


ANNUAL REPORT 2007

08 - 0578



MINNESOTA STATE FAIR



REPORT OF THE **EXECUTIVE VICE PRESIDENT**

“The miracle of the 2007 Minnesota State Fair does not come on a stick, deep fried or in the form of a Princess Kay of the Milky Way butter head. The miracle is that there is a State Fair at all this year.”

—Star Tribune of Minneapolis

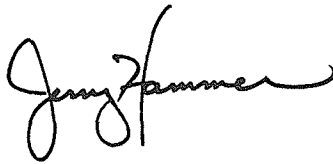
Aug. 23, 2007

At 3:30 a.m. Saturday Aug. 11, a brutal storm with tornado-like winds ripped through the heart of the State Fairgrounds, tearing roofs off of major buildings, demolishing smaller structures, uprooting and snapping scores of huge trees, obliterating concession stands and transforming the pristine fairgrounds into a chaotic mess just 12 days before the '07 fair was set to open.

The immense effort of many dedicated people to restore the fairgrounds and rescue the '07 fair began at first light the morning of the storm and it didn't let up until the fair's opening day. Under the best of conditions, setup of the fair is a huge undertaking. To successfully do so while dealing with the aftermath of a devastating storm is all the more remarkable. The board and staff of the State Fair, however, never doubted for a second that the storm would affect the fair. By opening day on Aug. 23, barely a trace of the carnage remained and the historic State Fairgrounds looked great.

For more than 150 years, the same type of dedication and commitment that saved the '07 State Fair have brilliantly served the exposition. The passion for the fair that we share with our predecessors comes from our strong sense of obligation to the people of Minnesota. They deserve the best, and we do our utmost to see that they get it. Minnesotans' lengthy love affair with their fair is about more than animals and education and blue ribbons and rides and exhibits and music and food on a stick. The Minnesota State Fair is about who we are. It's a one-of-a-kind opportunity for each of us to reconnect every year with all that's good about our state and ourselves.

I look forward to reconnecting with each and every one of you at the '08 Great Minnesota Get-Together. God bless.



Jerry Hammer
Executive Vice President
Minnesota State Fair

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

★ TOTAL ATTENDANCE ★ 1,681,678

THURSDAY, AUG. 23
Thrifty Thursday: 79,192
 High: 71 Low: 63
 Precipitation: .41 in.

FRIDAY, AUG. 24
Governor's Fire
Prevention Day: 122,632
 High: 79 Low: 62
 Precipitation: None

SATURDAY, AUG. 25
Motorcycle Safety
Awareness & 4-H Day:
 182,277
 High: 78 Low: 60
 Precipitation: None

SUNDAY, AUG. 26
Diggin' Dinos Day: 175,195
 High: 83 Low: 60
 Precipitation: None

MONDAY, AUG. 27
Seniors, Kids &
Minnesota State Patrol Day:
 108,732
 High: 81 Low: 67
 Precipitation: .62 in.

TUESDAY, AUG. 28
\$8 at the Gate Day: 87,205
 High: 79 Low: 69
 Precipitation: .93 in.

WEDNESDAY, AUG. 29
Hop On Transit Day: 114,355
 High: 76 Low: 60
 Precipitation: None

THURSDAY, AUG. 30
Seniors Day: 127,898
 High: 77 Low: 55
 Precipitation: None

FRIDAY, AUG. 31
MPR Day: 161,807
 High: 83 Low: 58
 Precipitation: None

SATURDAY, SEPT. 1
Super Saturday: 200,813
 High: 83 Low: 62
 Precipitation: .01 in.

SUNDAY, SEPT. 2
Foundation for Fitness
& FFA Day: 190,531
 High: 87 Low: 64
 Precipitation: None

MONDAY, SEPT. 3
Kids & Last Chance Day:
 131,041
 High: 90 Low: 64
 Precipitation: None

★ 2007 PRICING ★

Pre-Fair Admission Price
 All ages \$8

Regular Admission Price
 Adults (13-64) \$11; Seniors (65 & over) \$9;
 Kids (5-12) \$8; Children (under 5) FREE

Thrifty Thursday
 Adults (13 & over) \$8; Kids (5-12) \$5;
 Children (under 5) FREE

Seniors Days
 Seniors (65 & over) \$5

Kids Days
 Kids (5-12) \$5; Children (under 5) FREE

\$8 at the Gate Day
 Everyone (5 & over) \$8; Children (under 5) FREE

Hop On Transit Day
 State Fair Express Bus Service \$3 round-trip (regularly \$5).
 Express or regular route bus riders could request a coupon
 for \$2 off a regular-priced admission ticket purchased at
 the gate.

Blue Ribbon Bargain Book
 Pre-fair \$4; Fair-time \$5

Mighty Midway & Kidway
 Pre-fair: 20-ticket sheet \$10
 Fair-time: 50-ticket sheet \$30; 30-ticket sheet \$20;
 single ticket 75 cents

Parking: \$9 or one additional \$8 pre-fair admission ticket

COLISEUM

English Horse Shows with the Royal Canadian
Mounted Police (RCMP) Musical Ride
 Box Seats \$10; General Admission: Adults (13 & over) \$8;
 Kids (5-12) \$4; and Children (under 5) FREE.

Western Horse Shows and the Minnesota State Fair
Bullriding Show with the RCMP Musical Ride
 Box Seats \$10; General Admission: Adults (13 & over) \$8;
 Kids (5-12) \$4; and Children (under 5) FREE.

PRCA Championship Rodeos
 Box Seats \$10; General Admission: Adults (13 & over) \$8;
 Kids (5-12) \$4; and Children (under 5) FREE.



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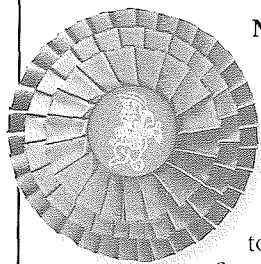
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ANIMALS, AGRICULTURE & COMPETITION



NEW COMPETITIONS AND CONTESTS

Eagle Brand "Great Baking Bonanza"

Any type of baked dessert was welcome in this competition with the only requirement being that goods were made with Eagle Brand Sweetened Condensed Milk. First place in this new contest went to Marla Hyatt of St. Paul for her Choco-Sugar Baby Cheesecake.

"Guilt-Less" Cheesecake Contest

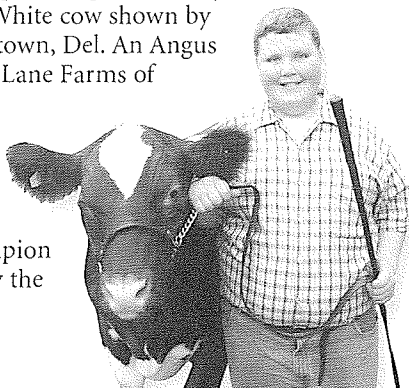
Entrants were required to use at least one low-fat ingredient. Karen Seevers of Spring Lake Park was awarded first place.

"Stick with Canola Oil-Fry It For The Fair" Contest

Contestants were challenged to create their own deep-fried delicacies on-a-stick. Golden Valley resident Connie Sandler won first place.

Supreme Champion Dairy and Beef (Female & Bull)

State Fair breed grand champions competed for the title of State Fair Supreme Champion. Supreme Dairy Female went to a Red & White cow shown by Richard Green of Middletown, Del. An Angus heifer shown by Country Lane Farms of Ringle, Wis. was awarded Supreme Beef Female. Pierce's Hereford Haven of Baraboo, Wis. showed the Supreme Beef Bull. Supreme Champion Awards were presented by the Minnesota State Fair Foundation.

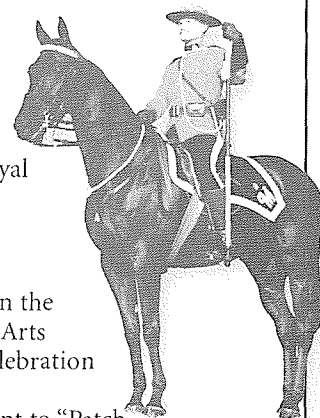


CREATIVE ACTIVITIES CENTER DISPLAY

The Hennepin History Museum exhibited "On Line: 100 Years of Minnesota Aprons." In addition, a variety of woodcarved furniture featuring relief art was displayed.

ROYAL CANADIAN MOUNTED POLICE

All paid English and Western Horse Shows and the new Minnesota State Fair Bullriding Show featured the Royal Canadian Mounted Police (RCMP) Musical Ride.



FINE ARTS

Home to the largest juried art show in the state, the Minnesota State Fair's Fine Arts Center shared a 100th anniversary celebration with the Progress Center on Sept. 2. This year's People's Choice Award went to "Patch of Earth," a pencil drawing by Nicholas Bly Pope of Minneapolis. Rita Panton, also of Minneapolis, won the Kids' Choice Award for her earthenware optical lenses entitled "Sight in Darkness."

"Becoming Minnesota: A Sesquicentennial Sampler from the U of M Archives and Special Collections" was the 2007 special exposition, anticipating Minnesota's 150th birthday with an array of images depicting Minnesota's past and present.

ROBOTIC MILKER

Adjusting to the individual milking needs and production volume of each animal, the new DeLaval Voluntary Milking System demonstrated the latest agricultural technology in the Milking Parlor.



