

Annual Report

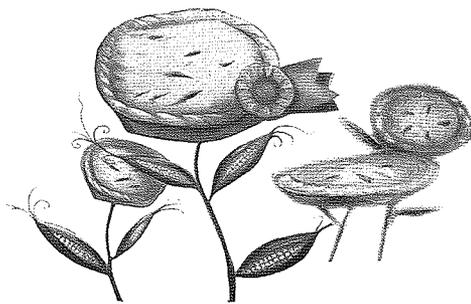
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The Great Minnesota
Get-Together 2005



MINNESOTA STATE FAIR



THE REPORT OF THE Executive Vice President

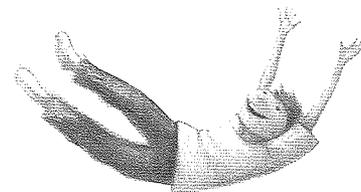
The Minnesota State Fair is one of our greatest assets. Older than the state itself, the Great Minnesota Get-Together unites us all in one grand celebration of agriculture, art, education, industry, entertainment and fun. Rich in tradition, yet ever changing, the State Fair is an essential part of our cultural fabric. With an annual economic impact that exceeds \$150 million, the fair is vitally important to our region's economy. The historic State Fairgrounds is also one of Minnesota's best-used public facilities, with annual fair attendance of more than 1.6 million people, plus another 1 million who attend a wide variety of year-around non-fair events.

The challenges of presenting a world-class fair, operating a year-around events center and taking care of the historic fairgrounds are many, and they are growing. Rising production expenses, skyrocketing energy costs, continued economic uncertainty and aging facilities are all obstacles. Add in the potential for bad weather (which dramatically affected fair attendance the past two years) and it's clear that the road ahead is bumpy, and it's not lit very well, either.

Despite these challenges, we will continue to present the finest fair in the nation. I pledge the very best effort of our dedicated board of managers, our amazing team of professional year-around staff and the thousands who work so hard to bring you the Great Minnesota Get-Together. Minnesota deserves the best, and we will deliver.

Sincerely,

Jerry Hammer
Executive Vice President
April, 2006



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



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THURSDAY, AUG. 25
Thrifty Thursday: 101,632
 High: 83 Low: 68
 Precipitation: None

FRIDAY, AUG. 26
Governor's Fire Prevention Day: 103,919
 High: 79 Low: 62
 Precipitation: 2.04 in.

SATURDAY, AUG. 27
4-H Day: 171,503
 High: 79 Low: 59
 Precipitation: None

SUNDAY, AUG. 28
Red Hot Cars & Red Hat Day: 174,925
 High: 79 Low: 59
 Precipitation: None

MONDAY, AUG. 29
Seniors, Kids & Minnesota State Patrol Day: 121,951
 High: 79 Low: 60
 Precipitation: None

TUESDAY, AUG. 30
Kids Day, Taste of Tuesday & WCCO TV Day: 108,551
 High: 77 Low: 61
 Precipitation: None

WEDNESDAY, AUG. 31
Hop On! Transit Day: 93,549
 High: 78 Low: 59
 Precipitation: Trace

THURSDAY, SEPT. 1
Seniors Day: 116,142
 High: 79 Low: 57
 Precipitation: None

FRIDAY, SEPT. 2
Minnesota Public Radio Day: 140,017
 High: 77 Low: 55
 Precipitation: None

SATURDAY, SEPT. 3
Foundation Day: 174,544
 High: 72 Low: 54
 Precipitation: .94 in.

SUNDAY, SEPT. 4
FFA Day: 189,745
 High: 80 Low: 62
 Precipitation: .33 in.

MONDAY, SEPT. 5
Last Chance Day: 136,398
 High: 87 Low: 66
 Precipitation: .02 in.

2005 PRICING

Pre-fair Admission Price:
 All ages \$7

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

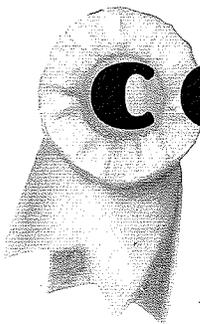
Mighty Midway & Kidway:
 Pre-fair: 20-ticket sheet \$10
 Fair-time: 24-ticket sheet \$15;
 54-ticket sheet \$30; single ticket 75¢

Parking:
 \$9 or extra \$7 pre-fair admission ticket

Coliseum:
English Horse Shows with the World Famous Lipizzaner Stallions—
 Box seats \$10; General Admission Adults (13 and over) \$8; Kids (5-12) \$4; Children under 5 free
Western Horse Shows with "Whiplash" the Cowboy Monkey—
 Box seats \$8; General Admission Adults (13 and over) \$6; Kids (5-12) \$3; Children (under 5) free
PRCA Rodeo—
 Box seats \$10; General Admission Adults (13 and over) \$8; Kids (5-12) \$4; Children (under 5) free

★ **TOTAL ATTENDANCE: 1,632,876** ★

COMPETITION



Fine Arts: People's Choice

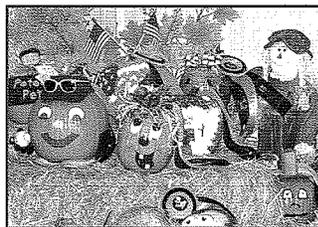
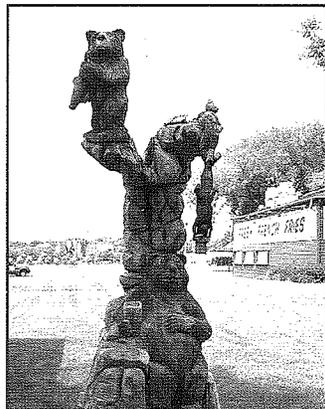
Visitors to the
 Fine Arts

Center selected the wood-carving, "10 Year Wooden Boot," by Paul E. Erickson as the 2005 People's Choice winner. Erickson's piece was one of nearly 400 entries in the largest juried art show in the state.

Tree Carving: People's Choice

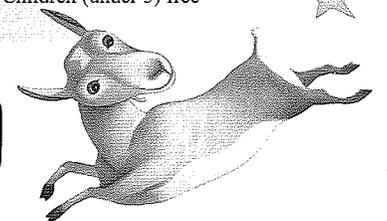
Trees in the Twin Cities area have been devastated by heavy storms and Dutch elm disease during the last several years. Losses on the fairgrounds prompted a tree

carving competition and nine chainsaw artists used the remaining tree trunks to create works depicting Minnesota. Fairgoers voted for their favorite and the winner, *A Fair Share*, was announced on Labor Day.



Other New Competitions

Pumpkins entered in the new pumpkin painting and embellishing competition were displayed at Little Farm Hands. Jackie Deneui won the Adult (18 & older) division, Mary Wippler took first for Grade 7-12, and Grade K-6 winner was Tasha Montzka. Also introduced this year, a Shire horse show and the largest sugarbeet competition.

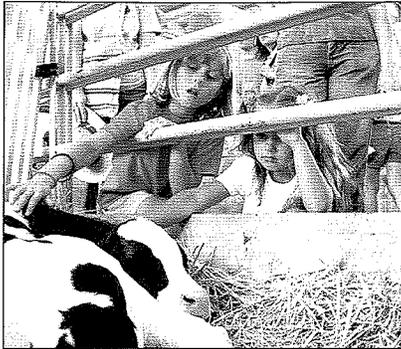


Creative Activities: Center Display

"Alive and Well," Scandinavian Folk Art by Contemporary Midwest Artisans took center stage in the Creative Activities Building. The display featured woodcarving, decorative painting, ceramics, jewelry and textiles created by world-class, living artists who share a love for Scandinavian traditions.



AMUSEMENTS, ATTRACTIONS & ACTIVITIES



Children's Barnyard - 50 years

The FFA Children's Barnyard celebrated 50 years at the fair with special guest appearances and participation in the fair's daily parade. In 2000, the Miracle of Birth Center was added to the barnyard, and grew wildly popular attracting 400,000 annual visitors.

Over the last five years more than 600 animals (not including chicks and ducks) have been born at the barn's original location on Nelson Street near Judson Avenue. In 2005, a total of 169 babies including 116 piglets, 13 calves and 40 lambs were born during the 12 days of the fair.

Machinery Hill

Big rigs returned to Machinery Hill thanks to a partnership between the Minnesota State Fair Foundation and AgStar Financial. Equipment for the display on Wright Avenue was provided by Case-IH, John Deere and Lano Equipment of Norwood for New Holland, Inc.

Milk Run

For the second consecutive year, Chris Brown and Amy Lyons were the winners of the annual Milk Run. Brown, 31, from Alexandria won the men's division with a time of 16:39 and Lyons, 20, of Mounds View topped the women's division with a time of 17:52.

33rd Annual State Fair Amateur Talent Contest

Winners in 2005 were:

Open Division: First place: DJ Snuggles from Minneapolis; Second place: Nikki Allen of Eden Prairie; Third place:

Mark Everhardt & Willie Moore from Robbinsdale.

Teen Division: First place: Christian DeMarais of Shoreview; Second place: Lindley Wollgram from Woodbury; Third place: Honey Ribar of Eagan.

Preteen Division: First place: Jeff Zhang from Maple Grove; Second place: Colton Peltier from Hastings; Third place: Tyler Evans from White Bear Township.

Second Annual Commemorative Poster

Second in a series, the 2005 Minnesota State Fair Commemorative Poster was warmly received by fair fans and muggles alike. Mary GrandPré, illustrator for the Harry Potter books, was chosen to



create the art for this year's annual poster. GrandPré, originally from St. Paul, showed her love for goats and her state by sporting the silhouette of Minnesota on the goat's forehead.

High School Marching Band Competition

High school marching bands from across the Midwest competed in the Minnesota State Fair daily mall parade. For the fourth time in five years, Champlin Park High School took Grand Champion honors and won Class A. Waseca High School and Winona Cotter High School won Classes B and C, respectively.

U of M Bench

A new seating and sun shading structure designed by the University of Minnesota College of Landscape and Architecture was placed in Carousel Park.

Katrina Donations

On Aug. 29 Hurricane Katrina made landfall on the Gulf Coast. Thousands lost loved ones and were left without homes. Hearing the call for help, the State Fair and its visitors, Minnesota media, and the Salvation Army came together — at the Great Minnesota Get-Together — to raise hundreds of thousands of dollars for those in need. Thank you Minnesota!

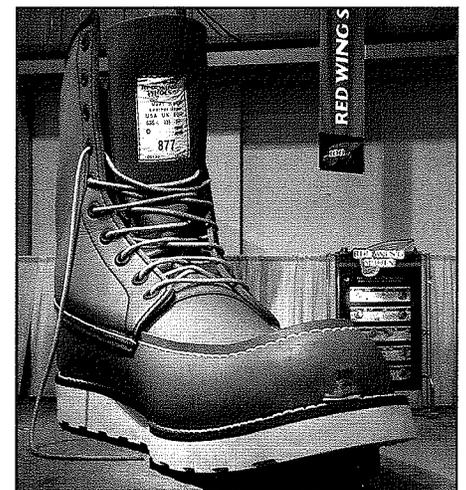
Promo Plaza

For the past two years, the area just east of the Coliseum has been home for commercial mobile marketers. Participants for 2005 were:

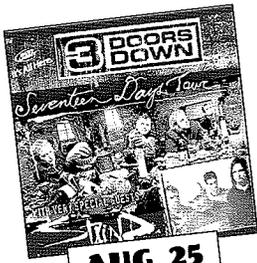
- Aug. 25–Sept. 5: Discover Boating and Fishing Tour
- Aug. 25–Aug. 28: Field & Stream Magazine Tour
- Aug. 29–Sept. 3: Gold'n Plump Poultry
- Sept. 2–Sept. 5: Hooked on the Outdoors Fit 4 Life Tour
- Aug. 26–28: Lawry's Live! Cooking Caravan
- Aug. 25–Sept. 5: NBA Jam Van
- Aug. 25: No Name Steaks
- Aug. 25–28: Qwest Communications Qwest You Can Tour

Big Boot

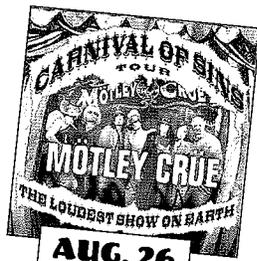
Celebrating 100 years, Red Wing Co. created a Big Boot that made quite an impression in The North Woods. The size 638-D classic workboot was crowned the world's largest shoe by the Guinness Book of World Records.



GRANDSTAND ATTENDANCE



AUG. 25



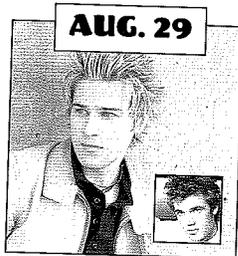
AUG. 26



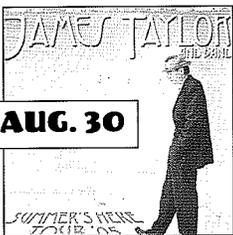
AUG. 27



AUG. 28



AUG. 29



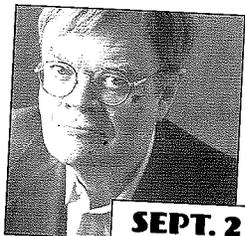
AUG. 30



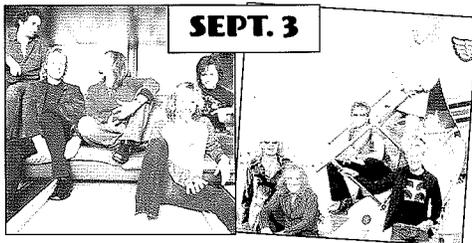
AUG. 31



SEPT. 1



SEPT. 2



SEPT. 3

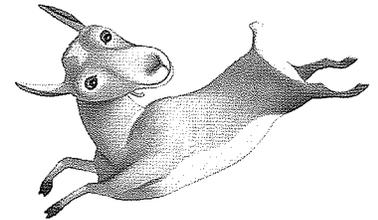


SEPT. 4



SEPT. 5

- **THURSDAY, AUG. 25**
3 DOORS DOWN, Staind, Breaking Benjamin, No Address
6:30 p.m. • \$39.50 • 9,871
- **FRIDAY, AUG. 26**
MOTLEY CRÜE
8:30 p.m. • \$45 • 12,361
- **SATURDAY, AUG. 27**
SAWYER BROWN and GREAT BIG SEA
7:30 p.m. • \$27 • 3,638
- **SUNDAY, AUG. 28**
GEAR DADDIES
8:00 p.m. • \$10 • 3,306
- **MONDAY, AUG. 29**
RYAN CABRERA, Tyler Hilton
7:30 p.m. • \$27 • 2,834
- **TUESDAY, AUG. 30**
JAMES TAYLOR and BAND
8 p.m. • \$42 • 12,644
- **WEDNESDAY, AUG. 31**
MARTINA MCBRIDE, Joe Nichols
7:30 p.m. • \$42 • 6,103
- **THURSDAY, SEPT. 1**
RASCAL FLATTS, Blake Shelton, Blaine Larsen
7:30 p.m. • \$35 • 12,773
- **FRIDAY, SEPT. 2**
A PRAIRIE HOME COMPANION with GARRISON KEILLOR
8 p.m. • \$20 • 10,469
- **SATURDAY, SEPT. 3**
REO SPEEDWAGON and STYX
7:30 p.m. • \$32 • 10,477
- **SUNDAY, SEPT. 4**
Minnesota State Fair AMATEUR TALENT CONTEST FINALS • 8 p.m. • FREE
- **MONDAY, SEPT. 5**
SWITCHFOOT
7:30 p.m. • \$25 • 3,285



FREE STAGES

THE LEINIE LODGE BANDSHELL TONIGHT!



AUG. 25 & 26:
Joe Diffie

AUG. 27 & 28:
Tonic Sol-fa

AUG. 29 & 30:
The Robert
Cray Band

AUG. 31 & SEPT. 1:
The Temptations Review
featuring Dennis Edwards

SEPT. 2 & 3:
Restless Heart

SEPT. 4 & 5:
Gary Puckett

Hundreds of free entertainment performances took place at many locations on the fairgrounds.

■ THE LEINIE LODGE BANDSHELL

- Aug. 25–28: The Wright Brothers Band, Elizabeth Cook
- Aug. 29–Sept. 1: Jimmy Fortune, Tommy Emmanuel
- Sept. 2–5: The Polka Family Band, Four Shadow

■ TEEN FAIR IN BALDWIN PARK

- Aug. 25–Sept. 5: 3rd Lair SkatePark, Monster Shop Bump'n with the BC Characters
- Aug. 25 & 26: The White Iron Band
- Aug. 27 & 28: The Hopefuls
- Aug. 29 & 30: Dan Israel and The Cultivators
- Aug. 31 & Sept. 1: Westside
- Sept. 2 & 3: Kip Blackshire
- Sept. 4 & 5: The Copperheads

■ RAMBERG SENIOR CENTER

- Aug. 25 & 26: Die Wolpertinger, The Rich Lewis Band, The Mullet River Boys
- Aug. 27 & 28: Craig Ebel & DyVersaCo, Kico Rangel & Los Amigos, Hold Tight—A Tribute to The Andrews Sisters
- Aug. 29 & 30: Cliff Brunzell and the Golden Strings Quartet, Alan Godage & Sundown, The Bill Koncar Band
- Aug. 31 & Sept. 1: The Wally Pikal Band, Cousin Dad, LeRoy's River Minstrels
- Sept. 2 & Sept. 3: The Bistodeau Family Band, The Jolly Zuk Brothers, The Blue Ox Jazz Babies

- Sept. 4 & Sept. 5: Elk River German Band, Cornbread Harris and Friends, The Whistlepigs

■ INTERNATIONAL BAZAAR

- Aug. 25–28: The Charmin Michelle Quartet, Eagle & Hawk, Sami Dare
- Aug. 29–Sept. 1: Nachito Herrera, Yawo, De'Anna—The Hypno-Chick!
- Sept. 2–5: Sangre del Alma, Willie Walker and the Butanes, Tim Gabrielson

■ HERITAGE SQUARE

- Aug. 25–28: MN Stories: Maud Hart Lovelace, The Hortons' Tribute to Johnny Horton, The Becky Schlegel Trio
- Aug. 29–Sept. 1: MN Stories: Glen Everhart, Barefoot Becky and The Ivanhoe Dutchmen, The Medicine Show Music Company
- Sept. 2–5: MN Stories: John Beargrease, Janie Miller's Tribute to Patsy Cline
- Sept. 2 & 3: The Minnesota Flatpicking and Duet Guitar Championship
- Sept. 4 & 5: The Minnesota State Fiddle Contest

■ CHILDREN'S THEATER

- Aug. 25–30: Snoopy's Blue Ribbon Show, Sean Emery, The Wacky Chickens
- Aug. 31–Sept. 5: Snoopy's Blue Ribbon Show, Sean Emery, Gary Wick

COLISEUM

ENGLISH HORSE SHOW INFORMATION AND ATTENDANCE

Free shows: Aug. 24, 25 & 28, 8 a.m.

- Thursday, Aug. 25: 12:30 p.m., 1,300 • 6:30 p.m., 592
- Friday, Aug. 26: 1 p.m., 1,489 • 6:30 p.m., 1,147
- Saturday, Aug. 27: 6:30 p.m., 2,165
- Sunday, Aug. 28: 12:30 p.m., 1,664 • 6:30 p.m., 1,187 (featured the Supreme Six Horse Hitch Competition)
- Monday, Aug. 29: 12:30 p.m., 1,879 • 6:30 p.m., 1,124
- Tuesday, Aug. 30: 6:30 p.m., 1,282

WESTERN HORSE SHOW INFORMATION AND ATTENDANCE

Free shows: Sept. 4 & 5, 8 a.m.

- Friday, Sept. 2: Noon, 1,117
- Saturday, Sept. 3: 6:30 p.m., 1,311
- Sunday, Sept. 4: 2:30 p.m., 972; 6:30 p.m., 1,161
- Monday, Sept. 5: 12:30 p.m., 901

PRCA CHAMPIONSHIP RODEO

- Wednesday, Aug. 31: 7 p.m., 1,257
- Thursday, Sept. 1: 12:30 p.m., 1,212; 7 p.m., 1,140
- Friday, Sept. 2: 7 p.m., 2,282

AWARDS & ACCOLADES

Douglas K. Baldwin Award

Jared Nickel, age 22, son of Bruce and Carrie Nickel of Litchfield and a seven-year exhibitor at the Minnesota State Fair, was named the 42nd recipient of the D.K. Baldwin Memorial Award at the close of the FFA Show on Sept. 5, 2005.

Jared has been deaf since birth and taught himself sign language and lip reading. Among his amazing achievements are the development of a sheep shearing business and the initiation of a Berkshire swine enterprise. His goal is to become a livestock producer. The award is named for Douglas Baldwin—former manager of the fair.



Veterans Garden

A special Veterans Memorial Garden was dedicated on the south side of the Agriculture Horticulture Building recognizing the 60th anniversary of the end of WWII.

Honorary Life Member - Clarice Schmidt

The Minnesota State Agricultural Society annually elects one individual for honorary life membership. At its meeting in January, Clarice Schmidt was unanimously given the nod. Elected to the board in 1992, Clarice has served the Society for more than a decade, serving as president from January 2004 through January 2006.

Clarice has served as the director of the 4-H Foundation, as a member of the Clay County Fair board and as president of the Red River Valley Potato Growers Auxiliary. She also currently serves on the Minnesota State Fair Foundation board. *Congratulations Clarice!*



Ben C. Hallberg Scholarships

Awarded to youth with rural residency or are enrolled in an agricultural program. Hallberg led the fair's former Farm Boys Camp.

Rebecca Aakre, Underwood
Marnie Anderson, Fairfax
Jessica Ascherman, Hancock
Thomas Curley, Windom
Laura Drewry, Farmington
Ashley Gerdts, Waldorf
Sally Helgeson, Ortonville
Kari Hendrickx, New York Mills
Leah Hesel, Dodge Center
Alison Johnston, Houston
Kyle Knudsen, Vesta
Jacquelyne Koch, Winsted
David Larson, Donnelly
Brittany Lusk, Jackson
Vanessa Magnus, Byron
Justine Meierhofer, Watkins
Ruth Neil, Pine Island
James Seitzer, St. Peter
Lucas Sjostrom, Lafayette
Allison Stevens, Pipestone

Amy Woeste, Long Prairie
Rachel Wulf, Hancock

50 Year Award

- Robert Anderson, McGregor, Sanitation
- Joan Krieger, Vadnais Heights, Competition
- Larry Peterson, Amboy, Competition
- Roger Schley, Dodge Center, Swine
- Melvin Zummach, Hutchinson, Admissions

Princess Kay

Rebekah Dammann of Lester Prairie, was crowned the 52nd Princess Kay of the Milky Way.

One Goal Plus

Five Minnesota State Fair employees were awarded the annual One Goal Plus award for exceeding expectations. Winners for 2005 were (from left to right) Kathy Springer, Alexandria, Agriculture Horticulture; Roland Geske, Minneapolis, Sanitation; John Meeks, St. Paul, Creative Activities Annex; Jim Benz, St. Paul, Parking; Katie Vogt, St. Paul, Employment Services.



2005 Minnesota State Fair Board of Managers



Front Row: left to right, Allen Paulson, Shevlin, 9th district manager; Dennis Baker, Spicer, 7th district manager; Chauncey Wargin, Hermantown, 8th district manager; Clarice Schmidt, Sabin, board president; D.J. Leary, Minneapolis, 5th district vice president; Lyle Steltz, Rush City, 3rd district manager

Back Row: left to right, Robert Lake, Aitkin, 6th district manager; John Paulmann, Gaylord, 2nd district manager; Jim Foss, Kenyon, 1st district manager; Joe Fox, Maplewood, 4th district vice president.

