leary; Jim Foss; John Paulmann; Lyle Steltz; Robert Lake; Chauncey Wargin; Clarice Schmidt; Howard Recknor, ex officio; Jerry Hammer, ex officio; Jim Sinclair, ex officio; Mark Birk, ex officio.

Also present: Steve Pooch; Karen Leach; Marshall Jacobson; Mary Mannion; Chris Tahti; Dennis Larson; Adam Heffron; Pam Johnson; Myron Clasemann; Wally Levesseur; Del Cerney; Kristen Wollin; Scott Welle; Neil Boltik.

Chairman Baker called the meeting to order at 10:45 a.m.

The 2003 sales revenue report first presented to the committee Nov. 14, 2003, was accepted on a motion by Mr. Fox, seconded by Ms. Schmidt and carried (Aye-8; Nay-0).

Mr. Heffron presented the following list of concessionaires and their proposed license fees for the 2004 State Fair, based on a percent of revenue formula:

CONCESSIONAIRE	ATTRACTION	2004 TICKET PERCENTAGES
D.M.C. Inc.	Skyride	25%
Farrow Amusements, Inc.	Flume Water Ride	35%
Floyd & Baxter, Inc..	Space Roller	35%
Giant Ride, Inc.	Giant Slide	30%
K&M Recreation	Haunted House	30%
Mid America Show Inc.	Carousel	40%
Mighty Midway & Kidway	Rides, Shows and Games of Skill	Rides and Shows: 43% of tickets redeemed Games of Skill: 22% of tickets redeemed
River Raft Ride, Inc.	Raft Ride	0% of ticket sales to \$80,000; 10% of ticket sales from \$80,000 to \$150,000 and 25% of tickets sales over \$150,000
River Raft Ride, Inc.	Pirate Tag	0% of ticket sales to \$80,000; 10% of ticket sales from \$80,000 to \$150,000 and 25% of tickets sales over \$150,000
Skyfair, Inc.	SkyGlider	25%

After discussion, the percentage fees were approved on a motion by Mr. Foss, seconded by Mr. Lake and carried (Aye-8; Nay-0).

Mr. Heffron presented the following list of attraction admission rates:

CONCESSIONAIRE	ATTRACTION	2004 TICKET PRICE(s)
D.M.C. Inc.	Skyride	One-way \$2.75 Round-trip \$4.50
Giant Ride, Inc.	Giant Slide	\$2.00
K&M Recreation	Haunted House	\$3.50
Mid America Show Inc.	Carousel	\$1.50
Mighty Midway & Kidway	Rides, Shows and Games of Skill	Single Coupon = \$.75 Ticket sheets: Fair-time = 24 tickets for \$15.00 54 tickets for \$30.00 Advance = 20 tickets for \$10.00
River Raft Ride, Inc.	Raft Ride	\$3.00
River Raft Ride, Inc.	Pirate Tag	\$2.00
Skyfair, Inc.	SkyGlider	\$2.50

The admission rates were approved on a motion by Mr. Wargin, seconded by Mr. Steltz and carried (Aye-8; Nay-0).

Mr. Birk presented the following list of 17 food concessionaires to serve beer and wine during the 2004 State Fair:

Andrus Concessions, Inc. (Robert & Joseph Andrus)	Blk. 42	Arcade Building, Spaces 11-15 beer only
Ballpark Cafe (Daniel & David Theisen)	Blk. 35	Crossroads, Space G, outside court beer only
Cafe Caribe (Joel & Mary Chesin)	Blk. 42	Arcade Building, Spaces 1-10 beer only
Chicago Dogs (Bruce & Anne Chesin)	Blk. 35	Crossroads, Space L, east beer only
Coasters (Paul & Diana Hohenwald)	Blk. 42	Arcade Building, Spaces 23-32 beer only
Crocker's Spaghetti Village, Inc. (James W. Crocker)	Blk. 31	Lots 16-18 beer only
Frontier Bar, Inc. (Richard Werner)	Blk. 42	Arcade Building, Spaces 16-22 beer only
Giggles Campfire Grill (Timothy Weiss)	Blk. 19	Lot 1 & 2 beer only
H.M.H. of St. Paul, Inc. (Henry & Ellen Hanten)	Blk. 47	Bazaar, Space A beer only
Hildebrand Concessions, Inc. (Michael & Janice Hildebrand)	Blk. 28	Grandstand Seating Area beer only
Kirschner's Beer Stube (Robert Kirschner)	Blk. 45	Ag-Hort Building, Space H, Bandshell beer only
Midway Men's Club (Albert Petschl)	Blk. 30	Lot S beer only
Ragin Cajun (Ron Jacob & Tom Webster)	Blk. 35	Crossroads, Space H, west beer only
Schumacher's New Prague Hotel (John Schumacher)	Blk. 36	Lot K Minnesota Produced Wine only
T.W. Concessions (Jerry Woldorsky)	Blk. 27	Heritage Square, Space Q beer only
Tejas (Wayne Kostroski & Mark Haugen)	Blk. 35	Crossroads, Space K, north beer only
Ward Food Services (Dan Ward)	Blk. 50	Coliseum, Spaces 113/159 200/250, 212/213 & 268 beer only

To broaden the marketplace and create more opportunity for Minnesota breweries, the Society will seek authority to have the restriction on strong beer sales at the fairgrounds lifted. In light of this, Mr. Leary moved, Mr. Paulmann seconded and motion carried to remove "3.2" from all references to beer in Society documents (Aye-8; Nay-0).

After review and discussion, the list of beer and wine concessionaires for the 2004 State Fair was approved as submitted on a motion by Mr. Wargin, seconded by Mr. Foss and carried (Aye-8; Nay-0).

Mr. Birk presented an informational report on numbers of exhibit and concession licenses (no action required), followed by recommended multiple license holders for the 2004 State Fair:

CONCESSION-EXHIBIT NAME	DESCRIPTION	NUMBER OF SITES
American Dairy Association	Ice Cream, Milk & Dairy Foods	2
Ben Benson	Bratwurst	2

Cenaiko Enterprises, Inc.	Chamios, Shami Mops-E-Z Can Openers	2
Compmark I Corporation	Space Pix Computer Portrait Products	2
Gary Crutchfield Concessions	Cheese on a Stick	2
Gary Larson	Popcorn, Caramel Corn & Caramel Apples	2
George Funk - Moon Beam Coffee	Leather Crafts-Coffee	2
Giant Ride, Inc.	Giant Slide-Cheese on a Stick	2
Gregory B. Kusick	Cotton Candy	2
Hixon Glass Blowers	Blown and Spun Glass	2
Holly's Hobby	Hand Crafts	2
Icee USA Corp.	Icee Frozen Beverages	2
James Johnson	Foot Long Hot Dogs	3
Kirch Enterprises/Gasthaus Edelweiss	Bratwurst-Food and Beverages	2
Kirschners Beer Stube	Hamburgers, Hot Dogs, Chicken, Snacks, 3.2 Beer	2
Larry Abdo-Gopher State Ice Co.	Pocket pies-Ice (Ice=wholesale permit only)	2
Louise H. O'Neil	Hot Dogs on a Stick	2
Mark Andrew	French Fries-S'Mores	2
MRK-Marquette Financial Group	Financial Services	2
Minn. Honey Producers	Honey, Honey Ice Cream & Candy	2
Standi Toys	Die-cast metal toys	2
Jerry Woldorsky	Buffalo burgers & 3.2 beer	2
Creative Resources (MSF Gift Shop)	Minn State Fair, wearable, gifts, collectables	2
Minne-Kabob Foods	Kabobs	2
National Service Company	Jewelry Cleaner	2
Nomar, Inc.	Hokey Sweepers, Dusters, Brooms & Massage Pillows	2
Orange Treet Sales	Orange Treet Drink-Smoothies & Dairy Bar	2
Patterson Products	Lint Rollers-Rug & Upholstery Cleaners	2
Schmitt Music Company	Pianos and Organs	2
Shirley Hudspeth	Lamps-Ice Shaver Kits	2
Tina Isaac	Food & Beverages-Tempura Veggies	2
Tom Thumb Donut Corp.	Tom Thumb Donuts	2
Watkins, Inc.	Watkins Products	2
Wee Dazzle	Novelties, Souvenirs & Toys	2
Wozniak Concessions, Inc.	French Fries	2
Edward and Sally Nuebel	Fish & Chips-Nut Products	2
James and Ethel Peters	Hot Dogs-Polish Sausage	2
Delrick Enterprises	Popcorn, Caramel Corn, Caramel Apples and Beverages	3
Minnetonka Moccasin Company	Moccasin Footwear	3
Fred C. O'Neil, Jr.	Hot Dogs on a Stick	3
Gregory J. Tetrault	Ice Cream, Sno Cones, Caramel	3
John Tysseling	Fried Mushrooms-Turkey Drumsticks-Apple Fritters	3
Kathy Yahr	Cotton Candy	3
Leah H. O'Neil	Hot Dogs on a Stick	3
Lynn Davis	Ice Cream, Sno Cones, Caramel Apples, Beverages	3
Maxine W. Davis	Ice Cream, Sno Cones, Caramel Apples and Baked Potatoes	3
Robert Crocker	Root Beer	3
Theodore G. O'Neil	Hot Dogs on a Stick	3
Eugene R. LaVaque	Sno Cones	4
Hannasch, Inc.	Sno Cones	4
James Hartley	Cotton Candy	4
Midwest Coca-Cola Bottling	Coca Cola Beverages & Licensed Merchandise	4
Schroder Concessions, Inc.	Popcorn, Caramel Corn, Caramel Apples and Cheese Curds	4
Syndicate Sales Corp.	Vegetable Cutters, Knives, Salsa Maker and PVA Mops	4
Ward Food Services	Food, Beverages & 3.2 Beer (Coliseum)	4

Hildebrand Concessions	Food, Beverages & 3.2 Beer (Grandstand)	5
Dandy Souvenirs	Novelties, Souvenirs & Toys	6
Desplenter Novelties	Novelties, Souvenirs & Toys	6

After discussion, the multiple site concessions for 2004 was approved as submitted on a motion by Mr. Fox, seconded by Mr. Steltz and carried (Aye-8; Nay-0).

With no further business to come before the committee, Chairman Baker declared the meeting adjourned at 11:35 a.m.

MEETING OF THE PLANNING COMMITTEE 2:30 p.m. Friday Jan. 16, 2004 Radisson South Hotel, Bloomington

Members present: John Paulmann, chairman; Joe Fox; Jim Foss; Lyle Steltz; Robert Lake; Dennis Baker; Chauncey Wargin; Clarice Schmidt; Howard Recknor, ex officio; Jerry Hammer, ex officio; Steve Pooch, ex officio; Brian Hudalla, ex officio. Absent: D. J. Leary.

Also present: Jim Sinclair; Karen Leach; Marshall Jacobson; Mary Mannion; Steve Grans; Myron Clasemann; Adam Heffron; Swan Melstrom; Wally LeVesseur; Neil Boltik; Steve Roland; Scott Welle; Jon Cerney; Kristen Wollin; George Klingenberg; Allen Paulson.

Chairman Paulmann called the meeting to order at 2:30 p.m.

Mr. Hammer reviewed the proposed 2004 operating budget and its relationship to the proposed improvements and maintenance projects for the year. Information only; no action required.

Mr. Hudalla presented a progress report on the Grandstand renovation project. Information only; no action required.

Mr. Pooch presented a detailed report on proposed improvements and maintenance projects for the coming year. Following is a summary of the complete project list, including projects previously approved at the Nov. 14, 2004 meeting of the board:

2004 Maintenance & Improvement Budget Summary

A. Structure Improvements:	\$ 7,491,000
B. Land Improvements:	
BI. Fencing & Fixtures	90,000
BII. Land	25,000
BIII. Sewer System	250,000
BIV. Streets & Sidewalks	50,000
BV. Water Distribution System	0
BVI. Gas Distribution System	0
BVII. Land Purchases	0
TOTAL Land Improvements	\$ 415,000
C. Personal Property	\$ 112,300
CII. Personal Property	0 \$ 0
D. Electric Plant:	\$ 90,200
TOTAL Improvements	\$ 8,108,500
E. Structure Maintenance:	\$ 690,500
F. Land Maintenance:	
FI. Fencing & Fixtures	47,800
FII. Land	113,000
FIII. Sewer System	62,300
FIV. Streets & Sidewalks	120,000
FV. Water Distribution System	70,600
FVI. Gas Distribution System	1,500
TOTAL Land Maintenance	\$ 415,200
G. Personal Property Maintenance:	\$ 269,900
H. Vehicle Maintenance:	\$ 257,500
I. Electric Plant Maintenance:	\$ 403,900
TOTAL Maintenance	\$ 2,037,000
TOTAL Maintenance & Improvements	\$ 10,145,500

Following discussion, it was moved by Mr. Lake, seconded by Mr. Baker and carried (Aye-8; Nay-0) to recommend full board approval of the improvements and maintenance budgets as presented. Included in the motion was staff authority to adjust, shift, add or cancel specific line items as appropriate to accommodate changes that occur during the budget year.

On a motion by Mr. Foss, seconded by Mr. Fox and carried, the meeting was adjourned at 3:35 p.m.

MEETING OF THE GOVERNING BOARD

Minnesota State Agricultural Society

10:30 a.m. Sunday Jan. 18, 2004

Radisson South Hotel, Bloomington

Members present: Clarice Schmidt, president; Joe Fox, vice president; D. J. Leary, vice president; Jim Foss; John Paulmann; Lyle Steltz; Robert Lake; Dennis Baker; Chauncey Wargin; Allen Paulson; Jerry Hammer, secretary.

Also present: Jim Sinclair; Karen Leach; Steve Pooch; Marshall Jacobson; Brian Hudalla; Mary Mannion; Chris Tahti; Mark Birk; Cheryl Huber; Adam Heffron; Dennis Larson; Steve Grans; Swan Melstrom; Brigid McGough; Pam Johnson; Del Cerney; Danyl Zamber; and Kent Harbison.

President Schmidt called the meeting to order at 10:35 a.m. Oaths of office were administered to newly-elected board members as follows: Clarice Schmidt of Sabin, president (one-year term); D. J. Leary of Minneapolis, fifth district vice president (two-year term); John Paulmann of Gaylord, second district manager (three-year term); Chauncey Wargin of Hermantown, eighth district manager (three-year term); Allen Paulson of Shevlin, ninth district manager (remaining two years of Ms. Schmidt's unexpired three-year term).

Mr. Leary moved, Mr. Fox seconded and motion carried to re-appoint Jerry Hammer of St. Paul to serve one year as executive vice president of the Society with a salary increase of \$100 per week (Aye-9; Nay-0).

The minutes of the Nov. 14, 2003, meeting of the board were approved on a motion by Mr. Baker, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

Minutes of interim activities covering the period Nov. 14, 2003, through Jan. 15, 2004, were approved on a motion by Mr. Steltz, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

Mr. Jacobson presented the financial statement for the month ended Dec. 31, 2003.

MINNESOTA STATE FAIR CASH TRANSACTION SUMMARY MONTH ENDING DECEMBER 31, 2003

GENERAL FUND ACTIVITY:

Cash Balance-Nov. 30, 2003		\$	38,710
Add: Cash Deposits	\$ 1,077,396		
Less: Payroll Ending Dec. 6	(136,341)		
Payroll Ending Dec. 20	(133,451)		
Cash Disbursements	(652,641)	154,963	
Cash Balance-Dec. 31, 2003		\$	193,673

MARKETABLE SECURITIES ACTIVITY:

Balance-Nov. 30, 2003		\$	1,677,834
Add: Interest Earned	\$ 747		
Securities Purchased			
Less: Securities Redeemed	(805,000)	(804,253)	
Balance-Dec. 31, 2003		\$	873,581

BUILDING FUND ACTIVITY:

Balance-Nov. 30, 2003		\$	494,842
Add: Interest Earned	\$ 274	274	
Securities Purchased			
Less: Securities Redeemed			
Balance-Dec. 31, 2003		\$	495,116

CASH BALANCES FOR MONTH ENDING DECEMBER 31:

	2002	2003
General Fund	\$ 71,049	\$ 193,673
Petty Cash	5,000	5,000
Marketable Securities	2,009,343	873,581
Building Fund	2,834,056	495,116
Construction Fund		8,482,533
Total Cash Balances	\$ 4,919,448	\$ 10,049,903

After review and discussion, the statement was approved on a motion by Mr. Baker, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

Mr. Jacobson presented a resumé of Society financial activity for the previous 20 years (1984 – 2003):

YEAR	REVENUE	EXPENSE	OPERATING GAIN (LOSS)	DEBT
1984	7,841,000	7,469,000	372,000	1,163,842
1985	8,088,000	7,443,000	645,000	1,179,000
1986	8,977,000	8,336,000	641,000	1,125,000
1987	9,320,000	9,026,000	294,000	1,016,000
1988	10,222,000	9,759,000	463,000	974,000
1989	11,171,000	10,267,000	904,000	881,000
1990	11,159,000	10,835,000	324,000	748,000
1991	12,827,000	11,754,000	1,073,000	1,770,000
1992	12,295,000	12,216,000	79,000	1,545,000
1993	14,265,000	12,931,000	1,334,000	1,328,000
1994	14,433,000	13,942,000	491,000	1,715,000
1995	19,759,000	18,200,000	1,560,000	2,434,000
1996	20,163,000	19,559,000	604,000	1,932,000
1997	22,689,000	19,651,000	3,038,000	1,468,000
1998	22,790,000	20,801,000	1,989,000	989,000
1999	23,490,000	22,500,000	990,000	532,000
2000	26,628,000	24,284,000	2,344,000	267,000
2001	28,027,000	25,439,000	2,588,000	219,000
2002	28,033,000	26,719,000	1,314,000	158,000
2003	27,538,000	26,812,000	726,000	11,080,000

YEAR	NEW PLANT INVESTMENT	PLANT MAINTENANCE	PRIZE MONEY PAID OUT	SALES TAX TO BUILDING FUND
1984	530,000	436,000	317,000	300,000
1985	663,000	476,000	379,000	298,000
1986	1,017,000	563,000	400,000	319,000
1987	1,024,000	637,000	429,000	356,000
1988	1,062,000	634,000	438,000	379,000
1989	1,804,000	757,000	463,000	353,000
1990	1,222,000	837,000	443,000	375,000
1991	1,857,000	931,000	426,000	445,000
1992	966,000	1,063,000	440,000	415,000
1993	1,045,000	1,144,000	459,000	500,000
1994	2,546,000	869,000	512,000	495,000
1995	2,755,000	950,000	587,000	810,000
1996	2,478,000	1,087,000	604,000	800,000
1997	1,028,000	846,000	632,000	931,000
1998	2,537,000	1,192,000	647,000	890,000
1999	2,273,000	1,541,000	658,000	921,000
2000	2,292,000	1,555,000	678,000	1,035,000
2001	3,197,000	1,460,000	662,000	1,125,000
2002	4,210,000	1,983,000	736,000	1,025,000
2003	8,868,000	1,240,000	830,000	-0-

After discussion, the report was approved on a motion by Mr. Leary, seconded by Mr. Baker and carried (Aye-9; Nay-0).