CONTESTS & ACTIVITIES



35TH ANNUAL STATE FAIR AMATEUR TALENT CONTEST WINNERS:

Open Division:

First place: The Limns of St. Paul
Second place: Mark Everhardt and Willie Moore of Minneapolis
Third place: Terry Boulliane of Oakdale

Teen Division:

First place: Aria Styles of Apple Valley
Second place: Joshua Barker of Marshall
Third place: Callie Syverson of Windom

Preteen Division:

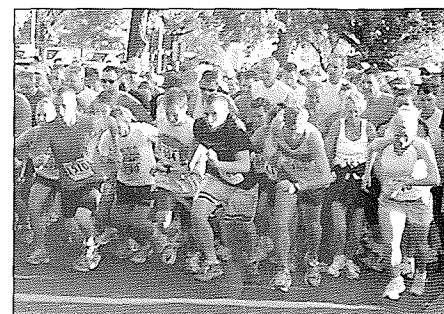
First place: Ashlee Fuss of Forest Lake
Second place: Jenny Mezeritzski of Eagan
Third place: Sedra Bistodeau of Princeton

HIGH SCHOOL MARCHING BAND COMPETITION

High school marching bands from Minnesota and Wisconsin competed in the State Fair's daily mall parade. Irondale Senior High was awarded Class A honors, Waseca took first place in Class B, and Maple River won in the Class C division.

MILK RUN

Amy Lyons of Mounds View and Daniel Murray of Blue Earth were the overall female and male Milk Run winners with times of 17:01 and 16:43 respectively.



NEW ENTERTAINMENT, EXHIBITS & FAIR ELEMENTS



STATE FAIR COMPOSTING PROGRAM

In partnership with Minnesota Waste Wise, Eureka and Buberl recycling companies, the State Fair introduced a new waste reduction program in 2007. Food waste from the Food Building, Corn Roast and other nearby concessions, as well as agricultural materials from the Agriculture Horticulture Building was collected at the fair to be composted off-site. The nutrient rich soil created from the composted material will

return to the fairgrounds to fertilize the many gardens and natural areas.

Through the new program, the fair composted 2,642 tons of material during the fair. Combined with the existing recycling program, composting reduced the fair's net carbon emission by the equivalent of 54,000 gallons of gasoline, which is enough to power 102 cars for a year or provide electricity to run 1,856 homes for the 12 days of the fair.

MUSIC MAYHEM

Music Mayhem featured high school-age bands from the metro area performing at The X-Zone. Each band was a first or second-place winner in a local Battle of the Bands contest.



BAZAAR TWILIGHT SHOWCASE

This 21st century vaudeville show made its debut in 2007 showcasing the unique talents of comedians, magicians, acrobats, ventriloquists and musicians nightly on the International Bazaar Stage.

NERVELESS NOCKS

Also at The X-Zone, fearless performers climbed a 50-foot pole, executed breathtaking aerial acrobatics and returned to the ground in a head first free-fall.

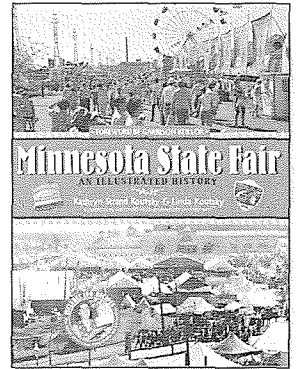


MINNESOTA WINE COUNTRY

Throughout the 12 days of the fair, Minnesota wineries were featured in this new exhibit that educated fairgoers on wine produced in Minnesota. Guests also had the opportunity to purchase samples from a wide variety of Minnesota-made wines.

MINNESOTA STATE FAIR: AN ILLUSTRATED HISTORY

The State Fair's history came to life in this book filled with memorabilia, including over 1,200 photos and more than 100 ribbon-winning recipes from the Great Minnesota Get-Together. Authors Kathryn Strand Koutsky and Linda Koutsky greeted more than 1,000 fair guests and signed copies of their State Fair book daily at the J.V. Bailey House. The book was listed as one of the top five local bestsellers in both the Star Tribune and Pioneer Press for five weeks during and after the fair. The Koutskys are also the authors of best-selling histories Minnesota Eats Out and Minnesota Vacation Days.



FAIRWAVES: OFFICIAL PODCAST OF THE MINNESOTA STATE FAIR

Presented by Minnesota Public Radio and hosted by longtime fair fan and producer Ochen Kaylan, a new 15-minute episode of Fairwaves was available every day of the fair. Podcasts featured stories of the fair and special events: including exploration of the newly re-opened DNR Tower; a look at the Mighty Midway's World of Wonders; a group of national food editors and their trip to the fair; and the making of crop art by a local family.

STRONGMAN SHOW

Strength Authority, a Twin Cities-based training and fitness organization presented the new Strongman Show, in which men and women showcased feats of strength like stone-carrying, tug-o-war, giant tractor tire-flipping and log-hoisting.

FOURTH IN A SERIES—COMMEMORATIVE ART by Minnesota Artist Michael Birawer

St. Paul native Michael Birawer created the 2007 State Fair commemorative art. Best known for his unique style, Birawer's interpretation of the Great Minnesota Get-Together was created using oil paints and three-dimensional wood cut-outs.



★ AWARDS & ACCOLADES ★



HONORARY LIFE MEMBER

The Minnesota State Fair annually elects one individual for honorary life membership. Retiring Minnesota State Agricultural Society President Lyle Steltz is this year's honoree. Elected to the Minnesota State Agricultural Society board in 1993, Lyle represented the society's third district until January 2006 when he was elected president.

In 1997, the International Association of Fairs & Expositions presented Lyle with the Heritage Award for his outstanding contributions to the Chisago County

Fair, from 1971 through 2004. Lyle was also named the Minnesota Federation of County Fairs' Fair Person of the Year in 1986.

Lyle is retired from farming and construction, and has attended every State Fair since 1949.

BEN C. HALLBERG SCHOLARSHIPS

- Christopher Dahlke, Arlington
- John R. Fenske, Elgin
- Lindy Mae Hintzen, Carlos
- Samuel E. Holst, Austin
- Londa M. Johnson, LaCrescent
- Clifton D. Kaehler, St. Charles
- Kayla J. Kappes, Ada
- Caitlin Jo Kasper, Owatonna
- Michael E. Kitchell, Ada
- Julia M. Labrensz, Glyndon
- Jamie Lynn May, Randolph
- Tanya M. Merritt, Howard Lake
- Daniel K. Murray, Blue Earth
- Amelia B. Neil, Randolph
- Matthew A. Pearson, Grove City
- Shawna M. Robertson, Dawson
- Charlotte C. Sandgren, Lindstrom
- Carl M. Stenoien, Underwood
- Nicole M. Stevens, Pipestone
- Shadow David Zimmerman, Waseca

50 YEAR AWARD

- Delores Anderson, Roseville, Competition
- Elaine E. Christiansen, Falcon Heights, Concessions
- Ken Giannini, Oakdale, Former Employee and Current Volunteer
- A.W. "Bill" Hammerlund, Maple Plain, Competition
- Bonnie Jaeger Iverson, Woodbury, Concessions
- John H. Keenan, Burnsville, Concessions
- Kay Keenan, St. Paul, Concessions
- Diane Milbrandt, Vadnais Heights, Concessions
- Darrel Radke, Brownton, Competition
- Rodney Schmidt, Sabin, Competition
- Aileene Vanderbilt, Roseville, Concessions

- Betty Ward, Roseville, Concessions
- Western Mounted Paraders Saddle Club, Brownton, Competition



MSF ALL-STAR MVPS

Five Minnesota State Fair employees were awarded the MSF All-Star MVP Award for exceeding expectations and outstanding service. Winners for 2007

2007 STATE FAIR BOARD OF MANAGERS

Front row (L-R): Joseph Fox, Maplewood, 4th District Vice-President; Lyle Steltz, Rush City, President; D.J. Leary, Minneapolis, 5th District Vice-President; Back row (L-R): Dennis Baker, Spicer, 7th District Manager; Robert Lake, Aitkin, 6th District Manager; Allen Paulson, Shevlin, 9th District Manager; Chauncey Wargin, Hermantown, 8th District Manager; Sharon Wessel, Hamel, 3rd District Manager; John Paulmann, Gaylord, 2nd District Manager; Jim Foss, Kenyon, 1st District Manager

(pictured from left) were Hilary Stoebig, Entertainment; JoAnne Ferry, Gate Ticket Sales; Analee Heath, Marketing; Jim Jahoda, Entertainment; and Ted Stamos, Machinery Hill.

PRINCESS KAY

Ann Miron of Hugo was crowned the 54th Princess Kay of the Milky Way.

DOUGLAS K. BALDWIN AWARD

Kayla Pearson of Grove City, Minn. was named the 44th recipient of the Douglas K. Baldwin award. From 2006-2007, Pearson served as the Minnesota State FFA president. A member of the Atwater-Cosmos-Grove City FFA chapter, Kayla has shown sheep, beef cattle and swine in the State Fair's FFA livestock show since 2001. She is a two-time individual winner of the State Fair's FFA livestock judging contest and a three-time team winner. In addition, Pearson was honored with the Hickman Award for outstanding first-time FFA sheep exhibitor. Currently a junior at the University of Minnesota, Kayla is majoring in agricultural education and plans to teach and become an FFA advisor after graduation. The Baldwin award is named in honor of Douglas K. Baldwin who served as the fair's general manager from 1951-1963.

OUTSTANDING SENIOR CITIZENS

Everal O'Brien of Hibbing and George F. Rossbach of Maplewood were named Minnesota's 2007 Outstanding Seniors at the Leinie Lodge Bandshell on Seniors Day, Aug. 30.