2005 Concessionaires and Exhibitors

Agricultural, Lawn & Garden Supplies

Ace Trailer SalesShakopee, 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 Manufacturing.....Norfolk, NE
 Artful GardensBalsam Lake, MN
 Askov Greenhouse and Nursery,-
 Petersen Sales.....Askov, MN
 Aspen Equipment Co.....Bloomington, MN
 Blomquist Designing Inc.Eagan, MN
 Bergmann's Greenhouse -
 Bloom'n Plant ProductsStillwater, MN
 Boyer Ford Trucks Inc.Minneapolis, MN
 Crysteel Truck EquipmentLake Crystal, MN
 Cub Cadet CorporationNorth Branch, MN
 Curtis D. Erickson Co.St. Paul, MN
 Custom Products & ServicesMinneapolis, MN
 Diers Ag & TrailersHoward Lake, MN
 Discount Grain SystemsAtwater, MN
 Easy Way Cattle CareDecorah, IA
 Edney Distributing Co. Inc.Huron, SD
 Energy Panel StructuresGreentager, IA
 Enestvedt Bros.Sacred Heart, MN
 Erickson, M.Alexandria, MN
 Erskine Manufacturing Co.Erskine, MN
 Featherlite Manufacturing Inc.Cresco, IA
 Flower FrogSafety Harbor, FL
 Fly Away Products.....Jordan, MN
 Garden Shop - Horizons LTDConyers, GA
 Garden & Stable WagonStanchfield, MN
 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
 Interlock Industries DetlaBC CAN
 Isanti Engineering Inc.Fergus Falls, MN
 Jack Kovar Sales Co.....Anoka, MN
 John Deere Co. - J.D. FairsStacy, MN
 K & O Manufacturing Co. Inc.....Hull, IA
 Kaye CorporationNorth Mankato, MN
 Kretzschmar 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
 Petty Manufacturing Co.....Gladbrook, IA
 Poly DomeLitchfield, MN
 Quality ForkliftsShakopee, MN
 Radco Industries Inc.Brainerd, MN
 Radintz, H.....Orono, MN
 Ritchie Industries Inc.....Conrad, IA
 Roberta's Inc.Shelbyville, IN
 Rock GardensSt. Paul MN
 S.I. Feeders Division of Schoessow Inc.....Portage, WI
 Scharber & SonsRogers, MN
 Schweiss Distributing Inc.Fairfax, MN
 Simplicity Manufacturing Inc.St. Cloud, MN
 SqungeeEagan, MN
 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
 Yard Stakes - TSE.....Crystal, MN
 Winpower Sales and ServiceLuverne, MN

Amusements

Alamo AmusementsSan Antonio TX
 Altendorf R.C. Racing TeamBaldwin WI
 American Amusement ArcadesBloomington, MN
 Amusments of AmericaMonroe Township, NJ
 Ann's ConcessionsLand o' Lakes, FL
 Archway A.M.S.Imperial, MO
 Arrow Enterprises Inc. d/b/a Skyride.....Hopkins, MN
 Big AdventureWest Bend, IA
 Bob Duerr's Snake ZooNew Hope, MN
 Candice AndersonTampa, FL
 Cassata ConcessionsDaytona Beach, FL
 Cristiani Concessions Inc.Sarasota, FL
 Demas EnterprisesCedar Hills, TX
 Duke AmusementsRuskin, FL
 Ejection Seat - Big Adventure Inc.....Carrollton, TX
 Farrow AmusementJackson, MS
 Fun AdventureCarrollton, TX

Flight to Mars Co.Sterling, CO
 Floyd & Baxter AmusementLebanon, TN
 F & WJackson, MS
 Gary Oren ConcessionsParker City, IN
 G.G.W. Equipment.....New Braunsfels, TX
 Giant Ride Inc. d/b/a Giant SlidePasadena, CA
 Hot Shot Trill RidesHeyburn, IN
 Hyalite AttractionsDallas, TX
 JBS ConcessionsHartford, SD
 John Magel Concessions.....Pine City, MN
 Jon Luehrs Spectacular Attraction,Davie, FL
 Kim O's ConcessionsParker City, IN
 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
 Merriam Amusments.....San Antonio, TX
 Mid America Shows.....Oakland, MI
 Midwest Concessions Inc.Hartford, SD
 Monty's Traveling
 Reptile Show Inc.Bloomington, MN
 Ottaway Amusement Co.Derby, KS
 Paramount Attractions Inc.Tampa, FL
 Paul's Concessions Inc.San Antonio, TX
 Pinnacle ManagementPhoenix, AZ
 Playworld UnlimitedAlma, MI
 Potopas Concessions Inc.Longwood, FL
 R & R RidesChandler, AZ
 River Raft RideSt. Paul, MN
 Rope Course-Demas Products LLC.....Cedar Hill, TX
 Safari AmusementsMonroe Township, NJ
 S & J Entertainment.....New Braunfels, TX
 Sky FairContoocook, NH
 Skyride - DMCPrescott, WI
 Sling Shot - Hot Shot Thrill Rides.....Heyburn, ID
 State Fair Penny Arcade.....St. Paul, MN
 Super Stock RacersWimauma, FL
 SYD Concessions Inc.Jupiter, FL
 T.F. Bors & Co. Inc.Mason, MI
 Teo ZacchiniSarasota, FL
 Thornberry ConcessionsOkeechobee, FL
 Tinsley Amusements.....High Hill, MO
 Total Thrill Rides IncCarrollton, TX
 Turbo Bungy - Big Adventure Inc.....Carrollton, TX
 Ventnor Place Inc.Minneapolis, MN
 VR Gone Wild.....Ballwin, MO
 Water WarsPequot Lakes, MN
 Waymark Co.Shoreview, MN
 West, R.West Bend, IA

W. G. Wade Shows.....Spring Hill, FL
 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 Touch of Country Magic.....Cleveland, GA
 Allards Rugs & CraftsDarwin, MN
 Aloe Tinnery.....Sarasota, FL
 Anchor Iron Co.Savage, MN
 Apple Basket, TheSevierville, TN
 Artisans - Hue Inc.Spoonerville, WI
 Art on Tile-New Age Group.....Rowland, CA
 Baby Shoe Bronzing - Jonrich SalesSavage, MN
 Beads - Waryan & Assc.Minneapolis, MN
 Billy's Bird HouseNew Prague, MN
 BirchberryMinneapolis, MN
 Blue Heron Soaps.....Shakopee, MN
 Bonnie's Boutique.....Morristown, MN
 Bonnie Mohr StudiosGlencoe, MN
 Brass Ring PuzzlesWethersfield, WI
 Candles by DJ FlickersAllentown, MN
 Carvings by TorbergMaple Plain, MN
 Chao Flowers.....St. Paul, MN
 Christy Home Creations.....Maple Plain, MN
 Cloud Nine FactoryLindstrom, MN
 Collectors GalleryWoodbury, MN
 Copper Art of TX.....Bogata, TX
 Costigans Minerals.....Newport, MN
 CrafteezSan Diego, CA
 Creative MemoriesBloomington, MN
 Debra's Glasscraft.....Minnetonka, MN
 Diamond FindForest Lake, MN
 Elegancia DesignsWestfield, WI
 ElightworksSt. Paul, MN
 Eye's of the WildMinneapolis, MN
 Fair Market PromotionsDauphin Island, AL
 Fifth Avenue Collection Inc.Sioux Falls, SD
 Flags on a StickEdina, MN
 Fuhrman Leather Co.....Duck Key, FL
 Gem Mountain Studio.....Seattle, WA
 Gourds - E&P CraftsJacksonville, FL
 Guitar String JewelryAttomonte Springs, FL
 Hands UnlimitedRidgecrest, CA
 Harley Davidson - C & D SalesMound, MN
 Heart Gifts By Theresa.....Kannapolis, NC
 Hixon Glass BlowersPhoenix, AZ
 Johnson, K.Coon Rapids, MN
 Katies KornerCottage Grove, MN
 Kathleen's Vintage BoxesLeonard, ND
 Kays Country KraftsHutchinson, MN
 Lavigne LeatherStar Prairie, WI

Layden StudiosMinneapolis, MN
 Light it UpWoodbury, MN
 Longaberger Co.Minneapolis, MN
 Lott's of CraftsSuperior, WI
 Marita'sRed Wing, MN
 Marie's Country RoseWisconsin Dells, WI
 Mountain Flower Pottery & TinWayzata, MN
 Mr. Ellie Pooh.....South St. Paul, MN
 Name RingsWheaton, MN
 Old Time PortraitsBaoly's Harbor, WI
 Paper ArtRaleigh, NC
 Pane in the GlassBrooklyn Park, MN
 Pearl Diver I Inc.Panama City, FL
 Personalized Christmas TreasuresDana Point, CA
 Pillowcases by KristenApple Valley, MN
 Plaster Cast - Cindy MorganNew Prague, MN
 Plaques By Baps.....Kennewick, WA
 Pol-O-Craft Nails In BloomReading, PA
 Porcelainly YoursSavage, MN
 Pottery - Ottetail OaksOttetail, MN
 Quilt Ladies - J & J EnterprisesTampa, FL
 Railroad Art By John CartwrightSt. Paul, MN
 Rebecca'sBrooklyn Park, MN
 Ribbon Fair Inc.Mountain Top, PA
 Rockin L DesignOmaha, TX
 Ruffles and FlourishesLakeville, MN
 Rustic ArtsWhite Bear Lake, MN
 Saint Agnes BakerySt. Paul, MN
 Saliture DesignsSt. Paul, MN
 Santa Fe TouchAlbuquerque, NM
 Sculptured Candle Co. Inc.Grand Rapids, MI
 Silver GalleryTulsa, OK
 Silver StrandsLa Mesa, CA
 SimonsonsVictoria, MN
 Sterling Silver by Spirit & CompanyMt. Gilead, OH
 Splendid Nature.....Minnetrista, MN
 SRR Enterprises.....Wilson, WI
 Star SilverCape Coral, FL
 Sterling Silver Plus.....Mound, MN
 Stitch E-Z - Powell, BrianMocksville, MN
 Sun ProductsMiddletown, OH
 Time OutCrossville, TN
 Tole HouseSt. Paul, MN
 Tony Sheda EnterprisesWrenshall, MN
 Unique Art & GiftManassas, VA
 Up North With Jan & JimPillager, MN
 Wall DecorWausau, WI
 Way Out WestClaremore, OK
 Whittles & BitsMilwaukee, WI
 Windi Southwest ArtsScottsdale, AZ
 Woodcut Hall Ltd.East Troy, WI
 ZRS FossilsBurnsville, MN

Automotive Dealers & Supplies

Associated Handicapable VansBurnsville, MN
 Conversion & Supply Inc.Hanover, MN
 Cummings MobilityHanover, MN
 Dodge Advertising AssociationPlymouth, MN
 Excell Recreational VehiclesSmith Center, KS
 Ford Motor Co.Minneapolis, MN
 Heartland Chevrolet DealersSt. Paul, MN
 Jeep Advertising AssociationPlymouth, MN
 Jim Lupient GMC TrucksMinneapolis, MN
 Kingsley Coaches.....Andover, MN
 Leroy's Custom Painting Inc.Coon Rapids, MN
 Lincoln-MercuryOverland Park, KS
 Line-X of MinneapolisGolden Valley, MN
 McCarthy Auto GroupRoseville, MN
 Morrie's Mazda.....Minnetonka, MN
 Red Carpet Car Service Inc.St. Paul, MN
 Thane Hawkins -
 Polar Chevrolet.....White Bear Lake, MN
 Toyota MotorAurora, IL
 Twin Cities Saturn RetailersGolden Valley, MN
 Waldoch Crafts Inc.....Forest Lake, MN

Books & Literature

City PagesMinneapolis, MN
 Employment NewsBloomington, MN
 Trader Publishing Co.St. Paul, MN

Building, Construction & Hardware

Backyard Building Systems -
 Construction Co.Hampton, MN
 Beisswenger Hardware.....Minneapolis, MN
 Concrete TechnologyMinneapolis, MN
 Conklin Products Co.Bloomington, MN
 Curb Creations of MNBuffalo, MN
 Energy Panel Structures.....Grattinger, IA
 Fancy PublicationBloomington, MN
 Greyston ConstructionSouth Haven, MN
 Ladder System - Wing EntSpringville, UT
 Lester Building SystemsLester Prairie, MN
 Midwest Fence & Mfg. Co.South St. Paul, MN
 Morton Buildings Inc.Morton, IL
 Northland Buildings Inc.Eau Claire, WI
 Northern Tool & EquipmentBurnsville, MN
 Nut & Bolt WarehouseMarine On St. Croix, MN
 Preferred Welder SalesMankato, MN
 R.B. Industries Inc.Harrisonville, MO
 Rodman & Co. Inc.....Burbank, CA
 Shopsmith Woodworking PromotionsDayton, OH
 Thomas Tool and Supply Inc.St. Cloud, MN
 Tilton Equipment Co.Blaine, MN
 UnderdeckMinneapolis, MN
 Wick Building Systems Inc.....Pine Island, MN
 Woodlund Homes -
 Crystal Bay Corp.....Wyoming, MN

Clothing & Accessories

Balazoo Clothing LTDCalgary, AB
Battle Lake OutdoorsBurnsville, MN
Bon'nean Inc.Champlin, MN
Capital Beverage Sales L.P.St. Paul, MN
Colada WearNorthridge, CA
Colorful Cotton ClothingMinnetonka, MN
Continental Leather
Fashions Co. Inc.Chula Vista, CA
Elegant AccentsSan Diego, CA
Farm Boy ClothingSt. Paul, MN
Flora's Dress EmporiumMinneapolis, MN
Funk's LeathercraftLong Lake, MN
Green Mountain Trading Co.Lebanon, IN
Hair Day SohoIrving, TX
Handbags by JeanWing, AL
Hatman, TheHudson, FL
Kim's FashionsLos Angeles, CA
LM Custom BootsCary, NC
Mi ChompitaMinneapolis, MN
MidwestDairy -
American Dairy Association of MNSt. Paul, MN
Minnetonka Moccasin Co. Inc.Minneapolis, MN
Mrs. Z's AccessoriesVero Beach, FL
Mystic MoonNorman, OK
Pen-Reed Co.Capistrano Beach, CA
Ralph Marlin & CompanyWaukasue, WI
Royal Brand EmbroideryEllsworth, WI
Sandak Aloha SandalsHenderson, NV
Sattler's Leather & HatsBonita Springs, FL
Sharon & JamesInver Grove Heights, MN
Shoes To BootMinneapolis, MN
Simply Barbara Western WearCovington, OK
Spectacle ShoppeNew Brighton, MN
Sportswear By
Martin Wholesale GroupMahtomedi, MN
SprongsMinneapolis, MN
Street Town & CountryIndianola, IA
Swedish Clogs - Norden Inc.St. Paul, MN
Triple H. Australian Western WearOxford, PA
Uneek Tie Dyed ApparelSt. Paul, MN

Financial Services

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

Food & Beverages

3 B ConcessionsBurlington, WI
Al's Sub Shop.Oakdale, MN
American Bottling Co.South St. Paul, MN
Andres Watermelon - Stinchfield, J.Hopkins, MN
Andrew, M.Minneapolis, MN
Andrus Concessions Inc.Apple Valley, MN
Art Tysk ConcessionsSt. Paul, MN
Australian FoodsBalboa, CA

Axle'sSt. Paul, MN
Ball Park CafeShoreview, MN
Barona, Stacey & RobertRoseville, MN
Bayou Bob's LLCAndover, MN
BBQ Baked PotatoAnderson, SC
Ben & Jerry's Ice CreamEdina, MN
Benson, B.Mahtomedi, MN
Best Around, TheNorth Ft. Myers, FL
Bianca's FoodsDeephaven, MN
Big Pepper - Barrett, J.St. Paul, MN
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
Bunis BakeryCandler, FL
Butcher Boys -
F & W Concessions Inc.Rhinebeck, NY
Cafe Caribe - TRES-C Inc.Minnetonka, MN
Candy Castle - Huston Inc.Parker City, IN
Candy Factory- George's Fun FoodGibsonton, FL
Caramel Apple Sundaes - Charcoal HutStaples, MN
Caribbean HeatMinneapolis, MN
Carl's GizmoUrbandale, IA
Cheese Curds - KroppGreen Bay, WI
Cheese Curds - Mouth TrapWest St. Paul, MN
Cheese Curds - Muskar Inc.White Bear Lake, MN
Chicago DogsStillwater, MN
Chick-N-Chops -
Peterson ConcessionsHam Lake, MN
China Town-MNWaterville, MN
Chocolate Chip Cookie Co.St. Paul, MN
Church of The EpiphanyCoon Rapids, MN
Cinnamon Roasted NutsMinneapolis, MN
Cinnamon Rolls - Willis EnterprisesTulsa, OK
Cinni SmithsMcGregor, MN
Coller Family Inc.Shakopee, MN
Colonial Nut Roll CompanyLake Park, IA
Cool Sips - Sunshine ConcessionsSpring Hill, FL
Corn Roast -
Ribco EnterprisesWhite Bear Lake, MN
Cotton Candy - Hartley, J.South Milwaukee, WI
Cotton Candy - Kusick, G.Cottage Grove, MN
Cotton Candy - Yahr, K.Richfield, MN
Country Store Sweet ShoppeMinneapolis, MN
Cream Puffs - Petrovski ConcessionsVista, CA
Crocker Enterprises Inc.Maple Grove, MN
Crocker's Spaghetti Village Inc.Maple Grove, MN
Cheese on a StickSan Diego, CA
Custards Last StandSt Paul, MN
Dairy BarMinneapolis, MN
Danielson, W.St. Paul, MN
Degnans PopcornMinneapolis, MN
Deli Express - E.A. Sween Co.Eden Prairie, MN
Delicious Potato SkinsNew Hope, MN

Delrick EnterprisesGolden Valley, MN
Demitris Greek FoodMont Airy, MD
Der Pretzel HausPace, FL
DFL Districts 66 and 67St. Paul, MN
Dino's GyrosCoon Rapids, MN
Dippin DotsHampton, MN
Dip Stix - M & S ConcessionsSt. Paul, MN
Dole Whip - Bougie, D.Maplewood, MN
Donna's Bar-B-Q Rib SandwichSouth St. Paul, MN
Elephant EarsConnerville, IN
El Sol Mexican FoodSt. Paul, MN
Famous Dave's of America Inc.Eden Prairie, MN
Festival Foods Inc.Cherry Hill, NJ
Lemonade - Wiles EnterprisesSt. 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 CreperieMinneapolis, MN
French Meadow BakeryMinneapolis, MN
Fresh French FriesMinneapolis, MN
Frontier BarNew Brighton, MN
Fudge Folks, TheMirror Lake, NH
Gass Concessions Inc.Plymouth, MN
Gasthaus EdelweissMaplewood, MN
Geppetos To GoGrand Ledge, MI
German Roasted Nuts -
Kleine Bayern LLCOconomowoc, WI
German Root BeerRoseville, MN
Giant Ride Inc.Pasadena, CA
Golden's Guiltless BagelsSt. Paul, MN
Gopher Dairy Club - U of MSt. Paul, MN
Grandstand DonutsLauderdale, MN
Granny's Caramel Apple SundaesHampton, MN
Green MillSt. Paul, MN
International GrillLakeland, MN
Hamline United
Methodist ChurchLittle Canada, MN
Hansen's Amusement FoodsFergus Falls, MN
Harrington's EnterprisesEllsworth, WI
Hawaiian Shaved Ice Inc.Hutchinson, MN
Henry's Kettle CornJacksonville, FL
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 USABrooklyn Center, MN
Isaac, T.Inver Grove Heights, MN
Isabel Burkes Olde Tyme TaffyPlymouth, IA
Italian Junction-Bahr, T.St. Cloud, MN
Java JiveEdina, MN

J.D.'s Eating Establishment.....	Crystal, MN	Poncho Dog - O'Neil, T.	Lauderdale, MN	Vescio's.....	Minneapolis, MN
Jerkey Shoppe, The.....	Becker, MN	Preferred Pickle, The	White Bear Lake, MN	Vietnamese Egg Rolls - Tran, V.	Golden Valley, MN
Jim & Jo's	Forest Lake, MN	Pretzel Factory	Aurora, CO	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	West Indies Soul	St. Paul, MN
Kirschner's Beer Stube	Burnsville, MN	Pronto Pups - Heller, R.	Siren, WI	Wild Rice Specialties.....	Minneapolis, MN
Lamb Shoppe, The.....	Hutchinson, MN	Pronto Pups - Jennisch, S.	Stockholm, WI	Williams Dinette - Steichen, J.	Fridley, MN
Larson, G.	Minneapolis, MN	Pronto Pups - Nelson, J.	South St. Paul, MN		
Larson, J.	Minneapolis, MN	Pronto Pups - Thelin	Stanchfield, MN		
LaVaque, E.	St. Paul, MN	Quesadilla Junction	Rochester, MN	Health & Beauty	
Lee Soynuts Co.....	Woodbury, MN	Rainbow Ice Cream - Davis, M.	Minneapolis, MN	Avon - Fischer, A	Kasson, MN
Leimon Concessions	Harlingen, TX	Rainbow Ice Cream - Tetrault, G.	Minneapolis, MN	Beauti Control.....	Ham Lake, MN
Lemonade Ltd.	St. Louis Park, MN	Rajin Cajun	Brooklyn Park, MN	Custom Clip Ons - Davis Enterprises	Hartville, MO
Luigi Fries	Lake Elmo, MN	Rice Kristie Bars	Minneapolis, MN	Fair Do's	Fridley, MN
Lunch Box-Bahr, P.	Spicer, MN	R.J. Pretzel Co.	Breckenridge, CO	Fragrances Inc.	St. Louis Park, MN
Lynn's Lefse.....	Aitkin, MN	Roadhouse Chicken	Lake Elmo, MN	Glamour Shots	Des Moines, IA
Mac's Grill.....	St. Paul, MN	Robbinsdale O.E.S. Dining Hall	Robbinsdale, MN	Golden Neo-Life Diamite Intl.	Kandiyohi, MN
Malt Shop	Shoreview, MN	Root Beer Stand	Falcon Heights, MN	Golden Pride/Intl. Dist.....	Fridley, MN
Mario's	Minneapolis, MN	Juanita Fajitas	St. Paul, MN	Independent Living Store	Bloomington, MN
Mexican Hat - Vogt, V.	New London, MN	Sadie's Frozen Custard	Fridley, MN	L, Paige Lipstick - Heckmann, J.....	Forest Lake, MN
Middle East Bakery.....	St. Paul, MN	Safari Snacks.....	Spoooner WI	Mary Kay Cosmetics Inc.	Bloomington, MN
Midway Food Co.	Austin, TX	Saint Bernard's Dining Hall	St. Paul, MN	Medica	Minneapolis, MN
Midway Mens Club	Rush City, MN	Salem Lutheran Church	Minneapolis, MN	Merino Skin Care.....	Gilbert, AZ
Midwest Dairy - American Dairy Association of MN	St. Paul, MN	Sausage By Cynthia	Maple Grove, MN	Midamerica Entertainment Inc.	Burnsville, MN
Minnekabob.....	Golden Valley, MN	Sausage Sister & Me	Minneapolis, MN	Nada Concepts Inc.	St. Paul, MN
Mitchell Concessions	St. Paul, MN	Sausage Station - Hectorne, D.	Chanhassen, MN	Nails by M.J. Promotion, LLC.	Belchertown, MA
MN Apples Inc.	White Bear Lake, MN	Schneider Popcorn	Roseville, MN	Naturally Beautiful Nails/Nail Masters	Plant City, FL
MN Honey Producers Association	Clarkfield, MN	Schroder Concessions Inc.	Faribault, MN	Professional Dynamics	Burnsville, MN
MN Turkey Growers Association	St. Paul, MN	Schumacher's New Prague Hotel Inc.	New Prague, MN	QuitPlan	Minneapolis, MN
Moon Beam-Funk's Coffeerville	Long Lake, MN	Seville Co. Inc.	Plymouth, MN	Soaps Sky Line Sales	South St. Paul, MN
Mr. Ribs Sandwich - Sutich, J.	Minnetonka, MN	Sno Cones - Hannasch Inc.	Minneapolis, MN	Spectacle Shop	New Brighton, MN
Mr. E's Pop - Erb, W.....	St. Paul, MN	Spaghetti Eddie's	Deltona, FL	Touch of Mink - Dermac Labs Inc.	Salem, OR
Netterfields	Land O' Lakes, FL	St. Martins	Golden Valley, MN	Willow Creek Treasures	Vernon Center, MN
Nuebel, E.	Hudson, WI	Steichens Food Market	St. Paul, MN		
Oodles of Noodles	Minneapolis, MN	Straight's Concessions	Crystal, MN	Home Improvement & Furnishings	
O'Garas	St. Paul, MN	Strawberries 'n Creme	Waseca, MN	AAA Garage Products Inc.	St. Paul, MN
Orange Treet Sales.....	Minneapolis, MN	Strawberry Patch	St. Paul, MN	ABC Seamless Inc.	Fargo, ND
Oven Fresh Brownies - Testin, L.	Taylor's Falls, MN	Sunderland, D.	Andover, MN	Access One Inc.	Wyoming, MN
Peg, The.....	St. Paul, MN	Sweet Martha's Cookie Jar	St. Paul, MN	Air One Heating & Air Conditioning.....	Brooklyn Park, MN
Smoothie Shack	River Falls, WI	Taco King - Isaac, M.	Inver Grove Heights, MN	Amcon Block & Precast	St. Cloud, MN
Smokin Joes	Lake Elmo, MN	Tejas - Cuisine Concepts	Edina, MN	American Clocks Inc.	Plant City, FL
Sugar Shack	Pelican Rapids, MN	That's a Wrap.....	St. Paul, MN	Andersen Corporation	Vadnais Heights, MN
Peters Hot Dogs	Mesa, AZ	Tiny Tim Mini Donuts - Larson, K. ..	Taylor's Falls, MN	Antique Woodworks	Norwood, MN
Peters Hot Dogs.....	St. Paul, MN	Tom Thumb Donut Corp.....	Minneapolis, MN	Arrow lift Accessibility.....	Duluth, MN
Pickle Dog	Rosemount, MN	Tremblay's Sweet Shop.....	Stillwater, MN	Asphalt Specialties Co.	Shoreview, MN
Pita Gourmet - Abdo, L.	St. Paul, MN	Tropical Fruit Floss	Hastings, MN	Automatic Garage Door & Fireplace	Fridley, MN
Pizza Palace	Minneapolis, MN	Tysseling, J.	St. Paul, MN	B.C. Kitchens Inc.	Hopkins, MN
Pizza Shop.....	Harlingen, TX	Ukmar, R.	Sarasota, FL	Basements by Owens Corning	Apple Valley, MN
Pizza Wagon	Eagan, MN	Ulmer Metro Distributing Inc.	St. Paul, MN	Bathcrest Metro Inc.	Buffalo, MN
Poncho Dog - O'Neil, F.	Roseville, MN	Ultimate Confections	Wauwatosa, WI	Brinks Home Security	Minneapolis, MN
Poncho Dog - O'Neil, L.	Roseville, MN	Veggie Fries - Rosenthal, D.	St. Paul, MN	By The Yard.....	Jordan, MN
Poncho Dog - O'Neil, Leah	St. Paul, MN	Veggie Pie - Alere's Concessions	Pine City, MN	Cabinetpak Kitchens of Mpls.	Bloomington, MN
				Carpet Court	St. Paul, MN
				Classic Wood Furnace.....	Isanti, 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 & Carpet.....Mendota Heights, MN
 Discount Windows And WaresRoseville, MN
 Ecowater Systems Inc.....St. Paul, MN
 Falls Flag Service - DPS IndustriesLittle Falls, MN
 Fireside Corner Inc.Roseville, MN
 Floor Heat/SystemsMinneapolis, MN
 Galaxy Custom BoothsWyoming, MN
 Garage SquadBlaine, MN
 Garage Tek.....St. Paul, MN
 Glenwood InglewoodMinneapolis, MN
 Golden Hammocks Inc.Escondido, CA
 Great Fans & BlindsSt. Paul, MN
 Great Garage Door Co.Blaine, MN
 Great River Energy.....Elk River, MN
 Hardwood Floor StoreCrystal, MN
 Home DepotFridley, MN
 Jack Pixley Sweeps Inc.Andover, MN
 J.J. Vanderson & Co.St. Paul, MN
 Jubilee Home SolutionsKansas City, MD
 Kilroy Malt Shop Supply.....Minneapolis, MN
 Kitchen Make-OverMinneapolis, MN
 Luxury Bath Liners of MN.....Bloomington, MN
 Magna Products Inc.....Green Bay, WI
 McPete's Drafting.....Minneapolis, MN
 MN Rusco Inc.Minnetonka, MN
 Mon-Ray Inc.....Golden Valley, MN
 My Pillow-Night MovesCarver, MN
 NTH CommunicationsSt. Paul, MN
 Need-A-ShedWarren, MN
 Northern Glass Block Co.Edina, MN
 Oak ClassicEncino, CA
 Owens Corning Wear.....Minneapolis, MN
 Patio Enclosures Inc.....New Brighton, MN
 Patio TownOakdale, MN
 Premium Waters Inc.Minneapolis, MN
 Saunas by Finn/SisuSt. Paul, MN
 Select Comfort.....Minneapolis, MN
 Sir Laurence Stained Glass StudioFarmington, MN
 Snyder Home ImprovementsMinnetonka, MN
 Solar Midwest Inc.Plymouth, MN
 Stained Glass Overlay Design Studio.....Roseville, MN
 Standard Water Control Systems Inc.Crystal, MN
 Switchplate Gallery.....Cameron, WV
 T & J Wood Designs.....Holland, MN
 Transfer DesignAllandale, FL
 Teak Emporium Inc.....San Diego, CA

Tenet Painting & DecoratingEden Prairie, MN
 Thundering Hurd ExchangeNew Virginia, IA
 Timberland Buff CoatSt. Paul, MN
 Weather Lock Windows SystemsSt. Paul, MN
 Whalen Woods Log FurniturePequot Lakes, MN
 Wilkening Manufacturing Co. Inc.....Walker, MN
 Woolie, The.....Plymouth, MN
 Xcel EnergyMinneapolis, MN