North Star Bank of Roseville was designated as the depository for the Society's general fund, premium fund and payroll accounts for 2004 on a motion by Mr. Baker, seconded by Mr. Foss and carried (Aye-9; Nay-0).

The following signatures were submitted for consideration for Society accounts in 2004:

GENERAL FUND – Gerald Hammer, Marshall Jacobson, Karen Leach and Steve Pooch (any combination of two signatures). "Hammer/Jacobson" signature imprint authorized for general fund.

REGULAR AND FAIR-PERIOD PAYROLL – Gerald Hammer, Karen Leach or Steve Pooch (one signature). "Hammer" signature imprint authorized for payroll funds.

PREMIUM FUND – Gerald Hammer, Karen Leach or Jim Sinclair (one signature). "Hammer" signature imprint authorized for premium fund.

SECURITY TRANSFER RESOLUTION – Gerald Hammer or Marshall Jacobson.

Signature authority was approved as submitted on a motion by Mr. Fox, seconded by Mr. Foss and carried (Aye-9; Nay-0).

Mr. Paulmann moved, Mr. Steltz seconded and motion carried (Aye-9; Nay-0) to approve the following standing committee assignments for 2004:

FINANCE COMMITTEE – Baker, chairman; Foss; Lake; Paulmann; Paulson; Steltz; Schmidt, ex officio; Hammer, ex officio; Jacobson, ex officio.

GOVERNMENTAL AFFAIRS COMMITTEE – Lake, chairman; Fox; Foss; Leary; Paulmann; Steltz; Schmidt, ex officio; Hammer, ex officio; Leach, ex officio; Mannion, ex officio.

LIFE MEMBER ADVISORY COMMITTEE – Recknor, chairman; Keenan, vice chairman; Arthaud; Franke; Frost; Hagen; Keskinen; Korff; Maruska; Morris; Ojakangas; Prokosch; Reinhardt; Roehlke; Simons; Wenzel; Schmidt, ex officio; Hammer, ex officio; Sinclair, ex officio.

OPERATIONS COMMITTEE – Wargin, chairman; Baker; Fox; Leary; Paulmann; Paulson; Schmidt, ex officio; Hammer, ex officio; Pooch, ex officio; Hudalla, ex officio.

PLANNING COMMITTEE – Fox, chairman; Baker; Foss; Fox; Leary; Paulmann; Paulson; Steltz; Wargin; Schmidt, ex officio; Hammer, ex officio; Pooch, ex officio; Hudalla, ex officio.

PUBLIC AFFAIRS COMMITTEE – Paulmann, chairman; Foss; Lake; Leary; Steltz; Wargin; Schmidt, ex officio; Hammer, ex officio; Leach, ex officio; Tahti, ex officio.

RULES & PREMIUM LIST COMMITTEE – Steltz, chairman; Baker; Fox; Lake; Paulmann; Wargin; Schmidt, ex officio; Hammer, ex officio; Pooch, ex officio.

SALES COMMITTEE – Leary, chairman; Baker; Foss; Fox; Lake; Paulmann; Paulson; Steltz; Wargin; Schmidt, ex officio; Hammer, ex officio; Sinclair, ex officio; Birk, ex officio.

The following coordinators and department superintendents were approved on a motion by Mr. Wargin, seconded by Mr. Baker and carried (Aye-9; Nay-0):

ADMINISTRATION DIVISION – Lake

Senior Citizens Dept. – Fox (Marge Krueger, superintendent)

COMPETITION DIVISION – Paulmann

Bee Culture Dept. – Baker (Winnie Johnson, superintendent)

Beef Cattle Dept. – Paulson (Chuck Schwartau, superintendent)

Christmas Trees Dept. – Baker (Greg Ustruck, superintendent)

Creative Activities Dept. – Lake (Curt Pederson, superintendent)

Dairy Cattle Dept. – Paulmann (Jim Linn, superintendent)

Dairy Products Dept. – Paulmann (Gene Watnaas, superintendent)

Dog Trials Dept. – Steltz (JoAnna Yund, superintendent)

Education Dept. – Steltz (Burt Kandel, superintendent)

Farm Crops Dept. – Baker (Ron Kelsey, superintendent)

Fine Arts Dept. – Lake (Bob Myer, superintendent)

Flowers Dept. – Baker (Phyllis Andrews, superintendent)

4-H Dept. – Foss (Brad Rugg, superintendent)

Fruits Dept. – Baker (Louis Quast, superintendent)

FFA Dept. – Wargin (Paul Day, superintendent)

Goats Dept. – Paulmann (Kevin LeVoor, superintendent)

Horses Dept. – Wargin (Bob Peterson, superintendent)

Llamas Dept. – Leary (Sharon Wessel, superintendent)

Milking Parlor Dept. – Paulmann (Doris Mold, superintendent)

Poultry Dept. – Baker (John Thomforde, superintendent)

Sheep Dept. – Fox (Gordy Toenges, superintendent)

Swine Dept. – Fox (Jerry Hawton, superintendent)

Vegetables Dept. – Baker (Erven Skaar, superintendent)

ENTERTAINMENT DIVISION – Lake

Grandstand Production Dept. – Baker (John Mons, superintendent)

Heritage Exhibits Dept. – Paulson (Jan Bankey, superintendent)

FINANCE DIVISION – Leary

Ticket Audit Dept. – Wargin (Dick Reinhardt, superintendent)

Ticket Sales Dept. – Baker (Ken Wagner, superintendent)

MARKETING DIVISION – Foss

OPERATIONS DIVISION – Foss

Admissions Dept. – Fox (Dean Johnson, superintendent)

Park & Ride Dept. – Paulson (Dick Anderson, superintendent)

Parking Dept. – Leary (Ron Vannelli, superintendent)

Public Safety Dept. – Foss (Art Blakey, superintendent)

SALES DIVISION – Leary

Attractions Ticket Takers Dept. – Paulmann

(Marty Rossini, superintendent)

President Schmidt declared the board meeting in recess for committee meetings.

Meeting of the Operations Committee

Members present: Wargin, chairman; Baker; Fox; Leary; Paulmann; Paulson; Schmidt, ex officio; Hammer, ex officio; Pooch, ex officio; Hudalla, ex officio.

Chairman Wargin called the meeting to order.

On a motion by Mr. Baker, seconded by Mr. Fox and carried, the following gate admission policy was reaffirmed and extended through 2004: "Entry into the Minnesota State Fair shall be contingent solely upon the presentation and surrender of a valid ticket of admission in accordance with the most current schedule of gate prices as established by the board of managers" (Aye-5; Nay-0).

On a motion by Mr. Fox, seconded by Mr. Baker and carried, admission price of \$9 was set for adult (ages 13-64) regular gate admission (Aye-5; Nay-0). Mr. Baker moved, Mr. Steltz seconded and motion carried to set senior (65 and older) and children (5-12) regular gate admission at \$8 (Aye-4; Nay-1 (Leary)). Mr. Fox moved, Mr. Leary seconded and motion carried that fairgrounds parking be \$8 for three or fewer per car and free for four or more per car. Mr. Baker moved, Mr. Leary seconded and motion carried to set other admission fees as follows: Senior and children admission for Seniors & Kids Days promotions - \$4; Thrifty Thursday admission for adults - \$7, and children - \$4; pre-fair discount tickets for all-ages admission and parking - \$7 (Aye-5; Nay-0).

Mr. Paulmann moved, Mr. Leary seconded and motion carried that Mr. Hammer be authorized to implement a flexible Grandstand and Coliseum pricing schedule and seating configuration based on the cost of each presentation (Aye-5; Nay-0).

The operations committee meeting was adjourned on a motion by Mr. Leary, seconded by Mr. Baker and carried (Aye-5; Nay-0).

Meeting of the Public Affairs Committee

Members present: Paulmann, chairman; Foss; Lake; Leary; Steltz; Wargin; Schmidt, ex officio; Hammer, ex officio; Leach, ex officio; Tahti, ex officio.

Chairman Paulmann called the meeting to order.

Ms. McGough presented a proposed advertising budget of \$750,000. After discussion and review, the budget was approved on a motion by Mr. Leary, seconded by Mr. Lake and carried (Aye-5; Nay-0).

Mr. Leary moved, Mr. Lake seconded and motion carried to hire the firm of McGrann, Shea, Carnival & Straughan to serve as the Society's public representatives (Aye-5; Nay-0).

The public affairs committee adjourned on a motion by Mr. Wargin, seconded by Mr. Lake and carried (Aye-5; Nay-0).

Meeting of the Rules & Premium List Committee

Members present: Steltz, chairman; Baker; Fox; Lake; Paulmann; Wargin; Schmidt, ex officio; Hammer, ex officio; Pooch, ex officio.

Chairman Steltz called the meeting to order.

After a report by Mr. Pooch regarding competitive events in 2003, authority was granted to Mr. Hammer's delegate to make adjustments in rules, release dates and premium allocations for competitive departments in accordance with guidelines established by the Society's 2004 budget; authority was granted on a motion by Mr. Lake, seconded by Mr. Baker and carried (Aye-5; Nay-0).

The following change to rule 1.09 (two-wheeled and track vehicles) was adopted on a motion by Mr. Lake, seconded by Mr. Baker and carried (Aye-5; Nay-0):

Two-wheeled vehicles, such as bicycles, motorcycles, motor scooters and personal transportation devices (PTDs), will not be allowed on the State Fairgrounds during the State Fair . . .

The rules & premium list committee was adjourned on a motion by Mr. Fox, seconded by Mr. Wargin and carried (Aye-5; Nay-0).

Meeting of the Finance Committee

Members present: Baker, chairman; Foss; Lake; Paulmann; Paulson; Steltz; Schmidt, ex officio; Hammer, ex officio; Jacobson, ex officio.

Chairman Baker called the meeting to order.

Mr. Hammer reviewed the proposed operating and maintenance and improvements budgets previously reviewed and recommended for approval by the planning committee Jan. 16. After review and discussion, Mr. Steltz moved, Mr. Lake seconded and motion carried to adopt the budgets as recommended by the operations committee (Aye-5; Nay-0). The 2004 operating budget follows:

OPERATING BUDGET SUMMARY

	2003 BUDGET	2003 ACTUAL	2004 BUDGET
TICKET & COUPON SALES:			
CARNIVAL	\$ 5,230,000	\$ 5,513,821	\$ 5,430,000
COLISEUM	141,000	138,574	200,000
GRANDSTAND	1,680,000	1,152,300	1,600,000
OUTSIDE GATE	10,700,000	10,970,583	12,186,000
PARKING	610,000	581,696	756,000
	18,361,000	18,356,974	20,172,000
ACTIVITIES:			
BOX OFFICE	200,000	127,017	150,000
CAMPGROUNDS	108,000	110,131	85,000
CARNIVAL	70,000	80,469	70,000
COMPETITION	160,000	222,368	200,000
ENTERTAINMENT	30,000	27,180	30,000
FORAGE	15,000	13,117	15,000
4H AUCTION	100,000	175,176	125,000
PUBLIC SAFETY	10,000	8,746	10,000
SALES	4,125,000	4,566,566	4,382,000
	4,818,000	5,330,770	5,067,000
OTHER:			
BEEF EXPO	45,000	55,919	45,000
BULK MILK SALES	10,000	12,579	10,000
BOND INTEREST		19,845	35,000
INTEREST	50,000	33,325	16,000
LICENSEE UTILITIES	190,000	208,528	200,000
MARKET ANIMAL SALES	80,000	130,743	100,000
MISCELLANEOUS	45,000	62,666	55,000
NON-FAIR EVENTS	2,050,000	2,202,326	2,160,000
SPONSORSHIPS	575,000	599,532	575,000
TELEPHONE	120,000	134,724	130,000
UTILITY ASSESSMENTS	400,000	390,170	400,000
	3,565,000	3,850,357	3,726,000
TOTAL INCOME	\$ 26,744,000	\$ 27,538,101	\$ 28,965,000
EXPENSE			
	2003 BUDGET	2003 ACTUAL	2004 BUDGET
ADMINISTRATIVE:			
ADMINISTRATIVE SERVICES	\$ 508,000	\$ 523,642	\$ 545,000
ANNUAL MEETING	13,000	13,502	15,000
BAD DEBT	12,400	12,779	7,500
BOARD HONORARIUM	10,400	10,400	10,400
COMPUTER	372,000	367,287	365,000
DUES & SUBSCRIPTIONS	16,000	18,027	17,000
INSURANCE	162,000	90,279	200,000
LEGAL SERVICES	30,000	41,938	35,000
LEGISLATIVE AUDIT	35,000	36,348	36,000
MEDICAL INSURANCE	553,000	559,151	580,000
PAID LEAVE	450,000	479,566	485,000
POSTAGE & MAILING SERVICE	85,000	84,085	85,000
PRINTING & SUPPLIES	95,000	86,031	90,000
RETIREMENT FUND	155,000	146,349	145,000
SOCIAL SECURITY	500,000	493,680	495,000
TELEPHONE	175,000	199,231	200,000
TRAVEL EXPENSE	40,000	53,005	45,000
UNEMPLOYMENT COMPENSATION	20,000	21,468	20,000
WORKERS COMPENSATION	60,000	108,621	70,000
	3,291,800	3,345,389	3,445,900
ACTIVITIES & SUPPORT:			
ADMISSIONS	152,000	148,812	150,000
ADVERTISING	655,000	661,737	750,000
AGRI-LAND	10,000		50,000
BEE CULTURE	9,000	7,916	9,000
BEEF EXPO	45,000	41,161	45,000

BOX OFFICE	175,000	159,275	172,000
CAMPGROUNDS	57,000	60,299	60,000
CARNIVAL	3,910,000	4,094,750	3,920,000
CATTLE	85,000	95,958	95,000
CHRISTMAS TREE	4,500	4,371	4,700
COMPETITION	270,000	377,672	285,000
CREATIVE ACTIVITIES	64,000	57,843	64,000
DAIRY PRODUCTS	1,700	1,182	1,500
DOG TRIALS	2,600	2,630	2,800
EDUCATION	25,000	23,102	25,000
FARM CROPS	18,000	16,097	18,000
FINANCE	200,000	179,535	180,000
FINE ARTS	32,000	31,634	33,000
FLOWER & AG SHOWS	45,000	43,320	45,000
FLOWERS	7,500	6,767	7,500
FORAGE	45,000	22,930	25,000
4-H CLUB	260,000	278,996	170,000
FREE ENTERTAINMENT	900,000	956,017	1,050,000
FRUIT	11,000	12,449	11,000
FFA	63,000	56,877	55,000
GATE TICKETS	170,000	168,182	167,000
GOAT	5,000	4,556	5,000
GRANDSTAND - CONCERTS	1,800,000	1,694,766	1,700,000
HERITAGE EXHIBITS	10,000	9,386	11,000
HORSE & RODEO	210,000	224,738	250,000
LLAMA	3,300	2,714	3,300
MARKETING	510,000	542,273	510,000
PARK & RIDE	950,000	985,338	1,050,000
PARKING	150,000	168,237	160,000
POULTRY	13,500	14,043	13,000
PUBLIC SAFETY	950,000	868,846	950,000
SALES	969,000	967,262	990,000
SANITATION	800,000	769,983	800,000
SENIOR CITIZEN	10,500	10,958	11,000
SHEEP	8,000	6,653	8,000
SWINE	11,500	12,735	13,000
TICKET AUDIT	9,500	9,894	10,000
TICKET PROMOTION & COMMISSION	312,000	422,030	380,000
TRAMS	65,000	61,406	85,000
TRANSPORTATION	20,000	17,245	18,000
VEGETABLES	9,000	9,034	8,500
	14,043,600	14,311,609	14,371,300
PREMIUMS:			
BEE CULTURE	4,500	3,742	4,500
BEEF EXPO	8,000	16,235	17,000
CATTLE	115,000	113,160	120,000
CHRISTMAS TREE	3,500	3,095	3,500
CREATIVE ACTIVITIES	14,000	12,238	14,000
DAIRY PRODUCTS	1,150	1,085	1,200
DOG TRIALS	1,150	1,070	1,150
EDUCATION	10,500	10,093	10,500
FARM CROPS	16,000	14,093	16,000
FINE ARTS	10,000	10,050	10,000
FLOWERS	3,000	1,729	3,000
4-H AUCTION	100,000	175,026	125,000
4-H CLUB	66,000	67,780	68,000
FRUIT	2,000	1,654	2,000
FFA	70,000	65,048	70,000
GOAT	13,000	11,730	12,500
HORSE	86,000	81,125	90,000
LLAMA	4,600	4,830	5,000
MARKET ANIMAL SALES	80,000	130,743	100,000
MILK SALES		1,894	10,000
POULTRY	12,000	11,766	12,000
RURAL YOUTH SCHOLARSHIPS	20,000	20,000	20,000
SHEEP	28,000	26,992	28,000
SWINE	27,000	30,943	32,000
TALENT CONTEST	9,000	8,860	10,000
VEGETABLES	5,000	4,860	5,000
	709,400	829,931	790,350
OTHER:			
INSTITUTIONAL TICKETS	108,000	198,126	
BOND INTEREST		142,684	505,000
INTEREST	6,000	17,208	7,600
MISCELLANEOUS	32,000	232,394	30,000
NON-FAIR EVENTS	1,019,000	1,208,274	1,134,000
VETERINARIAN SERVICE	42,000	41,607	44,000
	1,207,000	1,840,293	1,720,600

PLANT OPERATIONS:			
ARCHITECTURAL & ENGINEERING	285,000	221,922	50,000
FIRE & POLICE SERVICES	130,000	100,824	130,000
FUEL OIL GASOLINE	55,000	53,888	55,000
GREENHOUSE	190,000	190,482	200,000
OPERATIONS	385,000	347,350	320,000
PROPERTY TAX & ASSESSMENTS	29,000	3,273	3,500
SALARIES & CONTRACT LABOR	700,000	850,925	820,000
SET-UP & TAKEDOWN	798,000	802,824	820,000
SIGNS	65,000	70,361	68,000
SUPPLIES	47,000	42,282	45,000
UTILITIES	380,000	373,086	400,000
WATCHMEN	95,000	76,923	78,000
WATER & SEWER	95,000	96,315	100,000
	3,254,000	3,230,455	3,089,500
EXPENSE BEFORE MAINTENANCE & DEPRECIATION			
MAINTENANCE & DEPRECIATION	22,505,800	23,557,677	23,417,650
NET INCOME BEFORE MAINTENANCE & DEPRECIATION			
MAINTENANCE & DEPRECIATION	4,238,200	3,980,424	5,547,350
PLANT MAINTENANCE:			
ELECTRIC SYSTEM	299,400	233,323	403,900
FENCE & FIXTURES	20,500	21,999	47,800
GAS SYSTEM	1,500	201	1,500
LAND	55,000	96,781	113,000
PERSONAL PROPERTY	202,300	171,018	269,900
SEWER SYSTEM	18,600	22,867	62,300
STREETS & SIDEWALKS	70,000	98,462	120,000
STRUCTURES	273,800	387,209	690,500
VEHICLES	257,500	176,726	257,500
WATER SYSTEM	19,400	31,639	70,600
	1,218,000	1,240,225	2,037,000
DEPRECIATION:			
ELECTRIC SYSTEM	110,000	107,387	104,000
FENCE & FIXTURES	46,000	46,088	50,000
GAS SYSTEM	1,000	686	1,000
LAND IMPROVEMENTS	86,000	85,506	86,000
PERSONAL PROPERTY	348,000	358,125	328,000
SEWER SYSTEM	124,000	114,582	125,000
STREETS & SIDEWALKS	55,000	54,894	57,000
STRUCTURES	1,230,000	1,235,113	1,377,000
WATER SYSTEM	12,000	11,959	12,000
	2,012,000	2,014,340	2,140,000
TOTAL EXPENSE	25,735,800	26,812,242	27,594,650
TOTAL INCOME (LOSS)	\$ 1,008,200	\$ 725,859	\$ 1,370,350

Mr. Jacobson presented the following summary of account activity related to the State Fair's Revenue Bonds, Series 2003:

CONSTRUCTION FUND RECAP – 12/31/03

Bond Sale Price	\$ 11,110,000.00
Bond Sale Premium and Underwriters Discount	(138,994.15)
Accrued Interest From Bond Sale	21,820.22
Bond Issuance Expenses	(109,761.97)
Bond Interest Income	29,508.13
Debt Service Reserve Fund Addition	876,873.53
	<u>\$ 11,789,445.76</u>

Phase I Payments

North Star Bank Loan Repayment	(2,100,000.00)
Payment for Grandstand Renovation Work	(1,206,913.00)
Balance 12/31/03	<u>8,482,532.76</u>
Debt Service Requirement	(876,873.53)
Debit Service Reserve Fund Requirement	(876,873.53)
Total Funds Available for Phase II	<u>\$ 6,728,785.70</u>

After discussion, the report was approved on a motion by Mr. Foss, seconded by Mr. Paulmann and carried (Aye-5; Nay-0).