★ GRANDSTAND ATTENDANCE ★

THURSDAY, AUG. 23 • BRAD PAISLEY
with special guests Jack Ingram, Kellie Pickler
and Taylor Swift
7:30 p.m. • \$45 • 13,148



FRIDAY, AUG. 24 • THE GOO GOO DOLLS
with special guests Lifehouse and Colbie Caillat
7:30 p.m. • \$27 • 12,794

SATURDAY, AUG. 25 • FERGIE
with special guest Rooney
7:30 p.m. • \$52, \$42, \$32 • 10,711



SUNDAY, AUG. 26 • FOUNTAINS OF WAYNE
with special guest The Suicide Commandos
8 p.m. • FREE • 3,000

MONDAY, AUG. 27 • “WEIRD AL” YANKOVIC
with special guest Tonic Sol-fa
7:30 p.m. • \$22 • 9,215

TUESDAY, AUG. 28 • ALLMAN BROTHERS BAND
with special guest Robert Randolph & the Family Band
7 p.m. • \$35 • 7,092



WEDNESDAY, AUG. 29 • VINCE GILL
FRIENDS AND FAMILY TOUR featuring Amy Grant
and the Del McCoury Band
7:30 p.m. • \$32 • 4,985

THURSDAY, AUG. 30 • 2007 B.B. KING
BLUES FESTIVAL featuring Al Green and Etta James
and her Roots Band
7 p.m. • \$42 • 11,763



FRIDAY, AUG. 31 • A PRAIRIE HOME COMPANION
with Garrison Keillor
8 p.m. • \$22 • 9,091

SATURDAY, SEPT. 1 • MERCYME
with special guest Aaron Shust
7:30 p.m. • \$32 • 7,818



SUNDAY, SEPT. 2 • MINNESOTA STATE FAIR
AMATEUR TALENT CONTEST FINALS
featuring 2006 winner Josiah Gulden
8 p.m. • No Grandstand ticket required • 6,500

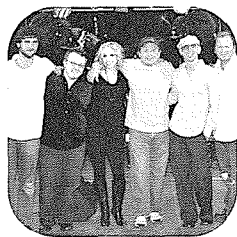
MONDAY, SEPT. 3 • DEF LEPPARD
with special guests STYX and Foreigner
6:30 p.m. • \$54 • 10,757

★ ★ ★ FREE STAGES ★ ★ ★

THE LEINIE LODGE BANDSHELL TONIGHT!



AUG. 23 & 24:
Dennis DeYoung: The
Music of Styx



AUG. 25 & 26:
The Johnny
Holm Band



AUG. 27 & 28:
Greg Brown



AUG. 29 & 30:
Sierra Leone's
Refugee All Stars



AUG. 31 & SEPT. 1:
Liverpool Legends



SEPT. 2 & 3:
Starship Starring
Mickey Thomas

■ LEINIE LODGE BANDSHELL

- **AUG. 23 & 24:** Marcoux Corner, Ryan Shupe and The Rubber Band
- **AUG. 25 & 26:** Freeze Dried, Jason D. Williams
- **AUG. 27 & 28:** Gene Watson, LynnMarie and the Boxhounds
- **AUG. 29 & 30:** Uncle Earl, Billy Joe Shaver
- **AUG. 31 & SEPT. 1:** Four Shadow, Twin Cities Community Gospel Choir
- **SEPT. 2 & 3:** Catherine Britt, Forro For All, C. Willi Myles

■ FAMILY FAIR AT BALDWIN PARK

- **AUG. 23 – SEPT. 3:** Sean Emery, Monster Shop Bump'n with the BC Characters
- **AUG. 23 – AUG. 28:** StageCoach Theatre Arts Schools
- **AUG. 29 – SEPT. 3:** Sheltered Reality

■ RAMBERG SENIOR CENTER

- **AUG. 23 & 24:** Jim Shannon, Mark Stary & Dan Neale
- **AUG. 25 & 26:** Helen Miller & Karen Kramer, The Royal Order of Klondike Kates
- **AUG. 27 & 28:** Bob Bovee & Gail Heil, Paddy Gallivan & The Gallivaners
- **AUG. 29 & 30:** Jim Berner, Wally Pikal
- **AUG. 31 & SEPT. 1:** Route 3, Joey Johnson Band
- **SEPT. 2 & 3:** Jack Norton, The SPAMETTES™ Singing Group

■ INTERNATIONAL BAZAAR

- **AUG. 23 & 24:** Kico Rangel & Los Amigos, B-Jam
- **AUG. 25 & 26:** Los Jefes, Yawo
- **AUG. 27 & 28:** The Tim Malloys, Café Accordion Orchestra
- **AUG. 29 & 30:** Atahualpa, The Twin Cities Hot Club
- **AUG. 31 & SEPT. 1:** Native Pride Dancers, The New Riverside Ramblers
- **SEPT. 2 & 3:** Katha Dance Theatre, Willie Walker and The Butanes

■ BAZAAR TWILIGHT SHOWCASE

- **AUG. 23 & 24:** Glen Everhart, Aerial Emery, Marcoux Corner
- **AUG. 25 & 26:** James Wedgwood, Aerial Emery, Mary Mack
- **AUG. 27 & 28:** Nicholas Anthony, Aerial Emery, Mary Rowles
- **AUG. 29 & 30:** Aerial Emery, Mary Mack, David Harris
- **AUG. 31 & SEPT. 1:** Scott Novotny, Aerial Emery, Four Shadow
- **SEPT. 2 & 3:** C. Willi Myles, Sami Dare

■ HERITAGE SQUARE

- **AUG. 23 & 24:** Charlie Parr, Craig Ebel & DyVersaCo
- **AUG. 25 & 26:** Glen Everhart, The Minnesota State Fiddle Contest
- **AUG. 27 & 28:** Tina & Lena, Tommy Horton's Tribute to Johnny Horton
- **AUG. 29 & 30:** Roe Family Singers, Monroe Crossing
- **AUG. 31 & SEPT. 1:** The Brass Kings, The Minnesota Flatpicking Guitar and Duet Championships
- **SEPT. 2 & 3:** The Bistodeau Family Band, Brian Brueggen & The Mississippi Valley Dutchmen

■ HERITAGE AT SUNDOWN

- **AUG. 23 & 24:** Pert' Near Sandstone
- **AUG. 25 & 26:** The Hacienda Brothers
- **AUG. 27 & 28:** Deke Dickerson & The Ecco-Fonics
- **AUG. 29 & 30:** The Derailers
- **AUG. 31 & SEPT. 1:** Dale Watson • **SEPT. 2 & 3:** The Dollys

■ THE X-ZONE

- **AUG. 23 – SEPT. 3:** 3rd Lair Skatepark, Nerveless Nocks
- **AUG. 24-26 & AUG. 29-SEPT. 2:** Music Mayhem

■ THE NORTHWOODS

- **AUG. 23 – SEPT. 3:** IRONJACK Timber Team, Ron Schara's Minnesota Bound
- **WEEKENDS AND LABOR DAY:** Strongman Show

COLISEUM

■ ENGLISH HORSE SHOW INFORMATION AND ATTENDANCE

- **FREE SHOWS:** Aug. 23, 8 a.m. and 12:30 p.m.; Aug. 25, 8 a.m.; Aug. 26, 8 a.m.; Aug. 27, 8 a.m.
- **THURSDAY, AUG. 23:** 6:30 p.m. • 1,164
- **FRIDAY, AUG. 24:** 1 p.m. • 1,404; 6:30 p.m. • 1,013
- **SATURDAY, AUG. 25:** 6:30 p.m. • 1,887
- **SUNDAY, AUG. 26:** noon • 1,089; 6:30 p.m. • 905
- **MONDAY, AUG. 27:** 12:30 p.m. • 1,379; 6:30 p.m. • 676
- **TUESDAY, AUG. 28:** 6:30 p.m. • 883



■ WESTERN HORSE SHOW INFORMATION AND ATTENDANCE

- **FREE SHOWS:** Aug. 31, 8 a.m.; Sept. 2, 8 a.m.; Sept. 3, 8:30 a.m.
- **FRIDAY, AUG. 31:** noon • 1,920
- **SATURDAY, SEPT. 1:** 6:30 p.m. • 1,864
- **SUNDAY, SEPT. 2:** 12:30 p.m. • 1,702; 6:30 p.m. • 1,070
- **MONDAY, SEPT. 3:** 12:30 p.m. • 1,278

■ PRCA CHAMPIONSHIP RODEO

- **THURSDAY, AUG. 30:** 12:30 p.m. • 1,477; 7 p.m. • 1,397
- **FRIDAY, AUG. 31:** 7 p.m. • 2,523

■ MINNESOTA STATE FAIR BULLRIDING SHOW

- **WEDNESDAY, AUG. 29:** 7 p.m. • 2,484

2007 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
 Artful GardensBalsam Lake, MN
 Askov Greenhouse and Nursery -
 Petersen SalesAskov, 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 & Services.....Minneapolis, MN
 Diers Ag & Trailers.....Howard Lake, MN
 Discount Grain SystemsAtwater, MN
 Easy Way Cattle CareDecorah, IA
 Edney Distributing Co. Inc.Huron, SD
 Energy Panel Structures.....Graettinger, 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
 Horticultural Institute
 of Southern CaliforniaSan Clemente, CA
 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. Fairs.....Stacy, MN
 K & O Manufacturing Co. Inc.Hull, IA
 Kaye Corporation.....North Mankato, MN
 Kretschmar SalesJanesville, MN
 Kubota Tractor CorporationHudson, WI
 Lano Equipment Inc.Shakopee, MN
 Larsen Industries.....Goodhue, MN
 Lorenz Manufacturing Co.Benson, MN
 Luverne Truck Equipment Inc.Brandon, SD
 Manke ServiceOwatonna, MN
 Maple Grove Heating and Supply Inc.Hillsdale, WI
 Midwest Stihl Inc.Hayward, WI
 Mills Fleet Farm Inc.Appleton, WI
 MN Buffalo AssociationPerham, MN
 Mosquito Squad.....East Bethel, MN