Household Products & Services

Angie's ListBloomington, MN
 Associated ConsultantsMinneapolis, MN
 Associated Sewing and KnittingSt. Paul, MN
 Cenaiko Enterprises Inc.Coon Rapids, MN
 Countryside Floral DesignAnoka, MN
 Creative Sewing Centers Inc.Golden Valley, MN
 Diamondcraft Corp.Minneapolis, MN
 Dry Store, The.....Lanesboro, MN
 ElectroluxPlymouth, MN
 Everfresh.....Edina, MN
 Excell Wireless.....Minneapolis, MN
 Florian Ratchet CutPlantsville, CT
 Fortner's Salt-Free Seasonings.....Lake Mills, WI
 Garlic GourmayAriel, WA
 Golden Hammocks Inc.Escondido, CA
 Home of EleganceVadnais Heights, MN
 Hudspeth, S.Allen, TX
 International Culinary ConsultantsElberon, NJ
 JMS ToolingSt. Paul, MN
 Kinetic Dealers of MinnesotaBurnsville, MN
 Legacy Land GroupEden Prairie, MN
 Marvelle Cookware.....Livonia, MI
 Mary Lue's Knitting World.....St. Peter, MN
 Melodies-In-Tin.....Riverdale, GA
 Niagra Prestige ProductsBrooklyn Park, MN
 Nomar Inc.....St. Paul, MN
 Nordass American HomeMN Lake, MN
 Nordmark Group, TheApple Valley, MN
 Patterson ProductsLa Mirada, CA
 Quality Bag.....Oakdale, MN
 Renaissance Exteriors.....Maple Grove, MN
 Round Bobbin Sewing Center.....St. Paul, MN
 Rusty Nut EnterprisesByron, MN
 Safari Afari EntreprisesBrooklyn Park, MN
 Scissors-Lakeside 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
 Vita Mix Corp.Cleveland, OH
 Watkins Inc.....Winona, MN
 Xccent Inc.Osceola, WI

Imports & Ethnic Merchandise

African Collections.....Sharon, MA
 Aloha JewelryPearl City, HI
 Artesanos UnidosLos Angeles, CA
 Bando ImportsNorthbrook, IL
 Bolivian Imports.....Loveland, CO
 Brown, Y.....Excelsior, MN
 Caples, M.Little Canada, MN
 Chandi Gallery/Coune, Ltd.Minneapolis, MN
 French Imports by Chez GautierOrlando, FL
 China HandcraftBloomington, MN
 Chinese Paper CutterAlhambra, CA
 Egypt USAConcord, CA
 Fantastic VoyageStillwater, MN
 German Specialty Imports.....St. Paul, MN
 G.F. Philippines HandicraftVerona, NJ
 Gifts Made by HandsSt Paul, MN
 Global International Inc.Minneapolis, MN
 Grand Assorted Enterprise Co. Ltd.Claremont, CA
 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 Grand.....St. Paul, MN
 Jennico African & Intl' Gifts.....St. Paul, MN
 Khan, S.Hamel, MN
 Lacquerware - Tong, LindaLawrenceville, GA
 Okongo Enterprises.....St. Cloud, MN
 Oriental Craft and Development Co.Lake City, MN
 Primitive Origins.....South Haven, MN
 Rama Imports.....Franklin, WI
 Russia With Love.....Buffalo, MN
 San Juan, M.Azusa, CA
 Scottish Gifts By BernadetteSt Paul, MN
 Signs - Nostalgic, Metals, PorcelainSonoma, CA
 Taxco ImportsWest Hills, CA
 Treasure ChestAuburndale, FL
 Vagabond ImportsCorona, CA

Institutional Exhibits & Government Agencies

AARP Minnesota	St. Paul, MN	MN Dept. of Revenue	St. Paul, MN	South MN Area Assembly of Alcoholics Anonymous	Minneapolis, MN
AFS Intercultural Programs	St. Paul, MN	MN Dept. of Transportation	St. Paul, MN	St. Cloud State Alumni	St. Cloud, MN
Air Force Reserve	St. Paul, MN	MN Dept. of Transportation Aeronautics Office	St. Paul, MN	St. Mary's College	Minneapolis, MN
American Diabetes		MN Dept. of Veterans Affairs	St. Paul, MN	St. Paul Building & Construction Trades	St. Paul, MN
American Lung Association of MN.....	Minneapolis, MN	MN Building Codes & Standards	St. Paul, MN	Stagecoach Theatre Arts	Minneapolis, MN
American Swedish Institute	Minneapolis, MN	MN Elk Breeders Association	Sauk Centre, MN	Toastmasters International	Plymouth, MN
Art Instruction School	Minneapolis, MN	MN Farm Bureau Federation	St. Paul, MN	US Department of Agricultural Research	St. Paul, MN
Arthritis Foundation-MN Chapter	St. Paul, MN	MN Farmers Union	St. Paul, MN	US Postal Services Online.....	Minneapolis, MN
Audubon Minnesota	St. Paul, MN	MN Forest Industries Inc.	Duluth, MN	University of Minnesota - University Relations.....	Minneapolis, MN
Augsburg College	Minneapolis, MN	MN Fur Breeders Association	North St. Paul, MN	University of St. Thomas.....	St. Paul, MN
Bethany College.....	Mankato, MN	MN Genealogical Society	St. Paul, MN	Veterans Affairs Med Center	Minneapolis, MN
Bethel College	St. Paul, MN	MN High Technology Association	Minneapolis, MN	Walker Art Center	Minneapolis, MN
Boy Scouts of America - Indianhead Council	St. Paul, MN	MN Higher Education Services Office	St. Paul, MN	William Mitchell College of Law	St. Paul, MN
Broiler and Egg Assoc. of Minnesota	St. Paul, MN	MN Homeschoolers Alliance	Roseville, MN		
Brown College	Mendota Heights, MN	MN House of Representatives-Public Information Office	St. Paul, MN	Media	
College of St. Benedicts/St. Johns.....	St. Josephs, MN	MN Lamb & Wool Producers Association	Hutchinson, MN	Air America	Eden Prairie, MN
College of St. Scholastica.....	Duluth, MN	MN Lions Eye Bank and Hearing Foundation	St. Cloud, MN	Fox Sports Network.....	Eden Prairie, MN
Concordia University.....	St. Paul, MN	MN Office of State Aditors.....	St. Paul, MN	KARE-11 TV.....	Golden Valley, MN
Education in Minnesota.....	St. Paul, MN	MN Mensa	Brooklyn Park, MN	KDWB Radio	Minneapolis, MN
Epilepsy Foundation of Minnesota	St. Paul, MN	MN Newspaper Foundation	Minneapolis, MN	KEEY/K102	
Geological Society of Minnesota.....	Robbinsdale, MN	MN Nurses Association	St. Paul, MN	Today's Best Country	Bloomington, MN
Great Lakes Indian		MN Office of Citizenship and Volunteer Services	St. Paul, MN	KFAN-AM Radio.....	Minneapolis, MN
Fish & Wildlife Commission	Odanan, WI	MN Office of Environmental Assistance	St. Paul, MN	KFMP 107 Hubbard Broadcasting	St. Paul, MN
Gustavus Adolphus College	St. Peter, MN	MN Pork Producers Association	North Mankato, MN	KJZI - Smooth Jazz	Minneapolis, MN
Hamline University	St. Paul, MN	MN Propane Gas Association	Minneapolis, MN	KKMS-AM Radio	Eagan, MN
Hazelden Foundation.....	Center City, MN	MN Relay Services	St. Paul, MN	KLBB Radio	St. Paul, MN
History Theater	St. Paul, MN	MN Senior Federation Inc.	St. Paul, MN	KMSP-TV	Eden Prairie, MN
Lifesource	St. Paul, MN	MN Soybean Growers	North Mankato, MN	KQQL FM, KOOL108 Radio	Minneapolis, MN
Masonic Grand Lodge of MN.....	St. Paul, MN	MN State Colleges and Universities	St. Paul, MN	KQRS-AM/FM Radio	Minneapolis, MN
Metro Transit	Minneapolis, MN	MN State Council On Disability	St. Paul, MN	KSTP-AM Radio.....	St. Paul, MN
Metropolitan Mosquito Control Dist.	St. Paul, MN	MN State Fair Foundation	Falcon Heights, MN	KSTP-TV - Hubbard Broadcasting Inc.	St. Paul, MN
Minneapolis Institute of Art.....	Minneapolis, MN	MN State Horticultural Society	Falcon Heights, MN	KSTP-FM Radio	St. Paul, MN
Minnesota Association of Charter Schools.....	St. Paul, MN	MN State Senate	St. Paul, MN	KTCZ-FM - Cities 97	Minneapolis, MN
Minnesota Military Appreciation	Shoreview, MN	MN State Research and Promotion Council	St. Paul, MN	KXXR 93X Radio	Minneapolis, MN
MN Agriculture In The Classroom	Shakopee, MN	Mothers Against Drunk Driving-MN	St. Paul, MN	KZNF FM Radio.....	Golden Valley, MN
MN AIDS Project	Minneapolis, MN	National Multiple Sclerosis Society-MN	Minneapolis, MN	MN Public Radio.....	St. Paul, MN
MN Army & Air National Guard	Roseville, MN	Natural Resources Conservation Service.....	St. Paul, MN	R.K. Radio Network.....	St. Paul, MN
MN Association of Charter Schools	St. Paul, MN	NEI College of Technology	Columbia Heights, MN	100 Radio WLOL Classics	Minneapolis, MN
MN Attorney General's Office - Consumer Division	St. Paul, MN	New Life Family Services.....	Richfield, MN	Saint Paul Pioneer Press	St. Paul, MN
MN Beef Council	Minneapolis, MN	Northwestren College	Roseville, MN	Star Tribune	Minneapolis, MN
MN Buffalo Association	Owatonna, MN	Northstar Corridor.....	Anoka, MN	U.S.A. Today	Roseville, MN
MN Blue Flame Gas Association	Minneapolis, MN	Organic Consumers Assoc.....	Findland, MN	WCCO Radio.....	Minneapolis, MN
MN Citizens Concerned For Life	Minneapolis, MN	Parker Hughes Institute.....	Roseville, MN	WCCO Television	Minneapolis, MN
MN Cultivated Wild Rice Council	St. Paul, MN	Preservation Alliance of Minnesota	St. Paul, MN	WLTE.....	Minneapolis, MN
MN Dept. of Agriculture	St. Paul, MN	Pro Choice Resources	Minneapolis, MN	WWTC - The Patriot	Eagan, MN
MN Dept. of Economic Security	St. Paul, MN	Sierra Club	Minneapolis, MN		
MN Dept. of Health	St. Paul, MN	Social Security Administration	Minneapolis, MN	Miscellaneous	
MN Dept. of Natural Resources	St. Paul, MN			Best Buy GMR	New Berlin, WI
MN Dept. of Public Service	St. Paul, MN			Field & Stream, Lead Dog Marketing	New York, NY
				Fit For Life, Hooked on the Outdoors.....	Duluth, CA
				Gold-N-Plump Poultry	St. Cloud, MN

Gopher State Ice CompanySt. Paul, MN
 Great Safety Adventure US ConceptNew York, NY
 Kellogg's Tony Mobile Experience.....New York, NY
 Lawry's Live Caravan
 US Marketing PromoTorrance, GA
 L'Oreal Legacy Marketing Partners LLCChicago, IL
 MedtronicsMinneapolis, MN
 MN Territorial Pioneers Inc.St. Paul, MN
 Motion ProductsPlymouth, MN
 NBA Jam Van Relay Inc.....St. Louis, MO
 Nation Marine Mfr Assoc.Chicago, IL
 No Name SteaksMinneapolis, MN
 Professional Mosquito Control.....Clearwater, MN
 Red Wing Shoe CompanyRed Wing, MN
 Saint Paul Post OfficeSt. Paul, MN
 Synergy Sports - Milk RulesOcean, NY
 The Expo GuysMinneapolis, MN
 Vista Mobility Specialists Inc.Park Ridge, IL

Music & Entertainment

Chanhassen Dinner TheatresChanhassen, MN
 Groth MusicMinneapolis, MN
 Kids Music Box Levine AssocSt. Paul, MN
 Minnesota Orchestra, TheMinneapolis, MN
 Ordway Music TheatreSt. Paul, MN
 Schmitt Music CompanyMinneapolis, MN

Novelties, Souvenirs & Toys

Bling- Land D JewelryGibson, FL
 CancrurablesSt. Paul, MN
 Calendars - 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
 Friday Dog CartooningSt. Paul, MN
 Gizmo's House of MagicAmherstburg, Ont. CAN
 Intercollegiate AthleticsMinneapolis, MN
 Mirror Mania.....Ryebrook, NY
 Old Time Photo By Chaps.....Brady, TX
 OZ Munchkinland Eagle Sports.....Wantagh, NY
 PS SalesSterling Heights, MN
 Ron Schara EnterprisesMinneapolis, MN
 ShindersMinneapolis, MN
 Spin A Paint - Perlman, D.New Hope, MN
 Standi Toys Inc.Somerset, WI
 Televac Computer.....Versailles, MO

U of MN Williams FundMinneapolis, MN
 U of MN Women's /
 Wildman CaricaturesMinneapolis, MN
 William Morgan CaricaturesMinneapolis, MN
 Wee Dazzle.....Palm Springs, FL

Pet & Animal Supplies

Ace Tack & OutfittersCambridge, MN
 Companion Animals Humane SocietySt. Paul, MN
 Custom Cat PurrrnitureSt. Paul, MN
 Grand TailWoodbury, MN
 Fancy PublicationsLampkin, VI
 Hope's BraidsBrainerd, MN
 Innovation X One Scoop.....Granger, IN
 MN Humane Society.....St. Paul, MN
 MN Purebred Dog Breeders
 AssociationBloomington, MN
 Pet PeddlerWichita, KS
 Rural Pet SupplyLibertyville, IL
 Vermont Nature CreationsWells, VT

Political Organizations

Constitution PartyMinneapolis, MN
 Doran for SenateSt. Paul, MN
 Fitzgerald for SenateSt. Paul, MN
 Ford Bell for SenateWayzata, MN
 Green Party of MinnesotaMinneapolis, MN
 Independence Party of MNMinneapolis, MN
 Kennedy for SenateSt. Paul, MN
 Klobuchar for Senate.....St. Paul, MN
 Libertarian Party of MNMinneapolis, MN
 Minnesota Advocates for Human RightsShoreview, MN
 MN AFL-CIOSt. Paul, MN
 MN Democratic Farmer Labor PartySt. Paul, MN
 Norm Coleman for U.S. Senate.....St. Paul, MN
 Senator Mark DaytonFort Snelling, MN
 Republican Party of Minnesota.....St. Paul, MN
 Taxpayers LeagueSt. Paul, MN

Religious Organizations

Christian Educational ServiceThonotosassa, FL
 Crossroads Chapel.....St. Paul, MN
 Jewish Community
 Relations Council.....Minneapolis, MN
 MN Conference of
 Seventh-Day AdventistsMaple Grove, MN

Sports & Recreation

3rd Lair Skate Parks.....Minneapolis, MN
 A & E EnterpriseLake Elsinore, CA
 All American Recreation Inc.Bloomington, MN
 Big Dog MotorcyclesSt. Paul, MN
 Butterfly HouseLeonard, OK
 Crystal Pierz MarineForest Lake, MN
 Eagles View of MNCrystal, MN
 Golf Connection, TheChanhassen, MN

Great ExpectationsEdina, MN
 Great Northern EngineeringMinneapolis, MN
 Greater Midwest Marketing Inc.....Forest Lake, MN
 Kasswinns Fishing InnovationsBloomington, MN
 Legendary CommemorativesCheyenne, WY
 Lost Our Marbles.....Manville, NJ
 Marine Connection Inc.Forest Lake, MN
 Master Z's Dart & Pool Supply.....Waukesha, WI
 Minnesoftub Inc.....Mound, MN
 Minnesota Vixens Professional Football..Big Lake, MN
 Minnesota Twins and Club MLB.....Minneapolis, MN
 Minnesota Wild NHL Hockey
 and Minnesota Swarm.....St. Paul, MN
 MN United Snowmobilers AssnMinneapolis, MN
 Northland Log HomesSomerset, WI
 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 Motorsports.....Blaine, MN
 Pure Vision Ent.Duncanville, TX
 Rainbow Midwest Inc.Prior Lake, MN
 RFG Safe & KnifeCrystal, MN
 Roll-In Products.....Grand Rapids, MN
 Rosemount Boating CenterRosemount, MN
 St Paul Convention & Visitors BureauSt. Paul, MN
 St. Paul Winter Carnival -
 St. Paul FestivalsSt. Paul, MN
 St. Paul Harley Davidson Buell.....St. Paul, MN
 St. Paul SaintsSt. Paul, MN
 Son Watersports.....Clear Lake, WI
 Southeastern Minnesota Historic
 Bluff CountryHarmony, MN
 Swimmin' HoleFridley, MN



Independent Auditor's Report

Mr. Lyle Steltz, 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 statement of net assets of the State Agricultural Society as of and for the years ended October 31, 2005 and 2004, 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 opinions on those financial statements based on our audit. We did not audit the financial statements of the Minnesota State Fair Foundation, which represents 100 percent of the total discretely presented component units. Those financial statements were audited by other auditors whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for the discretely presented component unit, is based on the report of the other auditors.

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. The financial statements of the State Fair Foundation were not audited in accordance with *Government Auditing Standards*. An audit also includes assessing the accounting principles used and 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, based on our audit and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the State Agricultural Society and the discretely presented component unit as of October 31, 2005 and 2004, and the respective changes in financial position and cash flows thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America.

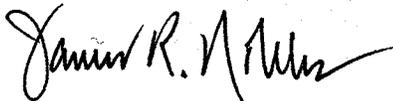
In accordance with *Government Auditing Standards*, we have also issued our report dated March 15, 2006, on our consideration of the State Agricultural Society's internal control over

Mr. Lyle Steltz, President
Members of the State Agricultural Society
Mr. Jerry Hammer, Executive Vice President
Page 2

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 and the other required supplementary information, as listed in the Table of Contents, are not a required part of the Society's basic financial statements, but are 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 purposes 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 by us 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



Cecile M. Ferkul, CPA, CISA
Deputy Legislative Auditor

March 15, 2006

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, 2005 and 2004, 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 statement for fiscal years 2005 and 2004 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 gain of \$1.3 million in 2005, based on gross revenues of \$30.8 million and gross expenses of \$29.5 million. The previous year's operation showed a net loss of \$18,000. 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.

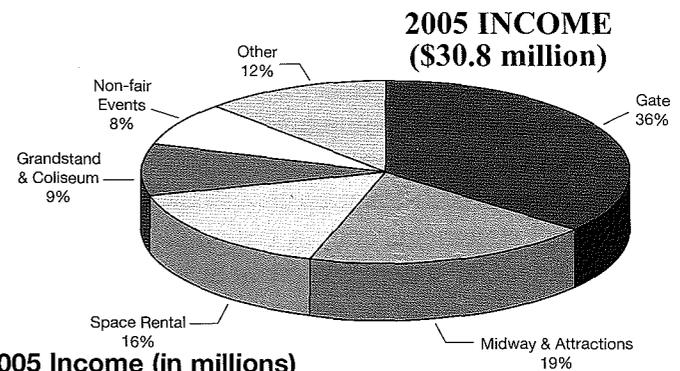
In a typical year ticket sales represents two-thirds of the State Fair's gross annual income. In 2005, the ticket sales total of \$20 million was earned chiefly through sales of outside gate tickets (\$11 million), Might Midway and Kidway tickets (\$5.2 million) and Grandstand tickets (\$2.5 million).

Despite virtually identical attendance the past two years, the State Fair's net operating income increased from virtually break-even in '04 to a profit of \$1.3 million in '05. The net gain was due primarily to the increase in Grandstand, sales and parking revenue. Attendance was affected in both '04 and '05 by early school openings and rained out days on the fair's second weekend.

As with most business enterprises, expenses are very diverse. The State Fair provides extensive services to fair visitors that include police protection (\$865,000), sanitation (\$770,000) and Park & Ride buses (\$1.1 million). Other expenses include Grandstand and free entertainment (\$3.8 million), fairgrounds plant operations (\$3.6 million) and maintenance and depreciation of State Fair facilities (\$4.4 million).

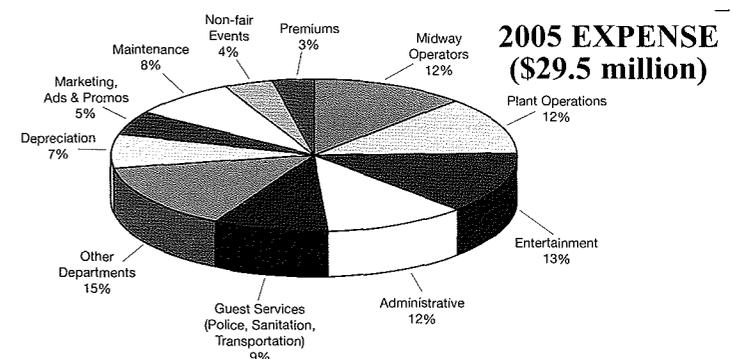
A detailed breakdown of the State Fair's income and expenses are included in the Income and Expense Supporting Schedules on pages 27-29.

Revenues, Expenses and Changes in Net Assets				
	2004	2005	Change	% Change
Total Revenue	28,123,000	30,816,000	2,693,000	9.6%
Total Expense	28,141,000	29,511,000	1,370,000	4.9%
Changes in Net Assets	(18,000)	1,305,000	1,323,000	
Beginning Net Assets	31,253,000	31,431,000	178,000	
Prior Period Adjustment	196,000	-	-	
Beginning Net Assets, adjusted	<u>31,449,000</u>	<u>31,431,000</u>	<u>(18,000)</u>	
Ending Net Assets	\$31,431,000	\$32,736,000	\$1,305,000	4.2%



2005 Income (in millions)

- Gate – \$11.1
- Midway & Attractions – \$5.8
- Space Rental – \$4.9
- Non-fair Events – \$2.4
- Grandstand & Coliseum – \$2.7
- Other – \$3.9



2005 Expense (in millions)

- Midway Operators – \$3.4
- Plant Operations – \$3.6
- Entertainment – \$3.8
- Administrative – \$3.5
- Guest Services – \$2.8 (Police, Sanitation, Transportation)
- Other Departments – \$4.3
- Depreciation – \$2.1
- Marketing, Ads & Promos – \$1.4
- Maintenance – \$2.3
- Non-fair Events – \$1.3
- Premiums – \$1

■ 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 \$1,305,000 to a total of \$32.7 million during fiscal 2005.

Over 80% of the Society's net assets—\$27.3 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.

■ 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).

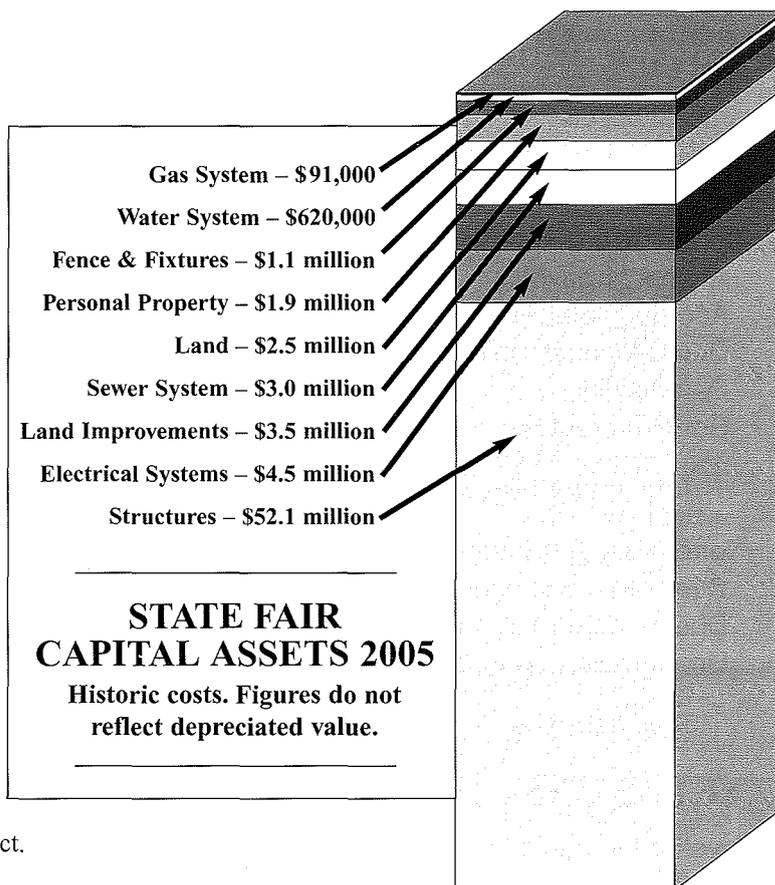
In 2005, the State Fair invested \$700,000 in capital improvements. Major improvements completed during the year included \$186,000 for the construction of a Grandstand access ramp, \$269,000 for upgrades in the fairgrounds electrical system and \$99,000 for the installation of hand washing stations in our livestock area. In '04, the largest capital project 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.

The real value of the fair's fixed assets, particularly its structures, is far greater than the net value of \$37.7 reflected in the financial statements. Building valuation conducted for property insurance purposes place the combined value conservatively at \$162 million.