The meeting was adjourned on a motion by Mr. Lake, seconded by Mr. Steltz and carried (Aye-5; Nay-0).

President Schmidt reconvened the meeting of the full board.

Committee action taken during the Jan. 16, 2004, meetings of the sales and

planning committees, and the just-concluded meetings of the operations, public affairs, rules & premium lists and finance committees was approved on a motion by Mr. Wargin, seconded by Mr. Foss and carried (Aye-9; Nay-0).

One-year contracts were approved for the services of architects and engineers (Toltz, King, Duvall, Anderson and Associates, Inc.), plumbing (McQuillan Brothers Plumbing & Heating), electric (Collins Electric Corporation), painting (Triemert Wall Covering) and carpentry (Maertens – Brenny Construction) on a motion by Mr. Steltz, seconded by Mr. Lake and carried (Aye-9; Nay-0).

On a motion by Mr. Foss, seconded by Mr. Baker and carried (Aye-9; Nay-0), the following resolution was adopted: "It is hereby required that Society employee Rick Wimmer be required to live on the State Fairgrounds for the convenience of and to the benefit of the Society with gratis rent, utilities and telephone." The resolution will be effective through spring of 2004, at a date to be determined by Mr. Hammer.

It was moved by Mr. Fox, seconded by Mr. Steltz and carried that Mr. Hammer be authorized to set staff salaries within the salary ranges established below (Aye-9; Nay-0):

- Operating classification (Title: Assistant)
 - Existing weekly salary range: \$380 to \$736
 - No change recommended
- Intermediate & Professional classification (Title: Supervisor)
 - Existing weekly salary range: \$460 to \$872
 - Proposed weekly salary range: \$460 to \$892
- Middle Management classification* (Title: Coordinator)
 - Existing weekly salary range: \$640 to \$1,184
 - No change recommended
- Executive classification* (Titles: Deputy Director, Director, Assistant Manager)
 - Existing weekly salary range: \$850 to \$1,722
 - No change recommended

* Exempt from overtime

Mr. Hammer reported on Society initiatives to be undertaken during the 2004 session of the Minnesota legislature. On a motion by Mr. Lake, seconded by Mr. Baker and carried, Mr. Hammer was directed to send a letter to the governor's stadium committee, signed by all members of the board, that clearly outlined the Society's position on stadiums at the fairgrounds (Aye-9; Nay-0).

Mr. Sinclair reported on the meeting of the life member advisory committee conducted earlier that morning. Information only; no action required.

Mr. Tahti offered an update on the status of contract negotiations for Grandstand and free stage entertainment for the upcoming fair. Information only; no action required.

Mr. Pooch reviewed the Society's support of the statewide 4-H program during the past several years. Information only; no action required.

Mr. Leary reported on activities being discussed for the upcoming fair to celebrate the Minnesota State Patrol's 75th anniversary; staff will handle. Information only; no action required.

The State Fair staff was congratulated for their efforts in 2003, and the thanks of the board was extended to staff on a motion by Mr. Steltz and seconded by unanimous affirmation.

On a motion by Mr. Fox, seconded by Mr. Baker and carried, the meeting was adjourned at 12:20 p.m. (Aye-9; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY

Minutes of Interim Activities

Jan. 19 through March 18, 2004

January

22 - The State Fair employee safety committee met at the Libby Conference Center. Johnson accepted the "Best Minnesota Attraction" award on behalf of the State Fair, presented by Minnesota Meetings & Events magazine.

24 - Pooch attended the annual meeting of the Minnesota Horse Council, where he accepted a \$7,000 grant from the council for new Horse Barn doors.

27 - Pooch, Hudalla, Goodrich, Fickett and LeFebvre met with representatives of the Minnesota Department of Health to discuss animal health issues.

30 - Sinclair, Birk, Simon and McGough conducted a conference call with representatives of the Minnesota High Technology Association to discuss '04's

Wonders of Technology presentation.

February

3 - Birk met with Ron Jacob of the Ragin' Cajun concession to discuss fair-time operations.

4 - The State Fair Foundation's personnel committee (Foundation board chairman Dave Johnson, Joe Fox and Jerry Hammer) met with consultant Andy Currie at the Administration Building. Del Cerney and Marge Krueger met with representatives of the Minnesota Board on Aging regarding the Outstanding Senior Citizens program.

4-8 - Sinclair and Heffron attended the International Independent Showmen's Foundation trade show, and the Florida State Fair, in Tampa.

5 - Johnson attended the Multicultural Diversity Forum in Minneapolis.

6 - A meeting of all full-time staff was conducted at the Libby Conference Center.

10 - Huber, Mannion and board members of the Minnesota Federation of County Fairs and Midwest Showmen's Association toured two hotels as possible sites for the 2006-08 joint meetings of the society, county fairs and showmen. Hudalla, Pooch, Grans, Dick Anderson and McGough met with representatives of Metro Transit to discuss bus service for the 2004 fair. Sinclair, McGough and Birk met with representatives of KSTP-AM and KS95-FM radio stations to discuss their operations at the upcoming fair.

12 - Hammer and Andy Currie conducted the first of several preliminary meetings with potential candidates for the State Fair Foundation executive director position. Tahti met with staff of the University of Minnesota student activities office to discuss fair-time marketing opportunities for returning students.

13 - Hammer met with Kevin McCabe of Q Prime Productions to discuss possible fair-time promotions. Birk, Simon and Doyle met with Tina Isaacs of Sonny's Sandwiches concession to discuss fair-related operations. Birk met with John Keenan of Ye Old Mill.

17 - Pooch, Sinclair, Hudalla, Tahti and Heffron met with a representative of Clarin Seating Corp. to discuss Grandstand seating options.

18 - Hammer testified before the State Senate commerce subcommittee on liquor regarding a proposed change in the issuer of wine sale licenses at the fairgrounds from the City of St. Paul to Ramsey County. Tahti, McGough, Weinfurter and Dungan met with members of the Governor's Council on Fire Prevention and Control to discuss day designation activities during the upcoming State Fair.

19 - Hammer had meetings with State Representative Alice Hausman and State Senator Ellen Anderson to discuss State Fair business and review the Society's legislative initiative for '04. Birk, Larson, Simon and Doyle met with representatives of Axel's concession.

20 - Birk and Melstrom met with Joe Schmitz of the Midwest Dairy Association to review plans for a new "All The Milk You Can Drink" concession structure.

23 - Hammer, Birk and Simon met with Kate Rubin and Wayne Pletcher of the Minnesota High Technology Association to discuss the Wonders of Technology Exhibit at the upcoming fair. Birk, Larson, Simon and Doyle attended the Upper Midwest Food Show at the Minneapolis Convention Center.

24 - Leach, Sinclair, Birk and McGough met with representatives from Coca-Cola to discuss sponsorship and commercial exhibit issues. Leach and McGough met with ProEx to discuss promotion and marketing opportunities for the upcoming fair.

29 - March 2 - Hudalla, Clasemann, Ahlbom, Melstrom, Welle and Wollin attended the IAFE operations and facilities workshop in Sacramento, Calif.

March

1 - The first of several Minnesota State High School League boys hockey sectional playoff games were held at the Coliseum. Zamber met with representatives of the Cinco de Mayo Festival to discuss State Fair participation.

2 - Larson and Simon met with Dan Adamson of Farm Boy Clothing to discuss fair operations.

3 - David Forkner of Bullock Smith & Partners met with senior staff to review progress in master plan development. McGough and Goldstein met with the State Fair Marketing Coalition to review elements of the '04 advertising campaign.

8 - Hammer testified before the State House agriculture policy committee regarding the proposed change in the issuer of wine sale licenses at the fairgrounds from the City of St. Paul to Ramsey County. Senior staff conducted the first of several informational meetings with area banks to discuss State Fair

banking needs.

9 - A representative from the Ochs Insurance Agency met individually with staff to discuss employee insurance. Johnson attended a meeting of the Minnesota Job Security Employers Committee at the Midway Workforce Center in St. Paul. Pooch, Hudalla, Grans and McGough met with representatives of Metro Transit to discuss bus service for the '04 State Fair. The State Fair Foundation's executive search committee held the first of three meetings to meet with candidates and discuss the position.

10 - Johnson attended a meeting of the St. Paul Human Resources Association.

11 - McGough and Birk met with representatives of KSTC-TV and KSTP-AM Radio to discuss fair-time broadcast facilities and operations, and with Cub Foods to discuss promotions. McGough met with representatives from Next Media.

12-14 - The Minnesota Deer Classic, sponsored by the Wildlife Heritage Foundation, held its annual hunting show at the Coliseum.

16 - Birk met with Lt. Mark Peterson and Richard Smith of the Minnesota Highway Patrol to discuss potential for a highway patrol museum at the fairgrounds.

17 - Tahti, McGough, Weinfurter and Dungan attended a meeting of the Governor's Council on Fire Prevention & Control. McGough met with representatives of UCare Minnesota and AARP to discuss Seniors Days activities.

18 - The State Fair Foundation conducted a board meeting at the Libby Conference Center.

MINNESOTA STATE AGRICULTURAL SOCIETY

Meetings of the Sales Committee & Governing Board

Friday March 19, 2004

Libby Conference Center, State Fairgrounds

Members present: D. J. Leary, Chairman; Joe Fox; Dennis Baker; Jim Foss; Bob Lake; John Paulmann; Alan Paulson; Lyle Steltz; Clarice Schmidt, ex officio; Jerry Hammer, ex officio; Jim Sinclair, ex officio; Mark Birk, ex officio. Excused: Chauncey Wargin.

Also present: Steve Pooch; Karen Leach; Brian Hudalla; Chris Tahti; Mary Mannion; Adam Heffron; Dennis Larson; Steve Grans; Pam Simon; Carol Doyle; Danyl Zamber; Gail Anderson; Sue Lynskey; Kristen Wollin; James Hamilton; Kent Harbison.

Chairman Leary called the meeting to order at 9 a.m.

Mr. Sinclair presented the following recommendation for an admission adjustment for the Ye Old Mill Amusements, Inc., attraction:

2004 proposed admission	Promotional discount*	Percentage
\$2.50 (all ages)	\$2 from opening to noon	25 percent

*Discount promotion offered on both Mondays and Thursdays.

After discussion, the admission fee was approved on a motion by Mr. Baker, seconded by Paulmann and carried (Aye-7; Nay-0).

Mr. Heffron offered a presentation on midway games of skill and the process currently underway to review games operations and enact new standards for operations and prize distribution. After discussion, the report was approved on a motion by Mr. Steltz, seconded by Mr. Fox and carried (Aye-7; Nay-0).

Ms. Simon, Ms. Doyle, Mr. Larson and Mr. Birk reported on the commercial exhibit review and selection process. Information only; no action required.

The meeting was adjourned on a motion by Mr. Fox, seconded by Mr. Foss and carried (Aye-7; Nay-0).

MEETING OF THE GOVERNING BOARD

Present: Clarice Schmidt, president; Joe Fox, vice president; D.J. Leary, vice president; Dennis Baker; Jim Foss; Bob Lake; John Paulmann; Alan Paulson; Lyle Steltz; Jerry Hammer, secretary. Excused: Chauncey Wargin.

Also present: Steve Pooch; Karen Leach; Jim Sinclair; Brian Hudalla; Mark Birk; Chris Tahti; Mary Mannion; Adam Heffron; Dennis Larson; Steve Grans; Brigid McGough; Pam Simon; Carol Doyle; Danyl Zamber; Gail Anderson; Sue Lynskey; Kristen Wollin; James Hamilton; Kent Harbison; members of the State Fair Marketing Coalition.

President Schmidt called the meeting to order at 10:05 a.m.

Ms. McGough introduced three members of the State Fair Marketing Coalition, who offered a report on advertising strategies and the 2004 ad campaign.

Minutes of the board meetings, committee meetings and general business session conducted Jan. 16 through 18, 2004, were approved on a motion by Mr. Steltz, seconded by Mr. Baker and carried (Aye-8; Nay-0).

After discussion, minutes of interim activities covering the period Jan. 19 through March 18, 2004, were approved on a motion by Mr. Fox, seconded by Mr. Lake and carried (Aye-8; Nay-0).

Sales committee action taken earlier that morning was approved on a motion by Mr. Baker, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

Mr. Hammer presented the financial statement through Feb. 29, 2004:

MINNESOTA STATE FAIR CASH TRANSACTION SUMMARY MONTH ENDING FEBRUARY 29, 2004

GENERAL FUND ACTIVITY:

Cash Balance-Jan. 31, 2004		\$ 46,393
Add: Cash Deposits	\$ 1,134,374	
Less: Payroll Ending Feb. 13	(129,565)	
Payroll Ending Feb. 27	(128,468)	
Cash Disbursements	(919,814)	(43,473)
Cash Balance-Feb. 29, 2004		\$ 2,920

MARKETABLE SECURITIES ACTIVITY:

Balance-Jan. 31, 2004		\$ 589,048
Add: Interest Earned	\$ 300	
Securities Purchased		
Less: Securities Redeemed	(130,000)	(129,700)
Balance-Feb. 29, 2004		\$ 459,348

BUILDING FUND ACTIVITY:

Balance-Jan. 31, 2004		\$ 495,391
Add: Interest Earned	\$ 255	255
Securities Purchased		
Less: Securities Redeemed		
Balance-Feb. 29, 2004		\$ 495,646

CONSTRUCTION FUND ACTIVITY:

Balance-Jan. 31, 2004		\$ 7,987,234
Add: Interest Earned	\$ 3,215	
Less: Securities Redeemed	(950,000)	(946,785)
Balance-Feb. 29, 2004		\$ 7,040,449

CASH BALANCES FOR MONTH ENDING FEBRUARY 29:

	2003	2004
General Fund	\$ 152,113	\$ 2,920
Petty Cash	8,500	9,000
Marketable Securities	626,558	459,348
Building Fund	2,838,573	495,646
Construction Fund		7,040,449
Total Cash Balances	\$ 3,625,744	\$ 8,007,363

After discussion, the report was approved on a motion by Mr. Paulmann, seconded by Mr. Foss and carried (Aye-8; Nay-0).

After discussion, Mr. Fox moved, Mr. Lake seconded and motion carried that \$495,500 in unrestricted funds be removed from the building fund and placed in the general fund for several capital projects (Aye-8; Nay-0).

Mr. Hammer, Mr. Pooch and Mr. Sinclair outlined specifications of Society banking needs, and the review process currently underway with seven local and regional banks. After discussion, Mr. Paulmann moved, Mr. Leary seconded and motion carried instructing staff to complete the review, select a bank and commence, if appropriate, the transfer process pending board approval in June (Aye-8; Nay-0).

Mr. Hammer provided an update on the status of the audit for fiscal 2003 currently being conducted by the Office of the Legislative Auditor. Mr. Leary moved, Mr. Foss seconded and motion carried to formally invite the audit team

to present its report to the full board at its next scheduled meeting (Aye-8; Nay-0).

Mr. Hammer presented for consideration the following policy regarding gambling and raffles at non-fair events:

"Gambling, lotteries, pull-tabs and other games of chance, in any form, are strictly prohibited on the fairgrounds. Also, raffles are generally not permitted on the fairgrounds. Raffles are permitted only in strict compliance with the following requirements and at the sole discretion of fair management:

"Requests to conduct a raffle will only be considered when made in writing by a licensed event promoter, addressed to the fair's events department and received a minimum of four (4) weeks in advance of the event date, and accompanied by a written authorization or proof of license issued by the Minnesota Gambling Control Board."

After discussion, the policy was adopted on a motion by Mr. Fox, seconded by Mr. Leary and carried (Aye-8; Nay-0).

On a motion by Mr. Fox, seconded by Mr. Baker and carried, advance sale ticket price of \$6 for the '04 State Fair was approved for commercial and competitive exhibitors, provided that the tickets are offered only to exhibitors verified through a program to be administered by staff of the sales and competition divisions (Aye-8; Nay-0).

A camping fee of \$20 per night for the State Fair Campgrounds, and a parking fee of \$10 per night for the Block 55 camper parking lot for the 2004 State Fair were set on a motion by Mr. Fox, seconded by Mr. Steltz and carried (Aye-8; Nay-0).

The following addition to State Fair employee bulletin number 4V was presented for consideration by Ms. Mannion:

Employee basic life coverage benefits was raised to:

\$50,001-\$55,000	\$55,000	\$55,000
\$55,001-\$60,000	\$60,000	\$60,000
\$60,001-\$65,000	\$65,000	\$65,000
\$65,001-\$70,000	\$70,000	\$70,000
\$70,001-\$75,000	\$75,000	\$75,000
\$75,001-\$80,000	\$80,000	\$80,000
\$80,001-\$85,000	\$85,000	\$85,000
\$85,001-\$90,000	\$90,000	\$90,000
Over \$90,000	\$95,000	\$95,000

After discussion, the addition was approved on a motion by Mr. Fox, seconded by Mr. Paulson and carried (Aye-8; Nay-0).

Mr. Hudalla provided an update on the Grandstand renovation project. Information only; no action required.

A report on the status of the master plan project being conducted by Bullock Smith & Partners was presented by Mr. Hammer. Information only; no action required.

Mr. Tahti distributed a list of acts confirmed to appear at the Grandstand and Bandshell during the '04 State Fair. Information only; no action required.

Mr. Fox, Ms. Schmidt, Mr. Hammer and Mr. Hamilton offered an update on State Fair Foundation activities. Information only; no action required.

Mr. Hammer reported on the initiative underway during the current legislative session to reinstate the Society's sales tax exemption, provided the foregone tax is matched and dedicated to capital projects, plus two wine- and beer-related statute changes.

Mr. Pooch updated the board on agricultural programming for the upcoming fair. Information only; no action required.