MTI Distributing Co.Plymouth, MN
 NK Sales Inc.Annandale, MN
 New HollandNew Richmond, WI
 Noodlehead Sprinkler
 Oak Valley Livestock Equipment
 Petty Manufacturing Co.Gladbrook, IA
 Poly Dome.....Litchfield, MN
 Presto Planter - Reit Creations
 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
 Sullivan Supply Inc.Dunlap, IA
 Sundowner Trailers of MinnesotaNorthfield, MN
 Tri State Bobcat Inc.Burnsville, MN
 Tropical Plants.....Hugo, MN
 Truck Equipment Applications Mktg.Edina, MN
 Truck Utilities and Mfg. Co. Inc.St. Paul, MN
 Yard Stakes - TSECrystal, MN
 Winpower Sales and Service.....Luverne, MN

Amusements

Alamo Amusements.....San Antonio TX
 Amusments of AmericaMonroe Township, NJ
 Ann's ConcessionsImperial, MO
 Archway A.M.S.Imperial, MO
 Bob Duerr's Snake ZooNew Hope, MN
 Candice AndersonTampa, FL
 Cassata ConcessionsDaytona Beach, FL
 Christ HallGibson, IL
 Cristiani Concessions Inc.Sarasota, FL
 Demas EnterprisesCedar Hills, TX
 Diversified AmusementsGlendale, AZ
 Dukes Amusements.....Ruskin, FL
 Flight to Mars Co.Sterling, CO
 Floyd & Baxter AmusementLebanon, TN
 Fun AdventureCarrollton, TX
 Fun Attractions LLCNew Braunfels, TX
 Gary Oren ConcessionsParker City, IN
 Giant Ride Inc. d/b/a Giant SlidePasadena, CA
 Gopher State ExpositionsSt. Cloud, MN
 JBS Concessions.....Hartford, SD
 John Luehrs Spectacular AttractionsDavie, FL
 John Magel ConcessionsPine City, MN
 K & M Recreation Inc.
 (Haunted House)St. Paul, MN
 Kim O's ConcessionsParker City, IN
 Laser Fair, Inc.Sterling, CO

Lee's Concessions Inc.Coon Rapids, MN
 McDonagh's AmusementsChesaning, MI
 Merriam AmusmentsSan Antonio, TX
 Midwest Concessions Inc.Hartford, SD
 Monty's Traveling
 Reptile Show Inc.Bloomington, MN
 Niagra Cave Mining Co.Harmony, MN
 Ottaway Amusement Co.Derby, KS
 Paramount Attractions Inc.Tampa, FL
 Playworld Unlimited.....Alma, MI
 Potopas Concessions Inc.Longwood, FL
 R & R Rides.....Chandler, AZ
 River Raft RideSt. Paul, MN
 S & J EntertainmentNew Braunfels, TX
 SYD Concessions Inc.Hobe Sound, FL
 Safari Amusements.....Monroe Township, NJ
 Showtime Rides, Inc.Dallas, TX
 Sky FairContoocook, NH
 Skyride - DMCPrescott, WI
 Sling Shot - Hot Shot Thrill RidesHeyburn, ID
 Super Stock RacersWimauma, FL
 Teo ZacchiniSarasota, FL
 Thornberry ConcessionsOkeechobee, FL
 Tinsley Amusements.....High Hill, MO
 Turbo Bungy - Big Adventure Inc.Carrollton, TX
 VR Gone WildBallwin, MO
 Ventnor Place Inc.Minneapolis, MN
 W. G. Wade ShowsSpring Hill, FL
 Water WarsPequot Lakes, MN
 Waymark Co.Shoreview, MN
 West, R.West Bend, IA
 Wood, M.San Antonio, TX
 Wood Entertainment Co.San Antonio, TX
 Wonderland AmusementsRiverview, FL
 Ye Old Mill Amusements Inc.Burnsville, MN

Arts & Crafts, Jewelry, Collectibles

A & B Specialty Co. Inc.Cannon Falls, MN
 A to Z Imports.....Mt. Sterling, OH
 Annie's GardenBoyceville, WI
 A Touch of Country Magic.....Cleveland, GA
 Aloe TinnerySarasota, FL
 Ambriz JewelryFredricksberg, TX
 Anchor Iron Co.Savage, MN
 Andrew's Antique FurnitureMoreno, CA
 Apple Basket, TheSevierville, TN
 Artisans - Hue Inc.Spooner, WI
 Art on Tile-New Age GroupRowland, CA
 Baby Shoe Bronzing - Jonrich Sales.....Savage, MN
 Beads - Waryan & Assc.Minneapolis, MN
 Billy's Bird HouseNew Prague, MN
 BirchberryMinneapolis, MN
 Blue Heron SoapsShakopee, MN
 Bonnie's BoutiqueMorristown, MN

Bonnie Mohr StudiosGlencoe, MN
 Brass Ring Puzzles.....Wethersfield, WI
 CCC Corral.....Lovington, NC
 Candles by DJ FlickersAllentown, MN
 Christy Home CreationsMaple Plain, MN
 Cloud Nine FactoryLindstrom, MN
 Collectors GalleryWoodbury, MN
 Costigans MineralsNewport, MN
 CrafteezSan Diego, CA
 Creative MemoriesBloomington, MN
 Debra's Glasscraft.....Minnetonka, MN
 Diamond FindForest Lake, NM
 Eibner's New Elm Wood Antiques.....New Elm, MN
 Elightworks.....St. Paul, MN
 Fair Market Promotions.....Dauphin Island, AL
 Fifth Avenue Collection Inc.Sioux Falls, SD
 Flags on a StickEdina, MN
 G & G CreationsMatthews, NC
 Gem Mountain Studio.....Seattle, WA
 Granny's AtticCorsicana, TX
 Guitar String Jewelry.....Attomonte Springs, FL
 Hands UnlimitedRidgecrest, CA
 Harley Davidson - C & D Sales.....Mound, MN
 Hixon Glass Blowers.....Phoenix, AZ
 Jane & SophieWaconia, MN
 Jim Hansel EditionsChaska, MN
 Johnson, K.Coon Rapids, MN
 Katies KornerCottage Grove, MN
 Kathleen's Vintage Boxes.....Leonard, ND
 Kays Country KraftsHutchinson, MN
 Laurad DesignsDallas, TX
 Lavigne LeatherStar Prairie, WI
 Light it Up.....Woodbury, MN
 Longaberger Co.Minneapolis, MN
 Lott's of CraftsSuperior, WI
 Marie's Country RoseWisconsin Dells, WI
 Marita'sRed Wing, MN
 Metalcraft by KPerham, MN
 Mr. Ellie PoohSouth St. Paul, MN
 Name RingsWheaton, MN
 Old Time PortraitsBaoly's Harbor, WI
 Out of the Blue.....Madison, NJ
 Personalized Christmas TreasuresDana Point, CA
 Pillowcases by KristenApple Valley, MN
 Plaster Cast - Cindy Morgan.....New Prague, MN
 Plaques By BapsKennewick, WA
 Porcelainly YoursSavage, MN
 Pottery - Ottertail OaksOttertail, MN
 Quilt Ladies - J & J Enterprises.....Tampa, FL
 Railroad Art By John CartwrightSt. Paul, MN
 Rebecca'sBrooklyn Park, MN
 Ribbon Fair Inc.Mountain Top, PA
 Rockin I. Design.....Omaha, TX
 Rosebud's CottageSt. Paul, MN
 Ruffles and FlourishesLakeville, MN
 Rustic Arts.....White Bear Lake, MN

Saint Agnes Bakery.....St. Paul, MN
 Saliture DesignsSt. Paul, MN
 Sampler Quilt Shop.....Minneapolis, MN
 Sandblasted Signs.....Bronson, MI
 Santa Fe TouchAlbuquerque, NM
 Sculptured Candle Co. Inc.Grand Rapids, MI
 Sculptures by Fernando MospuevaRiver View, FL
 Silhouettes in a SnapOcoee, FL
 Silver GalleryTulsa, OK
 Silver StrandsLa Mesa, CA
 SimonsonsVictoria, MN
 Splendid NatureMinnetrista, MN
 Sterling Silver by Spirit & CompanyMt. Gilead, OH
 Stitch E-Z - Powell, Brian.....Mocksville, MN
 Sun Products.....Middletown, OH
 Tole HouseSt. Paul, MN
 Tony Sheda EnterprisesWrenshall, MN
 Unique Art & Gift.....Manassas, VA
 Wall Decor.....Wausau, WI
 Way Out WestClaremore, OK
 Whittles & BitsMilwaukee, WI
 Windi Southwest ArtsScottsdale, AZ
 Woodcut Hall Ltd.East Troy, WI
 ZRS FossilsBurnsville, MN

Automotive Dealers & Supplies

Cummings Mobility.....Hanover, MN
 Dodge Advertising Association.....Plymouth, MN
 Excell Recreational VehiclesSmith Center, KS
 Ford Motor Co.Minneapolis, MN
 G-TEC Enterprises.....Boise, ID
 Heartland Chevrolet Dealers.....St. Paul, MN
 Jeep Advertising AssociationPlymouth, MN
 Jim Lupient GMC TrucksMinneapolis, 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 MazdaMinnetonka, MN
 Red Carpet Car Service Inc.St. Paul, MN
 Toyota MotorAurora, IL
 Twin Cities Saturn RetailersGolden Valley, MN
 Waldoch Crafts Inc.Forest Lake, MN

Books & Literature

Books by J. O'DonoghueSt. Paul, MN
 City Pages.....Minneapolis, MN
 Employment News.....Bloomington, MN
 Fun With PhonicsParamount, CA
 Trader Publishing Co.St. Paul, MN
 Usborne Books at HomeEveleth, MN

Building, Construction & Hardware

Backyard Building Systems -
 Construction Co.Hampton, MN
 Beisswenger HardwareMinneapolis, MN
 Conklin Products Co.Bloomington, MN