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

CONDENSED STATEMENT OF NET ASSETS

	2004	2005	Change	Percent Change
Current & Other Assets	\$6,630,000	\$ 7,994,000	\$ 1,364,000	20.6%
Capital Assets	<u>39,176,000</u>	<u>37,748,000</u>	<u>(1,428,000)</u>	<u>(3.6)%</u>
Total Assets	45,806,000	45,742,000	(64,000)	(0.1)%
Long Term Debt	10,430,000	10,025,000	(405,000)	(3.9)%
Other Liabilities	<u>3,945,000</u>	<u>2,981,000</u>	<u>(964,000)</u>	<u>(24.4)%</u>
Total Liabilities	14,375,000	13,006,000	(1,369,000)	(9.5)%
Invested in Capital Assets				
Net of Related Debt	28,351,000	27,318,000	(1,033,000)	(3.6)%
Restricted	1,798,000	1,761,000	(37,000)	(2.1)%
Unrestricted	<u>1,282,000</u>	<u>3,657,000</u>	<u>2,375,000</u>	<u>185.3%</u>
Total Net Assets	<u>\$31,431,000</u>	<u>\$32,736,000</u>	<u>\$1,305,000</u>	<u>4.2%</u>



■ 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 2005, the bond principal amount was reduced \$395,000. 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	2005	2004
ASSETS		
Current assets:		
Cash and cash equivalents - Unrestricted	\$ 3,499,718	\$ 2,430,940
Cash and cash equivalents - Restricted	1,761,377	1,798,009
Accounts Receivable	2,218,700	2,173,890
Receivable due from Minnesota State Fair Foundation		89,992
Accrued interest receivable	242	465
Prepaid expenses	148,656	37,671
Total current assets	7,628,693	6,530,967
Non-current assets:		
Note Receivable	21,635	41,668
Receivable due from Minnesota State Fair Foundation	343,993	57,000
Capital Assets, Net of related depreciation	37,748,226	39,176,249
Total assets	\$ 45,742,547	\$ 45,805,884
LIABILITIES		
Current liabilities:		
Accounts payable	\$ 1,893,784	\$ 2,980,673
Accrued salaries	205,267	185,658
Compensated absences	433,057	412,205
Deferred income	207,838	145,951
Bond interest payable	59,794	61,300
Total current liabilities	2,799,740	3,785,787
Noncurrent liabilities:		
Due within one year	405,000	395,000
Due in more than one year	10,025,000	10,430,000
Unamortized bond discount	(223,881)	(236,318)
Total liabilities	\$ 13,005,859	\$ 14,374,469
NET ASSETS		
Invested in capital assets, net of related debt	\$ 27,318,226	\$ 28,351,250
Restricted for:		
Debt Service	1,749,223	1,786,173
Capital Improvements	12,154	11,836
Unrestricted assets	3,657,085	1,282,156
Total net assets	\$ 32,736,688	\$ 31,431,415
Total liabilities and net assets	\$ 45,742,547	\$ 45,805,884

The notes to the financial statements are in integral part of this statement.

■ Minnesota State Fair Foundation Statements of Financial Position

For the years ended October 31

2005

2004

ASSETS:

Cash	\$ 250,135	\$ 73,943
Contributions receivable	704,180	16,123
Prepaid expenses and other assets	4,600	2,403
Promotional materials	5,271	5,271
Merchandise inventory	4,867	7,603
Property and equipment, net of accumulated depreciation	28,127	11,792
	<hr/>	<hr/>
Total assets	\$ 997,180	\$ 117,135

LIABILITIES AND NET ASSETS (DEFICIT):

Liabilities

Accounts payable	\$ 1,546	\$ 6,695
Grant payable to the Minnesota State Agricultural Society	-	15,000
Accrued expenses	7,174	2,463
Payables due to the Minnesota State Agricultural Society	286,993	74,992
Line of credit due to the Minnesota State Agricultural Society	57,000	57,000
	<hr/>	<hr/>
Total Liabilities	352,713	156,150

Net Assets (Deficit)

Unrestricted	(133,551)	(65,528)
Temporarily restricted	778,018	26,513
	<hr/>	<hr/>
Total Net Assets (Deficit)	644,467	(39,015)
	<hr/>	<hr/>
Total Liabilities and Net Assets (Deficit)	\$ 997,180	\$ 117,135

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

For the years ended October 31	2005	2004
OPERATING REVENUES:		
Ticket sales	\$ 20,131,892	\$ 18,084,823
Activities	6,332,607	5,291,562
Other	4,145,328	4,545,702
Total operating revenues	\$ 30,609,827	\$ 27,922,087
OPERATING EXPENSES:		
Administrative	\$ 3,544,646	\$ 3,493,961
Activities and Support	15,147,470	14,090,761
Premiums	979,027	894,537
Plant Operations	3,554,117	3,265,699
Plant Maintenance	2,265,330	2,159,207
Other	1,404,024	1,495,892
Depreciation	2,125,935	2,189,219
Total operating expenses	29,020,549	27,589,276
Operating income	\$ 1,589,278	\$ 332,811
NONOPERATING REVENUES (EXPENSES):		
Interest income	\$ 122,224	\$ 95,278
Grant revenue	83,932	105,988
Interest expense	(490,161)	(490,017)
Loss on disposal of fixed assets	-	(61,834)
Net income	1,305,273	(17,774)
Total net assets, beginning of year	\$ 31,431,415	\$ 31,253,029
Prior period adjustment	-	196,160
Total net assets, beginning of the year adjusted	31,431,415	31,449,189
Net assets, end of year	\$ 32,736,688	\$ 31,431,415

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

	2005			2004		
	Temporarily			Temporarily		
	Unrestricted	Restricted	Total	Unrestricted	Restricted	Total
Revenues:						
Contributions and memberships	\$ 87,613	\$ 867,231	\$ 954,844	\$ 91,280	\$ 19,645	\$ 110,925
In-kind contributions	74,857	1,500	76,357	30,869	96,288	127,157
Net assets released from restrictions	117,226	(117,226)	-	118,613	(118,613)	-
	<u>279,696</u>	<u>751,505</u>	<u>1,031,201</u>	<u>240,762</u>	<u>(2,680)</u>	<u>238,082</u>
Merchandise sales	105,119	-	105,119	22,742	-	22,742
Less: Cost of goods sold	(16,647)	-	(16,647)	(9,586)	-	(9,586)
Net merchandise sales	88,472	-	88,472	13,156	-	13,156
	<u>368,168</u>	<u>751,505</u>	<u>1,119,673</u>	<u>253,918</u>	<u>(2,680)</u>	<u>251,238</u>
Total revenues	368,168	751,505	1,119,673	253,918	(2,680)	251,238
Expenses:						
Distributions to the Minnesota State Agricultural Society	83,932	-	83,932	106,176	-	106,176
Payroll	215,373	-	215,373	107,430	-	107,430
Professional Services	45,015	-	45,015	52,467	-	52,467
Production supplies	25,826	-	25,826	17,597	-	17,597
Postage and mailing	17,224	-	17,224	4,396	-	4,396
Printing and advertising	8,409	-	8,409	2,971	-	2,971
Rent	7,225	-	7,225	7,080	-	7,080
Incentives and recognition	8,366	-	8,366	1,701	-	1,701
Office supplies	2,413	-	2,413	1,779	-	1,779
Loss on inventory obsolescence	9,258	-	9,258	-	-	-
Other	13,150	-	13,150	8,537	-	8,537
Total expenses	436,191	-	436,191	310,134	-	310,134
Increase (decrease) in net assets (deficit)	(68,023)	751,505	683,482	(56,216)	(2,680)	(58,896)
Net assets (deficit), beginning	(65,528)	26,513	(39,015)	(9,312)	29,193	19,881
Net assets (deficit), ending	\$ (133,551)	\$ 778,018	\$ 644,467	\$ (65,528)	\$ 26,513	\$ (39,015)

■ Minnesota State Fair Statement of Cash Flows

For the years ended October 31

Cash flow from operating activities:

	2005	2004
Cash received from operations		
Ticket Sales	\$ 20,070,314	\$ 17,841,138
Activities	6,227,988	5,264,655
Other	4,116,600	4,159,552
Cash payment for operating expenses		
Administration	(3,627,727)	(3,458,015)
Activities	(15,682,704)	(15,546,640)
Plant Operations	(5,871,271)	(5,189,907)
Other	(1,269,621)	(1,720,397)
Net cash provided by operating activities	<u>3,963,579</u>	<u>1,350,386</u>

Cash flow from capital and related financing activities

Payments for acquisition and construction of capital assets	(2,256,746)	(8,183,981)
Principal payments on notes and leases	-	(80,460)
Principal payments on revenue bonds	(395,000)	(285,000)
Interest payments on revenue bonds	(482,405)	(591,873)
Proceeds from note receivable	20,033	18,548
Net cash provided by capital and related financing activities	<u>(3,114,118)</u>	<u>(9,122,766)</u>

Cash flow from non-capitol financing activities

Proceeds from working capital loan	1,020,000	-
Principal payments on working capital loan	(1,020,000)	-
Interest payments on working capital loan	(9,262)	(1,347)
Grant revenue	69,500	-
	<u>60,238</u>	<u>(1,347)</u>

Cash flow from investing activities

Interest earnings	122,447	95,486
Net increase (decrease) in cash and cash equivalents	1,032,146	(7,678,241)
Cash and cash equivalents, beginning of year	4,228,949	11,907,190
Cash and cash equivalents, end of year	<u>\$ 5,261,095</u>	<u>4,228,949</u>

Reconciliation of operating income to net cash provided by operating activities

Operating income	\$ 1,589,278	\$ 332,811
Adjustments to reconcile operating income to net cash provided by operating activities		
Depreciation	2,125,935	2,189,219
Other non-cash expenses	29,432	65,988
Changes in current operating assets and liabilities		
Current assets: (increase) decrease		
Accounts receivable	(256,812)	(577,965)
Prepaid expenses	(110,985)	73,554
Current & Non-current liabilities: increase (decrease)		
Accounts payable	471,945	(684,485)
Salary payable	19,609	23,806
Compensated absences	20,852	(6,203)
Deferred revenues	61,887	(78,777)
Unamortized bond discount	12,438	12,438
Total adjustments	<u>2,374,301</u>	<u>1,017,575</u>
Net cash provided by operating activities	<u>\$ 3,963,579</u>	<u>\$1,350,386</u>

For fiscal year 2005, accounts payable included capitalized expenses of \$16,531.
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

	2005	2004
Cash flow from operating activities:		
Change in net assets	\$ 683,482	\$ (58,896)
Adjustments to reconcile change in net assets to net cash used in operating activities:		
Depreciation	2,695	608
Contribution of property	(7,500)	(7,500)
Contribution of merchandise inventory	(30,612)	(12,106)
Sales of merchandise inventory	24,090	8,438
Inventory obsolescence adjustment	9,258	-
Change in assets and liabilities:		
(Increase) decrease in contributions receivable	(688,057)	1,010
(Increase) decrease in prepaid expenses and other assets	(2,197)	386
(Increase) decrease in promotional materials	-	(2,074)
Increase (decrease) in accounts payable	(5,149)	3,837
Increase in accrued expenses	4,711	1,905
Increase (decrease) in grants payable	(15,000)	15,000
	<u>(24,279)</u>	<u>(49,392)</u>
Net cash used in operating activities		
Cash flow from investing activities		
Purchase of equipment	<u>(11,530)</u>	<u>(508)</u>
Cash flow from financing activities		
Borrowings from Minnesota state agricultural Society	<u>212,001</u>	<u>74,992</u>
Increase in cash	176,192	25,092
Beginning Cash	<u>73,943</u>	<u>48,851</u>
Ending Cash	<u>\$ 250,135</u>	<u>\$ 73,943</u>
Supplemental Disclosures of Noncash items		
Imputed interest on zero-interest line of credit	\$ 2,917	\$ 2,850
Gift of merchandise inventory	30,612	12,106
Gift of original artwork	<u>7,500</u>	<u>7,500</u>

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 10/31/05, the Society had total deposits of \$173,101, of which \$72,658 was exposed to custodial credit risk because it was uncollateralized. On 10/31/05, the Society had short-term investments of \$6,998,451. Of that total, \$6,986,740 was invested in repurchase agreements and \$11,711 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, 2005:

Cash Equivalents - Restricted	2005	2004
Building Account	\$ 443	\$ 439
Debt Service Account	875,818	912,766
Debt Service Reserve Account	873,405	873,407
Construction Account	<u>11,711</u>	<u>11,397</u>
Total Restricted		
Cash Equivalents	\$ 1,761,377	\$ 1,798,009
Cash Equivalents - Unrestricted	<u>3,499,718</u>	<u>2,430,940</u>
Total Cash Equivalents	\$ <u>5,261,095</u>	\$ <u>4,228,949</u>

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.

	2005	2004
Land	\$ 2,503,439	\$ 2,503,439
Land Improvements	3,478,565	3,478,565
Structures	52,179,866	51,993,796
Electrical System	4,480,982	4,211,661
Fence and Fixtures	1,075,578	1,075,578
Gas System	91,182	91,182
Sewer System	2,974,171	2,974,171
Water System	620,010	520,806
Personal Property	1,879,139	2,140,866
Total	69,282,932	68,990,064
Less Accumulated Depreciation	(31,534,706)	(29,813,815)
Net Book Value	\$ 37,748,226	\$ 39,176,249

NOTE 4: LONG-TERM OBLIGATIONS

	2005		2004	
	Current	Long-term	Current	Long-Term
Bond Payable	405,000	10,025,000	395,000	10,430,000
Total	\$ 405,000	\$10,025,000	\$ 395,000	\$ 10,430,000
Net Increase\$ (decrease)	10,000	\$ (405,000)		

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 each 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 State Fair Revenue Bonds are as follows:

	Principal	Interest
2006	\$ 405,000	\$ 470,555
2007	420,000	458,405
2008	430,000	444,755
2009	445,000	429,705
2010	465,000	413,017
2011-2015	2,610,000	1,766,563
2016-2020	3,270,000	1,108,866
2021-2023	<u>2,385,000</u>	<u>246,804</u>
	\$ <u>10,430,000</u>	\$ <u>5,338,670</u>

NOTE 5: SHORT TERM OBLIGATIONS

During fiscal 2005, the Society renewed a working capital line of credit in the amount of \$1.5 million for the short-term financing of fair operations. A total of \$1.02 million was borrowed during the fiscal year. As of 10/31/05 there was no outstanding balance due on the line of credit.

Beginning Balance 11/1/04	Loan Advances	Loan Payments	Ending Balance 10/31/05
\$ -0-	\$1,020,000	\$1,020,000	\$ -0-

NOTE 6: RETIREMENT PLAN

The following pension disclosures are made to comply with GASB Statement No. 27, 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 (MSRS). MSRS administers the State Employees Retirement Fund (SERF) which is a cost-sharing, multiple-employer retirement plan. The payroll for employees covered by MSRS plans for the year ended October 31, was \$3,371,019 for 2004 and \$3,385,484 for 2005. Total Society payroll was \$6,859,086 for 2004 and \$6,829,543 for 2005. MSRS issues a publicly available financial report that includes

financial statement and required supplementary information. That report may be obtained by writing to the MSRS plan administrator at the Minnesota State Retirement System, 60 Empire Drive, Suite 300, Saint Paul, Minnesota 55103-3000.

MSRS 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 9.43% for 2004 and 10.55% for 2005. 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 \$134,841 for 2004 and \$135,420 for 2005.

Related Party Investments — As of October 31, 2005, and for the fiscal year then ended, MSRS 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 (\$443) 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 (\$11,771) 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

	2005	2004
Tickets	\$ 1,467,565	\$ 1,405,987
Activities	208,120	118,501
Other	830,008	739,394
Receivables, net	<u>\$ 2,505,693</u>	<u>\$ 2,263,882</u>

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

Payables: Accounts payable balances for the years ended October 31

	2005	2004
Administration	\$ 37,733	\$ 40,582
Activities	1,070,406	640,782
Plant Operations	507,054	548,567
Capitalized	16,531	1,575,365
Other	262,060	175,377
Total Payable	<u>\$ 1,893,784</u>	<u>\$ 2,980,673</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 (deficits) represent an accumulated deficit that will require funding by future operations.

Temporarily restricted contributions are either restricted by time or 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 reclassified 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 of \$62,243.

NOTE 11: SUBSEQUENT EVENT

In recognition of the substantial benefits to the Fair by the Foundation, The Fair resolved on January 13, 2006, to forgive \$57,000 due to the Fair on the line of credit. The Fair also resolved to contribute, commencing January 1, 2006, an operating subsidy to the Foundation by absorbing the compensation cost of the Foundation Executive Director.

■ Minnesota State Fair

Supporting Schedule – Revenue and Expenses

For the years ended October 31	2005	2004
OPERATING INCOME		
Ticket sales:		
Carnival	5,217,945	5,068,653
Coliseum	159,617	142,591
Grandstand	2,529,167	1,108,089
Outside gate	11,060,365	11,096,941
Parking	1,164,798	668,549
Total ticket sales	20,131,892	18,084,823
Activities:		
Box office	205,391	117,072
Campgrounds	107,881	96,187
Carnival	95,895	83,391
Competition	303,546	282,498
Entertainment	28,760	26,340
Forage	14,350	13,581
4-H Auction	231,410	199,540
Public safety	8,747	9,023
Sales	5,336,627	4,463,930
Total activities	6,332,607	5,291,562
Other:		
Beef Expo	93,085	89,547
Licensee Utilities	221,183	212,412
Miscellaneous	20,333	208,485
Non-fair events	2,441,397	2,794,550
Sale of bulk milk	12,350	12,147
Sale of market animals	178,340	141,550
Sponsorships	651,116	564,892
Telephone	129,491	129,311
Utility Assessments	398,033	392,808
Total other	4,145,328	4,545,702
TOTAL OPERATING INCOME	30,609,827	27,922,087

OPERATING EXPENSES

For the years ended October 31	2005	2004
Administrative:		
Administrative Services	529,851	528,053
Annual meeting	12,268	14,452
Bad debt	3,757	7,431
Board honorarium	10,400	10,400
Computer	338,675	362,648
Dues and subscriptions	16,887	18,885
Insurance	265,080	271,984
Legal services	58,011	19,157
Legislative audit	49,114	52,162
Medical insurance	593,463	528,141
Paid leave	489,455	478,648
Postage and mailing service	88,434	80,650
Printing and supplies	78,827	95,185
Retirement fund	153,406	147,945
Social security	508,311	500,879
Telephone	199,283	206,179
Travel expense	60,752	52,147
Unemployment compensation	20,736	43,216
Workers compensation	67,936	75,799
Total administrative	3,544,646	3,493,961
Activities and Support:		
Admissions	178,121	151,982

Advertising	723,261	738,022
Bee culture	8,710	7,850
Beef Expo	64,650	72,250
Box office	224,286	164,525
Campground	55,268	58,851
Carnival	3,955,788	3,821,339
Cattle	105,973	100,413
Christmas trees	5,084	4,687
Competition	343,926	322,674
Creative activities	64,752	63,488
Dairy products	413	1,067
Dog trials	2,538	2,688
Education	26,145	24,237
Farm crops	19,617	17,905
Finance	202,657	203,721
Fine arts	27,378	31,574
Flower and agriculture shows	44,200	43,900
Flowers	8,115	7,625
Forage	42,758	19,235
4-H Club	189,991	193,552
Free entertainment	879,039	1,046,902
Fruit	9,541	10,498
FFA	57,355	54,714
Gate tickets	201,041	169,343
Goats	5,140	4,322
Grandstand - concerts	2,872,429	1,775,239
Heritage exhibits	9,097	9,152
Horse and rodeo	242,602	250,610
Llamas	2,015	3,156
Marketing	490,515	443,255
Park & Ride	1,116,131	1,034,547
Parking	177,307	173,905
Poultry	18,456	12,763
Public safety	865,155	894,911
Sales	902,539	1,031,129
Sanitation	769,290	840,129
Senior citizens	10,482	10,824
Sheep	6,878	7,928
Swine	12,354	11,374
Ticket audit	10,161	10,604
Ticket promotion	165,721	151,706
Trams	-	65,211
Transportation	22,728	18,924
Vegetables	7,863	8,030
Total activities and support	15,147,470	14,090,761
Premiums:		
Bee culture	3,685	3,797
Beef Expo	18,192	18,446
Cattle	108,067	117,544
Christmas tree	2,955	2,695
Creative activities	13,047	13,713
Dairy products	1,055	1,085
Dog trials	1,070	1,110
Education	9,910	10,529
Farm crops	13,789	14,877
Fine arts	10,350	10,050
Flowers	1,790	1,802
4-H Auction	230,600	199,450
4-H Club	70,562	68,109
Fruit	1,834	1,682
FFA	74,305	69,778
Goat	16,311	14,035
Horse	90,400	87,995
Llama	4,300	4,665
Poultry	11,137	11,089

Rural youth scholarships	20,000	20,000
Sale of bulk milk	8,746	8,894
Sale of market animals	178,340	141,549
Sheep	28,855	28,689
Swine	35,493	28,472
Talent contest	13,620	9,620
Tree sculpture contest	5,000	-
Vegetables	5,614	4,862
Total premiums	979,027	894,537
Other:		
Miscellaneous	41,452	96,748
Non-fair events	1,318,821	1,356,121
Veterinarian service	43,751	43,023
Total other	1,404,024	1,495,892
Plant operations:		
Architectural and engineering	34,447	47,011
Fire and police service	101,482	91,146
Fuel, oil and gasoline	71,114	53,283
Greenhouse	185,659	194,836
Operations	279,647	274,013
Property tax and assessments	1,784	3,387
Salaries and contract services	928,662	948,924
Set-up and take-down	1,071,443	903,163
Signs	73,448	53,140
Supplies	83,797	79,316
Utilities	517,893	402,576
Watchmen	69,924	69,562
Water and sewer	134,817	145,342
Total plant operations	3,554,117	3,265,699
Plant maintenance:		
Electric system	456,377	407,689
Fence and fixtures	21,844	50,666
Gas system	185	1,301
Land	353,559	171,437
Personal property	194,108	375,748
Sewer system	13,370	23,355
Streets and sidewalks	280,875	161,223
Structures	758,404	748,367
Vehicles	144,464	176,663
Water system	42,144	42,758
Total plant maintenance	2,265,330	2,159,207
Depreciation:		
Electric system	108,679	103,494
Fence and fixtures	45,036	45,428
Gas system	632	686
Land improvement	132,452	137,571
Personal property	282,059	334,404
Sewer system	129,169	129,169
Structures	1,410,989	1,426,508
Water system	16,919	11,959
Total depreciation	2,125,935	2,189,219
TOTAL OPERATING EXPENSE	29,020,549	27,589,276
Net operating income	1,589,278	332,811
NON-OPERATING INCOME (EXPENSES)		
Interest income	122,224	95,278
Grant revenue	83,932	105,988
Interest expense	(490,161)	(490,017)
Loss on disposal of fixed assets	-	(61,834)
NET INCOME	1,305,273	(17,774)



**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

Mr. Lyle Steltz, 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 and the discretely presented component unit as of and for the year ended October 31, 2005, and have issued our report thereon dated March 15, 2006. We did not audit the financial statements of the Minnesota State Fair Foundation, which represents 100 percent of the total discretely presented component units. Those financial statements were audited by other auditors whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for the discretely presented component unit, is based on the report of the other auditors. 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. The financial statements of the Minnesota State Fair Foundation were not audited in accordance with *Government Auditing Standards*.

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

State Agricultural Society

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.

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.



James R. Nobles
Legislative Auditor



Cecile M. Ferkul, CPA, CISA
Deputy Legislative Auditor

March 15, 2006

**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.

MEETING OF THE BOARD OF MANAGERS

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.

President Schmidt called the meeting to order at 10:16 a.m.

Mr. Hammer presented the following resolution for consideration:

WHEREAS, the Minnesota State Fair Foundation was established by the Society as a non-profit public charity to assist the State Fair with capital projects and support its educational and scientific programs consistent with the public good, and

WHEREAS, the Society is committed to support the long-term growth and development of the Foundation for the betterment of the State Fair and, ultimately, to the great benefit of all Minnesotans, therefore be it

RESOLVED, that the Society extend the due date for Foundation payroll and other compensation expenses, as well as the Society's interest-free line of credit, to no earlier than Nov. 1, 2005.

It is further resolved that the Society will advance funds for payroll and other compensation expenses incurred by the Foundation through Oct. 31, 2005, and will not call these funds due prior to Nov. 1, 2005.

After discussion, the resolution was adopted as presented on a motion by Mr. Leary, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

President Schmidt declared the meeting of the board adjourned, and Finance Committee Chairman Denny Baker called to order a meeting of the finance committee.

Mr. Hammer presented financial background on revenue and expense, cash flow, facilities improvements projects, operations at other major North American fairs and proposed Society operating and capital budgets for '05. Information and discussion only; no action required.

Chairman Baker declared the finance committee meeting adjourned at 11:50 a.m.

MEETING OF THE BOARD'S SALES COMMITTEE

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.

Chairman Leary called the meeting to order at 2:24 p.m.

Mr. Sinclair, Mr. Larson and Ms. Simon reviewed the report of '04 sales revenue, originally distributed at the Nov. 10 meeting of the board. After discussion, the report was approved on a motion by Mr. Baker, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

On a motion by Mr. Baker, seconded by Mr. Fox and carried, the following proposed adjustments to license fees for concessions, commercial exhibits, institutional exhibits, agricultural and industrial exhibits, food and beverage concessions and 3.2 beer and wine concessions were reviewed and approved (Aye-8; Nay-0):

LICENSE TYPE	
Concessions	\$100.00 per front foot
Commercial Exhibits	\$85.00 per front foot

Institutional Exhibits	\$60.00 per front foot
Ag and Industrial Exhibits	\$10.00 per front foot
Food & Beverage Concessions	12.5%, net of sales tax
Beer & Wine Concessions	18.5%, net of sales tax

Mr. Sinclair presented the following list of concessionaires and proposed 2005 percentage-of-revenue license fees for each; which was approved on a motion by Mr. Leary, seconded by Mr. Foss and carried (Aye-8; Nay-0):

CONCESSIONAIRE	ATTRACTION	PERCENTAGE
D.M.C. Inc.	Skyride	20%
Farrow Amusements, Inc.	Flume (Midway)	35%
Giant Ride, Inc.	Giant Slide	30%
Grandstand Artist Merchandise Sales	Artist Wearables and Recordings	10%
K&M Recreation	Haunted House	30%
Mid America Show Inc.	Carousel	40%
Mighty Midway & Kidway	Rides & Shows	43%
	Games of Skill	22%
River Raft Ride, Inc.	Raft Ride & Pirate Tag	0% up to \$80,000 10% of \$80,000-\$150,000; 25% over \$150,000
RTE Operations Services, LLC	Virtual Reality Game	25%
Sky High Thrill Rides	Sling Shot	23%
Skyfair, Inc.	SkyGlider	30%
Super Stock Racers, Inc. *	Go-Carts	25%
Ventor Place, Inc.	Space Tower	25%
Ye Old Mill Amusements, Inc.	Canal Boat Ride	25%

* = New attraction in 2005

The percentage fees above represent the fee(s) payable to the Minnesota State Fair on receipts from ticket sales associated with operation of the preceding attractions. Percentages are applied as follows; state sales tax (6.5%) is deducted from gross receipts and reconciliation between the Minnesota State Fair and concessionaires is made on the net of tax balance.