After a report by Mr. Pooch on behalf of the Minnesota Livestock Breeders Association, Mr. Lake moved and Mr. Paulson seconded that the farm crops wing of the Agriculture-Horticulture Building be named in honor of long-time FFA leader George Normes, who died in 2003. After discussion, the motion was tabled on a motion by Mr. Foss, seconded by Mr. Leary and carried (Aye-6; Nay-2 (Lake and Paulson)).

The next meeting of the board of managers was set for Thursday, June 3, 2004.

On a motion by Mr. Fox, seconded by Mr. Lake and carried, the meeting was adjourned at 12:45 p.m. (Aye-8; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY

Minutes of Interim Activities

March 19 through June 3, 2004

March

20-21 - The Minnesota Weapons Collectors presented their annual winter show at the Coliseum.

19-22 - Hammer attended the annual meeting of the Mid-West Fairs Association in Houston, Texas, where he concluded his one-year term as president of the association.

24 - Hammer and Hudalla met with Leo McGough and Jeff Wolnick of McGough Construction, and Quin Scott of KKE Architects, to discuss the Grandstand renovation project. Hammer testified before the Minnesota Senate Commerce Committee regarding wine and beer issues.

26-28 - Blue Star Productions presented their winter Super Golf Sale at the Coliseum.

30 - Birk and Larson attended a food safety course sponsored by the Minnesota Hospitality Association. Anderson met with the Gopher State Buick Club to discuss ticket sales for their upcoming event.

31 - Hammer met with Martha Fuller, City of St. Paul planning and economic development director, regarding transit facilities. McGough met with members of the State Patrol to discuss their 75th Anniversary events at the upcoming fair.

April

1-4 - The Osman Temple Shrine Circus was presented at the Coliseum.

4-7 - Lindahl, Schultz and board members Schmidt, Steltz, Baker, Wargin, Foss, Paulson and Paulmann attended the IAFE Zone 4 spring meeting in Minot, N.D.

7 - Hammer met with state Senator Sandy Pappas to discuss beer sales at the State Fair. Sinclair, Pooch, Jacobson and Birk met to discuss proposals for State Fair banking services.

8 - Sinclair and Heffron met with Skyride owner Don McClure of DMC, Inc., to discuss improvements to the attraction. McGough met with the State Fair Marketing Coalition to preview the '04 State Fair TV ads.

10 - Johnson attended a meeting of the St. Paul Human Resources Association.

12 - The St. Paul Area Chamber of Commerce conducted a membership drive at the Coliseum. OSHA's workplace "Right To Know" training was conducted for State Fair staff by the Minnesota Safety Council. McGough and Zamber met with representatives of Grand Excursion.

14 - Pooch met with Jerome Chateau, representative of the Normande cattle breeders, to discuss adding a competition for the breed at the upcoming fair. McGough, Weinfurter and Zamber met with the Governor's Council on Fire Prevention to discuss the council's event at the '04 State Fair.

15 - Hammer met with Dave Forkner of Bullock Smith & Partners regarding the fairgrounds master plan project.

17 - Cub Scout Pack 186 of St. Paul conducted a model rocket launch at the south Como parking lots.

17-18 - The Gopher State Timing Association's Rod & Custom Spectacular was held at the Coliseum. Prime Promotions presented their annual spring Antique Spectacular Show & Flea Market at the Education Building, Progress Center, 4-H Building and outdoor portions of Machinery Hill. Cal Spas conducted a sale at Empire Commons.

19 - Senior staff met to discuss the next phase of the master plan process.

20 - Johnson attended a job fair at the Burnsville Area Learning Center/Cedar School in Eagan. McGough met with representatives of Hubbard Broadcasting to discuss fairtime operations at their on-grounds broadcast outlets.

19-23 - Huber attended the national Employment Management conference in Washington, D.C.

21 - Hammer, Jacobson, Pooch, Sinclair and Birk conducted a follow-up meeting with staff from Bremer Banks to discuss State Fair banking needs. McGough met with the State Fair Marketing Coalition to review '04 radio ads.

21-22 - In conjunction with Arbor Day, the Minnesota Department of Natural Resources distributed tree seedlings to the public from the DNR Building.

22 - Birk and McGough met with representatives of KSTP-AM Radio about their '04 fair presentation.

23 - Sinclair and Birk met with Ralph and Rose Moegenburg, owners of the

Northland Emblem building near the Grandstand, to discuss disposition of the structure.

23-25 - The Minnesota Horse Expo, presented by Minnesota Horse Exposition, Inc., was conducted at the Coliseum, Horse Barn, Sheep & Poultry Barn and Swine Barn. Blue Star Marketing presented their annual Spring Super Computer Sale at the Education Building.

24 - The Ramsey County Office of Environmental Health distributed compost bins at the north parking lots.

24-25 - The Minneapolis - St. Paul Spring Military Relic Show was conducted at the Progress Center.

26 - The Minnesota FFA Cattle & Livestock Show was held at the Coliseum as part of the annual FFA spring convention. Later that day, Pooch attended the FFA Awards Ceremony at the University of Minnesota.

27 - Hayne, Hudalla, Krieger, Lindahl, Ludington, Melstrom, Pittelko, Sperl and Welle attended Gopher State One Call Awareness and Safety training at Libby Conference Center. McGough met with representatives of Creative Resources to discuss the Blue Ribbon Bargain Book. Goldstein and LeFebvre discussed web site issues with web host Pounce.com. Anderson met with the Twin Cities Ticketing Support Group.

28 - Hammer and Jacobson attended an audit exit conference with staff from the Office of the Legislative Auditor. Sinclair and McGough met with representatives of Schell's Brewing Co. to discuss Heritage Square stage sponsorship. Birk, Simon and McGough met with representatives of WCCO-TV to discuss their '04 fair exhibit.

28 - May 3 - Denny Hecker Automotive conducted its April car sale on the south Como parking lots.

29 - Grans, Hudalla, McGough and Pooch met with representatives of Metro Transit.

30 - McGough discussed promotions and marketing with representatives of City Pages newspaper.

30 - May 2 - The Sahara Sands Spring Classic horse show was presented at the Coliseum, Horse Barn, Judging Arena and Warm-up Arena.

May

1-2 - The Living Green Expo, presented by the Minnesota Office of Environmental Assistance, was held at the Education Building, Home Improvement Building and adjacent outdoor lots. An ethnic market, sponsored by Open Market Talad Charpoua, was held at the South Como parking lots.

2 - The Northland Antique Toy, Doll & Advertising Show was held at the Progress Center. Gopher State Buick's Spring Extravaganza Car Show & Swap Meet was held on the northern portion of Machinery Hill.

4 - The State Fair Foundation conducted an open house at the Foundation House.

5 - Executive Women International held their annual flower distribution at the Home Improvement Building. The Beef Expo management team met at the Libby Conference Center.

7-9 - The F.A.S.H. Saddlebred Horse Show was held at the Coliseum, Horse Barn, Judging Arena and Warm-up Arena.

7-10 - Hammer, Sinclair, Mannion and Hudalla attended the IAFE Spring Management Conference in Calgary, Alberta; Hammer participated in a long-range planning session for the IAFE following the conference.

8 - Anderson, Wollin, Zamber and Dybevik manned the State Fair booth at the Cinco de Mayo festival in St. Paul.

8-9 - The Minnesota Weapons Collectors presented their annual spring show and sale at the Progress Center. An ethnic market, sponsored by Open Market Talad Charpoua, was held at the South Como parking lots.

9 - The First Fifty Auto Club's Parts Sale & Swap Meet was held on the north end of Machinery Hill.

10 - Pooch and Fickett met with Joni Scheffel of the Minnesota Department of Health to discuss human health issues in livestock display areas. Tahti and Anderson met with representatives of ASIA Security to discuss Grandstand operations for the upcoming fair.

11 - Staff attended traffic safety awareness training at the Libby Conference Center. Johnson attended a meeting of the Minnesota Job Security Employers Committee.

12 - Johnson attended a meeting of the St. Paul Human Resources Association. Sinclair and Heffron met with representatives of Cummins Power Rent to discuss

Midway power generation needs for the '04 fair.

12-15 - The YMCA of Greater St. Paul conducted their Spring Garage Sale at the Merchandise Mart.

13 - McGough and Zamber visited Grand Excursion's Mississippi River Fair.

14-16 - The Watercolor Art Show, presented by the Northstar Water Color Society, was held at the Arts Center.

15 - The St. Paul Chamber Orchestra presented their Benefit Gala at the Progress Center.

15-16 - The Rubber Stamp & Scrapbook Expo was presented at the Education Building.

17 - Sinclair, Larson and Simon met with representatives of the Minnesota Twins to discuss their exhibit plans for the upcoming fair.

17-19 - Metro Transit conducted the Bus Roadeo driver skills competition at the South Como parking lots.

18 - Hammer, Sinclair, Pooch and Leach met with Dean Tom Fisher of the University of Minnesota's College of Architecture and Landscape and Sue Perpich to discuss a cooperative venture to incorporate University programs into State Fairgrounds maintenance and improvements projects. The fair's employee safety committee met at the Libby Conference Center. Tahti and McGough met with representatives of the State Patrol to discuss their 75th Anniversary celebration at the upcoming State Fair. Sinclair, Larson, Simon and Doyle met with the State Fair Exhibitors & Concessionaires Communications Committee. Birk, Clasemann, Hayne and Lindahl met with Mike Gianotti of the State Department of Health regarding campgrounds issues.

19 - Dungan, McGough and Weinfurter met with the Governor's Council on Fire Prevention to review plans for activities at the upcoming fair. McGough discussed marketing and sponsorship opportunities with representatives from Proex.

21-24 - Auto Dealers Fleet Services held their spring credit union used car sale at the north parking lots.

22 - The Spring Model Railroad & Hobby Sale was held at the Education Building. The Smile Network's Fundraising Gala was conducted at the Progress Center.

24 - Sinclair and McGough met with representatives of Summit Brewing Co. to discuss their sponsorship of the Bazaar Stage.

25 - The Minnesota Bureau of Criminal Apprehension conducted a forensic training session at the Coliseum. Grans, Hudalla, McGough and Pooch met with representatives of Metro Transit to discuss fair-time bus service.

27 - Tahti met with members of the American Music Composers Association regarding an event for the 2005 exposition. McGough discussed promotional opportunities with representatives of Pizza Hut and Taco Bell.

28-31 - The Minnesota Amateur Quarter Horse Association Corporate Challenge was held at the Coliseum, Horse Barn, Judging Arena and Warm-up Arena.

June

2 - Mannion and Huber attended a seminar conducted by Fredrickson & Byron law firm regarding new federal Department of Labor regulations. The State Fair Foundation conducted a board meeting at the Libby Conference Center.

2-7 - Denny Hecker Automotive held their June auto sale at the South Como parking lots.

MINNESOTA STATE AGRICULTURAL SOCIETY Meetings of the Sales Committee & Governing Board Friday June 3, 2004

Libby Conference Center, State Fairgrounds

MEETING OF THE SALES COMMITTEE

Members present: D. J. Leary, Chairman; Joe Fox; Dennis Baker; Jim Foss; John Paulmann; Alan Paulson; Lyle Steltz; Chauncey Wargin; Clarice Schmidt, ex officio; Jerry Hammer, ex officio; Jim Sinclair, ex officio; Mark Birk, ex officio. Excused: Bob Lake.

Also present: Karen Leach; Steve Pooch; Marshall Jacobson; Chris Tahti; Brian Hudalla; Mark Birk; Dennis Larson; Adam Heffron; Pam Simon; Carol Doyle; Brigid McGough; Danyl Zamber; Susan Lynskey; Kristen Wollin; Kay Cady; James Hamilton; Kent Harbison.

Chairman Leary called the meeting to order at 9 a.m. Mr. Sinclair offered a report on attractions set for the Mighty Midway and Kidway at the upcoming

fair. Information only; no action required.

Mr. Heffron presented a list of ticketed attractions booked for the '04 fair, along with recommendations for admission rates and percentage fees. After discussion, the following rates were approved on a motion by Mr. Foss, seconded by Mr. Fox and carried (Aye-7; Nay-0), and the following percentage fees were approved on a motion by Mr. Baker, seconded by Mr. Steltz and carried (Aye-7; Nay-0).

Concessionaire	Attraction	Admission Price	
Amusement Management Int.	*Bungee Jump	\$35.00	
Big Adventures, Inc.	Climbing Wall	\$5.00	
Big Adventures, Inc.	Turbo Bungee	\$5.00	
DMC, Inc.	Skyride	One-way \$2.75	\$2.25 (save \$.50 from opening - noon)**
		Round-trip \$4.50	\$4.00 (save \$.50 from opening - noon)**
Fun Adventures	Skycoaster	\$20.00	
Misc. Merchandise Sales	Misc. Merch. Sales	Non-ticketed activity	
Sky High Thrill Rides	*Funtime Spring Machine	\$25.00	(video included)
Skyscraper II Limited	Skyscraper	\$25.00	
ThemeSTAR Holdings, LLC	*Looney Tunes	\$4.00	
Ventor Place, Inc.	Space Tower	Children=\$2.00	\$1.50 (save \$.50 from opening - noon)**
		Adults=\$3.00	\$2.50 (save \$.50 from opening - noon)**

*New attraction for 2004

**Discount promotion on Skyride and Space Tower admission offered in the morning on both Mondays, Tuesday and both Thursdays.

Concessionaire	Attraction	2004 Percentage
Amusement Management Int.	*Bungee Jump	25%
Big Adventures, Inc.	Climbing Wall	25%
Big Adventures, Inc.	Turbo Bungee	25%
Floyd & Baxter, Inc.	Space Roller	**43% of tickets redeemed
Fun Adventures, Inc.	Skycoaster	25%
Misc. Merchandise Sales	Misc. Merch. Sales	10%
Sky High Thrill Rides	*Funtime Spring Machine	20% up to \$50,000; 25% of \$50,001-\$100,000; 30% over \$100,001
Skyscraper II Limited	Skyscraper	25%
ThemeSTAR Holdings, LLC	*Looney Tunes	25% or gross receipts over \$117,000, net 10% royalty fee
Ventor Place, Inc.	Space Tower	25%

*New attraction for 2004

**Previously approved for 35% at the January 18, 2004, Board of Directors Meeting.

The preceding represents percentage fees payable to the Minnesota State Fair on receipts from operation of the above attractions. Percentages are applied as follows; state sales tax is deducted from gross receipts and reconciliation between the State Fair and concessionaire is made on the balance.

Mr. Sinclair presented a request from DMC, Inc., owner and operator of the Skyride, to reduce percentage fees for the next two years to help cover extraordinary maintenance costs. (An operating fee of 25 percent of net revenue after deduction of state sales tax had been approved by the board in January '04.) Mr. Sinclair proposed that the following schedule be put into effect: 15 percent of net revenue after state sales tax for the '04 fair, 20 percent of net revenue after state sales tax for the '05 fair and 25 percent of net revenue after state sales tax for the '06 fair and beyond. After discussion, the percentage adjustment was approved on a motion by Mr. Baker, seconded by Mr. Foss and carried (Aye-7; Nay-0).

Mr. Heffron offered a report on new commercial attractions booked for the upcoming fair. Information only; no action required.

Mr. Sinclair presented background on the Northland Emblem commercial exhibit structure, located at 1805 Dan Patch Ave. After discussion, it was moved by Mr. Baker, seconded by Mr. Wargin and carried that the Society purchase the structure from owners Rose and Ralph Moengenburg at its appraised value of \$23,000 (Aye-7; Nay-0) with the intent of reselling it at the same price to a qualified vendor to be determined or, as a second alternative, recover the Society's investment by leasing the structure to a commercial exhibitor.

A request by French Crepes concessionaires Marc and Tracy Vezies to sell Minnesota-made wines at the '04 fair was presented to the committee by Mr. Sinclair. Following discussion, Mr. Fox moved, Mr. Paulmann seconded and motion carried to deny the request (Aye-7; Nay-0). Staff was directed to develop policy guidelines for possible expansion of wine sales at future fairs.

The meeting was adjourned at 9:55 a.m. on a motion by Mr. Foss, seconded by Mr. Fox and carried (Aye-7; Nay-0).

MEETING OF THE GOVERNING BOARD

10:00 a.m. Tuesday June 3, 2004

Libby Conference Center, State Fairgrounds

Members present: Clarice Schmidt, president; Joe Fox, vice president; D. J. Leary, vice president; Jim Foss; John Paulmann; Lyle Steltz; Denny Baker; Chauncey Wargin; Alan Paulson; Jerry Hammer, secretary. Excused: Bob Lake.

Also present: Karen Leach; Steve Pooch; Marshall Jacobson; Chris Tahti; Brian Hudalla; Mark Birk; Dennis Larson; Adam Heffron; Steve Grans; Mary Pittelko; Pam Simon; Carol Doyle; Brigid McGough; Danyl Zamber; Susan Lynskey; Kristen Wollin; Kay Cady; James Hamilton; Kent Harbison; Jeanine Leifeld and Scott Tjomsland from the Office of the Legislative Auditor.

President Schmidt called the meeting to order at 10:50 a.m. Mr. Leary moved, Mr. Foss seconded and motion carried to suspend rules and change the agenda order (Aye-8; Nay-0).

Ms. Leifeld and Mr. Tjomsland of the Office of the Legislative Auditor offered a presentation on the structure and functions of the OLA, and reviewed their audit of the Society for fiscal '03. After discussion, the audit was accepted on a motion by Mr. Steltz, seconded by Mr. Leary and carried (Aye-8; Nay-0).

The minutes of the State Fair board and sales committee meetings of March 19, 2004, were approved on a motion by Mr. Fox, seconded by Mr. Foss and carried (Aye-8; Nay-0).

Minutes of interim activities covering the period March 19 through June 2, 2004, were approved on a motion by Mr. Baker, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

Action taken at the sales committee earlier in the day was approved on a motion by Mr. Leary, seconded by Mr. Baker and carried (Aye-8; Nay-0).

Mr. Jacobson presented the financial statement for May 31, 2004, as follows:

MINNESOTA STATE FAIR CASH TRANSACTION SUMMARY MONTH ENDING MAY 31, 2004

GENERAL FUND ACTIVITY:

Cash Balance-Apr. 30, 2004		\$ 30,229
Add: Cash Deposits	\$ 1,920,364	
Less: Payroll Ending May 7	(182,717)	
Payroll Ending May 21	(158,170)	
Cash Disbursements	(1,478,576)	100,901
Cash Balance-May 31, 2004		\$ 131,130

MARKETABLE SECURITIES ACTIVITY:

Balance-Apr. 30, 2004		\$ 720,260
Add: Interest Earned	\$ 391	391
Securities Purchased		
Less: Securities Redeemed		
Balance-May 31, 2004		\$ 720,651

BUILDING FUND ACTIVITY:

Balance-Apr. 30, 2004		\$0
Add: Interest Earned		451
Securities Purchased		
Less: Securities Redeemed		
Balance-May 31, 2004		\$ 451

CONSTRUCTION FUND ACTIVITY:

Balance-Apr. 30, 2004		\$ 3,500,812
Add: Interest Earned	\$ 2,852	
Less: Securities Redeemed	(730,000)	(727,148)
Balance-May 31, 2004		\$ 2,773,664

CASH BALANCES FOR MONTH ENDING MAY 31:

	2003	2004
General Fund	\$ 73,866	\$ 131,130
Petty Cash	5,000	5,000
Marketable Securities	1,025,095	720,651

Building Fund	464,956	451
Construction Fund		2,773,664
Debt Service		1,398,883
Total Cash Balances	\$1,568,917	\$5,029,779

After discussion, the statement was approved on a motion by Mr. Leary, seconded by Mr. Steltz and carried (Aye-8; Nay-0).