Curb Creations of MNBuffalo, MN
 Energy Panel Structures.....Graettinger, IA
 Greyston Construction.....South 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 Warehouse.....Marine On St. Croix, MN
 Preferred Welder Sales.....Mankato, MN
 R.B. Industries Inc.Harrisonville, MO
 Rodman & Co. Inc.Burbank, CA
 Shopsmith Woodworking PromotionsDayton, OH
 Thomas Tool and Supply Inc.St. Cloud, MN
 ThermomassBoone, IA
 Tilton Equipment Co.Blaine, MN
 UnderdeckMinneapolis, MN
 West Wind Shelters.....Monticello, MN
 Wick Building Systems Inc.Pine Island, MN
 Woodlund Homes -
 Crystal Bay Corp.Wyoming, MN

Cash Sponsors '07

AT&T
 August Schell Brewing Co.
 Betterliving Sunrooms of Minnesota
 BlueCross BlueShield of Minnesota
 Build-A-Bear Workshop®
 Butter Kernel
 Cal Spas of Minnesota
 Cargill AgHorizons
 Chuck and Don's Pet Food Outlet
 Coca-Cola
 Crystal Sugar
 Cub Foods
 Farm Boy Clothing
 Green Mill Restaurant
 John Deere Company
 Leinenkugel's
 McDonald's
 Miller Brewing Company
 Minnesota Corn Growers Association
 Qwest
 Radisson Hotel Roseville
 Summit Brewing Co.
 TCF National Bank
 Thrivent Builds with Habitat for Humanity
 Toyota
 Treasure Island Resort & Casino
 Xcel Energy

Clothing & Accessories

Balizoo Clothing LTDCalgary, AB
 Battle Lake Outdoors.....Burnsville, MN
 Bon'nean Inc.Champlin, 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
 Midwest Dairy -
 American Dairy Association of MNSt. Paul, MN
 Minnetonka Moccasin Co. Inc.Minneapolis, MN
 Mystic MoonNorman, OK
 Pen-Reed Co.Capistrano Beach, CA
 Ralph Marlin & CompanyWaukasue, WI
 Retro Image BagsChamplin, MN
 Royal Brand EmbroideryEllsworth, WI
 Sandak Aloha Sandals.....Henderson, NV
 Sattler's Leather & HatsBonita Springs, FL
 Sharon & James.....Inver Grove Heights, MN
 Shoes To BootMinneapolis, MN
 Simply Barbara Western WearCovington, OK
 Spectacle Shoppe.....New Brighton, MN
 Sportswear By
 Martin Wholesale GroupGrant, MN
 Sprongs.....Minneapolis, MN
 Street Town & Country.....Indianola, IA
 Swedish Clogs - Norden Inc.St. Paul, MN
 Triple H. Australian Western WearOxford, PA
 Uneek Tie Dyed ApparelSt. Paul, MN
 Uprising EnterprisesFountain Valley, CA

Financial Services

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

Food & Beverages

3 B ConcessionsBurlington, WI
 AI'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 Concessions.....St. Paul, MN
 Australian Foods.....Balboa, CA
 Axle's.....St. Paul, MN
 BBQ Baked PotatoAnderson, SC
 Ball Park CafeShoreview, MN
 Barona, Stacey & RobertRoseville, MN
 Bayou Bob's LLC.....Andover, MN
 Benson, B.Mahtomedi, MN
 Best Around, TheNorth Ft. Myers, FL
 Bianca's FoodsDeephaven, MN

Big Pepper - Barrett, J.St. Paul, MN
 Bistro Blends Balsamic VinegarsReno, NV
 Block Concessions.....Forest Lake, MN
 Blooming Onions - Ferch, S.Loretto, MN
 Blue Moon Dine In Theater.....Edina, MN
 Bobnicks ConcessionsDelano, 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 Factory- George's Fun FoodGibsonston, FL
 Caramel Apple Sundaes - Charcoal HutStaples, MN
 Caribbean HeatMinneapolis, MN
 Carl's Gizmo.....Urbandale, IA
 Cheese Curds - KroppGreen Bay, WI
 Cheese Curds - Mouth Trap.....West St. Paul, MN
 Cheese Curds - Muskar Inc.White Bear Lake, MN
 Cheese on a StickSan Diego, CA
 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 Nuts.....Minneapolis, MN
 Cinnamon Rolls - Willis EnterprisesTulsa, OK
 Cinni SmithsMcGregor, MN
 Coller Family Inc.Shakopee, MN
 Colonial Nut Roll CompanyLake Park, IA
 Caribbean Smoothies -
 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 Concessions.....Vista, CA
 Crocker Enterprises Inc.Maple Grove, MN
 Crocker's Spaghetti Village Inc.Maple Grove, MN
 Custards Last StandSt. Paul, MN
 DFL Districts 66 and 67.....St. Paul, MN
 Dairy BarMinneapolis, MN
 Dakota Sausage StufferKooskia, ID
 Danielson, W.St. Paul, MN
 Deep Fried Candy Bars -
 Old Style FoodsSalisbury, NC
 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
 Dino's GyrosCoon Rapids, MN
 Dippin DotsHampton, MN

Dip Stix - M & S Concessions.....St. Paul, MN
 Dole Whip - Bougie, D.Maplewood, MN
 Donna's Bar-B-Q Rib Sandwich.....South St. Paul, MN
 El Sol Mexican FoodSt. Paul, MN
 Elephant EarsConnersville, IN
 Famous Dave's of America Inc.Eden Prairie, MN
 Festival Foods Inc.Cherry Hill, NJ
 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 Bakery.....Minneapolis, MN
 Fresh French FriesMinneapolis, MN
 Fried Fruit - Tempting FoodsBrainerd, MN
 Frontier Bar.....New Brighton, MN
 Fudge Folks, The.....Mirror Lake, NH
 Gass Concessions Inc.Plymouth, MN
 Gasthaus Edelweiss.....Maplewood, MN
 Geppetos To GoGrand Ledge, MI
 German Roasted Nuts -
 Kleine Bayenn LLC.....Oconomowoc, WI
 Giant Ride Inc.Pasadena, CA
 Golden's Guiltless BagelsSt. Paul, MN
 Gopher Dairy Club - U of MSt. Paul, MN
 Gopher State Ice CompanySt. Paul, MN
 Grandstand DonutsLauderdale, MN
 Granny's Caramel Apple Sundaes.....Hampton, MN
 Green MillSt. Paul, 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 Corn.....Jacksonville, 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
 International GrillLakeland, MN
 Isaac, T.Inver Grove Heights, MN
 Isabel Burkes Olde Tyme TaffyPlymouth, IA
 Italian Junction-Bahr, T.St. Cloud, MN
 J.D.'s Eating EstablishmentCrystal, MN
 Java JiveEdina, MN
 Jerkey Shoppe, TheBecker, MN
 Juanita FajitasSt. Paul, MN
 Kabobs Ormic Con.....Brownsville, TX
 Key Lime PieElk River, MN
 Kirch Enterprises Inc.Shoreview, MN
 Kirschner's Beer Stube.....Burnsville, MN
 Lamb Shoppe, TheHutchinson, MN