After discussion, the following proposed 2005 ticket prices for the attractions listed below, and adjustments to same where indicated, were approved on a motion by Mr. Foss, seconded by Mr. Baker and carried; with the exception of the requested increase in K & M Recreation, Inc.'s Haunted House admission, which was held at the 2004 ticket price of \$3.50 based on concerns related to the downward trend in this attraction's patronage levels:

CONCESSIONAIRE	ATTRACTION	2005 TICKET PRICE(S)
D.M.C. Inc.	Skyride	\$2.75 one-way * \$4.50 round trip *
Giant Ride, Inc.	Giant Slide	\$2.00
K&M Recreation	Haunted Houser	\$3.50
Mid America Show Inc.	Carousel	\$2.00 (\$.50 increase)
Mighty Midway & Kidway	Rides, Shows and Games of Skill	\$.75 single \$15.00 for 24 tickets \$30.00 for 54 tickets \$10.00 for 20 tickets (Advanced Purchase)
River Raft Ride, Inc.	Raft Ride	\$3.50 (\$.50 increase)
	Pirate Tag	\$2.50 (\$.50 increase)
RTE Operations Services, LLC.	Virtual Reality Game	\$5.00
Sky High Thrill Rides	Sling Shot	\$25.00

Skyfair, Inc.	SkyGlider	\$2.75 (\$.25 increase)
Super-Stock Racers, Inc. **	Go-Carts	\$6.00 for driver \$4.00 for passenger
Ventor Place, Inc.	Space Tower	\$2.00 children * \$3.00 adults *
Ye Old Mill Amusements, Inc.	Canal Boat Ride	\$2.50 *

* = Save \$.50 from opening until noon

** = New attraction in 2005

After presentation by Mr. Larson and committee review, the following list of beer and wine concessionaires to be issued licenses for such sales at the 2005 State Fair was approved on a motion by Mr. Fox, seconded by Mr. Paulmann and carried (Aye-8; Nay-0):

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
Crocker's Spaghetti Village, Inc. (James W. Crocker)	Blk. 31	Lots 16-18 beer only
Coasters (Paul & Diana Hohenwald)	Blk. 42	Arcade Building, Spaces 23-32 beer only
Frontier Bar, Inc. (Richard Werner)	Blk. 42	Arcade Building, Spaces 16-22 beer only
Giggles Campfire Grill (Timothy Weiss & Doug Holter)	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 Blk. 34	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

Ms. Simon presented the following roster of multiple site concessionaires and exhibitors recommended by staff for licensing at the 2005 State Fair; which was approved on a motion by Mr. Wargin, seconded by Mr. Steltz and carried (Aye-8; Nay-0):

CONCESSION-EXHIBIT NAME	DESCRIPTION	NUMBER OF SITES
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
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
Midwest Dairy Association	Ice Cream, Milk and Dairy Foods	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
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
Tina Isaac	Food & Beverages-Tempura Veggies	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 Apples and Beverages	3
John Tysseling	Fried Mushrooms-Turkey Drumsticks-Apple Fritters	3
Kathy Yah	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
Coca Cola	Cola soft drinks and merchandise	6
Dandy Souvenirs	Novelties, Souvenirs & Toys	6
Desplenter Novelties	Novelties, Souvenirs & Toys	6

Percentage Of Persons Holding Three (3) Or Fewer Locations	98%	98%	99%	99%	99%
Numbers Of Locations Held By Minnesota Residents	890	894	899	843	852
Percentage Of Locations Held By Minnesota Residents	73%	71%	76%	72%	74%
Number Of States And Canadian Provinces Holding Locations			47	44	47

**MINNESOTA STATE FAIR
FOOD AND BEVERAGE LICENSE COMPARISON
1975 - 1985 - 2002 - 2003 - 2004**

Number Of Individual Locations	Held By The Following Number Of Persons				
	1975	1985	2002	2003	2004
1	95	147	211	206	210
2	20	29	17	19	18
3	4	14	10	10	10
4	5	6	6	6	5
5	3	2	1	1	1
6	0	2			1
7	0	0			
9	1	1			
12	1	0			
13	2	0			
14	2				
26	1	1			
32	1				
Total Number Of Locations Available	315	328	304	303	307
Number Of Persons Holding Locations	135	202	244	242	245
Percentage Of Persons Holding Single Locations	30%	45%	69%	68%	68%
Percentage Of Persons Holding Three (3) Or Fewer Locations	88%	94%	97%	97%	97%
Numbers Of Locations Held By Minnesota Residents	158	292	244	240	244
Percentage Of Locations Held By Minnesota Residents	50%	89%	80%	79%	79%
Number Of States And Canadian Provinces Holding Locations			19	20	20

The following comparative reports on the status of multiple-site exhibit and concession licensing were presented by Ms. Simon (no action required):

**MINNESOTA STATE FAIR
EXHIBIT AND CONCESSION LICENSE COMPARISON
1985 - 1990 - 2002 - 2003 - 2004**

Number Of Individual Locations	Held By The Following Number Of Persons				
	1985	1990	2002	2003	2004
1	865	995	1045	1030	1016
2	55	51	27	34	31
3	24	20	14	11	11
4	10	15	8	7	6
5	4	4	1	1	2
6	4	1	2	2	2
7	3	0			
9	1	0			
12	0	0			
13	0	0			
17	0	0			
21	0	1			
23	0				
26	1				
33	1				
Total Number Of Locations Available	1220	1264	1190	1176	1157
Number Of Persons Holding Locations	968	1087	1097	1085	1073
Percentage Of Persons Holding Single Locations	71%	79%	88%	88%	88%

On a motion by Mr. Foss, seconded by Mr. Fox and carried, the meeting was adjourned at 3:30 p.m. (Aye - 8; Nay - 0).

MEETINGS OF THE SOCIETY'S MEMBERSHIP, RESOLUTIONS & CREDENTIALS COMMITTEES

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.

**MEETING OF THE BOARD'S PLANNING COMMITTEE
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.

Chairman Fox called the meeting to order at 10:35 a.m. Mr. Hammer reviewed the proposed operating budget for 2005, and its relationship to the recommended improvements and maintenance schedule.

Mr. Hudalla 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. 10, 2004 meeting of the board:

2005 MAINTENANCE & IMPROVEMENT BUDGET SUMMARY

A. Structure Improvements:		<u>\$250,000</u>
B. Land Improvements:		
BI. Fencing & Fixtures	<u>5,000</u>	
BII. Land	∅	
BIII. Sewer System	∅	
BIV. Streets & Sidewalks	∅	
BV. Water Distribution System	∅	
BVI. Gas Distribution System	∅	
BVII. Land Purchases	∅	
TOTAL Land Improvements	<u>\$5,000</u>	
C. Personal Property		<u>\$206,900</u>
CII. Personal Property	∅	∅
D. Electric Plant		<u>\$225,000</u>
TOTAL Improvements		<u>\$686,900</u>
E. Structure Maintenance:		<u>\$588,000</u>
F. Land Maintenance:		
FI. Fencing & Fixtures	<u>33,000</u>	
FII. Land	<u>160,000</u>	
FIII. Sewer System	<u>23,600</u>	
FIV. Streets & Sidewalks	<u>190,000</u>	
FV. Water Distribution System	<u>77,000</u>	
FVI. Gas Distribution System	<u>5,000</u>	
TOTAL Land Maintenance		<u>\$488,600</u>
G. Personal Property Maintenance		<u>\$277,000</u>
H. Vehicle Maintenance		<u>\$222,500</u>
I. Electric Plant Maintenance		<u>\$438,000</u>
TOTAL Maintenance		<u>\$ 1,964,100</u>
TOTAL Maintenance & Improvements		<u>\$ 2,651,000</u>

Following discussion, it was moved by Mr. Foss, seconded by Mr. Leary 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.

Chairman Fox declared the meeting adjourned at 11:40 a.m.

**SOCIETY DISTRICT CAUCUSES
1:45 p.m. Saturday Jan. 15, 2005**

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).

**MEETING OF THE BOARD OF MANAGERS
10:15 a.m. Sunday, Jan. 16, 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: Karen Leach; Steve Pooch; Jim Sinclair; Marshall Jacobson; Brian Hudalla; Mark Birk; Mary Mannion; Cheryl Huber; Mary Pittelko; Steve Grans; Dennis Larson; Wally LeVesseur; Del Cerney; Kristen Wollin; Kay Cady; James Hamilton; Kent Harbison.

President Schmidt called the meeting to order at 10:15 a.m.

Oaths of office were administered to newly-elected board members as follows: Clarice Schmidt of Sabin, president (one-year term); Joe Fox of Maplewood, fourth district vice president (two-year term); Jim Foss of Kenyon, first district manager (three-year term); Lyle Steltz of Rush City, third district manager (three-year term); Bob Lake of Aitkin, sixth district manager (three-year term).

Mr. Fox moved, Mr. Baker seconded and motion carried to re-appoint Jerry Hammer of St. Paul to serve one year as executive vice president of the Society at no change in salary (Aye-9; Nay-0).

The minutes of the Nov. 10, 2004, meeting of the board were approved on a motion by Mr. Lake, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Minutes of interim activities covering the period Nov. 10, 2004, through Jan. 14, 2005, were approved on a motion by Mr. Baker, seconded by Mr. Fox and carried (Aye-9; Nay-0).

Mr. Jacobson presented the financial statement for the month ended Dec. 31, 2004, as follows:

**MINNESOTA STATE FAIR
CASH TRANSACTION SUMMARY
Month Ending December 31, 2004**

GENERAL FUND ACTIVITY:

Cash Balance-Nov. 30, 2004		\$14,820
Add: Cash Deposits	\$1,638,673	
Less: Payroll Ending Dec. 3	(135,800)	
Payroll Ending Dec. 17	(147,674)	
Payroll Ending Dec. 3	(132,214)	
Cash Disbursements	(887,388)	335,597
Cash Balance-Dec. 31, 2004		\$350,417

MARKETABLE SECURITIES ACTIVITY:

Balance-Nov. 30, 2004		\$
Add: Interest Earned		\$
Securities Purchased		
Less: Securities Redeemed		
Balance-Dec. 31, 2004		\$

BUILDING FUND ACTIVITY:

Balance-Nov. 30, 2004		\$438
Add: Interest Earned	\$4	\$4
Securities Purchased		
Less: Securities Redeemed		
Balance-Dec. 31, 2004		\$442

CONSTRUCTION FUND ACTIVITY:

Balance-Nov. 30, 2004		\$11,414
Add: Interest Earned	\$19	\$19
Balance-Dec. 31, 2004		\$11,433

CASH BALANCES FOR MONTH ENDING DECEMBER 31:

	2003	2004
General Fund	\$193,673	\$350,417
Petty Cash	5,000	5,000
Marketable Securities	873,581	-
Building Fund	495,116	442
Construction Fund	8,482,533	11,433
Total Cash Balances	\$10,049,903	\$367,292

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

Bremer Bank was designated as the depository for the Society's general fund, premium fund and payroll accounts for 2005 on a motion by Mr. Leary, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

The following signatures were submitted for consideration for Society accounts in 2005:

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. Foss, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Mr. Baker moved, Mr. Paulmann seconded and motion carried (Aye-9; Nay-0) to approve the following standing committee assignments for 2005:

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; Paulson; Steltz; Schmidt, ex officio; Hammer, ex officio; Leach, ex officio; Mannion, ex officio.

Honors Committee – Fox (one-year term); Paulmann (two-year term); Blakey (two-year term); Leach (one-year term); Pooch (two-year term).

Life Member Advisory Committee – Recknor, chairman; Keenan, vice chairman; Frost; Hagen; Keskinen; Korff; Maruska; Morris; Ojakangas; Prokosch; Reinhardt; Roehlke; Simons; Smith; Wenzel; Schmidt, ex officio; Hammer, ex officio; Sinclair, ex officio.

Operations Committee - Wargin, chairman; Baker; Fox; Leary; Paulson; Steltz; Schmidt, ex officio; Hammer, ex officio; Pooch, ex officio; Hudalla, ex officio.

Planning Committee - Fox, chairman; Baker; Foss; Lake; 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.

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; Larson, ex officio; Simon, ex officio.

The following coordinator and superintendent appointments were confirmed on a motion by Mr. Lake, seconded by Mr. Steltz 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 (Larry Tande, superintendent)
Dairy Products Dept. - Paulmann (Gene Watnaas, superintendent)
Dog Trials Dept. - Steltz (JoAnna Yund, superintendent)
Education Dept. - Steltz (Burt Knandel, superintendent)
English Horses Dept. - Wargin (open)
Farm Crops Dept. - Baker (Ron Kelsey, superintendent)
Fine Arts Dept. - Lake (Bob Meyer, 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 LeVoi, 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)
Western Horses Dept. - Wargin (Gloria Enger, 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 (Dave Woodis, 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: Chairman Wargin; Baker; Fox; Leary; Paulson; Steltz; Schmidt, ex officio; Hammer, ex officio; Pooch, ex officio; Hudalla, ex officio.

Chairman Wargin called the meeting to order.

On a motion by Mr. Leary, seconded by Mr. Baker and carried, the following "all pay" gate admission policy was reaffirmed and extended through 2005: "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. Baker and seconded by Mr. Leary and carried (Aye-5; Nay-0), the following admission price schedule was approved for the 2005 State Fair: \$9 for adult (ages 13-64) regular gate admission; \$8 for seniors (ages 64 and over) and children (ages 5-12) regular gate admission; free for kids under 5; \$4 for Seniors & Kids Days promotions (ages 5-12 and 65 and over); \$7 Thrifty Thursday adults (ages 13-64) and seniors (65 and over); \$4 Thrifty Thursday children (5-12); \$9 for auto parking; \$7 all ages pre-fair discount admission and auto parking.

Mr. Fox moved, Mr. Leary seconded and motion carried that Mr. Hammer be authorized to implement flexible pricing schedules and seating configurations for Grandstand and Coliseum events, taking into account the costs of production and potential revenue from other sources (Aye-5; Nay-0).

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

MEETING OF THE PUBLIC AFFAIRS COMMITTEE

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

Chairman Paulmann called the meeting to order.

Ms. Leach reviewed the proposed advertising budget of \$720,000, to be facilitated through the State Fair Advertising Consortium. After discussion, it

was recommended that the budget be approved by the board on a motion by Mr. Wargin, seconded by Mr. Steltz and carried (Aye-5; Nay-0).

Mr. Hammer reviewed a proposal from the fair's public representation firm McGrann Shea to facilitate legislative initiative that restores the statutory requirement that Minnesota public schools open after Labor Day. After discussion, the committee recommended board approval of the proposal on a motion by Mr. Leary, seconded by Mr. Foss and carried (Aye-5; Nay-0).

Mr. Leary moved and Mr. Lake seconded a motion that a General Manager's Discretionary Fund in the amount of \$2,000 be established, to be reviewed annually and to be dispensed by the General Manager in accordance with existing state law, practices and procedures. After discussion, the establishment of the discretionary fund was recommended for full board approval. (Aye-5; Nay-0).

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

MEETING OF THE RULES & PREMIUM LIST COMMITTEE

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

Chairman Steltz called the meeting to order.

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 2005 budget on a motion by Mr. Fox, seconded by Mr. Paulmann and carried (Aye-5; Nay-0).

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

MEETING OF THE FINANCE COMMITTEE

Members present: Chairman Baker; 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 operating and improvements & maintenance budgets as recommended for approval by the operations committee on Jan. 15. After discussion, the budgets were recommended for full board approval on a motion by Mr. Lake, seconded by Mr. Paulson and carried (Aye-5; Nay-0).

Mr. Jacobson provided background information on the fair's bond and debt service accounts. Information only; no action required.

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

President Schmidt reconvened the meeting of the board.

Action taken by the operations, public affairs, rules & premium lists and finance committees was approved on a motion by Mr. Foss, seconded by Mr. Leary and carried (Aye-9; Nay-0).

The following recommendations for adjustments to rental rates and fees for non-fair events were presented by Mr. Hammer:

FACILITIES RENTAL	2004 RATE	2005 RATE
Grandstand	\$2,350	\$2,500
First floor – 60,000 sq. ft (approximate)		
First & second floors – 99,000 sq. ft.	\$4,100	\$4,250

Rates include a 16% assessment for capital improvements.

Facility rental rates are based on basic rent for use of buildings only. All additional services provided to an event, including costs incurred by the fair as a result of an event, are charged to the event.

EQUIPMENT RENTAL	2004 RATE	2005 RATE
Bleachers		\$35/each
Benches		\$5/each
Picnic Tables		\$10/each

Wooden Barricades		10 complimentary, \$1/each additional
Personnel Barricades		\$2.50/each
RUBBISH SERVICE	2004 RATE	2005 RATE
Regular Rubbish Removal	\$5-8/yard	\$10/yard
Manure hauling	\$85-300/30 yard	\$150-300/30 yard

All rubbish and manure hauling charges are based on market rate and subject to change without advance notice.

VEHICLE STORAGE	2004 RATE	2005 RATE
Units up to 20'	\$150	\$170
Units 20'-25'	\$200	\$210
Units 25'-30'	\$250	\$260
Units 30'-35'	\$300	\$310
Units over 35'	\$350	\$360

Vehicle storage rates are for the five-month period November through March.

After discussion, the rates were approved as recommended on a motion by Mr. Baker, seconded by Mr. Wargin 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 (Julius B. Nelson & Son, Inc.) and carpentry (Maertens – Brenny Construction) on a motion by Mr. Paulson, seconded by Mr. Baker and carried (Aye-9; Nay-0).

Ms. Mannion presented and recommended a change to the staff handbook for mileage reimbursement in accordance with current IRS regulations. On a motion by Mr. Baker, seconded by Mr. Fox and carried, reimbursement rate for mileage was set at 40.5 cents per mile, retroactive to Jan. 1, 2005 (Aye-9; Nay-0).

Mr. Hammer presented recommendations for adjustments in salary levels as follows:

Operating Classification (Title: Assistant)
Current weekly salary range: \$380 to \$736
Proposed weekly salary range: \$440 to \$796

Intermediate & Professional Classification (Title: Supervisor)
Weekly salary range: \$460 to \$892
Proposed weekly salary range: \$500 to \$952

Middle Management Classification – exempt from overtime (Title: Coordinator)
Weekly salary range: \$640 to \$1,184
Proposed weekly salary range: \$700 to \$1,244

Executive Classification – exempt from overtime (Titles: Deputy Director, Director, Controller, Assistant Manager)
Weekly salary range: \$850 to \$1,722
Proposed salary range: \$870 to \$1,782

After discussion, Mr. Hammer was authorized to set staff salaries according to the classifications and ranges as presented on a motion by Mr. Baker, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Mr. Sinclair offered a report on the meeting of the Honorary Life Member Advisory Committee conducted earlier that morning. Mr. Sinclair's report was accepted on a motion by Mr. Wargin, seconded by Mr. Steltz and carried (Aye-9; Nay-0).

Ms. Leach reported on the current status of entertainment bookings for the upcoming fair, and offered background on the current state of the live entertainment industry. Information only; no action required.

Mr. Baker moved, Mr. Paulmann seconded and motion carried to allow out-of-state travel for members of the board to the IAFE Zone 4 Spring Meeting in Marshfield, Wis. (Aye-9; Nay-0).

The date of the next meeting of the board was tentatively set for April 1, 2005.

President Schmidt declared the meeting adjourned at 11:30 a.m.

**MINNESOTA STATE AGRICULTURAL SOCIETY
MINUTES OF INTERIM ACTIVITIES**

Jan. 16 – March 31, 2005

January

17-18 - Hammer attended the Western Fairs Association annual convention in Reno, Nev., where he offered a presentation on the structure and operation of the State Agricultural Society.

18 - Hayne, Johnson and Pittelko attended an OSHA seminar at the Minnesota Department of Health.

20 - The fair's employee safety committee met at the Libby Conference Center. Sinclair attended a meeting of the U of M's campus community advisory committee.

23 - The Frigid 5K and 10K races, presented by the Sporting Life, were held at the Coliseum and on various streets throughout the fairgrounds.

25 - Staff of the Office of the Legislative Auditor conducted a formal audit entrance conference with Hammer and Jacobson; field work began several days earlier.

26 - Johnson attended a seminar presented by Faegre & Benson law firm on business immigration.

February

4 - A meeting of the State Fair Foundation development committee was held at the Libby Conference Center. Sinclair and Larson met with representatives of the Minnesota Farmers Union to discuss potential food or beverage sales at their exhibit.

8 - Johnson attended a meeting of the Twin Cities Legal Employees Education Association.

9 - Hammer testified before the Minnesota House of Representatives subcommittee on tourism regarding early school starting dates and their detrimental effect on the State Fair. Johnson attended a St. Paul Human Resources Association meeting. Leach met in the first of two contract negotiating sessions with representatives of the stagehands union.

10 - Frank Parisi, general manager of Fleishman Hillard International Communications, and five of his associates, met with State Fair Foundation staff, Foundation board members, Leach and Hammer to discuss Foundation marketing. Huber and representatives of the Minnesota Federation of County Fairs met with staff of the Sheraton Bloomington Hotel to review the recently-concluded annual meeting.

11 - Pooch participated in a meeting of the 4-H Auction review committee in Jordan, Minn.

11 & 12 - Sinclair attended the IISF Trade Show and the Florida State Fair in Tampa, Fla.

16 - Johnson attended the 17th annual multi-cultural forum at the St. Paul River Centre.

18 - Pooch, LeFebvre, Fickett and Goodrich met with Gary Florke to discuss the horse show superintendent position.

23-25 - Leach visited with booking agencies and entertainment production companies in Nashville, Tenn.

22 - Hammer and Cady met with Dean Tom Fisher of the University of Minnesota's College of Architecture and Landscape Design to discuss the fair's partnership with the U of M for facilities and landscape improvements.

23 - Hammer, Pooch and Sinclair attended a hearing of the Minnesota House of Representatives agriculture and rural development committee during which Hammer and Pooch testified on legislation regarding State Fair campgrounds operations.

24 - Hudalla attended and participated in a meeting of the University of Minnesota's stadium advisory committee.

25 - Pooch, LeFebvre and Fickett met with representatives of the Shire Association to discuss the potential of a breed show at the '05 fair. Sinclair met with Don McClure of D.M.C., Inc., to discuss Skyride operations and improvements for the '05 State Fair. Sinclair met with Lt. Mark Peterson and Dick Smith of the Minnesota State Patrol to discuss their interest in placing a Highway Patrol museum on the fairgrounds.

28 - Hammer, Pooch and Sinclair attended a meeting of the Minnesota Senate

agriculture & veterans affairs committee regarding campgrounds legislation; Hammer and Pooch testified.

March

2 - Pooch participated in a 4-H Auction review committee meeting in Jordan, Minn.

3 - Hammer and Sinclair testified at a meeting of the Minnesota House of Representatives health policy & finance committee on campgrounds legislation. A representative from the Ochs Agency gave a presentation to staff on employee benefit options.

4 - Pooch attended the annual meeting of the Purebred Dairy Cattle Association in Fergus Falls, Minn.

4-6 - The Super Golf Sale was presented by Blue Star Productions at the Coliseum.

8 - Johnson and Sertich attended a meeting of the State of Minnesota's St. Paul Job Security Employers Committee meeting at the Midway WorkForce Center in St. Paul.

9 - Hudalla, Birk and Clasemann met with students and faculty of the U of M's College of Architecture and Landscape Design to review designs for a seating and shade structure. Johnson attended a meeting of the St. Paul Human Resources Association. McGough discussed promotion opportunities with representatives of the Minnesota Lottery.

10 - Pooch and board member Foss attended the annual meeting of the Minnesota Livestock Breeders Association in St. Paul. Sinclair and attorneys Greg Huwe and Kent Harbison met with representatives of Ramsey County to discuss the county's assessing the State Fair for solid waste disposal. McGough met with representatives of ABC Disney Radio.

11 - A meeting of the State Fair Foundation's development committee was conducted at the Libby Conference Center.

11-13 - The Minnesota Deer Classic, presented by the Wildlife Heritage Foundation, was held at the Coliseum.

11-14 - Hammer and Sinclair attended the annual meeting of the Mid-West Fairs Association in Kissimmee, Fla., and visited the Florida Strawberry Festival in Plant City and the Central Florida Fair in Orlando. Hammer also toured Walt Disney World operations.

16 - Pooch and Cady met with Chris Spaeth of EPS Buildings to discuss possible donation of a structure. Sinclair and Birk met with David Fred of Winterland, Inc., to discuss decorative lighting for buildings and grounds.

17 - McGough and Zamber discussed promotional opportunities with representatives of Toyota.

19-20 - The Minnesota Weapons Collectors presented their annual winter show at the Coliseum.

22 - McGough and Weinfurter attended a meeting of the Governor's Council on Fire Prevention.

24 - Sinclair and McGough met with representatives of Midwest Coca-Cola to discuss sponsorship and concession activities at the '05 State Fair.

29 - Sinclair and McGough met with Ed Schumacher of August Schell Brewing to discuss sponsorship for the upcoming State Fair.

30 - Sinclair, Pooch and Cady a meeting with U of M representatives to discuss potential for a renewable energy exhibit at the fair.

31 - A meeting of the State Fair Foundation board was conducted at the Libby Conference Center.

31 - April 4 - The Osman Shrine Circus was held at the Coliseum.

MINNESOTA STATE AGRICULTURAL SOCIETY

MEETING OF THE GOVERNING BOARD

9 a.m. Friday, April 1, 2005

Libby Conference Center, 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: Karen Leach; Steve Pooch; Jim Sinclair; Brian Hudalla; Mark Birk; Renee Pearson; Steve Grans; Cheryl Huber; Dennis Larson; Mary Pittelko; Gail Anderson; Swan Melstrom; Pam Simon; Carol Doyle; Susan Lynskey; Gene

Krieger; Wally LeVesseur; Tim Dybevik; Kristen Wollin; Tiffany Bauer; Kay Cady, James Hamilton and Rod Essig.

President Schmidt called the meeting to order at 9 a.m.

Minutes from the Society's board, committee and general business meetings conducted Jan. 14 through 16, 2005, were approved on a motion by Mr. Baker, seconded by Mr. Lake and carried (Aye-9; Nay-0).

Minutes of interim activities for the period Jan. 16 through March 31, 2005, were approved on a motion by Mr. Lake, seconded by Mr. Fox and carried (Aye-9; Nay-0).

Mr. Hammer introduced Rod Essig, head of Creative Artists Agency in Nashville, who presented a detailed report on current trends in the live entertainment industry. Information only; no action required.

Mr. Hammer presented the financial statement for February, 2005, and information on monthly cash flow. After discussion, the report was approved as presented on a motion by Mr. Steltz, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

**MINNESOTA STATE FAIR
CASH TRANSACTION SUMMARY
Month Ending February 28, 2005**

GENERAL FUND ACTIVITY:

Cash Balance-Jan. 31, 2005		\$3,070
Add: Cash Deposits	\$677,468	
Less: Payroll Ending Feb. 11	(140,387)	
Payroll Ending Feb. 25	(132,099)	
Cash Disbursements	(393,845)	11,137
Cash Balance-Feb. 28, 2005		\$14,207

MARKETABLE SECURITIES ACTIVITY:

Balance-Jan. 31, 2005		\$-
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-Feb. 28, 2005		\$-

BUILDING FUND ACTIVITY:

Balance-Jan. 31, 2005		\$442
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-Feb. 28, 2005		\$442

CONSTRUCTION FUND ACTIVITY:

Balance-Jan. 31, 2005		\$11,453
Add: Interest Earned		21
Balance-Feb. 28, 2005		\$11,474

CASH BALANCES FOR MONTH ENDING FEBRUARY 28:

	2004	2005
General Fund	\$2,920	\$14,207
Petty Cash	\$9,000	\$10,000
Marketable Securities	\$459,348	-
Building Fund	\$495,646	\$442
Construction Fund	\$7,040,449	\$11,474
Total Cash Balances	\$8,007,363	\$36,123

Mr. Leary moved, Mr. Baker seconded and motion carried to increase the short-term borrowing limit with Bremer Bank to \$1.5 million (Aye-9; Nay-0).