Mr. Jacobson presented information on the proposed agreement with Bremer Banks to provide Society banking services. The agreement was approved on a motion by Fox, seconded by Mr. Baker and carried (Aye-8; Nay-0).

The following fair-period payroll schedules for the '04 fair were presented by Mr. Jacobson:

DEPARTMENT	2003 PROJECTED	2003 ACTUAL	2004 PROJECTED
ADMISSIONS	142,372.56	143,575.51	122,743.00
AG-HORT CUSTODIAL	11,500.00	11,033.50	11,588.25
BAZAAR	7,500.00	7,190.50	7,952.75
BEE AND HONEY	5,978.26	5,583.75	5,931.50
BEEF CATTLE	1,927.31	1,950.19	2,118.75
CARE AND ASSISTANCE	5,151.75	5,065.75	5,647.60
CHRISTMAS TREES	3,099.00	3,287.00	3,770.00
COLISEUM	8,000.00	6,606.13	7,771.00
COMMERCIAL SPACE CHECKER	5,000.00	5,321.75	5,380.00
COMPETITION	10,424.50	16,107.52	8,863.00
CONCESSIONS AUDITOR	4,000.00	3,864.00	3,905.00
CREATIVE ACTIVITIES	41,528.00	41,637.13	50,155.00
CREATIVE ACTIVITIES ANNEX	5,800.00	5,590.70	5,896.44
CROSSROADS BUILDING	23,000.00	24,073.70	24,630.00
CUP WAREHOUSE	3,500.00	2,905.00	3,020.00
DAIRY CATTLE	3,682.94	3,143.76	3,159.25
DAIRY PRODUCTS	630.00	630.00	630.00
DOG TRAILS	736.75	765.00	825.00
EDUCATION	16,924.15	16,113.90	19,647.25
EMPIRE COMMONS	6,300.00	6,661.18	7,343.40
F.F.A.	18,861.85	15,728.76	17,251.00
FARM CROPS	11,892.75	9,481.00	9,847.50
FINANCE	7,125.00	6,651.31	6,682.50
FINE ARTS	21,875.26	23,797.52	24,484.00
FLOWERS	4,361.00	4,656.89	4,921.00
FORAGE	10,675.50	10,334.75	12,096.00
FREE ENTERTAINMENT	44,827.00	44,768.04	47,366.00
FRUIT AND WINE	7,108.60	7,134.43	7,390.00
GATE TICKET SALES	138,500.00	138,255.08	140,395.00
GOAT	1,787.50	1,614.25	1,667.50
GRANDSTAND ARTIST SALES	2,300.00	1,393.00	2,145.00
GRANDSTAND PRODUCTION	16,029.00	15,714.26	15,924.00
GRANDSTAND STAGE CREW	125,000.00	103,900.47	65,000.00
GUEST SERVICES	6,192.48	6,242.65	6,771.20
HERITAGE EXHIBITS	4,680.00	3,870.00	4,609.00
HERITAGE SQUARE	6,800.00	7,604.26	7,864.88
HOME IMPROVEMENT	2,300.00	2,335.50	2,191.00
HORSE	21,539.63	20,171.25	22,980.00
INFORMATION SERVICES	19,442.05	18,580.87	19,063.90
LLAMA	756.44	842.63	888.00
MACHINERY HILL	3,500.00	3,438.50	3,575.00
MARKETING	2,331.00	3,024.00	3,400.00
MASCOT	4,410.00	5,562.50	5,000.00
MERCHANDISE MART	3,800.00	4,108.00	4,193.50
MIDWAY OPERATIONS	20,252.25	9,141.35	13,580.00
MIDWAY TICKET SALES	50,000.00	49,309.65	50,702.50
MILKING PARLOR	26,032.88	26,590.86	28,740.00

MODERN LIVING	2,800.00	2,587.00	2,636.75
NATURAL RESOURCES	1,200.00	1,209.38	1,249.69
OFFICERS COTTAGE	1,995.00	2,130.00	2,201.00
OPERATORS	5,227.10	5,254.88	5,563.90
PARK AND RIDE	77,428.63	66,889.64	79,488.75
PARKING	144,088.00	136,644.74	145,046.37
PERCENT CHECK IN OPERATOR	3,350.00	3,591.25	3,870.00
POULTRY	5,998.25	6,318.45	6,467.50
PUBLIC SAFETY	195,779.75	270,665.00	375,789.00
PUBLIC SAFETY-SUB STATION	114,861.13	101,456.97	103,452.00
SANITATION	90,000.00	104,736.76	107,317.50
SENIOR CITIZENS	5,920.26	5,791.63	6,135.00
SHEEP	2,222.00	2,114.88	2,295.00
SOUTH CAMPGROUNDS	18,900.00	12,018.02	12,099.75
SWINE	4,759.50	5,361.75	5,386.50
TICKET AUDIT	6,475.00	6,513.00	6,600.00
TICKET OFFICE COLISEUM	4,584.00	4,067.50	4,670.00
TICKET OFFICE GRANDSTAND	10,945.38	10,516.89	10,345.00
TICKET TAKERS/ATTRACTION	60,000.00	58,482.00	60,756.75
TRANSPORTATION	6,983.13	7,043.90	8,456.75
UTILITIES	9,030.00	8,048.00	8,796.00
GRANDSTAND/VARIED INDUSTRIES	13,250.00	12,918.01	12,777.50
VEGETABLE	4,566.25	4,771.57	4,950.00
**4-H COMBINED	148,056.44		
4-H MISC.		50,296.72	50,800.00
4-H ACTIVITIES		13,201.25	13,650.00
4-H DORMITORY		19,640.75	20,280.00
4-H CAFETERIA		52,708.78	53,242.50
4-H EXHIBITS		11,653.63	12,290.00
NORTH CAMPGROUNDS	34,000.00	33,455.95	14,640.00
PROGRESS CENTER	4,500.00	4,050.38	4,206.75
GROUP SALES	1,687.50	1,352.00	1,470.00
LITTLE FARM HANDS			5,380.00
FINAL TOTALS	1,870,045.73	1,880,848.43	1,984,019.63

After discussion, it was moved by Mr. Wargin, seconded by Mr. Fox and carried that the payroll schedules be approved as presented (Aye-8; Nay-0).

Mr. Hammer offered a report on the recently concluded session of the state legislature. Information only; no action required. Mr. Hammer reviewed the Society's policy for alcoholic beverage service at non-fair events. After discussion, the following changes were adopted on a motion by Mr. Foss, seconded by Mr. Wargin and carried (Aye-8; Nay-0).

Alcohol Service at Non-Fair Events

I. Guidelines for serving alcohol beverages at non-fair events:

A. Service of alcoholic beverages (i.e. liquor, wine, beer, and mixed alcoholic drinks) on the State Fairgrounds will be allowed at private non-fair events in a contained area designated area(s).

1. Private event defined as: participants allowed entrance to an event via a verbal or written invitation and the event or activity shall not be open to the general public or advertised as such.
2. Contained area defined as: a building, tent or confined area on the State Fairgrounds. Alcohol may not be served in an uncontrolled area such as the Horse Barn or an open block on the grounds.

B. Both cash and host bar service will be allowed.

1. Open containers where participants mix their own individual alcoholic beverages are prohibited. Event hosts and caterers shall not permit, tolerate, encourage or participate in drinking games.
2. No alcohol should be served during the final 30 minutes of an event and food must be served during any event where alcohol is served.

3. Alcohol may be served only during the days and times as established by the Society.
4. Society, County and State laws pertaining to alcohol service must be followed by the event host and serving caterer (e.g. minors may not be served, no one served who is intoxicated, etc.).

II. State Fair Police Officer presence if required at non-fair events where alcohol is served.

- A. The Minnesota State Fair Chief of Police will assign the appropriate number of licensed peace officers to be on hand during an event where alcoholic beverages are served. The fair's chief of police will determine the appropriate number of officers based on the number of potential attendees, nature and location of the event.

III. Serving Guidelines:

- A. Alcoholic beverages, as approved by the Minnesota State Fair Events Department, will be served only by a State Fair approved and licensed concession or catering company that meets the following requirements:

1. Licensed by the Minnesota State Fair Events Department after successful completion of a Concessionaire or Catering License Registration form.
2. Have an acceptable statement of experience serving alcohol to the public and a written alcohol management policy.
3. Properly licensed to serve alcoholic beverages.
4. Provide proof to Society of required insurance coverage to State of Minnesota minimum requirements.

(a). Liquor Liability

(1). Minimum Limits of Liability:

\$1,000,000 per occurrence—bodily injury and property damage, \$2,000,000 annual aggregate. Minnesota State Fair named as an additional insured.

(b). Workers' Compensation Insurance:

(1). Statutory compensation coverage:

(2). Coverage B—employer's liability with limits of not less than: \$100,000 bodily injury per disease per employee, \$500,000 bodily injury per disease per aggregate, \$100,000 bodily injury per accident.

(c). Automobile Liability Insurance

(1). Minimum limits of liability: \$1,000,000 per occurrence bodily injury and property damage combined single limits per occurrence.

(2). Coverage's: owned automobile, if any, non-owned automobile, hired automobile, Minnesota State Fair named as an additional insured.

(d). General Liability Insurance

(1). Minimum limits of liability: \$1,000,000 per occurrence, \$2,000,000 annual aggregate

(2). Coverage's: Bodily injury, property damage, personal injury, blanket contractual, Minnesota State Fair named as additional insured.

(e). Professional Liability/Miscellaneous Liability Insurance:

Coverage for negligent acts, errors or omissions arising out of the performance of professional services included in the contract: coverage shall continue for a minimum of five (5) years:

(1). Minimum limit of liability of \$1,000,000 per occurrence.

(2). Deductible not to exceed \$5,000 (if excess, submit certified financial statement):

5. Provide proof to Society of General Liability Insurance Coverage:

a. Minimum limits of liability: \$1,000,000 per occurrence, \$2,000,000 annual aggregate.

b. Coverages: Bodily injury, property damage, personal injury,

blanket contractual, Minnesota State Fair named as additional insured.

6. Pay a privilege to the Minnesota State Fair in the amount of 20% of gross sales (minus any applicable sales tax).

Mr. Hudalla reviewed the status of major improvements and maintenance projects currently underway, and also reported on damage to the fairgrounds sustained during the Mother's Day storm. Information only; no action required.

On a motion by Mr. Fox, seconded by Mr. Foss and carried, fair-period invitations were approved for the following functions Aye-8; Nay-0): Minnesota Federation of County Fairs board lunch, Friday, Aug. 27; Hall of Fame and Life Members lunch, Sunday, Aug. 29; Minnesota Livestock Breeders Association breakfast, Thursday, Sept. 2; Outstanding Senior Citizens lunch, Thursday, Sept. 2; and mayors, media and business leaders picnic, Thursday, Sept. 2.

Mr. Tahti presented the following list of contracts for Grandstand, free stages and other fair-period entertainers:

CONTRACTOR	DATES	TERMS	VENUE				
Premier Global Productions (Stage & Roof)	8/26-9/6	\$65,500	Grandstand	Sumac Inc. f/s/o Shawn Colvin	9/3-4	\$30,000 flat	Bandshell Tonight
Freestyle Productions (Video)	8/26-9/6	\$50,831	Grandstand	Tonic Sol-fa	9/5-6	\$6,500 flat	Bandshell Tonight
Americana Fireworks Display Company	8/26-9/6	\$35,000	Grandstand	LeRoy Van Dyke Enterprises f/s/o LeRoy Van Dyke	8/26-29	\$16,000 flat	Bandshell
Eat Your Heart Out Catering	8/23-9/6	\$10,000 plus balance of approved invoices	Grandstand	Johnnie Johnson	8/26-29	\$20,000 flat	Bandshell
Theatrical Media Services (Lights)	8/26-9/6	\$27,709 plus rental and shipping of spotlights to be invoiced	Grandstand	Colt Prather	8/26-29	\$20,000 flat	Bandshell
A.S.I.A., Inc. (Security)	8/26-9/6	\$16.00 per hour plus sales tax	Grandstand	Cowboy Crush	8/30-9/2	\$14,000 flat	Bandshell
PESO, Inc. (Ushers)	8/26-9/6	\$13.95 per hour plus sales tax	Grandstand	Al Meixner	8/30-9/2	\$8,000 flat	Bandshell
Top Tower Tours, Inc. f/s/o ZZ Top	8/27	\$150,000 plus 75% over \$212,250	Grandstand	BC Entertainment f/s/o Blue County	8/30-9/2	\$16,000 flat	Bandshell
Smash Mouth Music, Inc. f/s/o Smash Mouth	8/29	\$65,000 plus 60% over \$125,000	Grandstand	Wylie Gustafson	9/3-6	\$15,000 flat	Bandshell
Neal McCoy Enterprises, Inc. f/s/o Neal McCoy	8/30	\$35,000 flat	Grandstand	Hilljack	9/3-6	\$15,000 flat	Bandshell
Los Lonely Boys Inc. f/s/o Los Lonely Boys	8/31	\$5,000 flat	Grandstand	Big R, Inc. f/s/o Rodney Atkins	9/3-6	\$16,000 flat	Bandshell
AKA Productions f/s/o Los Tigres Del Norte	9/2	\$80,000 flat	Grandstand	Tim Gabrielson	8/26-31	\$6,300 flat	Bazaar
BC Entertainment Inc. f/s/o Blue Country	9/3	\$4,000 flat	Grandstand	Café Accordion Orchestra	8/30-9/2	\$4,500 flat	Bazaar
Sharon's Rose Inc. f/s/o Martina McBride	9/3	\$150,000 plus 85% over \$229,000	Grandstand	Asylum Street Spankers	8/30-9/2	\$5,100 flat	Bazaar
Minnesota Public Radio f/s/o A Prairie Home Companion	9/4	60% of Box Office receipts after sales tax	Grandstand	Bike N Betty Productions f/s/o De'Anna The Hypno Chick	9/1-6	\$7,500 flat	Bazaar
Poor Man's Son Inc. f/s/o Franky Perez & the Highway Saints	9/6	\$5,000 flat	Grandstand	MAX-AIR Snowflyers	8/26-9/6	\$40,000 flat	Block 13
Modigliani, Inc. f/s/o Spin Doctors	9/6	\$15,000 flat	Grandstand	Purina Incredible Dog Team	8/26-9/6	\$19,600 flat	Block 13
Sacco Shows, Inc. f/s/o Surf Island Odyssey	8/26-9/6	\$44,000	Amphitheater	Sean Emery	8/26-9/6	\$10,020 flat	Children's Theater
Collin Raye Inc. f/s/o Collin Raye	8/26-27	\$30,000 flat	Bandshell Tonight	Lloyd Brant f/s/o The Wacky Chickens	8/26-31	\$3,600 flat	Children's Theater
Business As Usual Tours Inc. f/s/o Little Feat	8/28-29	\$30,000 flat	Bandshell Tonight	Dave Malmberg	8/26-31	\$4,200 flat	Children's Theater
Williams and Ree	8/30-31	\$25,000 flat	Bandshell Tonight	Russell Rogers f/s/o Rusty's Rockin Jamboree	9/1-6	\$3,000 flat	Children's Theater
The Los Lobos Corporation f/s/o Los Lobos	9/1-2	\$35,000 flat	Bandshell Tonight	Mikael Rudolph	9/1-6	\$4,200 flat	Children's Theater
				Singing Express f/s/o Karaoke	8/26-9/6	\$4,000 flat	The Garden
				Pop Wagner	8/26-29	\$4,000 flat	Heritage Square
				Monroe Crossing	8/30-9/2	\$5,000 flat	Heritage Square
				The Wilders	9/3-6	\$5,000 flat	Heritage Square
				Roger Abrahamson	8/26-9/6	\$2,500 flat	Heritage Square
				Mary Pistulka	8/26-9/6	\$1,800 flat	Heritage Square
				Connie Peterson	8/26-9/6	\$1,800 flat	Heritage Square
				Lumberjack Sports International	8/26-9/6	\$24,500 flat	North Woods
				Traveling Fish Tank	8/26-9/6	\$12,000 flat	North Woods
				Steve Bauer Show	8/26-9/6	\$1,700 flat	Old Iron
				Minnesota Valley Antique Show	8/26-29	\$1,700 flat	Old Iron
				Power Association			
				Jack Deschene Show	8/30-9/2	\$300 flat	Old Iron

Ken Scott Show	9/3-6	\$200 flat	Old Iron
Dee Scott Show	9/3-6	\$200 flat	Old Iron
James Birk Show	8/30-9/6	\$600 flat	Old Iron
Tri-State Judging Association	8/26-9/5	\$4,510 flat	Parade
Wacky Wheeler	8/30-9/2	\$2,200 flat	Parade
Gopher State Railway Museum	9/1-3	\$1,000 flat	Parade
Jack Brass Band	9/5-6	\$1,400 flat	Parade
Pig's Eye Jass Band	9/6	\$560 flat	Parade
The Living Doll	8/26-31	\$4,200 flat	Plaza
The Procrastinators	8/26-9/6	\$12,000 flat	Plaza
Balloonacy	8/26-9/6	\$9,000 flat	Plaza
John Allgaier f/s/o B.C. Characters	8/26-9/6	\$30,360 flat	Plaza/ Teen Fair
Max & Kecia	9/5	\$450 flat	Talent Contest
Tom Chepokas f/s/o T.C. & Company	7/29-8/1; 8/26-9/5	\$7,160 plus 75% per half hour overtime, plus invoice for auditions	Talent Contest
Fighting Tongs	8/26-27	\$2,000 flat	Teen Fair
Marcoux Corner	8/28-29	\$3,000 flat	Teen Fair
Jesse Lang	8/30-31	\$3,000 flat	Teen Fair
Aubrey Collins	9/1-2	\$2,800 flat	Teen Fair
NON-ENTERTAINMENT CONTRACTS			
Minnesota Veterinary Association	8/26-9/6	\$6,500	Pet Center
Minnesota Purebred Dog Breeder's Association	8/26-9/6	\$5,500	Pet Center
Minnesota Milking Shorthorn Association	8/26-9/6	\$13,000	Cattle
Royal Canadian Mounted police	8/26-31	bona fide expenses	Horse
Barnes PRCA Rodeo	9/1-3	\$9,000 prize money, plus \$36,500, plus admissions	Horse
Barn Tours	8/26-9/6	\$19,860 plus travel and lodging	Competition
W.J. Mackey	8/24-9/6	\$13,500	Veterinarian
William H Sweeney	8/24-9/6	\$29,000	Veterinarian

After discussion, the contracts were approved on a motion by Mr. Leary, seconded by Mr. Baker and carried (Aye-8; Nay-0).

Ms. McGough reviewed the status of sponsorships for the '04 State Fair, reporting that to date, sponsorships of \$476,000 in cash and \$750,000 in in-kind services have been secured. Information only; no action required.