Lancer Mgmt Food Service	Eagan, MN	Pronto Pups - Thelin	Stanchfield, MN	Custom Clip Ons - Davis Enterprises	Hartville, MO
Larson, G.	Minneapolis, MN	Quesadilla Junction	Rochester, MN	Fair Do's.....	Fridley, MN
Larson, J.	Minneapolis, MN	R.J. Pretzel Co.	Breckenridge, CO	Glamour Shots.....	Des Moines, IA
LaVaque, E.	St. Paul, MN	Rainbow Ice Cream - Davis, M.	Minneapolis, MN	Golden Neo-Life Diamite Intl.	Kandiyohi, MN
Lee Soynuts Co.	Woodbury, MN	Rainbow Ice Cream - Tetrault, G.	Minneapolis, MN	Golden Pride/Intl. Dist.	Fridley, MN
Leimon Concessions	Harlingen, TX	Rajin Cajun.....	Brooklyn Park, MN	Here's To Your Health	Vero Beach, FL
Lemonade Ltd.	St. Louis Park, MN	Rice Kristie Bars.....	Minneapolis, MN	L'Paige Lipstick - Heckmann, J.	Forest Lake, MN
Lemonade - Wiles Enterprises.....	St. Paul, MN	Roadhouse Chicken	Lake Elmo, MN	Mary Kay Cosmetics Inc.	Bloomington, MN
Luigi Fries	Lake Elmo, MN	Robbinsdale O.E.S. Dining Hall	Robbinsdale, MN	Medica	Minneapolis, MN
Lunch Box-Bahr, P.	Spicer, MN	Root Beer Stand.....	Falcon Heights, MN	Merino Skin Care	Gilbert, AZ
Lynn's Lefse.....	Aitkin, MN	Sadie's Frozen Custard	Fridley, MN	Motion Products	Plymouth, MN
Mac's Grill	St. Paul, MN	Saint Bernard's Dining Hall	St. Paul, MN	Nada Concepts Inc.	St. Paul, MN
Malt Shop.....	Shoreview, MN	Salem Lutheran Church	Minneapolis, MN	Nails by M.J. Promotion, LLC.....	Belchertown, MA
Mario's	Minneapolis, MN	Sausage By Cynthia.....	Maple Grove, MN	Naturally Beautiful Nails/Nail Masters	Plant City, FL
Mexican Hat - Vogt, V.	New London, MN	Sausage Sister & Me.....	Minneapolis, MN	Professional Dynamics	Burnsville, MN
Middle East Bakery	St. Paul, MN	Sausage Station - Hectorne, D.	Chanhassen, MN	QuitPlan.....	Minneapolis, MN
Midtown Global Market	Minneapolis, MN	Schneider Popcorn.....	Roseville, MN	Snyders Drug	Minneapolis, MN
Midway Food Co.	Austin, TX	Schroder Concessions Inc.	Faribault, MN	Soaps Sky Line Sales	South St. Paul, MN
Midway Mens Club	Rush City, MN	Schumacher's		Spectacle Shop.....	New Brighton, MN
Midwest Dairy -		New Prague Hotel Inc.	New Prague, MN	Tahitian Noni Juice.....	Eau Claire, WI
American Dairy Association of MN	St. Paul, MN	Seville Co. Inc.	Plymouth, MN	Vista Mobility Specialists Inc.	Park Ridge, IL
Minnekabob.....	Golden Valley, MN	Sno Cones - Hannasch Inc.	Minneapolis, MN	Willow Creek Treasures	Vernon Center, MN
MN Apples Inc.	White Bear Lake, MN	Spaghetti Eddie's	Deltona, FL		
MN Farm Winery	Minneapolis, MN	Spam Burgers - CAD Concessions	Austin, MN		
MN Honey Producers Association	Clarkfield, MN	St. Martins	Golden Valley, MN		
MN Turkey Growers Association	St. Paul, MN	Steichens Food Market	St. Paul, MN		
Mr. E's Pop - Erb, W.	St. Paul, MN	Straight's Concessions	Crystal, MN		
Mr. Ribs Sandwich - Sutich, J.	Minnetonka, MN	Strawberries 'n Creme	Waseca, MN		
Moon Beam-Funk's Coffeeville	Long Lake, MN	Strawberry Patch	St. Paul, MN		
Netterfields	Land O' Lakes, FL	Sunderland, D.	Andover, MN		
Nuebel, E.	Hudson, WI	Sweet Martha's Cookie Jar.....	St. Paul, MN		
O'Garas.....	St. Paul, MN	Taco King - Isaac, M.	Inver Grove Heights, MN		
Oodles of Noodles.....	Minneapolis, MN	Tejas - Cuisine Concepts	Edina, MN		
Orange Treet Sales	Minneapolis, MN	That's a Wrap	St. Paul, MN		
Oven Fresh Brownies - Testin, L.	Taylor's Falls, MN	Tiny Tim Mini Donuts -			
Peg, The	St. Paul, MN	Larson, K.	Taylor's Falls, MN		
Smoothie Shack	River Falls, WI	Tom Thumb Donut Corp.	Woodbury, MN		
Smokin Joes.....	Lake Elmo, MN	Tremblay's Sweet Shop	Stillwater, MN		
Sugar Shack	Pelican Rapids, MN	Tropical Fruit Floss	Hastings, MN		
Peters Hot Dogs.....	Mesa, AZ	Tyssel, J.	St. Paul, MN		
Peters Hot Dogs	St. Paul, MN	Ukmar, R.	Sarasota, FL		
Pickle Dog	Rosemount, MN	Ulmer Metro Distributing Inc.	St. Paul, MN		
Pita Gourmet - Abdo, L.	St. Paul, MN	Ultimate Confections	Wauwatosa, WI		
Pizza Palace	Minneapolis, MN	Veggie Fries - Rosenthal, D.	St. Paul, MN		
Pizza Shop	Harlingen, TX	Veggie Pie - Alere's Concessions.....	Pine City, MN		
Pizza Wagon	Eagan, MN	Vescio's	Minneapolis, MN		
Poncho Dog - O'Neil, F.	Roseville, MN	Walleye On A Stick - Davis, W.	Alexandria, MN		
Poncho Dog - O'Neil, L.	Roseville, MN	West Indies Soul.....	St. Paul, MN		
Preferred Pickle, The.....	White Bear Lake, MN	Wild Bill Curly Fries	Beverly Hills, FL		
Pretzel Factory	Aurora, CO	Wild Rice Specialties	Minneapolis, MN		
Pronto Pup - Marrone.....	St. Paul, MN	Williams Dinette - Steichen, J.	Fridley, MN		
Pronto Pups - GLK Inc.	Elk River, MN				
Pronto Pups - Hanold, T.	Braham, MN				
Pronto Pups - Heller, R.	Siren, WI				
Pronto Pups - Jennisch, S.	Stockholm, WI				
Pronto Pups - Nelson, J.	South St. Paul, MN				

Health & Beauty

Avon - Fischer, A.	Kasson, MN
Beauti Control.....	Ham Lake, MN
Children's Hospital	
and Clinics of MN.....	Minneapolis, MN

Home Improvement & Furnishings

AAA Garage Products Inc.	St. Paul, MN
ABC Seamless Inc.	Fargo, ND
Amazing E-Z Screen Porch	Minneapolis, MN
Amazing Tile and Glass Cutter.....	UK
Amcon Block & Precast	St. Cloud, MN
American Clocks Inc.	Plant City, FL
American Infared Sauna Corp.	Anaheim, CA
Andersen Corporation	Vadnais Heights, MN
Arrow lift Accessibility	Duluth, MN
Asphalt Specialties Co.	Shoreview, MN
Automatic Garage Door & Fireplace	Fridley, MN
B.C. Kitchens Inc.	Hopkins, MN
Basements by Owens Corning.....	Apple Valley, MN
Bathcrest Metro Inc.	Buffalo, MN
Bose Home Theater	
by Clear Sound	Minneapolis, MN
Brinks Home Security	Minneapolis, MN
By The Yard	Jordan, MN
Cabinetpak Kitchens of Mpls.	Bloomington, MN
Carpet Court	St. Paul, MN
Classic Wood Furnace.....	Isanti, MN
Comforrest Adjustable Beds	Columbia Heights, MN
Commers Conditioned Water Co.	Minneapolis, MN
Condor Fireplace	Spring Lake Park, MN
Cordpro By Burktek	Kansas City, MO
Creative Cookbooks	Edmond, OK
Culligan Water Conditioning	Minnetonka, MN
Curley Furniture & Carpet	Mendota Heights, MN
Discount Windows And Wares	Roseville, MN
Driveway Design.....	Brooklyn Park, MN
Ecowater Systems Inc.	St. Paul, MN
Falls Flag Service - DPS Industries.....	Little Falls, MN

Fireside Corner Inc.Roseville, MN
 Floor Heat/SystemsMinneapolis, MN
 Galaxy Custom BoothsWyoming, MN
 Garage SquadBlaine, MN
 Glenwood InglewoodMinneapolis, MN
 Golden Hammocks Inc.Escondido, CA
 Great Garage Door Co.Blaine, MN
 Great River EnergyElk River, MN
 Hang Shaper.....Minnetonka, MN
 Hardwood Floor StoreCrystal, MN
 Imperial MedicalMinneapolis, MN
 J.J. Vanderson & Co.St. Paul, MN
 Jack Pixley Sweeps Inc.Andover, MN
 Jubilee Home SolutionsKansas City, MD
 Kilroy Malt Shop Supply.....Minneapolis, MN
 Kitchen Make-OverMinneapolis, MN
 Luxury Bath Liners of MNBloomington, MN
 Magna Products Inc.Green Bay, WI
 Marvin Windows and DoorsEagan, MN
 McPete's DraftingMinneapolis, MN
 Microbe Guard, Inc.Inver Grove Heights, MN
 MN Rusco Inc.Minnetonka, MN
 Mon-Ray Inc.Golden Valley, MN
 My Pillow-Night MovesCarver, MN
 Natural
 Landscapes DesignsInver Grove Heights, MN
 NTH CommunicationsSt. Paul, MN
 Need-A-ShedWarren, MN
 Northern Glass Block Co.Edina, MN
 Oak ClassicEncino, CA
 Owens Corning WearMinneapolis, MN
 Patio Enclosures Inc.New Brighton, MN
 Patio TownOakdale, MN
 Premium Waters Inc.Minneapolis, MN
 Saunas by Finn/SisuSt. Paul, MN
 Select ComfortMinneapolis, MN
 Sir Laurence Stained Glass Studio.....Farmington, MN
 Snyder Home ImprovementsMinnetonka, MN
 Solar Midwest Inc.Plymouth, MN
 Stained Glass Overlay Design StudioRoseville, MN
 Standard Water Control Systems Inc.Crystal, MN
 Switchplate GalleryCameron, WV
 T & J Wood DesignsHolland, MN
 Teak Emporium Inc.San Diego, CA
 Tenet Painting & Decorating.....Eden Prairie, MN
 Timberland Buff CoatSt. Paul, MN
 Weather Lock Windows Systems.....St. Paul, MN
 Whalen Woods Log FurniturePequot Lakes, MN
 Wilkening Manufacturing Co. Inc.Walker, MN
 Woolie, ThePlymouth, MN
 Xcel EnergyMinneapolis, MN

Household Products & Services

Angie's ListBloomington, MN
 Associated ConsultantsMinneapolis, MN
 Associated Sewing and KnittingSt. Paul, MN