Mr. Hudalla reviewed architectural and engineering reports on fairgrounds structures, followed by presentation of a flexible 10-year plan for basic maintenance and improvements projects. Information only; no action required.

Based on the structural analysis of fairgrounds' residence buildings, Mr. Baker moved, Mr. Fox seconded and motion carried to give staff authority to raze structure 211, if circumstances warranted (Aye-8; Nay-0; Leary abstain).

Mr. Hammer provided a report on Society activities during the current legislative session. Information only; no action required.

Mr. Hammer presented the following camping and overnight parking rates for consideration: Campgrounds - Regular space \$20 per night; Slide-out space \$30 per night. Overnight Parking Lots - Regular space \$14 per night; Slide-out space \$17 per night. After discussion, the rates were approved on a motion by Mr.

Baker, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

Mr. Hammer and Ms. Wollin presented the following proposed non-fair events rental rates for 2006.

VENUE	RATE
Commercial Rates	
Arts Center	\$1,050
Baldwin Park	\$550
w/stage	\$800
Bandshell	\$850
Cattle Barn	\$1,800
Coliseum	\$2,200
Education Bldg.	\$1,450
w/Annex	\$1,850
w/Theater	\$1,650
Entire Complex	\$2,050
Empire Commons	\$925
Grandstand Lower	\$2,700
Upper	\$2,000
First & Second Floors	\$4,700
Infield	\$1,100
Home Improvement	\$550
Merchandise Mart	\$750
Modern Living	\$550
Progress Center	\$1,300
4-H Bldg. (first floor)	\$1,250
Second & Third Floors	\$775
Second or Third Floors	\$525
First, Second & Third Floors	\$1,750
Warm Up Arena	\$550
Parking Lots	
Blocks 6 & 7	\$525
Blocks 8 & 9	\$525
Block 22	\$525
Block 27	\$1,575
Block 40	\$1,300
Block 55	\$1,800
Block 56	\$1,050
Miscellaneous Blocks (per block)	\$525
Minimum rent for exhibit building	\$500/day
Car Show Layout (N. of Randall, S. of Hoyt)	\$1,100
Livestock Rates	
Horse Barn (entire w/Horse Show)	\$425
south half w/Horse Show	\$300
Horse Barn Annex	\$185
Judging Arena (w/Horse Show)	
Coliseum	\$1,400
Sheep & Poultry Barn (entire)	\$350
half of building	\$275
Swine Barn	\$350
Warm Up Arena	
Cattle Barn	\$575
Wedding Rates	
Progress Center	
Includes building, labor, electric and rubbish removal	\$1,250

Coliseum Ice	
Two highschool sectional games	\$1,900
Open skating	
Adult	\$3.00
Youth	\$3.00
Hourly rates	
2:30 to 11 p.m.	\$155.00

On a motion by Mr. Leary, seconded by Mr. Baker and carried, the rates were approved as presented (Aye-9; Nay-0).

Mr. Fox moved, Mr. Baker seconded and motion carried to continue advance sale ticket price of \$6 for commercial and competitive exhibitors for the '05 State Fair, provided that the tickets are offered only to exhibitors who are verified through the sales and competition divisions (Aye-8; Nay-0).

Mr. Hammer presented historical background on the picnic supper hosted by the Society during the fair, and offered to research the supper's continued viability along with other options. Mr. Leary moved, Mr. Baker seconded and motion carried that the subject be tabled for further discussion at the June meeting of the governing board.

The next meeting of the board was tentatively set for 9 a.m. Tuesday June 7, 2005.

On a motion by Mr. Fox, seconded by Mr. Lake and carried, the meeting was adjourned at 11:53 a.m. (Aye-9; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY MINUTES OF INTERIM ACTIVITIES

April 4 – June 7, 2005

April

4-6 - Hammer, Simon, Johnson, Lynskey, Weinfurter, Wollin, Rice and Denison, along with board members Steltz, Foss, Paulmann, Paulson and Wargin, attended the IAFE Zone 4 spring conference in Marshfield, Wis.

5 - McGough met with representatives of City Pages to discuss marketing and promotions for the upcoming fair.

7 - McGough and Zamber discussed sponsorship opportunities with representatives of Toyota.

9-10 - The Gopher State Timing Association's Rod & Custom Spectacular was held at the Coliseum.

13 - Johnson attended a meeting of the St. Paul Human Resources Association. Cerney attended a meeting of Society of Consumer Affairs Professionals.

14 - A program on the deferred compensation plan for staff was presented by NBI/Ochs Services, Inc.

15 - Pooch, LeFebvre and Fickett attended the annual meeting of the Minnesota Agri-Women in Bloomington.

16-17 - Prime Promotions presented their annual spring Antique Spectacular Show & Flea Market at the Grandstand. The Minneapolis – St. Paul Spring Military Relic Show was conducted at the Progress Center. The Minnesota Weapons Collectors held their spring show at the Education Building.

18 - Hammer presented the State Fair master plan and addressed neighborhood issues at a meeting of Falcon Heights residents conducted at Falcon Heights City Hall.

19 - Pooch, LeFebvre, Fickett, Hudalla, Birk, Melstrom, Simon and Cady met with Mary Olson and Florian Lederman of the Minnesota Veterinary Medical Association and Jim Ertl of FFA to discuss a potential new Miracle of Birth center. McGough and Cady met with Jeff Tuttle of Gedney to discuss sponsorships and Foundation activities.

22 - The State Fair Foundation's development and finance committees met at Admin Too.

22-24 - The Minnesota Horse Expo, presented by Minnesota Horse Exposition, Inc., was conducted at the Coliseum, Horse Barn, Sheep & Poultry Barn, Ramberg Senior Center and Empire Commons. Blue Star Marketing's Spring Super Computer Sale was held at the Education Building.

24 - Minnesota Comic Book Collectors presented their Spring Comic Book Convention at the Progress Center.

25 - The Minnesota FFA Cattle & Livestock Show was held at the Coliseum as part of the annual state FFA spring convention. McGough met with representatives from UCare Minnesota and AARP to discuss promotions for the upcoming fair.

26 - Pooch addressed the annual FFA Convention in St. Paul.

26-27 - The Minnesota Department of Natural Resources held an Arbor Day tree distribution event at the DNR Building.

27 - Zamber met with representatives of Mpls/St. Paul Magazine to discuss promotions and marketing. Pooch, LeFebvre, Fickett and Zamber met with representatives of the Minnesota Health Department. Huber and Mannion attended a presentation by the Minnesota State Retirement System.

29 - May 1 - The Sahara Sands Spring Classic horse show was presented at the Coliseum, Horse Barn, Judging Arena and Warm-up Arena. Pooch, LeFebvre, Fickett, Hudalla and Goodrich met with representatives of the Minnesota Department of Health and the University of Minnesota to discuss safety issues.

30 - May 1 - Cal Spas conducted a sale at Empire Commons. The Living Green Expo was held on the first and second floors of the Grandstand and bordering park areas. The Ramsey County Office of Environmental Assistance distributed compost bins at the south Como parking lots.

May

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

4 - The Minnesota Safety Council presented a Right To Know training session for staff at the Libby Conference Center. McGough met with Lt. Mark Peterson of the Minnesota State Patrol to discuss Patrol Day activities for the upcoming fair.

4-9 - The Denny Hecker May Car Sale was held at the South Como parking lots.

5 - McGough and Zamber met with representatives from StoryTeller Productions to discuss promotional opportunities.

6 - McGough discussed promotions with representatives of Metro Transit.

6-8 - The Friends School of Minnesota conducted a plant sale at the Grandstand. The F.A.S.H. Saddlebred Horse Show was held at the Coliseum, Horse Barn, Judging Arena and warm-up arena.

6-9 - Hammer, Sinclair and Birk attended the IAFE Spring Management Conference in Houston, Texas; Hammer participated in a strategic planning session for the IAFE at the conclusion of the conference.

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

10 - A meeting of full-time staff was conducted at the Libby Conference Center. Johnson attended a meeting of the St. Paul Job Security Employers Committee, and a meeting of the Twin Cities Legal Employees Education Association. Sinclair, Simon and Zamber met with representatives of the St. Paul Pioneer Press to discuss exhibit space for the upcoming fair. Zamber and McGough discussed promotions with representatives of WCCO TV.

11 - Pooch, Hudalla, Grans, McGough and Anderson met with Metro Transit to discuss transit issues for the upcoming fair. Johnson attended a meeting of the St. Paul Human Resources Association. Cerney attended a meeting of the Society of Consumer Affairs Professionals.

11-14 - The YMCA of Greater St. Paul conducted their Spring Garage Sale at the Merchandise Mart.

13 - Hammer and Jacobson attended an audit exit conference with staff of the Office of the Legislative Auditor.

13-14 - The Amish Craft & Quilt Show was held at Empire Commons.

13-15 - The Northstar Water Color Society presented the Watercolor Art Show at the Arts Center.

14-15 - The Rubber Stamp & Scrapbook Expo was presented at the Progress Center.

15 - The Mexican Rodeo, presented by Radio Rey, was held at the Coliseum.

16-18 - Metro Transit conducted their annual Bus Rodeo driver skills competition at the South Como parking lots.

19 - The State Fair Foundation development committee conducted a meeting at Admin Too.

20-21 - The Minnesota Woodworking Show, presented by Rockler Hardware, was held at Empire Commons.

21 - The Spring Model Railroad & Hobby Sale was held at the Education Building.

24 - Sinclair and Birk met with Al and Mark Hohenwald to discuss remodeling and possible transfer of Al's concession structure.

25 - The State Fair employee safety committee met at the Libby Conference Center. Johnson attended a job fair hosted by the State Council on Black Minnesotans.

26 - Pearson and Cerney met with Pam Nygren from American Sign Language Interpreting Services to discuss interpreter services at Grandstand performances. McGough met with representatives of Pizza Hut/Taco Bell to discuss promotions and marketing.

26-30 - The Minnesota Amateur Quarter Horse Association Corporate Challenge was presented at the Coliseum, Horse Barn, Judging Arena and warm-up arena.

27 - The Tour of 10,000 Lakes Bicycle Race, presented by the Minnesota Cycling Team, was held on various streets on the northern half of the fairgrounds.

June

1-2 - Goodyear hosted a Ride & Drive event at the Grandstand parking lot.

3-5 - The Gem, Mineral, Fossil and Jewelry Show, presented by Great American Gem Show, was held at the Progress Center.

4-5 - The Minnesota Antique Dealer Association held a Fine Antique Show at the Arts Center.

5 - The General Motors Car Club Association auto show and swap meet was conducted at the Grandstand infield.

**MINNESOTA STATE AGRICULTURAL SOCIETY
MEETING OF THE SALES COMMITTEE
9 a.m. Tuesday, June 7, 2005
Libby Conference Center, State Fairgrounds**

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

Also present: Karen Leach; Brian Hudalla; Renee Pearson; Marshall Jacobson; Cheryl Huber; Steve Grans; Mary Pittelko; Dennis Larson; Pam Simon; Carol Doyle; Susan Lynskey; Kristen Wollin; Tiffany Bauer; and Kay Cady.

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

Mr. Sinclair offered a report on Midway and Kidway attractions for the upcoming fair. Information only; no action required.

Mr. Sinclair presented the following list of Adventure Park attractions and proposed 2005 percentage-of-revenue license fees for each. After discussion, the fees were approved on a motion by Mr. Baker, seconded by Mr. Lake and carried (Aye-7; Nay-0):

CONCESSIONAIRE	ATTRACTION	2004 %	2005%
Big Adventures, Inc.	Turbo Bungy	25%	25%
Big Adventures, Inc.	Rock Climbing Wall	25%	25%
Fun Adventures, Inc.	Skycoaster	25%	25%
Skyscraper Two, Ltd.	Skyscraper	25%	25%
Demas Enterprises, Inc.	Rope Course	**	25%

** = New Attraction

The percentage fees above represent the fee(s) payable to the Minnesota State Fair on receipts from ticket sales associated with operation of the preceding attractions. Percentages are applied as follows; state sales tax (6.5%) is deducted from gross receipts and reconciliation between the Minnesota State Fair and concessionaires is made on the net of tax balance.

The following proposed 2005 ticket prices for the preceding Adventure Park attractions were approved on a motion by Mr. Fox, seconded by Mr. Baker and carried (Aye-7; Nay-0):

CONCESSIONAIRE	ATTRACTION	2005 TICKET PRICE(S)
Big Adventures, Inc.	Turbo Bungy	\$5.00
Big Adventures, Inc.	Rock Climbing Wall	\$5.00
Fun Adventures, Inc.	Skycoaster	\$25.00 – Single Rider \$50.00 – Double Riders \$60.00 – Triple Riders
Skyscraper Two, Ltd.	Skyscraper	\$25.00
Demas Enterprises, Inc.**	Rope Course	\$10.00

** = New attraction

Following discussion, a motion was made by Mr. Baker, seconded by Mr. Fox and carried to approve transfer of the personal property structure at 1306 Nelson St. (block 36, lot RRR) from Hohenwald Enterprises, Inc. (Al Hohenwald) to Mark and Cori Hohenwald (Aye-7; Nay-0).

On a motion by Mr. Steltz, seconded by Mr. Lake and carried, staff was authorized to license approved caterers to offer Minnesota-made wine as a beverage option for fair-time functions conducted at the Blue Ribbon Picnic Area (Aye-7; Nay-0).

Mr. Larson reviewed the new food and beverage products licensed for the '05 fair and Ms. Simon summarized some of the new commercial exhibitors and concessionaires participating this year. Mr. Baker requested that a complete list of new commercial exhibitors and concessionaires be provided to the board. Information only; no action required.

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

**MINNESOTA STATE AGRICULTURAL SOCIETY
MEETING OF THE GOVERNING BOARD
10 a.m. Tuesday, June 7, 2005
Libby Conference Center, State Fairgrounds**

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

Also present: Karen Leach; Steve Pooch; Jim Sinclair; Brian Hudalla; Marshall Jacobson; Renee Pearson; Cheryl Huber; Steve Grans; Dennis Larson; Mary Pittelko; Brigid McGough; Gail Anderson; Danyl Zamber; Susan Lynskey; Kristen Wollin; Tiffany Bauer; Kay Cady.

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

Minutes of the board meeting conducted April 1, 2005, were approved on a motion by Mr. Baker, seconded by Mr. Steltz and carried (Aye-8; Nay-0).

Mr. Fox moved, Mr. Lake seconded and motion carried to approve the minutes of interim activities for the period of April 1 to June 6, 2005 (Aye-8; Nay-0).

Action conducted earlier by the sales committee was approved on a motion by Mr. Fox, seconded by Mr. Baker and carried (Aye-8; Nay-0).

Mr. Hammer offered a report on cash flow for fiscal '05. Information only; no action required.

The cash report for May was presented as follows by Mr. Jacobson:

**MINNESOTA STATE FAIR
CASH TRANSACTION SUMMARY
Month Ending May 31, 2005**

GENERAL FUND ACTIVITY:

Cash Balance-Apr. 30, 2005				\$ (291,066)
Add: Cash Deposits			\$2,004,995	
Less: Payroll Ending May 6			(198,444)	
Payroll Ending May 20			(164,698)	
Cash Disbursements			(1,065,341)	576,512
Cash Balance-May 31, 2005				\$285,446

MARKETABLE SECURITIES ACTIVITY:

Balance-Apr. 30, 2005				\$-
Add: Interest Earned				
Securities Purchased				
Less: Securities Redeemed				
Balance-May 31, 2005				\$-

BUILDING FUND ACTIVITY:

Balance-Apr. 30, 2005	\$442
Add: Interest Earned	
Securities Purchased	
Less: Securities Redeemed	
Balance-May 31, 2005	\$442

CONSTRUCTION FUND ACTIVITY:

Balance-Apr. 30, 2005	\$11,498
Add: Interest Earned	25
Balance-May 31, 2005	\$11,523

CASH BALANCES FOR MONTH ENDING MAY 31:

	2004	2005
General Fund	\$131,130	\$285,446
Petty Cash	5,000	5,100
Marketable Securities	720,651	-
Building Fund	451	442
Construction Fund	2,773,664	11,551
Total Cash Balances	\$3,630,896	\$302,539

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

Mr. Jacobson presented departmental payroll schedules for the '05 State Fair as follows:

DEPARTMENT	2004 PROJECTED	2004 ACTUAL	2005 PROJECTED
Admissions	122,743.00	142,809.49	150,955.28
Ag-Hort Custodial	11,588.25	12,198.50	12,608.10
Bazaar	7,952.75	7,925.63	8,127.00
Bee And Honey	5,931.50	4,850.38	5,880.00
Beef Cattle	2,118.75	2,266.51	2,291.25
Care and Assistance	5,647.60	5,225.93	5,515.25
Christmas Trees	3,770.00	3,482.00	3,565.00
Coliseum	7,771.00	7,545.52	8,892.50
Commercial Space Checker	5,380.00	4,791.38	4,689.50
Competition	8,863.00	13,637.13	14,258.25
Concessions Auditor	3,905.00	4,882.50	4,882.50
Creative Activities	50,155.00	45,299.40	50,272.60
Creative Activities Annex	5,896.44	5,572.70	5,909.50
Crossroads Building	24,630.00	22,828.55	27,250.00
Cup Warehouse	3,020.00	2,868.00	2,945.00
Dairy Cattle	3,159.25	3,506.50	4,885.00
Dairy Products	630.00	645.00	645.00
Dog Trials	Dog Trails	850.00	975.00
Education	19,647.25	17,050.79	20,298.50
Empire Commons	7,343.40	6,062.04	6,374.50
F.F.A.	17,257.00	17,647.39	18,105.00
Farm Crops	9,847.50	10,722.25	11,042.50
Finance	6,682.50	6,285.63	6,745.00
Fine Arts	24,484.00	23,707.46	23,872.50
Flowers	4,921.00	5,142.13	5,613.75
Forage	12,096.00	8,948.00	9,967.00
Free Entertainment	15,366.00	15,541.00	10,217.00
Fruit and Wine	7,390.00	7,615.10	7,992.00
Gate Ticket Sales	140,395.00	136,375.43	139,882.50
Goat	1,667.00	1,818.50	2,092.50

Grandstand Artist Sales	2,145.00	1,421.25	1,650.00
Grandstand Production	15,924.00	16,415.27	13,880.00
Grandstand Stage Crew	65,000.00	85,772.53	All IATSE Pd BiWeekly
Guest Services	6,771.20	6,587.66	6,773.70
Heritage Exhibits	4,609.00	4,540.40	4,702.00
Heritage Square	7,864.88	7,600.70	8,115.00
Home Improvement	2,391.00	2,505.76	2,592.50
Horse	22,980.00	18,885.38	19,077.68
Information Services	19,063.90	20,469.89	21,085.00
Llama	888.00	872.69	906.00
Machinery Hill	3,575.00	3,534.26	3,650.00
Marketing	3,400.00	2,484.00	2,700.00
Mascot	5,000.00	4,795.00	5,390.00
Merchandise Mart	4,193.50	4,100.13	4,230.00
Midway Operations	13,580.00	7,165.25	7,857.91
Midway Ticket Sales	50,702.50	51,651.98	52,621.25
Milking Parlor	28,740.00	29,339.19	30,327.50
Modern Living	2,636.75	2,757.50	2,872.50
Natural Resources	1,249.69	1,247.75	1,320.00
Officers Cottage	2,201.00	2,139.00	2,208.00
Operators	5,563.90	5,484.66	5,581.50
Park and Ride	79,488.75	73,078.88	73,697.88
Parking	145,046.37	136,991.23	129,986.25
Percent Check In Operator	3,870.00	3,805.75	3,960.00
Poultry	6,467.50	6,863.60	7,295.00
Public Safety	375,789.00	261,610.75	261,610.75
Public Safety-Sub Station	103,452.00	139,278.06	139,278.04
Sanitation	107,317.50	131,176.17	145,075.00
Senoir Citizens	6,135.00	6,104.39	6,401.00
Sheep	2,295.00	2,354.50	2,540.00
South Campgrounds	12,099.75	12,216.76	12,514.00
Swine	5,386.50	4,856.50	5,467.00
Ticket Audit	6,600.00	6,651.00	6,630.00
Ticket Office Coliseum	4,670.00	4,555.51	4,993.75
Ticket Office Grandstand	10,345.00	2,085.69	3,985.00
Ticket Takers/Attraction	60,756.75	68,872.10	66,390.06
Transportation	8,456.75	8,257.63	8,199.75
Utilities	8,796.00	9,224.00	9,224.00
Grandstand/Varied Industries	12,777.50	12,938.14	21,079.50
Vegetable	4,950.00	4,875.64	5,014.00
4-H Misc	50,800.00	55,359.45	59,193.75
4-H Activities	13,650.00	10,084.63	10,425.00
4-H Dormitory	20,280.00	20,030.54	22,400.00
4-H Cafeteria	53,242.50	46,583.38	49,000.00
4-H Exhibits	12,260.00	9,075.26	9,560.00
North Campgrounds	14,640.00	12,274.00	15,862.50

Progress Center	4,206.75	4,142.23	4,229.00
Group Sales	1,470.00	1,176.00	1,400.00
Little Farm Hands	5,380.00	4,792.19	6,825.00
	<u>\$1,950,191.13</u>	<u>\$1,887,185.07</u>	<u>\$1,859,701.25</u>
Grandstand Stage Crew	(65,000.00)	(85,772.53)	
IATSE Paid BiWeekly CO2	\$1,885,191.13	\$1,801,412.54	

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

The Office of the Legislative Auditor's report for fiscal '04 was approved on a motion by Mr. Baker, seconded by Mr. Steltz and carried (Aye-8; Nay-0).

Mr. Hammer reported on the status of the society's legislative initiatives for the year. Information only; no action required.

On a motion by Mr. Baker, 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. 26; Hall of Fame and Life Members lunch, Sunday Aug. 28; Minnesota Livestock Breeders Association breakfast, Thursday Sept. 1; and Outstanding Senior Citizens lunch, Thursday Sept. 2. After discussion, Mr. Fox moved, Mr. Wargin seconded and motion carried to discontinue hosting the picnic supper for business leaders and media, traditionally held on the second Thursday of the fair (Aye-8; Nay-0).

Ms. Pearson offered a report on Grandstand and free entertainment schedules for the upcoming fair. After her report, Ms. Pearson presented the following list of contracts for Grandstand, free stages and other fair-period entertainers for consideration:

CONTRACTOR	DATES	TERMS	VENUE
Premier Global Productions (Stage & Roof)	8/25-9/5	\$65,500.00	Grandstand
Clair Brothers Audio Enterprises, Inc.	8/25-9/5	\$50,000.00	Grandstand
Freestyle Productions (Video)	8/25-9/5	\$51,847.00	Grandstand
Americana Fireworks Display Company	8/25-9/5	\$35,000.00	Grandstand
Eat Your Heart Out Catering	8/22-9/5	\$10,000.00 plus balance approved invoices	Grandstand
Theatrical Media Services	8/25-9/5	\$29,000.00 plus rental and shipping (Lights) of spotlights to be invoiced	Grandstand
Brutus, Inc.	7/4-9/5	\$18,600.00	Grandstand
Sawyer Brown, Inc. f/s/o Sawyer Brown	8/27	\$50,000.00 plus 60% over \$140,000.00	Grandstand
Great Big Sea USA, Ltd.	8/27	\$20,000.00 plus 10% over \$140,000.00	Grandstand
Fly On, Inc. f/s/o Lynyrd Skynyrd	8/28	\$95,000 plus 75% over \$172,500.00, plus \$5,000.00 production	Grandstand
Jeffrey Steele	8/28	\$2,500.00 Flat	Grandstand
Rihop's, Inc. f/s/o Ryan Cabrera	8/29	\$50,000.00 plus 60% over \$150,000.00	Grandstand
Impossible Productions, Inc f/s/o Joe Nichols	8/31	\$25,000.00 Flat	Grandstand
Sharon's Rose Inc. f/s/o Martina McBride	8/31	\$200,000.00 plus 75% over \$305,000.00	Grandstand

Blake Shelton	9/1	\$15,000.00 Flat	Grandstand
Rascal ts Touring Inc. f/s/o Rascal ts	9/1	\$175,000.00 plus 75% over \$265,000.00	Grandstand
A Prairie Home Companion	9/2	\$60% of net box office receipts plus \$500.00 production fee	Grandstand
REO Speedwagon, Inc.	9/3	\$50,000.00 plus 35% over \$175,000.00	Grandstand
TMB Productions, LLC f/s/o STYX	9/3	\$50,000.00 plus 35% over \$175,000.00	Grandstand
JLD Incorporated f/s/o Joe Diffie	8/25-8/26	\$35,000.00	Bandshell Tonight
Tonic Sol-fa	8/27-8/28	\$6,500.00	Bandshell Tonight
The Robert Cray Band, Inc.	8/29-8/30	\$30,000.00	Bandshell Tonight
Temptations Review featuring Dennis Edwards	8/31-9/1	\$40,000.00	Bandshell Tonight
RH, Inc. dba Restless Heart	9/2-9/3	\$30,000.00	Bandshell Tonight
Gary Puckett	9/4-9/5	\$20,000.00	Bandshell Tonight
Marv Dennis f/s/o The Wright Brothers Band	8/25-8/28	\$10,000.00	Bandshell
Elizabeth Cook	8/25-8/28	\$10,200.00	Bandshell
Tommy Emmanuel	8/29-9/1	\$12,000.00	Bandshell
Jimmy Fortune	8/29-9/1	\$16,000.00	Bandshell
Polka Family Band	9/2-9/5	\$15,000.00	Bandshell
Four Shadow	9/2-9/5	\$6,000.00	Bandshell
Sami Dare	8/25-8/28	\$3,600.00	Bazaar at Night
Bike 'n' Betty Productions f/s/o De'Anna-The Hypno-Chick	8/29-9/1	\$5,000.00	Bazaar at Night
Tim Gabrielson	9/2-9/5	\$4,000.00	Bazaar at Night
Vince Fontaine f/s/o Eagle & Hawk	8/25-8/28	\$6,200.00	Bazaar
Charmin Michelle Hill f/s/o Charmin Michelle Quartet	8/25-8/28	\$5,000.00	Bazaar
Yawo Attivor f/s/o Yawo	8/29-9/1	\$5,500.00	Bazaar
Lowell Pickett f/s/o Nachito Herrera	8/29-9/1	\$6,000.00	Bazaar
Louie Costilla f/s/o Sangre del Alma	9/2-9/5	\$4,000.00	Bazaar
Curt Obeda f/s/o Willie Walker and the Butanes	9/2-9/5	\$6,000.00	Bazaar
Sean Emery	8/25-9/5	\$10,200.00	Children's Theater
Lloyd Brant f/s/o The Wacky Chickens	8/25-8/30	\$4,500.00	Children's Theater