Mr. Hammer presented biographical information on the individuals after whom many fairgrounds streets and facilities are named. After discussion, Hammer was instructed to develop criteria for donor recognition, naming rights and honoring individuals. No action required.

New attractions and programs for the upcoming fair were reviewed by Mr. Pooch, Mr. Tahti, Ms. McGough and Mr. Larson. Information only; no action required.

Mr. Pooch provided an update on the Agriculture & Food Sciences Academy high school in Roseville, and their efforts to secure a permanent home for the school. Information only; no action required.

Ms. Cady, Mr. Hamilton, Ms. Schmidt, Mr. Fox, Mr. Hammer and Mr. Leary reported on recent activities of the State Fair Foundation and action taken at the foundation's board meeting June 2. After the report, Mr. Leary moved, Mr. Baker seconded and motion carried to increase the interest-free line of credit provided by the Society to the Foundation from \$75,000 to \$125,000, with all

other previous terms and conditions remaining in effect (Aye-7; Nay-0; Fox abstaining).

Mr. Hammer reported on the status of discussions with the state Department of Health regarding the implementation of campgrounds regulations, and the likely loss of roughly half of State Fair Campgrounds camping spaces. Information only; no action required.

Mr. Hammer reported on a recent meeting with Dean Tom Fisher of the University of Minnesota's College of Architecture & Landscape regarding a cooperative venture to improve State Fairgrounds facilities. Information only; no action required.

The meeting was adjourned at 12:40 p.m. on a motion by Mr. Baker, seconded by Mr. Steltz and carried (Aye-8; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY Minutes of Interim Activities June 3 – Aug. 25, 2004

June

3 - McGough met with staff of the State Fair Marketing Coalition.

3-4 & 7-10 - The Minnesota State Patrol conducted training at the Grandstand parking lots.

4-6 - The Gem, Mineral, Fossil and Jewelry Show, presented by Great American Gem Show, was held at the Progress Center.

6 - The General Motors Car Club Association auto show and swap meet was conducted at the northern end parking lots.

9 - A training session for all full-time staff, department superintendents and key fair-time personnel was conducted at the Progress Center.

10 - Sinclair and McGough met with representatives of KSTP-TV to discuss their exhibit plans for the upcoming fair.

10-13 - Link Rec presented a boat show and sale at the campgrounds.

12-13 - The Parelli Natural Horsemanship Seminar was conducted at the Coliseum and Horse Barn. Prime Promotions presented the Summer Antique Spectacular Show & Flea Market at the Education Building, Progress Center, Baldwin Park, 4-H Building and portions of Machinery Hill.

14 - Pooch, Hudalla, Grans, Anderson and McGough met with representatives of Metro Transit.

14-17 - The 4-H Yello! Conference was held at the 4-H Building and Baldwin Park.

15 - Hammer addressed a meeting of the Woman's Club of Minneapolis.

17 - Participants in the National Urban Ag Conference visited the fairgrounds and toured the Little Farm Hands site. Sinclair and McGough met with representatives of Radio 93X. Tahti and McGough met with representatives of the State Patrol to discuss day designation activities. Johnson attended an unemployment and immigration seminar at Fredrikson & Byron law offices in Minneapolis.

18-20 - The Minnesota Street Rod Association's Back to the Fifties Weekend was held, utilizing facilities throughout the grounds.

21 - Sinclair and McGough met with representatives of Clear Channel Radio to discuss exhibit plans for their various radio outlets during the '04 State Fair.

22 - McGough met with representatives of Coca-Cola to discuss sponsorships and promotions.

23 - McGough and Weinfurter met with members of the Governor's Council on Fire Prevention.

23-26 - Tanbark's Cavalcade of Roses Horse Show was presented at the Coliseum and livestock complex.

24 - State Fair staff met with representatives of Polaris to discuss Polaris's upcoming 50th anniversary celebration.

25-26 - An Import Car Show, presented by Import Showdown, was held at Grandstand parking lot.

26 - The Heart of the City picnic was held at the Progress Center and portions of Machinery Hill.

26-27 - An ethnic market, sponsored by Open Market Talad Charpoua, was held at the South Como parking lots.

29 - Sinclair met with Dan Wozniak of Wozniak Concessions to discuss concession issues.

29 - July 6 - Safi Imports conducted a fireworks sale at the north parking lot on Snelling Avenue.

30 - Tahti and Cerney met with Pam Olson of American Sign Language Interpreting regarding Grandstand shows. Sinclair and McGough met with Ed Schumacher of Schell Brewing Company to discuss Schell's sponsorship of the Heritage Square stage.

July

1-4 - The North Star Morgan Americana Horse Show was held at the Coliseum and livestock complex.

3-4 - South Como parking lots were used as a park & ride center for the Twin Cities Hmong Festival, held at Como Park. An ethnic market, sponsored by Open Market Talad Charpoua, was held at the South Como parking lots.

7 - McGough met with representatives of UCare Minnesota and AARP.

7-12 - Denny Hecker auto dealerships conducted a car sale on the south Como parking lot.

8 - Dr. Ray Arthaud of White Bear Lake, long-time superintendent of the cattle department and an Honorary Life Member of the Society, died after a month-long hospitalization.

9-10 - Midwest Book Hunters held their Used Book Fair at the Progress Center.

9-11 - Blue Star Marketing presented two events: the Super Computer Sale at the Education Building and a golf sale at Empire Commons. Bailey Brothers Circus presented a series of weekend performances at the Grandstand parking lots.

11 - Jerry Franke of St. Paul, former staff member and Honorary Life Member of the Society, died at a nursing home in Chaska.

12 - Board member Fox and Pooch attended Ray Arthaud's funeral service, conducted in White Bear Lake.

13 - Johnson attended the State of Minnesota's St. Paul Job Security Employers Committee meeting at the Midway Workforce Center in St. Paul. Tahti, McGough and Weinfurter met with the State Patrol to discuss 75th anniversary activities. Pooch, Sinclair, Hudalla, Pittelko and Blakey met at Libby Conference Center with a group of risk management and emergency services representatives.

14 - Hammer spoke at an event for Owatonna's 150th Anniversary celebration. Hammer and Pooch attended a memorial service for Jerry Franke, held in Eden Prairie. Pooch addressed a meeting of the Western Saddle Club in Shakopee.

16 - Sinclair and Birk met with Gary Edwards of the Minnesota Department of Health to review campgrounds issues.

16-18 - Car Craft Magazine's Summer Nationals car show was presented on Machinery Hill.

19 - Sinclair and McGough discussed sponsorship and promotional activities with Border Foods representative Barry Zelikson.

19-22 & 26-Aug. 1 - Auditions for the 31st Annual State Fair Amateur Talent Contest were conducted at the Bandshell.

21 - Zamber addressed the South Rotary Club in Minneapolis and spoke at a meeting of the Greater Minneapolis Convention & Visitors Bureau. McGough, Weinfurter and Dungan met with the Governor's Council on Fire Prevention.

21-24 - Polaris 50th Anniversary Celebration was held at the Education, Home Improvement and 4-H Buildings, Progress Center, Machinery Hill and campgrounds.

22 - The fair's employee safety committee met at the Libby Conference Center. McGough met with representatives of Minnesota Public Radio.

26 - Edina Realty utilized the south Como parking lot for a Park & Ride site. Pooch, Fickett and LeFebvre met with Jim Ertl of FFA and Mary Olson and Florian Lederman of the Minnesota Veterinary Medicine Association to discuss operations at the Miracle of Birth center for the upcoming fair. Sinclair and Birk met with staff of WLTE Radio to discuss ideas for a broadcast facility at the '04 State Fair.

31 - The 2004 Transplant Games cycling event, sponsored by the University of Minnesota and the National Kidney Foundation, was held on various streets throughout the fairgrounds.

August

1 - Concordia College of Moorhead, Minn., alumni conducted a corn feed at Baldwin Park.

2 - Hammer testified before the legislature's administrative rules subcommittee regarding the state health department's decision to license the fair's campgrounds operation in '04; Sinclair also attended.

3 - Zamber spoke at a meeting of the Twin Cities Nights Rotary Club.

4 - Senior staff met with new St. Paul Police Chief John Harrington. Zamber addressed a meeting of the St. Paul Convention & Visitors Bureau's Info Circle.

4-9 - Denny Hecker Auto Sale was held at the south Como parking lots.

5 - Zamber met with representatives of KARE 11 television. Hudalla, Grans, McGough and Anderson met with Metro Transit to discuss bus service and promotions. Doyle conducted a meeting of the sales division's fair-time building superintendents at the Libby Conference Center; Sinclair, Larson and Simon also attended. Sinclair met with Marty Rossini and Richard Carlson to review attraction ticket staff procedures.

5-8 - The North Central Reining Horse Association conducted a horse show at the Coliseum and livestock complex.

6 - McGough met with representatives of Minnesota Public Radio.

9 - Zamber met with staff of Minnesota Public Radio.

10 - McGough, Tahti and Weinfurter met with representatives of the State Patrol.

11 - A meeting of all full-time staff was conducted at the ID Center; during the meeting, Length-of-Service Awards were presented to 16 staff members. McGough discussed promotional opportunities with staff from Blue Cross Blue Shield.

16 - Set-up of the Mighty Midway and Kidway began.

17 - The State Fair Foundation held a pre-fair event at Schumacher's New Prague Hotel restaurant on the fairgrounds. An orientation session was conducted for American Sign Language and Grandstand interpreters.

18 - The State Fair Campgrounds opened.

19 - The State Fair's employee ID Center opened. Care & Assistance Center employees attended an orientation session. Cerney and Marge Krueger participated in judging for the Minnesota Outstanding Senior Citizen recognition program. Hammer met with State Representative Alice Hausman.

21 - The summer-long Around the Fair in 80 Days employee recognition program concluded with a final meeting and ceremony at the Bandshell. Orientation sessions were held for information booth and guest services staff. Hammer visited the Steele County Fair in Owatonna.

23 - The Minnesota High Technology Association held a pre-fair preview and fund-raising auction at the Wonders of Technology display in the Progress Center.

24 - An Artists Preview of the State Fair's 91st Annual Fine Arts Exhibition was conducted at the Arts Center.

25 - Princess Kay of the Milky Way coronation ceremony, sponsored by the Midwest Dairy Association, was held at the Bandshell. Preliminary events in the fair's horse show competition were conducted in the Coliseum. Employee parking and shuttle services began, and the Como Avenue overnight parking lot opened.

26 - The 2004 Great Minnesota Get-Together opened to the public at 6 a.m. The official opening ceremony was held later that morning at the Bandshell, preceded by a ribbon cutting ceremony at the Grandstand's newly-refurbished exhibit area.

MINNESOTA STATE AGRICULTURAL SOCIETY

Meeting of the Governing Board

10 a.m. Friday Aug. 27, 2004

Officers Quarters, State Fairgrounds

Members present: Clarice Schmidt, president; Joe Fox; D.J. Leary; Dennis Baker; Jim Foss; Bob Lake; John Paulmann; Al Paulson; Lyle Steltz; Chauncey Wargin; Jerry Hammer, secretary.

Also present: Kent Harbison; Kay Cady.

President Schmidt called the meeting to order at 10 a.m.

Minutes from the board meeting of June 3 were approved on a motion by Mr. Fox, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

The minutes of interim activities covering the period June 3 through Aug. 25 were approved on a motion by Mr. Steltz, seconded by Mr. Baker and carried (Aye-9; Nay-0).

The financial statement for July, 2004, was presented by Mr. Hammer as follows:

**MINNESOTA STATE FAIR
CASH TRANSACTION SUMMARY
MONTH ENDING JULY 31, 2004**

GENERAL FUND ACTIVITY:

Cash Balance-June 30, 2004		\$ 157,148
Add: Cash Deposits	\$2,259,460	
Less: Payroll Ending July 2	(288,924)	
Payroll Ending July 16	(202,456)	
Payroll Ending July 30	(327,774)	
Cash Disbursements	(1,388,345)	51,961
Cash Balance-July 31, 2004		\$ 209,109

MARKETABLE SECURITIES ACTIVITY:

Balance-June 30, 2004		\$ 452
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-July 31, 2004		\$ 452

BUILDING FUND ACTIVITY:

Balance-June 30, 2004		
Add: Interest Earned		\$ 891
Securities Purchased		
Less: Securities Redeemed		
Balance-July 31, 2004		\$ 891

CONSTRUCTION FUND ACTIVITY:

Balance-June 30, 2004		\$ 2,130,250
Add: Interest Earned		\$ 1,750
Less: Securities Redeemed		(610,000)
Balance-July 31, 2004		\$ 1,522,000

CASH BALANCES FOR MONTH ENDING JULY 31:

	2003	2004
General Fund	\$ 679,207	\$ 209,109
Petty Cash	12,028	13,231
Marketable Securities	456	452
Building Fund	465,544	891
Construction Fund	11,110,000	1,522,000
Total Cash Balances	\$12,267,235	\$1,745,683

After discussion, the statement was approved on a motion by Mr. Paulmann, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

The following list of entertainment contracts was reviewed:

CONTRACTOR	DATES	TERMS	VENUE
Clair Brothers (Audio)	8/26-9/6	\$49,500	Grandstand
ASL Dynamic Communication	8/26-9/6	payable upon receipt of invoice for services rendered as sign language interpreters	Grandstand
Absolute Mucho Touring Inc. f/s/o Clay Aiken	8/26	\$100,000 plus 75% over \$160,000	Grandstand
Silvertide Touring Inc f/s/o Silvertide	8/27	\$2,500 flat	Grandstand
Paramount Organization Inc f/s/o LaserSpectacular	8/28	\$33,125 flat less partial payment for 3D glasses	Grandstand
Josh Turner Enterprises Inc f/s/o Josh Turner	8/30	\$10,000 flat	Grandstand
Bottle Rockets Ent. Group f/s/o Bottle Rockets	8/31	\$5,000 flat	Grandstand
Allbros Touring Inc f/s/o The Allman Brothers Band	8/31	\$150,000 plus 75% over \$215,000	Grandstand

Garella Inc f/s/o Cyndi Lauper	9/1	\$65,000 plus 80% over \$100,000	Grandstand
Road Dog Touring Inc f/s/o Gavin DeGraw	9/6	\$16,000 flat	Grandstand
Dennis Management Inc f/s/o Roy Rivers Tribute to John Denver	8/29	\$25,000 flat	Bandshell
Rosie Flores	8/26-29	\$8,700 flat	Bazaar
MidAmerica Talent International Reggae All-Stars	8/26-29	\$5,000 flat	Bazaar
Yusuf M Shalita f/s/o Marimba	9/3-6	\$2,500 flat	Bazaar
Keith Secola	9/3-6	\$8,000 flat	Bazaar
Jim Busta	8/26-29	\$4,000 flat	Heritage Square
New Riverside Ramblers	8/26-29	\$4,500 flat	Heritage Square
Sourdough Slim	8/30-9/2	\$3,600 flat	Heritage Square
Samuel Miltich	8/30-9/2	\$2,500 flat	Heritage Square
Henry Thunander	9/3-6	\$4,000 flat	Heritage Square
Minnesota Bluegrass Assn	9/3-4	\$3,175 flat	Heritage Square
Minnesota State Fiddler	9/5-6	\$3,175 flat	Heritage Square
Pete Stanaitis	8/28-31 & 9/6	\$1,100 flat	Heritage Square
David Mariette	8/26-28 & 9/1-2 & 9/4-5	\$1,540 flat	Heritage Square
Katie Hunter	8/26-9/6	\$1,800 flat	Heritage Square
Dan Sparkman	8/29	\$50 flat	Milk Run
Rick Recker	8/29	\$350 flat	Milk Run
Harding High School	8/29	\$150 flat	Milk Run
Mary Ann Wawack	8/30-9/2	\$200 flat	Old Iron Show
Jim Quirk	8/30-9/2	\$500 flat	Old Iron Show
Derold McDonough	8/30-9/2	\$400 flat	Old Iron Show
Byron Boike	9/3-6	\$500 flat	Old Iron Show
Bob & Judy Wilson	9/3-6	\$200 flat	Old Iron Show
St. Paul Bouncing Team	8/28	\$250 flat	Parade
Hung Vuong Association	8/29 & 9/5	\$500 flat	Parade
Joe Juranitch f/s/o Ragnar	9/4	\$450 flat	Parade
Rod Hart f/s/o Meadowland Miniatures	8/26-9/6	\$6,000 flat	Parade
St. Anthony Park Community Band	8/27	\$100 flat	Parade
Morgan Dale	8/26-9/6	\$600 flat	Parade
University of Minnesota	8/29	\$1,500 flat	Parade
Los Padrinos Bike Club	8/28 & 9/5	\$400 flat	Parade
Danza Mexica	8/28 & 9/5	\$400 flat	Parade
High Voltage	9/1-6	\$9,500 flat	Plaza
Joel Johnson f/s/o Die Wolpertinger	8/26-27	\$1,200 flat	Ramberg

Daniel Cueto f/s/o Mariachi Mexico 2000	8/26-27	\$1,400 flat	Ramberg
Steven Howard f/s/o The Blue Drifters	8/26-27	\$1,000 flat	Ramberg
Royal Order of Klondike Kates	8/28-29	\$1,000 flat	Ramberg
Hickory Wind	8/28-29	\$900 flat	Ramberg
Marv Nissel	8/28-29	\$1,300 flat	Ramberg
Pamela Kolupailu f/s/o Switched at Birth	8/30-31	\$1,500 flat	Ramberg
Cliff Brunzell	8/30-31	\$1,400 flat	Ramberg
Jim Berner	8/30-31	\$600 flat	Ramberg
John Frost f/s/o Banjo Bandits	9/1-2	\$1,000 flat	Ramberg
Susan Edwards f/s/o Tina & Lena	9/1-2	\$1,000 flat	Ramberg
Robert Henry f/s/o Parisota Hot Club	9/1-2	\$1,000 flat	Ramberg
Kico Rangel f/s/o Los Amigos	9/3-4	\$800 flat	Ramberg
Michael Silbernagel f/s/o Bootdraggers	9/3-4	\$1,000 flat	Ramberg
Brian Wickund	9/3-4	\$1,000 flat	Ramberg
Jack Brass Band	9/5-6	\$1,000 flat	Ramberg
John Soshnik f/s/o Brett Larson & 3 County Tour	9/5-6	\$1,000 flat	Ramberg
Anne Benson f/s/o Amarylilis	9/5-6	\$700 flat	Ramberg
Cameron Hughes	9/5	\$50 flat	Talent Contest
Amy Zhang	9/5	\$50 flat	Talent Contest
Ray Komischke	9/5	Payable upon receipt of invoice for orchestra	Talent Contest
Steve Clarke	8/26-27	\$2,500 flat	Teen Fair
Billy Johnson	8/28-29	\$3,000 flat	Teen Fair
Root City Band	8/30-31	\$2,000 flat	Teen Fair
Brenda Weiler	9/1-2	\$5,000 flat	Teen Fair
Scott Laurent	9/3-4	\$2,500 flat	Teen Fair
Kubla Khan	9/3-4	\$2,700	Teen Fair
Jeff Allen f/s/o The Plastic Constellations	9/5-6	\$1,500 flat	Teen Fair
Dana Thompson	9/5-6	\$2,500 flat	Teen Fair
3rd Lair Skatepark	8/26-9/6	\$42,500	Teen Fair
Allied Audio Services	8/26-9/6	\$89,580	Various Locations

NON-ENTERTAINMENT CONTRACTS

Jim Berner	9/2	\$600	Senior Day
------------	-----	-------	------------

CHANGES FROM JUNE LIST:

Americana Fireworks Display Company	8/26-9/6	\$35,000 plus additional fireworks for laser show payable upon invoice	Grandstand
Top Tower Tours Inc. f/s/o ZZ Top	8/27	Change split point to \$212,500	Grandstand
Jim Birk	8/26-9/6	Increase pay to \$900 Due to increased participation	Old Iron Show

CANCEL

Los Lonely Boys Inc.	8/31	\$5,000 flat	Grandstand
----------------------	------	--------------	------------

f/s/o Los Lonely Boys

Johnnie Johnson	8/26-29	\$20,000 flat	Bandshell
Minnesota Valley Antique Power Association	8/26-29	\$1,700 flat	Old Iron Show

After discussion, the contracts were approved on a motion by Mr. Baker, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

A percentage fee license for RTE Operations Services, LLC, of Eureka, Mo., to operate a virtual reality attraction at Teen Fair (\$5 admission with a license fee of 25 percent of sales net of state sales tax) was approved on a motion by Mr. Fox, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

Secretary was authorized to make miscellaneous ticket refunds and payment of minor claims as he deems appropriate upon a motion by Mr. Foss, seconded by Mr. Steltz and carried (Aye-9; Nay-0).