Aussie Aquariums -
 TGS Trading Co.,Woodstock, GA
 Bamix by Ocean SalesLacey, WA
 Cenaiko Enterprises Inc.Coon Rapids, MN
 Countryside Floral DesignAnoka, MN
 Creative Sewing Centers Inc.Golden Valley, MN
 Diamondcraft Corp.Minneapolis, MN
 Dry Store, TheLanesboro, MN
 ElectroluxPlymouth, MN
 Excell WirelessMinneapolis, MN
 Floral Design by P.M. Companies.....Twin Falls, ID
 Florian Ratchet CutPlantsville, CT
 Fortner's Salt-Free SeasoningsLake Mills, WI
 Garlic GourmayAriel, WA
 Golden Hammocks Inc.Escondido, CA
 Home of EleganceVadnais Heights, MN
 Hudspeth, S.Allen, TX
 International Culinary ConsultantsElberon, NJ
 Kinetico Dealers of MinnesotaBurnsville, MN
 Legacy Land GroupEden Prairie, MN
 Marvelle CookwareLivonia, MI
 Mary Lue's Knitting World.....St. Peter, MN
 Mrs. Meyer's Clean DayMinneapolis, MN
 Nellie's DryerballsNorth Vancouver, Canada
 Niagra Prestige ProductsBrooklyn Park, MN
 Nomar Inc.St. Paul, MN
 Nordass American HomeMN Lake, MN
 Nordmark Group, The.....Apple Valley, MN
 Patterson ProductsLa Mirada, CA
 Quality BagOakdale, MN
 Renaissance ExteriorsMaple Grove, MN
 Round Bobbin Sewing Center.....St. Paul, MN
 Rusty Nut EnterprisesByron, MN
 Safari Afaris Enterprises.....Brooklyn Park, MN
 Scissors-Lakeside Sales.....Sacramento, CA
 Shaklee Products - Jansen Dist.Minneapolis, MN
 Showers Plus.....Sierra Madre, CA
 Shutter SourceMinneapolis, MN
 Sushi MakerDenver, CO
 Stan & Jo's Country Creations.....North Mankato, MN
 Surge Water Conditioning.....Hopkins, MN
 Swivel SprayMinneapolis, MN
 Syndicate Sales Corp.Hopkins, MN
 Table Charm Ltd.Lockport, NY
 That's My PanEau Claire, WI
 Thousand Lakes RealtyDeSoto, WI
 Trunk OrganizersSolona, CA
 Versatile Housewares.....Cambridge, MI
 Vita Mix Corp.Cleveland, OH
 Watkins Inc.Winona, MN
 Window MatesSt. Paul, MN
 Woodland Creek Furniture.....Kalkaska, MI
 Xccent Inc.Osceola, WI

Imports & Ethnic Merchandise

Adees, Inc.Wauwatosa, WI
 African CollectionsSharon, MA
 Aloha JewelryPearl City, HI
 Artesanos UnidosLos Angeles, CA
 Bando Imports.....Northbrook, IL
 Bolivian ImportsLoveland, CO
 Brown, Y.Excelsior, MN
 Caples, M.Little Canada, MN
 Chandi Gallery/Coune, Ltd.Minneapolis, MN
 China Handcraft.....Bloomington, MN
 Chinese Paper CutterAlhambra, CA
 Egypt USAConcord, CA
 Exotic Everest ImportsMadison, WI
 Fantastic VoyageStillwater, MN
 French Imports by Chez GautierOrlando, FL
 G.F. Philippines HandicraftVerona, NJ
 German Specialty ImportsSt. Paul, MN
 Gifts Made by HandsSt Paul, MN
 Glass EuropaChicago, IL
 Global International Inc.Minneapolis, MN
 Global Mama's-
 Women in ProgressMinneapolis, 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 Bazaar.....Fridley, MN
 India ImportsApache, OK
 Indian Arts & CraftsTerre Haute, IN
 Inside AfricaSt. Paul, MN
 International Investors.....San Mateo, CA
 Irish On Grand.....St. Paul, MN
 Jennico African & Intl' GiftsSt. Paul, MN
 Khan, S.Hamel, MN
 Lacquerware - Tong, Linda.....Lawrenceville, GA
 Okongo EnterprisesSt. Cloud, MN
 Oriental Craft and Development Co.Lake City, MN
 Primitive OriginsSouth Haven, MN
 Rama ImportsFranklin, WI
 Russia With LoveBuffalo, MN
 San Juan, M.Azusa, CA
 Signs - Nostalgic, Metals, PorcelainSonoma, CA
 Taxco ImportsWest Hills, CA
 Treasure ChestAuburndale, FL
 Vagabond Imports.....Corona, CA

Institutional Exhibits & Government Agencies

AARP MinnesotaSt. Paul, MN
 AFS Intercultural ProgramsSt. Paul, MN
 Air Force ReserveSt Paul, MN
 Alzheimer's Assn. MN-NDSt. Paul, MN
 American Diabetes

American Lung Association of MNMinneapolis, MN
 American Swedish InstituteMinneapolis, MN
 Art Instruction SchoolMinneapolis, MN
 Arthritis Foundation-MN Chapter.....St. Paul, MN
 Augsburg College.....Minneapolis, MN
 Bethany CollegeMankato, MN
 Bethel College.....St. Paul, MN
 Blue Cross Blue Shield.....St. Paul, MN
 Boy Scouts of America -
 Indianhead CouncilSt. Paul, MN
 Broiler and Egg Assoc. of Minnesota.....St Paul, MN
 College of St. Benedicts/St. JohnsSt. Josephs, MN
 College of St. ScholasticaDuluth, MN
 Concordia UniversitySt. Paul, MN
 Consulate General of CanadaMinneapolis, MN
 Crown CollegeSt. Bonifacius, MN
 Education in MinnesotaSt. Paul, MN
 Epilepsy Foundation of Minnesota.....St. Paul, MN
 Geological Society of MinnesotaRobbinsdale, MN
 Great Lakes Indian
 Fish & Wildlife CommissionOdanan, WI
 Gustavus Adolphus CollegeSt. Peter, MN
 Hamline UniversitySt. Paul, MN
 Hennepin Health Services.....Minneapolis, MN
 History TheaterSt. Paul, MN
 Jewish Community RelationsMinneapolis, MN
 LifesourceSt. Paul, MN
 Masonic Grand Lodge of MNSt. Paul, MN
 MedtronicsMinneapolis, MN
 Metro TransitMinneapolis, MN
 Metropolitan Mosquito Control Dist.St. Paul, MN
 Minitex Library Information NetworkMinneapolis, MN
 Minneapolis Institute of Art.....Minneapolis, MN
 Minnesota Association
 of Charter SchoolsSt. Paul, MN
 MN Agriculture In The ClassroomShakopee, MN
 MN AIDS ProjectMinneapolis, MN
 MN Army & Air National GuardRoseville, MN
 MN Association of Charter SchoolsSt. Paul, MN
 MN Attorney General's
 Office - Consumer DivisionSt. Paul, MN
 MN Beef Council.....Minneapolis, MN
 MN Blue Flame Gas AssociationMinneapolis, MN
 MN Buffalo AssociationOwatonna, MN
 MN Building Codes & StandardsSt. Paul, MN
 MN Citizens Concerned For LifeMinneapolis, MN
 MN Community TelevisionSt. Paul, MN
 MN County Attorney AssociationSt. Paul, MN
 MN Dept. of Agriculture.....St. Paul, MN
 MN Dept. of Economic SecuritySt. Paul, MN
 MN Dept. of Health.....St. Paul, MN
 MN Dept. of Human Rights.....Minneapolis, MN
 MN Dept. of Natural ResourcesSt. Paul, MN
 MN Dept. of RevenueSt. Paul, MN
 MN Dept. of Veterans AffairsSt. Paul, MN
 MN Elk Breeders AssociationSauk Centre, MN
 MN Farm Bureau FederationSt. Paul, MN

MN Farmers UnionSt. Paul, MN
 MN Forest Industries Inc.Duluth, MN
 MN Fur Breeders AssociationNorth St. Paul, MN
 MN Genealogical SocietySt. Paul, MN
 MN Higher Education Services OfficeSt. Paul, MN
 MN Homeschoolers AllianceRoseville, MN
 MN House of Representatives-
 Public Information OfficeSt. Paul, MN
 MN Lamb & Wool
 Producers AssociationHutchinson, MN
 MN Lions Eye Bank
 and Hearing FoundationSt. Cloud, MN
 MN Office of State AuditorsSt. Paul, MN
 MN MensaBrooklyn Park, MN
 MN Newspaper FoundationMinneapolis, MN
 MN Nurses AssociationSt. Paul, MN
 MN Office of Citizenship
 and Volunteer Services.....St. Paul, MN
 MN Office
 of Environmental AssistanceSt. Paul, MN
 MN Pork Producers AssociationNorth Mankato, MN
 MN Propane Gas Association.....Minneapolis, MN
 MN Relay ServicesSt. Paul, MN
 MN Secretary of StateSt. Paul, MN
 MN Senior Federation Inc.St. Paul, MN
 MN State Colleges and UniversitiesSt. Paul, MN
 MN State Council On Disability.....St. Paul, MN
 MN State Fair FoundationFalcon Heights, MN
 MN State Horticultural SocietyFalcon Heights, MN
 MN State Senate.....St. Paul, MN
 MN Territorial Pioneers Inc.St. Paul, MN
 MN Turkey Research and
 Promotion CouncilSt. Paul, MN
 National Weather Service.....Chanhassen, MN
 NEI College of TechnologyColumbia Heights, MN
 National Multiple
 Sclerosis Society-MN.....Minneapolis, MN
 Natural Resources
 Conservation ServiceSt. Paul, MN
 New Life Family ServicesRichfield, MN
 Northern Voices
 Oral School for the DeafRoseville, MN
 Northwestern CollegeRoseville, MN
 Northstar CorridorAnoka, MN
 Pro Choice ResourcesMinneapolis, MN
 Professional Mosquito ControlClearwater, MN
 St. Cloud State Alumni.....St. Cloud, MN
 St. Mary's CollegeMinneapolis, MN
 St. Paul Building &
 Construction TradesSt. Paul, MN
 St. Paul Post Office.....St. Paul, MN
 Sierra ClubMinneapolis, MN
 Social Security AdministrationMinneapolis, MN
 South MN Area Assembly
 of Alcoholics Anonymous.....Minneapolis, MN
 Stagecoach Theatre ArtsMinneapolis, MN
 State Services for the BlindSt. Paul, MN
 Toastmasters InternationalPlymouth, MN
 University of Minnesota -
 University Relations.....Minneapolis, MN

University of St. ThomasSt. Paul, MN
 USGBC Mississippi HeadwatersSt. Paul, MN
 U.S. Marine CorpsSt. Paul, MN
 U.S. Postal Services OnlineMinneapolis, MN
 Veterans Affairs Med Center.....Minneapolis, MN
 Vision Sales and MarketingChanhassen, MN
 Walker Art Center.....Minneapolis MN
 William Mitchell College of Law.....St. Paul, MN
 You Can Run – But You Cannot Hide ..Annandale, MN