Gary Wick	8/31-9/5	\$3,600.00	Children's Theater
Minnesota Precision Manufacturing Association f/s/o Robot Combat	8/25-9/5	\$30,000.00	Block 13
Becky Schlegel f/s/o Becky Schlegel Trio	8/25-8/28	\$3,800.00	Heritage Square
Debbie Horton f/s/o The Hortons	8/25-8/28	\$6,000.00	Heritage Square
Anna Anderhagen f/s/o Maud Hart Lovelace	8/25-8/28	\$1,000.00	Heritage Square
Becky Livermore f/s/o Barefoot Becky and The Ivanhoe Dutchmen	8/29-9/1	\$3,600.00	Heritage Square
Scott Crosbie f/s/o Medicine Show Music Company	8/29-9/1	\$5,400.00	Heritage Square
Glen Everhart	8/29-9/1	\$2,400.00	Heritage Square
Anna Anderhagen f/s/o John Beargrease	9/2-9/5	\$1,000.00	Heritage Square
Janie Wiklander f/s/o Janie Miller Band	9/2-9/5	\$5,000.00	Heritage Square
Katryn Conlin f/s/o Minnesota picking Guitar and Duet Championship	9/2-9/3	\$3,175.00	Heritage Square
Dee Scott f/s/o Minnesota State Fiddle Contest	9/4-9/5	\$3,175.00	Heritage Square
Roger Abrahamson	8/25-9/5	\$2,500.00	Heritage Square
Lumberjack Sports International	8/25-9/5	\$33,000.00	North Woods
John Allgaier f/s/o BC Characters	8/25-9/5	\$30,360.00	Teen Fair
Matt Pudas f/s/o White Iron Band	8/25-8/26	\$1,400.00	Teen Fair
Erick Appelwick f/s/o Olympic Hopefuls	8/27-8/28	\$3,000.00	Teen Fair
Dan Israel f/s/o Dan Israel and The Cultivators	8/29-8/30	\$1,600.00	Teen Fair
Junior Trejo f/s/o Westside	8/31-9/1	\$2,000.00	Teen Fair
Stephanie Elmer f/s/o Kip Blackshire	9/2-9/3	\$3,500.00	Teen Fair
Ray Barnard f/s/o Copperheads	9/4-9/5	\$1,000.00	Teen Fair
Mark Muller & Steve Gareri f/s/o 3rd Lair Skate Park	8/25-9/5	\$42,500.00	Teen Fair
Peter Nohner	8/25-9/5	\$2,100.00	Old Iron Show
Steve Bauer	8/25-9/5	\$2,700.00	Old Iron Show
Henry Reiner	8/25-9/5	\$900.00	Old Iron Show
Derold McDonough	8/29-9/1	\$400.00	Old Iron Show
Jack Deschene	8/25-9/5	\$1,000.00	Old Iron Show
Ken Scott	9/2-9/5	\$200.00	Old Iron Show

Dee Scott	9/2-9/5	\$200.00	Old Iron Show
James Birk	8/25-9/5	\$1,350.00	Old Iron Show
James Quirk	8/25-9/1	\$1,200.00	Old Iron Show
Tri-State Judging Association	8/25-9/4	\$4,785.00	Parade
U of M Marching Band	8/28	\$1,500.00	Parade
Gopher State Railway Museum	8/31 & 9/2	\$800.00	Parade
Ragnar	9/2-9/4	\$1,200.00	Parade
Brian Boru Irish Pipe Band	8/27	\$850.00	Parade
Pig's Eye Jass Band	9/5	\$560.00	Parade
Ray Komischke	9/4	Union musician rates	Talent Contest
Brittany Henry	9/4	\$50.00	Talent Contest
Erik Nordahl	9/4	\$50.00	Talent Contest
Lila Ammons	9/4	\$450.00	Talent Contest
John Lynn	7/18-7/21 & 8/25-9/4	\$45.00/hour	Talent Contest
Tom Chepokas f/s/o T.C. & Company	8/25-9/4	\$7,160.00 plus \$75 per half hour overtime	Talent Contest
Dan Sparkman	8/28	\$50.00	Milk Run
Rick Recker	8/28	\$350.00	Milk Run
Jack Moran	8/28	\$155.00 plus \$.50/entrant	Milk Run
Harding High School Cross Country Team	8/28	\$150.00	Milk Run
Jack Norton f/s/o Mullet River Boys	8/25-8/26	\$1,000.00	Ramberg
Joey Johnson f/s/o Die Wolpertinger	8/25-8/26	\$1,200.00	Ramberg
Kory Badertscher f/s/o Rich Lewis Band	8/25-8/26	\$1,000.00	Ramberg
Raymond Berg f/s/o Hold Tight	8/27-8/28	\$1,600.00	Ramberg
Craig Ebel f/s/o Craig Ebel & DyVersaCo	8/27-8/28	\$1,200.00	Ramberg
Kico Rangel f/s/o Kico Rangel & Los Amigos	8/27-8/28	\$800.00	Ramberg
Cliff Brunzell f/s/o Cliff Brunzell and the Golden Strings Quartet	8/29-8/30	\$1,500.00	Ramberg
Barb Gadacz f/s/o Alan Godage & Sundown	8/29-8/30	\$1,750.00	Ramberg
Bill Koncar f/s/o Bill Koncar Band	8/29-8/30	\$1,000.00	Ramberg
LeRoy Larson f/s/o LeRoy's River Minstrels	8/31-9/1	\$900.00	Ramberg
Willy Pikal f/s/o Wally Pikal Band	8/31-9/1	\$1,350.00	Ramberg
Pete Mathison f/s/o Cousin Dad	8/31-9/1	\$1,200.00	Ramberg
Bob Bistodeau f/s/o Bistodeau Family Band	9/2-9/3	\$1,200.00	Ramberg

Dale Zuk f/s/o Jolly Zuk Brothers	9/2-9/3	\$1,900.00	Ramberg
Hal Nelson f/s/o Blue Ox Jazz Babies	9/2-9/3	\$1,000.00	Ramberg
James Samuel Cornbread Harris Sr. f/s/o Cornbread Harris and Friends	9/4-9/5	\$1,200.00	Ramberg
Vern Draxler f/s/o Elk River German Band	9/4-9/5	\$800.00	Ramberg
Joel Olson f/s/o Whistlepigs	9/4-9/5	\$1,000.00	Ramberg

NON-ENTERTAINMENT CONTRACTS

Minnesota Veterinary Association	8/25-9/5	\$6,500.00	Pet Center
Minnesota Purebred Dog Breeder's Association	8/25-9/5	\$5,500.00	Pet Center
White Stallion Productions, Inc.	8/25-8/30	\$30,000.00	Horse
Tommy Lucia	9/2-9/5	\$6,500.00	Horse
Barnes PRCA Rodeo	8/31-9/2	\$9,000 prize money, plus \$36,500, plus admissions	Horse
Barn Tours	8/25-9/5	\$21,600 plus expense reimbursement	Competition
Minnesota Guernsey Breeders Association	8/25-9/5	\$15,000.00	Cattle
Thomas J Hagerty, DVM	8/25-9/5	\$13,500.00	Veterinarian
William H. Sweeney	8/25-9/5	\$29,500	Veterinarian

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

Ms. McGough offered a report on the status of sponsorships and promotions for the upcoming fair. Information only; no action required.

Mr. Pooch reported on new agricultural contests and attractions for the upcoming fair. Information only; no action required.

President Schmidt declared the meeting in recess at 11:10 a.m. for a board tour of the fairgrounds. The tour concluded at 11:45 a.m., and President Schmidt reconvened the meeting of the board.

Ms. Cady reported on activities of the State Fair Foundation. Information only; no action required.

Mr. Hammer presented State Fair employee bulletin 5E, and recommended that the following language be added at the conclusion of paragraph 10 (Employee Initiated Training):

"According to IRS Regulations, if an employee exceeds the IRS Education Assistance yearly allowance, a 1099 will be issued to the employee for the amount that exceeds the regulations. If you have questions, regarding this or the yearly allowance, contact payables at 651-288-4374."

After discussion, the language was adopted as presented on a motion by Mr. Baker, seconded by Mr. Foss and carried (Aye-8; Nay-0).

Mr. Leary informed the board that he will enter into a standard agreement for vehicle storage at the fairgrounds later this year.

The next meeting of the board was set for Friday, Aug. 26.

On a motion by Mr. Fox, seconded by Mr. Lake and carried, the meeting was adjourned at 12:20 p.m.

MINNESOTA STATE AGRICULTURAL SOCIETY MINUTES OF INTERIM ACTIVITIES

June 7 - Aug. 25, 2005

June

8 - McGough met with Double Take Promotions to discuss State Fair Foundation merchandise.

8-12 - The Region 10 Arabian Horse Show was conducted at the Coliseum and livestock facilities.

9 - Hammer and Cady met with representatives of the AgStar Foundation to discuss opportunities with the State Fair Foundation. Weinfurter and McGough met with representatives of McDonald's to discuss sponsorship of the State Fair High School Marching Band Competition.

9-12 - Link Rec presented a boat show and sale at the Campgrounds.

10 - Leach and Sinclair met with a group headed by Mr. Bill Carter to discuss a possible partnership with the Native American community.

13 - Hammer and Pooch met with FFA representatives to discuss incorporating an FFA facility into the new Miracle of Birth Center design. Sinclair and Simon met with 4-H representatives to discuss 4-H program exhibits at the 4-H Building Arcade.

13-16 - The State 4-H Youth Leadership Extravaganza was conducted at the 4-H Building.

14 - McGough met with representatives of Good Age of Minnesota Magazine. Sinclair met with Kenna Boyd to discuss the L'Oreal Paris exhibit at the upcoming fair.

15 - McGough, Zamber and Dungan met with representatives of the St. Paul Convention & Visitors Bureau.

17-19 - The Minnesota Street Rod Association's Back to the Fifties weekend utilized facilities throughout the fairgrounds.

20-24 - Huber attended the Society for Human Resources Management conference in San Diego, Calif., and the San Diego County Fair in Del Mar, Calif.

21 - McGough attended a meeting of the Governor's Council on Fire Prevention to discuss activities at the State Fair.

22-25 - The Tanbark Cavalcade of Roses Horse Show was held at the Coliseum and livestock complex.

23 - The State Fair Foundation's development committee held a meeting at the Libby Conference Center. Hammer and McGough met with a representative of Buell Landscaping to discuss construction of a military veterans memorial at the fair.

24 - Sinclair, Larson and Simon met with state 4-H representatives Dale Blythe, Dorothy Freeman and Brad Rugg to discuss exhibit space for the upcoming fair.

24-26 & July 1-4 - Bailey Brothers Circus performed at the Grandstand lot.

27 - Anderson, Grans, Hudalla and McGough met with representatives of Metro Transit to discuss transportation for the upcoming fair.

29 - The State Fair hosted a meeting to form a Best Practices Group of IAFE fairs and OABA carnivals at the Radisson Roseville Hotel. McGough discussed promotional opportunities with representatives of Cingular.

30- July 3 - The North Star Morgan Americana Horse Show was held at the Coliseum and livestock complex.

July

2-3 - The South Como parking lots were used as a park & ride site for the Twin Cities Hmong Festival, held at Como Park.

6 - Pooch and Hudalla met with representatives of the St. Paul Police Department to finalize traffic control and police details for the upcoming fair.

8 - Hammer attended the Winona County Fair in St. Charles.

8-9 - The Used Book Fair, conducted by Midwest Book Hunters, was held at the Progress Center.

8-10 - Blue Star Productions presented the computer and merchandise Sales Extravaganza at the Education Building.

8-10 - The summer edition of the Super Golf Sale was presented by Blue Star Marketing at Empire Commons.

9 - McGough and Weinfurter met with representatives of the Red Hat Society to discuss Red Hat Day at the fair.

10 - Radio Rey's Mexican Rodeo was held at the Coliseum.

13 - The Cattlemen's Summer Tour, conducted by University of Minnesota Beef Team, was held at the Coliseum. The State Fair employee safety committee met at the Libby Conference Center. Birk attended the Ramsey County Fair in Maplewood. Sinclair attended the Northern Wisconsin State Fair in Chippewa Falls.

14 - Zamber met with Phil Pina of the Pioneer Press to discuss coverage of the upcoming fair.

15-17 - Car Craft Magazine's Summer Nationals car show was presented on Machinery Hill.

16 - Hammer attended the Ramsey County Fair in Maplewood.

20 - A meeting of all full-time staff was conducted at the Libby Conference Center. Pooch attended a meeting of the Western Saddle Club in Shakopee.

21-24 - The American Quarter Horse Association Horse Show was held at the Coliseum and livestock complex.

23-24 - The Antique Spectacular Summer Show & Flea Market was presented by Prime Promotions at the Grandstand's first floor and infield.

26 - The State Fair Foundation conducted board and committee meetings at the Libby Conference Center. Leach spoke at a meeting of the Glencoe Rotary Club.

26-27 - Goodyear held a ride-and-drive event at the Grandstand parking lot.

27 - Hammer and Zamber, along with Falcon Heights Mayor Susan Gehrz, attended a lunch meeting of the North Suburban Chamber of Commerce, hosted by the State Fair, at the Libby Conference Center.

29 - Zamber discussed coverage of the upcoming fair with representatives of KSTP-TV.

31 - Concordia College of Moorhead, Minn., presented their Alumni Corn Feed at Baldwin Park.

August

3 - Pooch met with representatives of Pioneer Public Television regarding televising the 4-H market livestock auction during the fair. McGough and Weinfurter discussed State Patrol Day activities with representatives of the Minnesota State Patrol. A meeting of all full-time staff was conducted at the Employee ID Center.

4 - The State Fair Honors Committee (Pooch, Leach, Blakey, Fox and Paulmann) conducted a teleconference regarding Foundation activities. Zamber discussed upcoming fair news coverage with representatives of KARE 11 TV. McGough discussed the military veterans memorial with representatives of Buell Landscaping.

4-7 - The North Central Reining Horse Association conducted a horse show at the Coliseum and livestock complex.

10 - McGough met with representatives of Schell Brewing to discuss sponsorships.

13 - Hammer attended the Iowa State Fair in Des Moines.

14-16 - Clasemann and Wollin attended the Family Motor Coach Association convention in Minot, N.D.; the FMCA's 2008 convention will be held at the State Fairgrounds.

16 - Mannion, Cerney and Marge Krueger participated in judging for the Minnesota Outstanding Senior Citizens recognition program, along with representatives of the Minnesota Board on Aging and the Minnesota Federation of County Fairs. McGough discussed promotions with representatives of UcareMN and AARP. Midway setup began.

17 - Care & Assistance employees attended a pre-fair orientation session.

18 - The State Fair Foundation held its Fan Fair event on Carnes Avenue.

19 - McGough met with production staff of Minnesota Public Radio. Hammer attended the Steele County Free Fair in Owatonna, Minn.

20 - Orientation sessions were held for information and guest services staff.

23 - The Artists Preview of the 92nd Annual State Fair Fine Arts Exhibition was conducted at the Arts Center.

24 - Princess Kay of the Milky Way was crowned at the traditional pre-fair ceremony, presented by the Midwest Dairy Association and conducted at the Bandshell. Preliminary events in the fair's horse show competition were held at the Coliseum.

25 - The 142nd edition of the Great Minnesota Get-Together opened at 6 a.m. with a parade of tractors to Machinery Hill. The official opening ceremony for the fair was held later that morning at the Bandshell.

MINNESOTA STATE AGRICULTURAL SOCIETY

Meeting of the Governing Board

10 a.m. Friday, Aug. 26, 2005

Officers Cottage, State Fairgrounds

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

Also present: Bill McGrann, Joe Bagnoli and Sarah Pasik.

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

Minutes of the board meeting conducted June 7, 2005, were approved on a motion by Mr. Lake, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

Minutes of interim activities covering the period June 7 through Aug. 25 were reviewed and approved on a motion by Mr. Fox, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

Mr. Hammer presented the July cash statement as follows.

**MINNESOTA STATE FAIR
CASH TRANSACTION SUMMARY
Month Ending July 31, 2005**

GENERAL FUND ACTIVITY:

Cash Balance-June 30, 2005		\$529,513
Add: Cash Deposits	\$1,711,743	
Less: Payroll Ending July 1	(297,238)	
Payroll Ending July 15	(204,866)	
Payroll Ending July 29	(245,136)	
Cash Disbursements	(649,065)	315,438
Cash Balance-July 31, 2005		\$844,951

MARKETABLE SECURITIES ACTIVITY:

Balance-June 30, 2005		\$-
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-July 31, 2005		\$-

BUILDING FUND ACTIVITY:

Balance-June 30, 2005		\$442
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-July 31, 2005		\$442

CONSTRUCTION FUND ACTIVITY:

Balance-June 30, 2005		\$11,578
Add: Interest Earned		31
Balance-July 31, 2005		\$11,609

CASH BALANCES FOR MONTH ENDING JULY 31:

	2004	2005
General Fund	\$209,109	\$844,951
Petty Cash	\$13,231	\$14,800
Marketable Securities	\$452	-
Building Fund	\$891	\$442
Construction Fund	\$1,522,000	\$11,609
Total Cash Balances	\$1,745,683	\$871,802

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

The following entertainment contracts for the fair were reviewed.

CONTRACTOR	DATES	TERMS	VENUE
3 Doors Down, Inc. f/s/o 3 Doors Down	8/25	\$201,000 plus 85% over \$367,500 plus \$11,000 production fee plus \$1.00/ticket to Better Life Foundation	Grandstand
Road Dawgs, Inc. f/s/o Staind	8/25	\$45,000	Grandstand
BFK Touring, LLC f/s/o Breaking Benjamin	8/25	\$10,000	Grandstand
No Address Touring, Inc. f/s/o No Address	8/25	\$500	Grandstand
Red White & Crue, Inc. f/s/o Motley Crue	8/26	\$350,000 plus 90% over \$442,000 plus \$2,000 marketing fee	Grandstand
Culinary Underground f/s/o Motley Crue	8/26	\$6,500	Grandstand
Hello! Booking f/s/o Gear Daddies	8/28	\$40,000	Grandstand
Eve's Iris, Inc. f/s/o Tyler Hilton	8/29	\$20,000	Grandstand
Tisbury Tours, Inc. f/s/o James Taylor	8/30	\$400,000 plus 90% over 12,500 tickets sold	Grandstand
Switchfoot Touring, Inc. f/s/o Switchfoot	9/5	\$100,000 plus 80% over \$185,000	Grandstand
A.S.I.A., Inc.	8/25-9/5	\$16.50/hour	Grandstand
PESO, Inc.	8/25-9/5	\$13.95/hour	Grandstand
Americana Fireworks	8/25-9/5	Addendum to contract Additional \$5,000	Grandstand
Allied Audio	8/25-9/5	\$93,693.70	Free Stages
Jim Berner	9/1	\$300	Blue Ribbon Picnic Area
David Mariette	8/25-8/31	\$1,540	Heritage Square
Past Presentations, LLC	8/25-9/5	\$5,400	Heritage Square
Pete Stanaitis	9/1-9/5	\$1,100	Heritage Square
Lee Sackett	8/25-9/5	\$1,500	Old Iron Show
Mary Ann Wawack	8/25-8/28	\$100	Old Iron Show
Duane Rolstad	8/25-8/28	\$700	Old Iron Show
Delores Nelson	9/2-9/5	\$200	Old Iron Show
Derold McDounough	8/29-9/1	\$500	Old Iron Show
Bob & Judy Wilson	9/2-9/5	\$200	Old Iron Show
Byron Boike	8/28-9/5	\$800	Old Iron Show
Meadowind Miniatures	8/25-9/5	\$6,000	Parade
St Anthony Park Community Band	8/26	\$100	Parade
St. Paul Bouncing Team	8/27	\$250	Parade
Wacky Wheeler	8/29-9/1	\$2,200	Parade

Jack Brass Band 9/5 \$850 Parade

Non-Entertainment Contracts

ASL Interpreting Services	8/25-9/5	\$850-950/show Based on invoice	Grandstand
Randy Roberts	9/2	\$2,900	Horse

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

The following two agreements for amusement attractions were presented:

CONCESSIONAIRE	ATTRACTION	2005 TICKET PRICE(S)
Demas Enterprises, Inc.	**Rope Course	\$5 (Previously \$10)

** New attraction in 2005

2005 Midway/Kidway Ride Change

Cancellation - Farrow Amusement Co., Inc (J. Michael Williams) - Jackson, MS
1. Flume (35%)

Addition - W.G. Wade Shows, Inc. (Frank Zaitshik) - Spring Hill, FL
1. Flume (40%)

The agreements were approved after discussion on a motion by Mr. Wargin, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

Bill McGrann, Joe Bagnoli and Sarah Pasik of the McGrann Shea Anderson Carnival Straughan & Lamb law firm reported on their activities during the recent legislative session. After their presentation, Mr. Leary offered and Mr. Steltz seconded a resolution commending the team for their efforts. After discussion, Mr. Baker moved and Mr. Fox seconded that adoption of the resolution be tabled until the next meeting of the board (Aye-5; Nay-4).

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 '05 sponsorship program, including cash sponsorships totaling \$560,000 and additional promotional, media and in-kind sponsorships. Information only; no action required.

Mr. Hammer presented the list of recipients of the 2005 Ben C. Hallberg Youth Scholarships. Award winners are Rebecca Aakre of Underwood; Marnie Anderson of Fairfax; Jessica Ascherman of Hancock; Thomas Curley of Windom; Laura Drewry of Farmington; Ashley Gerds of Waldorf; Sally Helgeson of Ortonville; Kari Hendrickx of New York Mills; Leah Hesper of Dodge Center; Alison Johnston of Houston; Kyle Knudsen of Vesta; Jacquelyne Koch of Winsted; David Larson of Donnelly; Brittany Lusk of Jackson; Vanessa Magnus of Byron; Justine Meierhofer of Watkins; Ruth Neil of Pine Island; James Seitzer of St. Peter; Lucas Sjostrom of Lafayette; and Allison Stevens of Pipestone. The scholarships were approved on a motion by Mr. Fox, seconded by Mr. Steltz and carried (9-0).

Mr. Hammer presented the following employee bulletin for consideration:

EMPLOYEE BULLETIN #6A . . . MINNESOTA STATE FAIR

Re: Vacation Donation Program

The following bulletin, issued at the direction of the board of managers of the Minnesota State Agricultural Society, outlines rules and regulations relative to the vacation donation program. These rules are effective retroactive to 8-4-05.

The Minnesota State Fair believes in a caring and supportive environment for its employees. To aid employees in time of crisis, an employee may donate vacation leave to another employee under the following guidelines:

Eligibility

An employee is eligible to receive vacation time donated from other employees if he/she:

- has been a full-time employee of the State Fair for at least 12 consecutive months,
- has exhausted, or is close to exhausting, all accrued vacation and sick leave,
- has a catastrophic illness or injury that necessitates absence from work (common illnesses or minor injuries that are not serious or life threatening are excluded),
- is not receiving short- or long-term disability benefits or workers' compensation benefits for the same time period.

Applying for donated vacation time

Application forms are available from the Employee Services Coordinator and must be submitted along with a completed Certification of Physician form. Application may be made after all of the applicant's paid leave has been exhausted or as soon as it becomes reasonably clear that all forms of paid leave will be exhausted.

The Employee Relations Coordinator will determine if application materials are complete, and will notify the applicant regarding eligibility. Decisions and actions regarding eligibility will not be based upon an employee's race, religion, creed, color, age, national origin, sex, sexual orientation, marital status, disability, or status with regard to public assistance.

Unless authorized by the applicant, the applicant's identity and condition are private data.

Donating vacation time

Vacation Donation forms are available from the Employee Services Coordinator. (Note: Hours donated are not considered taxable income for the donor; nor are they a tax-deductible expense.)

To be eligible to donate vacation hours, a donor must have an earned balance that equals or exceeds the number of hours donated.

The amount of vacation leave an employee may donate for each approved recipient is up to 40 hours, and must be made in whole hour increments. Vacation hours will be withdrawn from the donor's account on an "as needed" basis, and will continue until either the recipient returns to full-time employment or until all of the donated hours have been used.

The identity of donors and the number of hours donated are private data.

Use of donated vacation time

Donated vacation time available to a recipient must be used within a one-year period from the time the recipient begins using donations. A recipient may remain eligible during this time if the recipient continues to provide regular medical updates as requested by the Employee Relations Coordinator and remains in active employment status or on leave status.

Recipients shall receive payment for eight hours per normal workday for time off due to the qualifying illness or injury.

A recipient's pay will be taxed as income in accordance with state and federal tax tables, and all authorized deductions will continue to be deducted from the recipient's paycheck.

Recipients shall not accrue sick or vacation leave on pay generated from donations.

If a recipient is able to return to work prior to using his/her allowed donations, the donations will be kept in the recipient's vacation donation account. If the recipient is absent again from work due to the same illness or injury during the one-year period, the recipient may continue to use donations, provided newly accrued vacation and sick leave is exhausted.

Any recipient found to have provided fraudulent information, donations shall cease immediately, subject to disciplinary action, required to repay money received and criminal prosecution may be pursued.

Employees shall not intimidate, threaten, or coerce any other employee with respect to donating or receiving leave.

The bulletin was approved after discussion on a motion by Mr. Foss, seconded by Mr. Baker and carried (Aye-9; Nay-0).

President Schmidt, Mr. Fox and Mr. Hammer reported on recent activities of the State Fair Foundation, including the announcement of a major gift totaling \$300,000. Information only; no action required.

Mr. Hammer offered general information related to the '05 fair's opening day. No action required.

President Schmidt declared the meeting adjourned at 11:35 a.m.

**MINNESOTA STATE AGRICULTURAL SOCIETY
MEETING OF THE BOARD OF MANAGERS
9:15 a.m. Sunday, Sept. 4, 2005
Officers Cottage, State Fairgrounds**

Members present: Clarice Schmidt, president; Joe Fox, vice president; D. J.

Leary, vice president; Dennis Baker; Jim Foss; Bob Lake; John Paulmann; Al Paulson; Lyle Steltz; Chauncey Wargin; Jerry Hammer, secretary.

President Schmidt called the meeting to order at 9:15 a.m.

Minutes of the board meeting conducted Aug. 26, 2005, were approved on a motion by Mr. Leary, seconded by Mr. Fox and carried (Aye-9; Nay-0).

Mr. Hammer offered a summary of the '05 State Fair's first 10 days. The report was accepted on a motion by Mr. Steltz, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

The minutes of the Life Member Advisory Committee conducted Aug. 28 were presented as follows:

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

Also present: Jerry Hammer.

Chairman Simons called the meeting to order at 1:05 p.m.