Mr. Hammer presented a report on the State Fair's '04 sponsorship program, including cash sponsorships totaling \$511,000 and additional in-kind and media sponsorships. Information only; no action required.

Hammer presented the list of recipients of the 2004 Ben C. Hallberg Youth Scholarships. Award winners are Melisa Bauer of Faribault; Tracy Beseman of Morris; Anne Bjerum of Mountain Lake; Kendra Huwe of New York Mills; Laura Jacobs of Rushmore; Kari Johnson of Thief River Falls; Leah Johnson of LaCrescent; Ginger Katke of Ogilvie; Brianna McKenzie of Cushing; Ryan Mitteness of Ada; Brenda Nelson of Winthrop; Sarah Olson of Hutchinson; Joy Pearson of Grove City; Mark Perferst of Faribault; Karin Sorgaard of Fosston; Luke Stenoien of Underwood; Lisa Thompson of Starbuck; Amy Woeste of Long Prairie; Rachel Wulf of Hancock; and Jenna Schmidt of Pipestone. After review, the list of scholarship winners was approved on a motion by Mr. Wargin, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Mr. Hammer presented an outline for establishing an Honors Committee, designed to provide a process for honoring individuals and recognizing donors who have contributed to the State Fair through service and philanthropy. After discussion, Mr. Hammer was instructed to proceed with development of committee standards and provide a complete report to the board in November on a motion by Mr. Lake, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

Ms. Cady provided a report on the status of State Fair Foundation activities. Information only; no action required.

The meeting was adjourned at 10:45 a.m. on a motion by Mr. Fox, seconded by Mr. Lake and carried (Aye-9; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY

Meeting of the Honorary Life Member Advisory Committee 1:40 p.m. Sunday Aug. 29, 2004

Administration Building, State Fairgrounds

Members present: Don Simons, chairman; Bill Korff; Dick Reinhardt; Vern Prokosch; Howard Recknor.

Also present: Jerry Hammer, Jim Foss.

Chairman Simons called the meeting to order at 2:50 p.m.

Mr. Reinhardt moved, Mr. Prokosch seconded and motion carried that the State Fair meeting of the Life Member Committee be conducted immediately after the Hall of Fame and Life Member luncheon, and prior to the regularly-scheduled tour of the fairgrounds (Aye-3; Nay-0).

Mr. Prokosch moved, Mr. Korff seconded and motion carried that long-time farm crops superintendent Duane Smith be nominated for honorary life membership at the Society's annual business meeting in January, 2005 (Aye-3; Nay-0).

The meeting was adjourned on a motion by Mr. Reinhardt, seconded by Mr. Prokosch and carried (Aye-4; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY

Meeting of the Governing Board

10 a.m. Sunday Sept. 5, 2004

Officers Quarters, State Fairgrounds

Members present: Clarice Schmidt, president; Joe Fox; D.J. Leary; Dennis Baker; Jim Foss; Bob Lake; John Paulmann; Al Paulson; Lyle Steltz; Chauncey Wargin; Jerry Hammer, secretary.

Also present: Kent Harbison.

President Schmidt called the meeting to order at 10 a.m.

Minutes of the Society board meeting conducted Aug. 27, 2004, were approved on a motion by Mr. Foss, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Mr. Hammer provided a review of the '04 fair to date. Information only; no action required.

The board authorized an annual contribution of \$2,000 to the State Fair employee's club to provide partial funding for employee club functions and beverages used

by employees and visitors during normal office hours on a motion by Mr. Wargin, seconded by Mr. Baker and carried (Aye-9; Nay-0).

It was moved by Mr. Baker, seconded by Mr. Paulmann and carried, that members of the board and certain staff members designated by the secretary be authorized to attend the International Association of Fairs & Expositions international convention Nov. 29 – Dec. 2 in Las Vegas, Nev. (Aye-9; Nay-0).

The dates for the 2005 State Fair were set for Thursday, Aug. 25 through Labor Day, Monday, Sept. 5 on a motion by Mr. Fox, seconded by Mr. Leary and carried (Aye-9; Nay-0).

Wednesday Nov. 10 was set as the date for the next meeting of the board.

President Schmidt appointed Mr. Steltz and Mr. Leary to serve on the nominating committee for the State Fair Foundation.

On a motion by Mr. Leary, seconded by Mr. Baker and carried, Mr. Hammer was instructed to work with the fair's public representatives to develop a coalition of institutions, businesses and other groups affected by early school openings (Aye-9; Nay-0).

Mr. Leary moved that the State Fair staff be commended for their extraordinary performance in putting on a wonderful fair; motion was seconded unanimously and carried (Aye-9; Nay-0).

The meeting was adjourned at 11:15 a.m. on a motion by Mr. Leary, seconded by Mr. Lake and carried (Aye-9; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY

Minutes of Interim Activities

Aug. 26 through Nov. 9, 2004

August

26-Sept. 6 - Visitors to the 2004 Great Minnesota Get-Together included Kathleen O'Leary from the Wisconsin State Fair, Kathy Rayman from the Armada Fair in Armada, Mich., Jim Hobart from the Calgary Stampede, Bob Burns from the Allentown Fair in Allentown, Penn., a delegation from the Michigan State Fair in Detroit, Giles Ellis and Fred Brown from the Florida State Fair in Tampa, Matt Adamski of the Sioux Empire Fair in Sioux Falls, S.D., Pinky Lee and Jim Flannagan from the Northern Wisconsin State Fair in Chippewa Falls, Max Willis of the International Association of Fairs & Expositions in Springfield, Mo. and Dave Forkner of Bullock Smith & Partners in Knoxville, Tenn. Other visitors included U.S. presidential candidate Sen. John Kerry, U.S. Vice President Dick Cheney and U.S. Sen. John McCain.

26 - A ribbon-cutting ceremony was conducted to open the Grandstand's remodeled exhibit areas, followed by a ceremony at the Bandshell to officially open the 2004 State Fair.

27 - The Minnesota Federation of County Fairs board conducted a meeting at the Administration Building conference room; following the meeting, the federation board was hosted to a noon lunch by the society's board of managers at the Officers Quarters.

29 - Honorary Life Members of the Society and State Fair Hall of Famers attended a lunch at the Libby Conference Center, followed by a tour of the fairgrounds. After the tour, a meeting of the Life Member Advisory Committee was conducted at the Officers Quarters. Tahti met with representatives of the World Snowmobile Association to discuss potential presentations.

30 - State Fair 50 Year Awards were presented to a group of long-time State Fair participants, James Schneider, Duane Beise, Shirley Barber, Richard Becker, Charles Bobendrier, Delos Barber, Dorothy Lindberg, Bettye Olson, Leo Keskinen and Lowell Mathistaf at a ceremony conducted by board member Bob Lake at Heritage Square; included were State Fair Hall of Fame members Art Blakey and Paul Day. Sinclair, Tahti and members of the board attended a Roseville Rotary Club lunch meeting, hosted by the State Fair at the Blue Ribbon Picnic area.

31 - A meeting of the State Fair Concessions and Exhibits Communications Committee was conducted at the Libby Conference Center and attended by Sinclair, Simon and Larson. Tahti met with representatives of the Minnesota Lynx and WNBA.

September

2 - The Minnesota Livestock Breeders Association board attended a breakfast meeting with the society board and staff to discuss State Fair livestock programs. Later that day, a statewide group of seniors were recognized at a ceremony for Outstanding Senior Citizens, conducted at the Bandshell. That evening, the State Fair board hosted several hundred mayors, county fair representatives, sponsors and other guests at the Blue Ribbon Picnic Area.

3 - Sinclair met with Leah and Ted O'Neil to discuss enhancement of their concession operations for the 2005 State Fair.

4 - The State Fair Foundation board hosted the Society's board of managers to lunch at the Officers Quarters.

5 - One Goal Plus ceremonies, recognizing outstanding performance by 11 members of the State Fair staff, were conducted at the Bandshell. From this group, five individuals received special recognition with One Goal Plus Awards; they are Matt

Hammer (Sanitation), Curtis Albrecht (Competition), Jan Albrecht (Milking Parlor), Robert Anderson (Sanitation) and Christopher Young (Employment Services & Operations).

6 - The 2004 Great Minnesota Get-Together ended at 9 p.m. with an aerial fireworks show. Attendance was 1,631,940.

14 - Mannion and Cerney met with Minnesota Board on Aging staff to review the '04 Outstanding Senior Citizens program and begin planning for '05. Johnson attended a meeting of the St. Paul Job Security Employers Committee at the Midway WorkForce Center in St. Paul.

15 - Mannion and Huber attended the Bloomington Expo at the Sheraton Bloomington Hotel.

16-19 - The Minnesota Arabian Horse Breeders presented the Fall Arabian Horse Show at the Coliseum, Horse Barn and Judging Arena.

19 - The Antique Motorcycle Club of America presented motorcycle swap meet at the north parking lots.

21 - A post-fair review and wrap-up meeting, conducted with state risk management officials, was held at the Libby Conference Center. Carquest Auto conducted a dealer show at the Merchandise Mart. The fair's employee safety committee met at the Libby Conference Center.

22 - Napa Auto held a dealer show at the Progress Center. Pooch, Hudalla, Melstrom and Collins Electric staff met with Xcel Energy representatives to discuss power issues.

23-27 - The Western Saddle Club Horse Show was held at the Coliseum and livestock complex.

25 - The Twin Cities Model Railroad Club presented their fall model railroad show at the Education Building.

25-26 - The 4-H Dog Show was held at the 4-H Building, Baldwin Park and campgrounds. The Minnesota Arts & Crafts Society held a Mission Furniture Show at the Progress Center.

29 - The 2004 Metro Children's Water Festival, sponsored by the Washington County Department of Health & Public Environment, was held at the 4-H Building, Baldwin Park and outdoor areas of Machinery Hill. Sinclair, Hudalla and Pittelko met with state risk management officials to begin planning for 2005.

30 - The St. Paul Chamber of Commerce, along with various other local chambers, held a trade show at the Progress Center.

30 - Oct. 3 - The Minnesota 4-H Horse Show was held at the Coliseum, Horse Barn and livestock complex.

October

1 - Sinclair and Larson met with Jim Crocker to discuss possible disposition of the Spaghetti Village concession building on Cosgrove Street.

2 - The Junior League of St. Paul conducted their annual garage sale at Empire Commons.

2-3 - Prime Promotions presented the Fall Antique Spectacular & Flea Market at the Grandstand. A weapons collectors show was presented by the Minnesota Weapons Collectors Association at the Progress Center. The Midwest Fall Swap Meet & Antique Auto Show, sponsored by Capital City Chapter A.A.C.A., was held at the north parking lot.

4 - Sinclair met with Don McClure of D.M.C., Inc., to discuss Skyride operations.

5 - The Bird X Bird Benefit Art Show & Auction was conducted at the Fine Arts Center. TMS Johnson held a trade show at the Merchandise Mart.

5-10 - The Minnesota Harvest Horse Show was held at the Coliseum and horse show facilities.

6 - Mannion, Huber and Johnson attended an employment law seminar presented by Fredrikson & Byron P.A. Mannion and Huber met with staff of the Bloomington Sheraton to discuss the Society's '05 annual meeting.

7 - Leary and Hammer met with Bill McGrann and Joe Bagnoli of the fair's public representation firm to discuss formation of a coalition of firms and institutions affected by early school openings.

8-9 - Como parking lots were used by Metro Transit as a park and ride location for Minnesota Twins playoff games at the Metrodome.

9 - St. Paul Districts 10 & 12 conducted a neighborhood cleanup at the north parking lot.

9-10 - The Minnesota Comic Book Association held a comic book convention at the Education Building, Creative Activities Annex and Theater. Twin Cities Market 2004, sponsored by the Minnesota Arts & Crafts Society, was held at the Progress Center and Fine Arts Center.

9-12 - Tahti attended the International Entertainment Buyers Association's annual convention in Nashville, Tenn.

11 - Sinclair and Birk met with representatives of the Minnesota departments of health and agriculture to discuss coordination of health and safety efforts. Mannion and Huber attended a training session on employee benefits conducted by the state

Department of Employee Relations.

12 - Sinclair and Simon met with representatives of the Minnesota High Technology Association and the High Tech Foundation to review the 2004 Wonders of Technology exhibit and begin planning for the future. Pooch, Fickett and LeFebvre met with English horse show officials to discuss mutual concerns. Johnson attended the Twin Cities Legal Employees Educational Association meeting in Roseville.

13 - Huber and Johnson met with Kevin Fitzgerald of the McDowell Agency to review '04 employee background check procedures. Johnson attended a meeting of the St. Paul Human Resources Association.

13-16 - YMCA of Greater St. Paul conducted a garage sale at the Merchandise Mart.

13-24 - Wilson's Leather presented their annual clothing and leather sale at the Grandstand.

14 - The State Fair Foundation Nominating Committee met at the Libby Conference Center.

15-17 - Blue Star Productions presented the Super Computer Show at the Education Building.

16-17 - The St. Paul Military Relics Collectors held their Fall Military Relics Show at the Progress Center.

17 - The Twin Cities Roadsters Swap Meet was held at the north parking lot.

18 - Sinclair and Hudalla met with Gunnar Pettersen and Bill Masloski to discuss electrical inspection services for the fair.

19 - Senior staff conducted the first of three day-long review and planning sessions.

20 - Hammer and Cady met with Leigh Fultz of the Cambridge Companies and Andy Currie to discuss bonding options for capital improvements. Winter storage of boats, campers, autos and other vehicles began.

21 - Participants in the Education Minnesota conference used the south Como lot as a park and ride lot for their event in downtown St. Paul. Dungan met with members of New Artists Direct to discuss Minnesota Music Projects events at the State Fair.

22-24 - The State Fair presented the Fifth Annual Minnesota Beef Expo at the Coliseum and Cattle Barn. Midwest Ski Fest, sponsored by the Ski Challenge, was held at the Progress Center.

27 - The State Fair Foundation conducted a strategic planning session at the Libby Conference Center.

November

5 - Huber attended a worksite health conference in Bloomington.

9 - Johnson attended a meeting of the St. Paul Job Security Employers Committee at the Midway WorkForce Center in St. Paul.

MINNESOTA STATE AGRICULTURAL SOCIETY

Minutes of Interim Activities

Nov. 10, 2004 through Jan. 13, 2005

November

10 - Mannion and Huber met with representatives of the Bloomington Sheraton Hotel to discuss details of the society's annual meeting in January. Cerney addressed a meeting of the Society of Consumer Affairs Professionals at the Airport Hilton in Bloomington. Johnson attended a meeting of the St. Paul Human Resources Association.

11 & 12 - Sinclair attended and spoke at Rocky Mountain Association of Fairs meeting in Colorado Springs, Colo.

15 - Hammer, Leach and Tahti met with officials with Xcel Energy Center to discuss issues related to the live entertainment industry.

17 - Johnson attended a meeting of the Multicultural Development Center in Bloomington.

18 - The fair's employee safety committee met at the Libby Conference Center.

19 - Hammer, Birk and Clasemann met with Dean Tom Fisher and faculty of the University of Minnesota's College of Architecture and Landscape Design to discuss a partnership to improve the State Fairgrounds through research and development. Sinclair attended and spoke at the North Dakota and South Dakota Association of Fairs meeting in Bismarck, N.D.

23 - Pooch, Fickett, LeFebvre and Cady met with FFA and Minnesota Veterinary Medical Association officials to discuss possible construction of a new Miracle of Birth center.

24 - Pooch, Sinclair, Birk and Larson met with officials of the Minnesota Department of Health to review the '04 fair and discuss recommendations for '05.

27 - Dec. 2 - Members of the board and staff members Hammer, Sinclair, Leach, Tahti, Hudalla, Larson and Weinfurter attended the International Association of Fairs & Expositions annual convention in Las Vegas, Nev.; Hammer was elected second vice chair of the IAFE during the convention.

December

3 - Pooch, Goodrich, Fickett and LeFebvre conducted a Beef Expo meeting at the Minnesota Cattlemen's convention in Bloomington.

7 - Hammer, Pooch, Leach and Sinclair met with Falcon Heights Mayor Susan Gehrz and City Administrator Heather Worthington to discuss mutual issues.

8 - Senior staff held the first in a series of '05 budget and planning discussions. Johnson attended a meeting of the St. Paul Human Resources Association in St. Paul.

10 - Pooch and LeFebvre met with Jerome Chateau to review the '04 fair's Normande cattle show and discuss recommendations for '05.

17 - Metro Transit conducted the first of two sessions filming a bus operator safety video.

January

7 - The State Fair Foundation's audit committee met at the Libby Conference Center.

11 - Johnson attended the State of Minnesota's St. Paul Job Security Employers Committee meeting in St. Paul.

12 - Johnson attended a meeting of the St. Paul Human Resources Association in St. Paul.

MINNESOTA STATE AGRICULTURAL SOCIETY ANNUAL MEETING

January 14-15-16, 2005

Sheraton Bloomington Hotel, Bloomington

The 146th annual meeting of the Society, held in conjunction with the annual conventions of the Minnesota Federation of County Fairs and the Midwest Showmen's Association, opened Friday, Jan. 14 at the Sheraton Bloomington Hotel in Bloomington, Minn.

The Society's Board of Managers met at 10:15 a.m. Friday, Jan. 14, 2005. Members present: Clarice Schmidt, president; Joe Fox, vice president; D.J. Leary, vice president; Denny Baker; Jim Foss; Bob Lake; John Paulmann; Al Paulson; Lyle Steltz; Chauncey Wargin; Jerry Hammer, secretary.

Also present: Steve Pooch; Karen Leach; Jim Sinclair; Marshall Jacobson; Mary Mannion; Brian Hudalla; Mark Birk; Chris Tahti; Cheryl Huber; Dennis Larson; Pam Simon; Wally Levesseur; Carol Doyle; Liz Denison; Kay Cady.