Clarice Schmidt was nominated for election to life membership in the Society on a motion by Mr. Korff, seconded by Mr. Simons and carried (Aye-6; Nay-0).

The life member committee recommended that the honors committee consider two candidates for consideration for the State Fair Hall of Fame on nominations by Mr. Simons and Mr. Prokosch, seconded by Mr. Prokosch and Mr. Recknor and carried (Aye-6; Nay-0).

Mr. Hammer reported on the legislative change that requires schools to start after Labor Day.

There being no further business, the committee adjourned on a motion by Mr. Prokosch, seconded by Mr. Reinhardt and carried (Aye-6; Nay-0).

After discussion, the minutes were approved on a motion by Mr. Steltz, seconded by Mr. Lake and carried (Aye-9; Nay-0).

Mr. Leary moved, Mr. Lake seconded and motion carried to reopen discussion of the resolution tabled during the Aug. 26 meeting of the board (Aye-9; Nay-0).

Mr. Leary withdrew the resolution presented Aug. 26 and moved to consider a revised version; Mr. Lake seconded the motion. After discussion, Mr. Leary withdrew the revision and moved that it be replaced with a letter expressing the thanks of the Society to the firm of McGrann Shea Anderson Carnival Straughan & Lamb for their assistance during the 2005 legislative session. The motion was seconded by Mr. Fox and carried (Aye-9; Nay-0).

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. Fox, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

It was moved by Mr. Steltz, seconded by Mr. Baker 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 2005 international convention in Las Vegas, Nev. (Aye-9; Nay-0).

The dates for the 2006 State Fair were set for Thursday Aug. 24 through Labor Day, Monday, Sept. 4 on a motion by Mr. Fox, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

The next meeting of the board was set for Monday Nov. 7 on a motion by Mr. Baker, seconded by Mr. Fox and carried (Aye-9; Nay-0).

The following resolution was presented by Mr. Hammer:

WHEREAS, the Minnesota State Fair Foundation was established by the Society as a non-profit public charity to assist the State Fair with capital projects and support its educational and scientific programs consistent with the public good, and

WHEREAS, the Society is committed to support the long-term growth and development of the Foundation for the betterment of the State Fair and, ultimately, to the great benefit of all Minnesotans, therefore be it

RESOLVED, that the Society extend the due date for Foundation payroll and other compensation expenses, as well as the Society's interest-free line of credit, to no earlier than Nov. 1, 2006. It is further resolved that the Society will advance funds for payroll and other compensation expenses incurred by the Foundation through Oct. 31, 2006, and will not call these funds due prior to Nov. 1, 2006.

The resolution was adopted on a motion by Mr. Baker, seconded by Mr. Leary

and carried (Aye-9; Nay-0).

Mr. Hammer was directed to extend the thanks of the board to all members of the State Fair staff, competitive and commercial exhibitors, and all who worked to make the 2005 Great Minnesota Get-Together a success.

President Schmidt declared the meeting adjourned at 10:16 a.m.

**MINNESOTA STATE AGRICULTURAL SOCIETY
MINUTES OF INTERIM ACTIVITIES
Aug. 25 – Nov. 7, 2005**

August

25-Sept. 5 - Visitors to the 2005 Minnesota State Fair included Bryan Brett and Ryan Downing from the Rand Show in Johannesburg, South Africa; Gary McRae of the Western Fair in London, Ontario, Canada; Michael Collins of the Royal Easter Show in Sydney, Australia; Opal Blackstock and Paul Lucas from Edmonton's Klondike Days Exposition, Alberta, Canada; James Romer and Rollie McCubbin from the Iowa State Fair in Des Moines; Rex Hime of the California State Fair Authority in Sacramento, Calif.; and Tommie Fomby of the Orange County Fair in Costa Mesa, Calif.

25 - A ceremony dedicating a seating structure designed and built by students at the University of Minnesota's College of Architecture & Landscape Architecture was held at Carousel Park. Formal opening ceremonies for the fair were conducted later that morning at the Bandshell.

26 - The Minnesota Federation of County Fairs board conducted a meeting at the fairgrounds, followed by lunch with the State Fair board of managers.

28 - State Fair Hall of Famers and Honorary Life Members attended a lunch at the Libby Conference Center. After lunch, a meeting of the Life Member Advisory Committee was held followed by a tour of the fairgrounds.

29 - Five long-time fair participants were presented with the State Fair 50 Year Award at a ceremony conducted at Heritage Square and emceed by board member Bob Lake. Following the ceremony, Sinclair, Hammer and Cady presented a program for the Roseville Rotary, hosted by the State Fair at the Blue Ribbon Picnic Area.

30 - Sinclair, Simon and Larson attended a meeting of the exhibitors and concessionaires communication committee in the Administration Building conference room.

September

1 - The Minnesota Livestock Breeders Association board attended a breakfast meeting with State Fair board and staff to discuss State Fair livestock programs. The State Fair's new Veterans Memorial near the Agriculture-Horticulture Building was dedicated at a ceremony presided over by board member D. J. Leary; participants in the ceremony included distinguished World War II veterans Jim Carroll (101st Airborne), Russell Green (Marine Corps), Bob Hammer (Army 4th Infantry), Albert Larson (82nd Airborne) and Leo McGough (Army Air Corps 306th Bomber Group), along with Lieutenant Governor Carol Molnau and Veterans Affairs Commissioner Clark Dyrud. Later that morning, a statewide group of seniors were recognized at a ceremony at the Bandshell sponsored by the Minnesota Board on Aging, the Minnesota Federation of County Fairs and the State Fair; during the ceremony, Prem Deep of Olmsted County and Roy Ask of Houston County were named Minnesota's Outstanding Senior Citizens.

3 - The State Fair Foundation board met at the Officers Cottage and hosted the Society's board of managers to lunch following the meeting. A ceremony commemorating the 50th anniversary of the FFA Chapter House was conducted at the house.

4 - Eleven members of the State Fair staff were recognized for outstanding performance at ceremonies conducted at the Bandshell. From this group, five individuals received special recognition with One Goal Plus Awards: Jim Benz (parking), Roland Geske (sanitation), John Meeks (Creative Activities Annex), Kathy Springer (Agriculture-Horticulture) and Katie Vogt (employment services).

5 - The 2005 Great Minnesota Get-Together ended at 9 p.m. with an aerial fireworks show. Attendance was 1,632,780.

8 - Hammer met with Rick Krueger of the Minnesota Transportation Council and James Wafler of the Minnesota Highway Construction Industry Council to discuss potential exhibits for the '06 State Fair. Pooch attended the grand opening of the Agricultural & Food Sciences Academy high school in Vadnais Heights.

13 - Mix attended a meeting of the Ramsey County Job Security Employers Committee.

14 - Mix attended a meeting of the St. Paul Human Resources Association.

16-19 - The Minnesota 4-H Horse Show utilized the Coliseum, Horse Barn, Cattle Barn, Judging Arena and Campgrounds.

17 - The MS Society's Challenge Walk was held on various fairgrounds streets.

18 - The Antique Motorcycle Club held a motorcycle swap meet on the north lots.

20 - A Carquest Dealer Show was held at the Merchandise Mart. Birk and Clasemann met with representatives of the U of M's College of Architecture and Landscape Architecture to discuss potential fairgrounds projects for the coming year.

21 - The State Fair Employee Safety Committee met at the Libby Conference Center. A NAPA dealer event was conducted at the Progress Center.

22 - Huber and Mix met with the McDowell Agency to review background check services provided during '05 and to plan for '06.

23-25 - Ehlert Publishing presented an RV & Boat Show at the South Como parking lots.

23-26 - The Western Saddle Club Horse Show was held at the Coliseum, livestock complex and campgrounds.

24 - TC Model Railroad Club's Fall Model Railroad Show was presented at the Education Building. St. Paul Districts 10 and 12 used the north parking lots as a drop-off site for a neighborhood cleanup.

24-25 - The 4-H Dog Show was held at the 4-H Building and campgrounds. The Minnesota Arts & Crafts Society presented a Mission Furniture Show & Sale at the Progress Center.

28 - The St. Paul Area Chamber of Commerce Trade Show was held at the Progress Center. The Washington and Carver Counties extension offices presented the Metro Area Children's Water Festival at the 4-H Building, Education Building, Home Improvement Building, Baldwin Park and parts of Machinery Hill.

29 - Staff met with state risk management officials at the Libby Conference Center to review the '05 State Fair. Sinclair and Simon met with representatives of the Minnesota High Technology Association to discuss the Wonders of Technology exhibit.

29 - Oct. 2 - The Minnesota Arabian Horse Breeders presented the Fall Arabian Horse Show at the Coliseum, livestock complex and campgrounds.

30 - Sinclair, Simon and Birk met with representatives of KARE-TV to discuss their exhibit facility. The State Fair Honors committee met via conference call.

October

1 - The St. Paul Junior League Garage Sale was held at the Empire Commons building.

1-2 - Prime Promotions Antique Spectacular Show & Flea Market was presented at the Grandstand. Capitol City Chapter A.A.C.A. held their Midwest Fall Swap Meet & Antique Auto Show on the north parking lots. Minnesota Weapons Collectors conducted the Fall Weapons Collectors Show & Sale at the Education Building.

2-5 - Leach and Pearson attended the International Entertainment Buyers Association annual meeting in Nashville, Tenn.

4-9 - The Harvest Horse Show, presented by Midstates Horse Shows, was held at the Coliseum and livestock complex.

5 - Hudalla, Mannion, Huber and Mix attended an employment and labor law seminar conducted by the Fredrikson & Byron law firm.

5-7 - Forty-three staff members worked on a Habitat for Humanity project in St. Paul's Frogtown neighborhood.

7 - Hudalla, Grans and Dick Anderson met with representatives of Metro Transit to review transit operations during the '05 fair.

8-9 - The MCC Fall Show, presented by the Minnesota Crafts Council, was conducted at the Arts Center and Progress Center. Shinder's Warehouse Sale was held at the Home Improvement Building. The Minnesota Comic Book Association's Comic Book Convention was held at the Education Building, Creative Activities Annex and Children's Theater.

- 12-15 - The YMCA's Fall Garage Sale was held at the Merchandise Mart.
- 12-23 - Wilson's Leather Clothing Sale was held at the Empire Commons Building.
- 14-16 - Blue Star Productions Sales Extravaganza was conducted at the Education Building and Creative Activities Annex.
- 15 - Malt-O-Meal's Company Award Banquet was held at the Coliseum.
- 15-16 - The Minneapolis - St. Paul Military Relic & Collectors Show, LLC, held their Fall Military Relic Show at the Progress Center.
- 16 - The Twin Cities Roadsters Swap Meet was held on the north parking lots.
- 19 - Hammer and board members Fox and Schmidt participated in a State Fair Foundation retreat, conducted at the Bill Nunn Farm in Hamel.
- 20 - The south Como parking lots were used as park & ride locations for Education Minnesota's Conference. Fair staff met with Lancer Management Services, Inc., to discuss Coliseum concession operations. Mix participated in a job fair hosted by the Wilder Foundation at the Lino Lakes correctional facility.
- 21-23 - The Minnesota Beef Expo, presented by the State Fair, was held at the Coliseum and Cattle Barn. The Midwest Ski Fest, conducted by the Ski Challenge, was held at the Progress Center.
- 24 - Senior staff participated in the first of several planning meetings.
- 27 - State Fair Hall of Fame member Leonard Harkness, long-time state 4-H director, died at his home in Falcon Heights.

November

- 2 - Hammer met with Tom Fisher, Dean of the University of Minnesota's College of Architecture and Landscape Architecture, and Pooch met with members of the State Office of Environmental Assistance; both meetings focused on renewable energy use and display at the fair.
- 5 - Sinclair addressed the Massachusetts Agricultural Fairs Association convention in Fitchburg, Mass. Funeral services for Leonard Harkness were attended by past and present representatives of fair staff and board.

MINNESOTA STATE AGRICULTURAL SOCIETY MEETING OF THE BOARD OF MANAGERS

1 p.m. Friday, Oct. 21, 2005

Libby Conference Center, State Fairgrounds

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

Also present: Karen Leach; Steve Pooch; Jim Sinclair; Brian Hudalla; Mark Birk; Mary Mannion; Renee Pearson; Art Blakey; Kristen Wollin; Tiffany Bauer; Kay Cady.

President Schmidt called the meeting to order at 1 p.m.

Minutes of the board meeting conducted Sept. 4, 2005, were approved on a motion by Mr. Baker, seconded by Mr. Fox and carried (Aye-8; Nay-0).

Mr. Pooch offered a report on meetings of the State Fair Honors Committee, conducted Aug. 4 and Sept. 30, during which three gift offers were considered and recommended for approval by the board of managers. Ms. Cady provided details of each gift offer as follows:

A donation of \$300,000 from Bailey Nurseries dedicated to the rehabilitation of the greenhouse residence for public archives, historical exhibits and Foundation headquarters; in addition, Bailey Nurseries will provide landscaping services and materials for the area outside the house. The house will be named the J. V. Bailey House to recognize the service of Mr. Bailey, who served the State Fair as horticulture superintendent from 1912 to 1923, and as fourth district vice president of the State Fair board from 1924 to 1932. On a motion by Mr. Lake, seconded by Mr. Baker and carried, the gift was accepted pending completion of final details (Aye-8; Nay-0).

A donation of \$1,000,000 from the Lee & Rose Warner Foundation dedicated to Coliseum maintenance and improvements projects. The Coliseum will be named the Lee & Rose Warner Coliseum, honoring Lee Warner's service as fourth district vice president of the State Fair board from 1919 through 1944. Mr. Fox moved, Mr. Wargin seconded and motion carried to accept the gift pending completion of final details (Aye-8; Nay-0).

A donation of \$400,000 from CHS, Inc., as the lead gift for construction of a new \$1.2 million Miracle of Birth structure, with CHS incorporated into the

official name of the facility. On a motion by Mr. Foss, seconded by Mr. Lake and carried, the gift was accepted pending completion of final details (Aye-8; Nay-0).

Mr. Fox provided an update on the State Fair Foundation retreat conducted Oct. 19. Information only; no action required.

Mr. Sinclair presented details of an agreement with Lancer Management Services, Inc., to provide concession services for the Coliseum. After discussion, the agreement was approved on a motion by Mr. Fox, seconded by Mr. Baker and carried (Aye-8; Nay-0).

Mr. Hammer and Mr. Hudalla offered details of a \$130,000 project to upgrade the electric service in the Horse Barn. After discussion, the project was approved on a motion by Mr. Fox, seconded by Mr. Baker and carried (Aye-8; Nay-0).

Updates were provided regarding news media, local governmental issues and entertainment at the '06 State Fair. Information only; no action required.

The date of the next meeting of the board was set for Nov. 7, 2005. On a motion by Mr. Fox, seconded by Leary and carried, the meeting was adjourned (Aye-8; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY ANNUAL MEETING

8 a.m. Sunday Jan. 15, 2006

At 8 a.m., 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:

"Everybody has a fair story. A couple nights ago, I met a guy who told me that he and his friends go around the fair doing corn dog analysis. They have lab coats and little notebooks and they go to every stand that sells Pronto Pups, Poncho Dogs and any kind of corn dog. They eat one at every stand and then ask questions about the consistency of the batter, whether they're made with wheat or corn flour and lots of other information that they didn't really care about. At the end of the day, they found the last stand. He said that the corn dogs in the stand were cooked hours earlier, were sitting under a 40-watt light bulb and were stone cold. Remember, by this time, they've each eaten 16 corn dogs. I asked if he actually ate the last one and he said 'You're darn right we did. That was our mission. We have to.'

"Two things make this story even more remarkable. The first is that this guy is a bank president from St. Paul who is extremely active in the community and has a very high profile. The second is that he was recently King Boreas in the St. Paul Winter Carnival. We were at an event for the carnival and I'm trying to get him to talk about snow slides and ice castles, but he's only interested in talking about the fair.

"Everybody has a fair story. Janet Lammers was a great lady who was the wife of Tom Lammers who served on the State Fair board in the '50s and '60s. Sadly, she died right before Christmas this year. Janet hasn't been involved with the fair for more than 30 years and she hasn't even been to the fair for at least the last five years due to her health, yet the State Fair was one of the main themes the priest used for her eulogy.

"Everybody has a fair story. I spent a lot of time at the state legislature this past year, and when the fair is brought up, the room lights up and they all start smiling. They all have fair stories, whether they're from the city or country or anyplace in between.

"Everybody has a fair story, and that's what it all boils down to for all of us. The fair is very important to all of us and to all of Minnesota. Everybody has a sense of ownership in the fair, and that's what it's all about. There couldn't possibly be a finer institution to be associated with than the fair, and we all feel that way. That's why we're here. We're all privileged to be associated with this great institution.

"I'll quickly report on 2005. Last year at this meeting, I informed you that we were going to join a broad coalition of different agencies, businesses and institutions and we were going to attempt to return the law that requires schools to open after Labor Day. This doesn't just affect the State Fair and county fairs and resorts. It affects everything from retail to hotels to airlines. I'm delighted to say that we were successful. The law has been changed thanks to all of you and your efforts. Give yourselves a round of applause, and thank you so very much.

"Here a few things that happened during the fair. Attendance was okay. It wasn't the best, but it was okay at a million six hundred thousand. We were affected by weather. We have 100-plus years of history that show if we get rain early in the fair, there's a good chance that we'll get some of the attendance back later. If we

get rain late in the fair, the attendance is completely lost. For the second year in a row, we had a washout on the second weekend. This year, it started raining at about 1 p.m. on Saturday and it didn't really quit until late Sunday morning. We had almost 24 hours of rain and lightning. When you look at the bottom line, we conservatively lost between \$500,000 and \$750,000 in gate revenue, food and Midway percentages. We are at the mercy of the weather and sometimes it will have an affect, and that's what happened in '05.

"Financially, things worked out. Considering the circumstances with rain, two school days and \$3-a-gallon gas that peaked during the middle of the fair, we have to be very pleased. The handouts at your tables have all the financial data for the year. Despite flat attendance that wasn't that great and a big loss due to rain, we showed a net operating gain of \$1.3 million. That's after spending more than \$2 million on maintenance projects alone. All things considered, we did very well financially.

"At the Grandstand, we changed our approach. If you want big acts, you have to pay big money. If you want James Taylor, Rascal Flatts and Motley Crue, it's going to cost more. With an outdoor venue, it's a greater risk, but it's a risk we decided was well worth taking and it paid off. We had the most successful Grandstand operation in many years. Financially, it was the most successful ever with a net operating gain from all revenue sources of more than \$900,000.

"We also took some risks with the type of acts we booked. For instance, we decided to book Motley Crue with three things in mind. First, we were confident that the show would be a financial success, and it was. It's not just about the money, though. Second, we needed to make a statement with acts and agents and management firms that we are back in the game. Motley Crue had more stage gear than any act touring last summer. The word was that if you could handle Motley Crue's production, you could handle anybody's. Finally, we wanted to stick to our mission of providing something for everybody, and we did. Motley Crue is edgier than most acts you'd typically see at a fair, but historically, the fairs that have been most successful have been mom and apple pie and a little edgy, too. The typical Motley Crue fan that we saw were 30- and 40-something tax accountants and lawyers and professional types who put on their black t-shirts and came to the fair to be 18 again for a day, and they had a ball. We're going in the right direction with the Grandstand and, when you see our lineup for '06, I know you'll be pleased.

"With our agriculture exhibits, we're bucking a national trend. Most large fairs in North America are seeing a decline in their ag-related exhibits. Not as many people are entering and in some cases they're resorting to using display herds. In our case, our barns are full to the rafters and we're usually looking for additional stall space. How long will this continue? We don't know, but we're going to keep working at it. It's so nice to come here this morning and report that our ag presence is as strong as ever, and we're going to keep going that way.

"Commercial exhibits are also very strong and continue to improve. The gross dollar volume for food and beverage sales once again exceeded \$20 million for 12 days. There's not a fair in the world that generates that type of economic activity in such a short time span. The quality of the exhibits keeps improving, too. You don't have to look back too far to the days when some of our concession stands looked like they doubled as fish houses on Mille Lacs. You punch out a side, sell your stuff, then take it up north to fish with and the winter. Those days are gone. The booths today are far more sophisticated and complex. They require more utilities at additional cost to us. But that's okay because our fair visitors benefit. Everything continues to get better and better, and I'm not going to talk about it anymore. Instead, let's watch the video from the 2005 State Fair.

"Our thanks to Dale Kivimaki of Freestyle Productions for producing that great video.

"What's coming in '06? The Children's Theater has been a very important part of our entertainment program, but it's too small. We're moving it up to Baldwin Park where we'll create a brand new area for families and kids.

"We're going to produce a renewable energy exhibit. I don't believe that there is an issue more critical than energy, not just in Minnesota but around the world. That includes energy production, how we use energy and the effects of that energy use have on the environment. We're working with the state office of energy assistance, the University of Minnesota and a wide variety of others to produce this major new exhibit in the Progress Center.

"You saw the footage of the rain. Any of you who visited the Sheep Barn last year know that when it rains outside, it also rains inside. Yesterday, the State Fair board's planning committee approved a budget that includes a new roof for the Sheep Barn. We hope everybody that exhibits and visits will be very happy.

"Finally, we are very close to finalizing a new Miracle of Birth Center to be constructed in time for the '06 State Fair. When we opened the current Miracle of Birth, it was apparent within five minutes that it was too small. People had difficulty getting in - especially those with small children. We're going to build a new one that will be about three times the size of the current exhibit, with plenty of room for people and animals and exhibits, and it's being done through the State Fair Foundation. We have a significant number of partners on board including CHS, Inc., the Pork Producers and Corn Growers and FFA Foundation and Minnesota Veterinary Medical Association. They, and others, have so far raised \$1 million for the project. The fund-raising effort didn't really start until after last year's fair, so that is extraordinary.

"Speaking of the Foundation, let me tell what else it's been up to this past year. The Foundation raised funds and assisted with reforesting the fairgrounds, with maintenance and improvements to the towers at the Ag Hort Building and 4-H Building, and also developed a program that resulted in scores of new benches for the fairgrounds.

"I would like to introduce members of the Foundation board who are here with us today. First, please welcome the outgoing chairman of the Foundation, Mr. Dave Johnson and his wife Pat. Also here, Mr. Mike Miles and the Foundation's new chairman, Malcolm McDonald. Also, please welcome the Foundation's executive director, Kay Cady.

"Three new members were elected to the Foundation board on Friday. One of them is Frank Parisi. He has as high a profile and as good a name as anybody in the communications field and he currently serves as a principal with Fleishman-Hillard. He's been around and done everything. When it comes to the fair, though, he says it's 'an intoxicating experience.' Another new member is Robyn Hansen. She's an attorney who is very active in the community and is also one of the top bonding and financial authorities in the state. She too loves the fair. She showed us a bumper sticker that says 'I enjoy seed art, and I vote.' These are the type of folks that make up the fantastic Foundation board, and we thank you all very much for your support of the Great Minnesota Get-Together.

"I also need to thank the staff of the State Fair. What you see at the fair absolutely could not happen without the hard work of a whole lot of people. Please stand, and let's give them all a nice round of applause. Thanks so much for all you do.

"Also, thanks to the board of managers. All of the progress made at the fair is tied directly to the board's foresight and support. Thanks to Jim Foss, John Paulmann, Lyle Steltz, Joe Fox. Joe, by the way, at the IAFE Convention this year was one of only five people to win the IAFE Heritage Award, presented to people for outstanding volunteer service to their community fairs. Congratulations, Joe, on that very prestigious award.

"Joe is not the only winner of the Heritage Award on our board. There are two others. Denny Baker and Lyle Steltz have also won the award. This is a very elite group, folks, and we're lucky to have them. Also, thanks to D. J. Leary, Bob Lake, Chauncey Wargin and Al Paulson. All of us owe you a huge debt of thanks for doing such an outstanding job of guiding and guarding the fair.

"Clarice Schmidt retires from the board this morning. A couple days ago, former board member Howard Recknor gave her a card that says 'The world needs more people like you.' I couldn't have said it better. Thanks for your service.

"Finally, thanks to all of you very much for the opportunity to serve the Greatest Fair in the World. Thank you all and God bless you."

Mr. Hammer's report was accepted by the membership.

Resolutions committee member Mick Campbell of Chisago County presented the following resolutions for consideration by the Society, and they were adopted as read:

Resolved, that the ongoing success of the fair is achieved through the combined efforts of many dedicated people, and that the Minnesota State Agricultural Society recognizes with profound appreciation all who contributed to the success of the 2005 Minnesota State Fair.

Resolved, that we declare our gratitude to each of the 1,632,876 visitors in attendance of the 2005 Minnesota State Fair and acknowledge that our sole purpose is to serve our guests. Let it be further resolved, that we offer our sincerest gratitude to all Society members, members of the hospitality industry, dedicated families and many more in support of a post-Labor Day school start. The basis of our Great State fair is its ongoing loyalty to the people of Minnesota and to the time-honored traditions deeply rooted in the attendance and participation of kids and families in this important educational and culturally rich event.

Resolved, that the Society pledges to provide its patrons with the finest exposition in North America and further confirms its missions to showcase Minnesota's finest agriculture, art and industry. Every effort will be made 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.

Resolved, that the Society recognizes its dedicated 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, as well as other expositions and related businesses that essential to furthering and improving the fair industry locally and nationally.

Let it be further resolved, that we recognize with great regret the loss of Society members and State Fair friends in the last year including: Leonard Harkness, 4-H Superintendent and 1982 "Hall of Fame" recipient; Leo Keskinen, past president of the State Fair board of managers and 1975 "Life Member" recipient; Janet Lammers, spouse of past board member Frederick Lammers; Todd Mertz, concessionaire; Karl L. Mueller, livestock exhibitor and 1987 "50 Year Award" recipient; and Jeff Kingen, concessionaire. We extend our sympathy to the family and friends of these fine individuals.

Resolved, that the Society extend its thanks and sincere appreciation to all who contributed to the success of its 147th annual meeting

Credentials committee member Carole Iten of Sherburne 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 and the Minnesota Horse Council was not received by the Secretary of State by the December 20, 2005 deadline.

Committee chair Don Hyovalti of Anoka County offered the report of the membership committee: There are no recommendations for any changes to the Minnesota State Agricultural Society membership.

Following committee reports, President Schmidt turned the chair over to fourth district Vice President Fox to conduct elections as follows: Lyle Steltz of Rush City, one-year term as president of the Society; D.J. Leary of Minneapolis, two-year term as fifth district vice president; Denny Baker of Spicer, three-year term as seventh district manager; Allen Paulson of Shevlin, three-year term as ninth district manager; and Sharon Wessel of Hamel, two-year balance of Mr. Steltz's unexpired term as third district manager.

President Steltz assumed the chair to conduct the election of Ms. Schmidt to honorary life membership in the Society.

There being no further business, the 147th annual meeting of the Minnesota State Agricultural Society was adjourned.



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