The Society's sales committee met at 2:15 p.m. Friday, Jan. 14, 2005; Members present: D.J. Leary, chairman; Denny Baker; Joe Fox; Jim Foss; Bob Lake; John Paulmann; Al Paulson; Lyle Steltz; Chauncey Wargin; Clarice Schmidt, ex officio; Jerry Hammer, ex officio; Jim Sinclair, ex officio.

Also present: Steve Pooch; Marshall Jacobson; Brian Hudalla; Mark Birk; Dennis Larson; Pam Simon; Carol Doyle; Wally Levesseur; Kristen Wollin; Tiffany Bauer.

The Society's membership committee met at 4 p.m. Friday, Jan. 14. Committee members were Tracy Hanson, Fillmore County; Gary Johnson, Faribault County; Brad Bismark, Chisago County; Bob Reistad, Ramsey County; Jerry Quaal, Wright County; Ken Onken, Murray County; Roger Gustafson, Carlton County and Ron Salber, Clay County.

At 9 a.m. Saturday, Jan. 15, the resolutions committee met; members were Richard Fravel, Fillmore County; Leslie Smith, McLeod County; Ken Nastrom, Isanti County; Delos Barber, Ramsey County; D.J. Leary, Hennepin County; DeVonna Hlatky, Todd County; Roland Boll, Kandiyohi County; Ruth Gubrud, Lake County and Robert Nelson, Polk County.

The credentials committee met at 9:30 a.m. Saturday, Jan. 15. Committee members were Tony Brumm, Fillmore County; Ray Hyovalti, Anoka County; Sharon Stillings, Ramsey County; D.J. Leary, Hennepin County; Ed Dougherty, Meeker County; Mark Westfield, Yellow Medicine County; Gayle Pierce, Lake County and Colleen Pachel, Lake of the Woods County.

The Society's planning committee met at 10:15 a.m. Saturday, Jan. 15, 2005; Members present: Chairman Joe Fox; Denny Baker; Jim Foss; Bob Lake; D.J. Leary; John Paulmann; Al Paulson; Lyle Steltz; Chauncey Wargin; Clarice Schmidt, ex officio; Jerry Hammer, ex officio; Brian Hudalla, ex officio.

Also present: Jim Sinclair; Karen Leach; Marshall Jacobson; Mary Mannion; Mark Birk; Steve Grans.

Delegates from the first, third and sixth districts met in caucus at 1:45 p.m. Saturday Jan. 15 to certify nominees for election to the Society's board of managers during the Society's general business session the following day. Selected were Jim Foss of Kenyon (first district), Lyle Steltz of Rush City (third district) and Bob Lake of Aitkin (sixth district).

At 8 a.m. Sunday, Jan. 16, members of the Society met for breakfast and convened in general session at 8:30 a.m. President Clarice Schmidt of Sabin welcomed delegates and guests, then asked Secretary Jerry Hammer for his report:

"Good morning, everybody, and thanks for being here today. On the opening day of the fair last year, an editorial ran in the St. Paul Pioneer Press that was about as glowing a tribute to the fair as you'll see anywhere. It was one of those pieces that uses language that we'd never use ourselves because it would be unbelievable. There's no way we could ever afford this type of coverage. Let me read some of it for you:

'So what if it's so cool that the aroma of grease doesn't hang in the hot air? Mother Nature's chilly mornings and evenings in this strange August aren't about to keep fairgoers away from the Great Minnesota Get-Together. What's so great about our State Fair? It's big, and it's mellow. It's filled with history as old as Minnesota. The unkind world beyond the fairgrounds seldom sneaks through the gates. Come on in. There's no idyll quite like the Fair.

'The fair brings country to city, promoting Minnesota's agricultural economy. The Fair is fish and fowl. Sleek prancing horses and perfectly clipped sheep, ducklings and calves, crowing roosters with huge combs. It's honey and apples, gardens and flowers. It's butterflies and bees.

'It's milk and cheese, and good-natured competition in endeavors more lasting than sports contests. It's the best bakers, the best pickle makers, the most accomplished quilters, the furniture makers of skill and patience. It's lace and woven treasures.

'It's the perfect place for a pig-out. Lemonade, corn on the cob, deep fried turkey sandwiches, cheese curds, chicken dinner at a church diner, egg shell coffee, malts for breakfast, cream puffs, gooey cookies, French fries by the bucket, battered onions and mini donuts. Diets will resume after the fair closes.

'It's rides that take you above the fairgrounds to watch the tiny people below, to see both downtown skylines, pushing up east and west.

'It's headliner concerts at the Grandstand. It's a sweet cacophony of music and dance from stages around the grounds in the sounds and colors of many cultures.

'So what if it feels like autumn arrived before the fair? It's still the Great Minnesota Get-Together. A chilly morning isn't about to keep us away from the line for smooth, rich malts. See you there.'

"The fair's character is far greater than the sum of its parts. Certainly, it's all of the program elements: the competition, the agriculture, the industry, the rides, the food, the stage shows. Individually, they are each extraordinary, but together they create something that's far deeper that touches us as nothing else could. Two things happened at the fair last year of the many thousands that really struck me, and I'll share them with you now.

"The first involves one of our great fair staff members. This guy works in our sanitation department. He has degrees in biochemistry and philosophy, and he comes to the fair to empty trash barrels. He's traveled around the world, he's one of the most intelligent people I know and he's not yet 30. On Labor Day, he bumped into Senator Norm Coleman at the French Fries booth near the Midway. His politics are decidedly different from the Senator's, and he saw an opportunity here to have a discussion. Senator Coleman bought a bucket of French fries and, together, the two of them walked across the fairgrounds to the East Dan Patch gate. They shared French fries and had a wide-ranging discussion on the economy, on the war, on party politics, foreign policy and foreign trade. No sound bites, no slogans, just real conversation. It was quite an experience for our young employee, and I'm sure it was also good for the Senator. I bumped into our staff member later that day. He was emptying trash barrels, and he told me about his experience. I said "Where else could you possibly have that kind of face time with a U.S. Senator? It would never happen in D.C. It would never happen back home, except at the fair. Only at the State Fair."

"The other incident involved our terrific Chief of Police Art Blakey. It was late in the fair. I don't remember what day, but I was outside the police station visiting with Art when a woman and a young girl, maybe 7 or 8 years old, came up. The woman walked up to Art and said "I'd really like to introduce my daughter to a real policeman." Now Art has charm to burn and he doesn't know it. That's why we love him so much. He flipped the p.r. switch on and it was amazing. This young girl looked like she'd just met the real Santa Claus. Do you think she will ever, ever be afraid of a police officer again? This is a real concern in law enforcement. Kids are afraid of police. But this young lady had an experience that I'm sure that she will carry with her for the rest of her life. That wouldn't happen anywhere else, anywhere else but at the State Fair.

"These are just two examples of how extraordinary the fair is in doing what we should do. That's bringing people together. That's connecting people with their communities, connecting them with their government and, most important, connecting them with each other.

"Let's look for a quick moment at some trends in the fair industry and how we fit in. The first is agriculture, and that's the rock on which the fair is built. That's been the case since the first territorial fair in 1855. Right now in fairs, we are bucking a national

trend in that ag exhibits in particular are starting to decline at other fairs. That's not the case here. Our shows are still going strong and, in some cases, actually growing which is amazing when you consider what's happening in the ag economy. We'll do whatever we can for as long as we can to make sure that agriculture stays as the bedrock of our fair.

"In the world of entertainment, one of the three biggest promoters in the nation says that the model for live shows is broken. That's due in large part to the huge multi-media conglomerate Clear Channel and their live entertainment division. They offer ridiculously high guarantees to entertainers, and you can't blame the acts because they are going to go where the money is. That, in turn, has cut out a lot of venues where entertainers used to perform regularly, including fairs. Another part of this is that the record companies aren't bringing up new acts. Instead of three or six or eight hot new acts coming up each year, now we're lucky if there's one. That makes it a lot tougher to sell tickets. On the flip side of that, the fair has developed an excellent reputation for presenting outstanding free shows. We need to hold our own with paid shows while capitalizing on our reputation for great free shows.

"Let's look at some economic trends. They are more broad than just the fair, but they certainly affect the fair. Last week, the state released some numbers that show revenue was up last month over projections, and that's proof that the economy is getting better. If you look closely at the data, though, you'll see that the additional income came mostly from a decline in refunds that the state provides to businesses. We need to be careful about statistics released by the government and look at them closely before reaching any conclusions. The economic barometer that we use at the fair is the number of people that apply for jobs. When the economy is going good, less than three thousand people apply to work at the fair. When the economy is doing just okay, we'll have somewhere around four thousand. Last year, 7,300 people applied to work at the fair, which is by far the most ever. Until people are spending more, which they're not, and until people are making more, which they're not, and until we have no more than a few thousand people apply to work at the fair, it's clear that the economy hasn't really turned a corner. We will plan for the bad economy continuing.

"The fiscal problems the state is having have spilled over to all of us. You know what's happening in towns and you know what's happening in counties. The state has cut them off so they're all cutting services and looking for money wherever they can find it. It's affected us all in ways large and small. I'll give you just one example of how this trend has affected the fair. Ramsey County has the authority to apply a reasonable surcharge on trash bills allegedly to help pay for their costs for running their solid waste disposal plant. In our case, the county defined reasonable as almost 60 percent of our trash bill. That's more than \$300,000. The real kicker is that none of our trash even goes to their facility. It's either recycled, composted or goes to Xcel Energy's power plant where it's used for fuel to create electricity. We're not paying that surcharge. We'll fight that every step of the way. This is one of the signs of the times, and it's one of the challenges that we need to deal with.

"One more trend. Since our best-ever fair of 2001, 9-11 happened, the economy tanked and the fallout has been broad. Our attendance has dipped some, and spending has decreased in some areas including rides and games and attractions. One area where spending continues to rise, however, is food. That's no real surprise. Look at the news lately how America is growing, shall we say. I, for one, am proud to say that the State Fair is doing its part.

"Last year's fair was the most smoothly operated event with which I've been associated, and for that we must thank our extraordinary staff and team of professionals. It was a great fair from an operational standpoint. We were hit in attendance by three things. First, the economic slump continued. Second, weather was not good. We were washed out the second Sunday. We have 150 years of history that show if you had bad weather early in the fair, you have a good shot at making up attendance later in the fair. If you have bad weather at the end, it's gone. The third thing that hurt us was the early school starting date. I think the good Lord intended school to start when summer ends, and that's the day after Labor Day. Early school affects all of us. It affects every county fair, and it doesn't matter if your fair is in June or if it's at the end of August. The kids in your 4-H programs who are winning trips to the State Fair are getting shortchanged. There were three days during the middle of the fair where the 4-H dorms were empty. No kids. A lot of kids were only able to come down for just a day instead of three or four days. A day. Many kids spent more time on the bus than they did at the fair. Teachers who are candid will tell you what gets accomplished during those early days. They make book covers. They watch videos. They don't really do much of anything. If you want kids to learn, if you care about their education, then send them to the fair.

"We are joining together with resorts and many others to take our message to legislators. We hope that we, along with others in the hospitality and retail industry, can make a difference by adding our voices to the choir. We'll ask you for your help. These things are most effective when legislators hear from a broad spectrum of people from across the state. The more they hear from us, the more likely it is that we can get this done.

"I think I've talked enough. We are privileged to work with a very fine filmmaker, Dale Kivimaki, who does all of the video production in the Grandstand. He's

produced, as he does so well, an annual reel of highlights, so let's take a look at the 2004 State Fair.

"(After the video) Dale, thank you very much.

"Thanks also to our terrific team of professionals. Our full-time staff is the best in the business. We're so very, very fortunate to have them at our State Fair. Thank you so much. Also, there are a good number of our department superintendents and seasonal staff here this morning. Would all of you please stand? Let's give them all a big State Fair round of applause.

"During the fair, we do a program to recognize our extraordinary fair-time staff. It's called the One Goal Plus program, and focuses on our goal of providing exceptional customer service. I'll read the names of all five One Goal Plus winners. Not all of them are here today, but I'd like to introduce you to all of them. Jan Albrecht from the milking parlor, Matt Hammer and Bob Anderson from the sanitation department, Curt Albrecht who works in competition and Chris Young from employment services. We normally present the winners with awards at this time, but the awards didn't make it. Pam Johnson, our employment services supervisor, was involved in a car accident on the way in this morning. She's fine, but her car isn't, so neither Pam nor the awards got here today. We'll make sure that each of the recipients receives their award, and let's give them all another State Fair round of applause.

"To our board of managers who have been extremely supportive and who have done a marvelous job with advancing the cause of the fair with their vision and their foresight, my thanks to you.

"I'd like to say hello to a very good friend and a great neighbor to the fair. She braved the cold this morning along with everybody else to be here today. She's a good friend and a lovely lady, Mayor Sue Gehrz from the City of Falcon Heights. Madame Mayor, thanks for being here.

"One final set of introductions this morning: the State Fair Foundation is on the verge of really taking off. During the last year, we were very fortunate to have Kay Cady sign on as executive director. She brings a lifetime of fund-raising experience to the fair. During the past few months, she has met with every heavyweight in the giving world and has done lots of cultivation. Kay, would you please stand? Kay and James Hamilton have really done a remarkable job with the Foundation.

"I'll close with this. On Friday, the Foundation held its annual meeting and the newest board member said something that I think you should hear. His pedigree is extraordinary, and this type of person is indicative of all of those who have volunteered their time and expertise for the Foundation. I was talking with our fair board vice president Joe Fox the other day, and he said that there are nonprofits out there for whom it would take 20 years to assemble a board like this. Let me tell you about the new guy. Mike Miles is his name. He is currently president and CEO of Space Center, he holds a doctor of law degree, he served with distinction in the attorney general's office, he was CEO of the Greater Minnesota Corporation, he's served in dozens of volunteer capacities and, no surprise, he's a great guy to boot. Here's what he said after his election to the Foundation board. "I can think of nothing more important or more fulfilling than serving the State Fair."

"I feel exactly the same way. Thank you all for the honor and the privilege of serving the Great Minnesota Get-Together, and God bless you all."

Mr. Hammer's report was accepted by the membership.

Resolutions committee member DeVonna Hlatky of Todd County presented the following resolutions for consideration by the Society, and they were adopted as read:

1. Resolved, that the Society extend its sincere thanks to each of the 1,631,940 visitors who attended the 2004 Minnesota State Fair. We confirm our mission to present an exposition of the highest quality that is truly worthy of our patrons while continuing to showcase Minnesota's finest agriculture, art and industry. We will strive to provide outstanding customer service, offer exceptional value and create unique experiences at a world-class showcase that is innovative, entertaining, accessible and fun for all.

2. On Nov. 10, 2004, the Minnesota State Agricultural Society Board of Managers collectively passed a resolution reinforcing its position on the future of the Minnesota State Fairgrounds:

WHEREAS, the Minnesota State Fair is an essential part of our state's social fabric, uniting country and city for more than 150 years at one of the most beloved events in the world, and

WHEREAS, the State Fair brilliantly fulfills its mission by providing unparalleled educational opportunity and a world-famous forum for knowledge and ideas for all citizens, worthy of its title as the Great Minnesota Get-Together, and

WHEREAS, the State Fair has an annual economic impact in excess of \$150 million in the Twin Cities plus additional unmeasured economic impact throughout the state, and

WHEREAS, recent changes in state law to allow school openings prior to Labor Day deprive tens of thousands of Minnesotans of the opportunity to attend the Great Minnesota Get-Together on school days, and

WHEREAS, this change in state law has deprived many young people of important and much-needed work experience at the State Fair, and

WHEREAS, early school openings deprive thousands of 4-H and FFA members from experiencing this unique annual opportunity to gain valuable education and life experiences at the State Fair, while advancing the fair's historical foundation of agriculture, and

WHEREAS, the present state law allowing Minnesota schools to start prior to Labor Day creates a major loss of attendance and a corresponding decline in the fundamental economics needed to present a State Fair that is loyal to its traditions and correspondingly loved by the people of this state, and

WHEREAS, large numbers of Twin Cities metropolitan businesses suffer economic set-backs when attendance at the State Fair is driven down by early school openings, keeping kids and families from participating and attending this historically and important educational and culturally rich event, and

WHEREAS, the State Agricultural Society membership believes that the Legislature never intended its enactment of a pre-Labor Day school opening to ultimately result in a devastating blow to the Great Minnesota Get-Together,

NOW THEREFORE BE IT RESOLVED, that the membership of the Minnesota State Agricultural Society strongly urges all state lawmakers—rural and urban—to support legislation requiring Minnesota's state schools to open no earlier than the traditional end of summer on Labor Day, and help correct this unintended blow to the Minnesota State Fair and all of the individuals, families, businesses and institutions affected by early school openings.

3. Resolved, that the ongoing success of the fair is achieved through the combined efforts of many dedicated people, and that the Society recognizes with profound appreciation all who contributed to the 2004 Minnesota State Fair. Let it be further resolved that the Society appreciates its associations with other expositions and related businesses, and that the society will continue strong relationships with the International Association of Fairs and Expositions, the Minnesota Federation of County Fairs, the Outdoor Amusement Business Association and the Midwest Showman's Association.

4. Resolved, that we offer our condolences and recognize with great regret the loss of society members in the last year including: Bonnie Scow, wife of Logan Scow, former board member, past president and Society Life Member; Betty Recknor, wife of Howard Recknor, former board member, past president and Society Life Member; Ken Austin, former Machinery Hill superintendent and State Fair Hall of Famer; Jerry Franke, longtime employee and Society Life Member; Ray Arthaud, former cattle superintendent and Society Life Member.

5. Resolved, that the Society extend its thanks and sincere appreciation to all who contributed to the success of its 146th annual meeting.

Credentials committee member Ray Hyovalti of Anoka County presented the following committee report, which was adopted by the membership:

All credentials have been found to be in order with the following exceptions: Minnesota Duroc Breeders did not file with the Secretary of State by December 20, 2004; Minnesota Shorthorn Association did not file with the Secretary of State by December 20, 2004; Goodhue County-Cannon Valley Fair submitted two credential forms with different delegates, alternates, president and secretary, neither one was accepted and that the committee asks that credentials signatories provide legible signatures.

Committee chair Gary Johnson of Faribault County offered the report of the membership committee:

There are no recommendation for any changes to the Minnesota State Agricultural Society membership. The membership committee also requests that if anyone present who knows if there are any Statewide Associations who are interested in becoming a member, please bring before the membership committee.

Following committee reports, President Schmidt turned the chair over to fifth district Vice President Leary to conduct an election for Society president for a term of one year. President Schmidt was reelected, reassumed the chair and conducted further elections as follows: Joe Fox of Maplewood, two-year term as fourth district vice president; Jim Foss of Kenyon, three-year term as first district manager; Lyle Steltz of Rush City, three-year term as third district manager; Robert Lake of Aitkin, three-year term as ninth district manager; Duane Smith of Minneapolis, honorary life membership in the Society.

There being no further business, the 146th annual meeting of the Minnesota State Agricultural Society was adjourned.



1265 North Snelling Avenue, St. Paul, MN 55108
(651) 288-4400 • TTY (651) 642-2372 • www.mnstatefair.org