Media

Fox Sports NetEden Prairie, MN
 KARE-11 TVGolden Valley, MN
 KDWB RadioMinneapolis, MN
 KEEY/K102 RadioBloomington, MN
 KFAN-AM RadioMinneapolis, MN
 KKMS-AM Radio.....Eagan, MN
 KMSP-TVEden Prairie, MN
 KQQL FM RadioMinneapolis, MN
 KQRS-AM/FM RadioMinneapolis, MN
 KSTC Ch 45 TVSt. Paul, MN
 KSTP-AM RadioSt. Paul, MN
 KSTP-FM RadioSt. Paul, MN
 KSTP-TVSt. Paul, MN
 KTCZ-FM RadioMinneapolis, MN
 KTIS-AM/FM RadioSt. Paul, MN
 KTLK - Newstalk RadioMinneapolis, MN
 KTNF Air America RadioEden Prairie, MN
 KTTB B96 FM RadioEdina, MN
 KXXX 93X Radio.....Minneapolis, MN
 KZJK-FM Radio.....Golden Valley, MN
 Minnesota Public RadioSt. Paul, MN
 WCCO RadioMinneapolis, MN
 WCCO TVMinneapolis, MN
 WFMP FM 107 RadioSt. Paul, MN
 WFTC UPN 29 - TVEden Prairie, MN
 WGVZ RadioMinneapolis, MN
 WLTE-FM RadioMinneapolis, MN
 WWTC-The Patriot Radio.....Eagan, MN
 Saint Paul Pioneer PressSt. Paul, MN
 Star Tribune NewspaperMinneapolis, MN
 U.S.A. Today.....Roseville, MN

Mobile Marketing

AARP The Magazine Road Show
 Advil
 Ag in America Tour
 American Red Cross Blood Mobile
 CareerBuilder.com
 Caribou Iced Coffee
 Cub Cadet NASCAR Simulators
 Dodge Rodeo Tour
 Field & Stream/Outdoor Life Tour
 Gillette Venus Mobile Tour
 Gold'n Plump Poultry
 Great Safety Adventure, The
 Hershey's

Hooked on Phonics; HOP Across America Tour
 Jack Links Beef Jerkey
 JVC Focus On Hi-Def Tour
 Kashi Day of Change Tour
 Kellogg's WB Animation Backlot Tour
 Listerine Street Team
 Mr. Coffee Experience; On Tour
 Naked Juice
 NBA Jam Van
 Sensodyne Dental Spa
 Taste of Nature Tour
 The Color Space by L'Oreal Paris
 Toyota's Highway to the
 Future: Mobile Hybrid Experience
 United States Air Force: Do Something Amazing Tour
 Watkins Boat Ride Simulator

Music & Entertainment

Bodines Keyboard CentersMinneapolis, MN
 Chanhassen Dinner Theatres.....Chanhassen, MN
 Expo Guys, TheMinneapolis, MN
 Groth MusicMinneapolis, MN
 Kids Music Box Levine AssocSt. Paul, MN
 Minnesota Orchestra, TheMinneapolis, MN
 Ordway Music TheatreSt. Paul, MN
 Schmitt Music Company.....Minneapolis, MN

Novelties, Souvenirs & Toys

Calendars - C.R. DealsSt. Paul, MN
 CancurablesSt. Paul, MN
 Caricatures By Cindy.....Shoreview, MN
 Cartoon PassionMission Viejo, CA
 Compmark I Corp.Minneapolis, MN
 Crazy Louie's Surplus CityMinneapolis, MN
 Dandy Souvenirs.....Fresno, CA
 Discovery ToysMinneapolis, MN
 Face Painting by SuzyMinneapolis, MN
 Fair-Market Inc.Minneapolis, MN
 Friday Dog CartooningSt. Paul, MN
 Instant Snow.....Paradise, CA
 Intercollegiate Athletics.....Minneapolis, MN
 Remote Control Toys by FellPortland, OR
 Ron Schara EnterprisesMinneapolis, MN
 Spin A Paint - Perlman, D.New Hope, MN
 Standi Toys Inc.Somerset, WI
 Televac ComputerVersailles, MO
 Wildman CaricaturesMinneapolis, MN
 William Morgan CaricaturesMinneapolis, MN
 Wee DazzlePalm Springs, FL
 Xtreme Bubble.....Minneapolis, MN

Pet & Animal Supplies

Ace Tack & OutfittersCambridge, MN
 All Natural Pet Bakery.....Minneapolis, MN
 Bird Houses by Keske EntCrystal, MN
 Companion Animals Humane Society.....St. Paul, MN
 Custom Cat PurrrnitureSt. Paul, MN

Fancy PublicationsLampkin, VI
 Innovation X One ScoopGranger, IN
 MN Humane SocietySt. Paul, MN
 MN Purebred Dog
 Breeders AssociationBloomington, MN
 Pet PeddlerWichita, KS
 Pet VetSurprise, AZ
 Rural Pet SupplyLibertyville, IL

Political Organizations

Al Franken for SenateSt. Paul, MN
 Amy Klobuchar for US SenateSt. Paul, MN
 Ciresi for SenateSt. Paul, MN
 Constitution PartyMinneapolis, MN
 Green Party of Minnesota.....Minneapolis, MN
 Independence Party of MNMinneapolis, 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
 Republican Party of Minnesota.....St. Paul, MN
 Senator Norm ColemanSt. Paul, MN
 Taxpayers LeagueSt. Paul, MN

Religious Organizations

Christian Educational Service.....Thonotosassa, FL
 Crossroads ChapelSt. Paul, MN
 Jewish Community
 Relations CouncilMinneapolis, MN

Sports & Recreation

3rd Lair Skate Parks.....Minneapolis, MN
 A & E EnterpriseLake Elsinore, CA
 All American Recreation Inc.Bloomington, MN
 Baseball—America's Game.....Birmingham, MI
 Big Dog MotorcyclesSt. Paul, MN
 Butterfly HouseLeonard, OK
 Classic Golf GiftsIndianapolis, IN
 Duluth PackDuluth, MN
 EarthEyes Sports Optical.....Eldorado, FL
 Frankies Marine, LLCChisago City, MN
 Golf Connection, TheChanhassen, MN
 Great American Train Co.....Minneapolis, MN
 Great ExpectationsEdina, MN
 Hi Tempo Sailing CenterSt. Paul, MN
 Kasswinns Fishing Innovations.....Bloomington, MN
 Lost Our MarblesManville, NJ
 Minnesoftub Inc.Mound, MN
 Minnesota TimberwolvesMinneapolis, MN
 Minnesota Twins and Club MLBMinneapolis, MN
 MN StatehoodSt. Paul, MN
 MN United Snowmobilers AssnMinneapolis, MN
 Minnesota VixensBig Lake, MN
 Minnesota Wild NHL Hockey
 and Minnesota Swarm.....St. Paul, MN
 November SnowboardsMinneapolis, MN

Outdoor Cooking StoreWhite Bear Lake, MN
 Outdoor News Inc.New Hope, MN
 Personalized Golf Specialties.....Spring Lake Park, MN
 Pleasureland RV CenterAnoka, MN
 Polaris Industries L.P.Minneapolis, MN
 Porta BoteMountain View, CA
 Rainbow Midwest Inc.Prior Lake, MN
 Roll-In ProductsGrand Rapids, MN
 St. Paul Harley Davidson BuellSt. Paul, MN
 St. Paul SaintsSt. Paul, MN
 Southeastern Minnesota Historic
 Bluff CountryHarmony, MN
 Summit Snoboard & SkiSt. Paul, MN
 Swimmin' HoleFridley, MN
 Tie Boss.....St. Paul, MN
 Twin Cities Snap SportsLakeville, MN



Independent Auditor's Report

Representative Rick Hansen, Chair
Legislative Audit Commission

Members of the Legislative Audit Commission

Mr. Bob Lake, President
State Agricultural Society Board of Managers

Members of the State Agricultural Society

Mr. Jerry Hammer, Executive Vice President
State Agricultural Society

We have audited the accompanying statements of net assets of the State Agricultural Society (society) as of October 31, 2007 and 2006, and the related statements of revenues, expenses, and changes in net assets, and statements of cash flows for the years then ended. These financial statements, which collectively comprise the society's basic financial statements, are the responsibility of the society's management. Our responsibility is to express an opinion on those financial statements based on our audit. We did not audit the financial statements of the Minnesota State Fair Foundation, a discretely presented component unit of the State Agricultural Society. 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 Minnesota State Fair Foundation, is based solely 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* because it is a nonprofit organization. The audit standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the report of the other auditors provide a reasonable basis for our opinion.

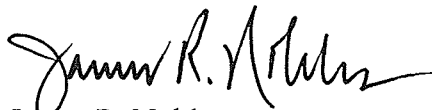
In our opinion, based on our audit and the report of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the State Agricultural Society and the Minnesota State Fair Foundation as of October 31, 2007 and 2006, and 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.

Representative Rick Hansen, Chair
Members of the Legislative Audit Commission
Mr. Bob Lake, President
Members of the State Agricultural Society
Mr. Jerry Hammer, Executive Vice President
Page 2

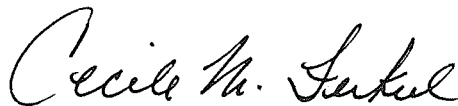
In accordance with *Government Auditing Standards*, we have also issued our report dated March 26, 2008, on our consideration of the society's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

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

Our audit was conducted for the purpose of forming an opinion on the society's basic financial statements. The accompanying supporting Schedule of Revenue and Expenses is presented for purposes of additional analysis and is 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 26, 2008

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, and operates with no public subsidy of any kind for any purpose. The costs to produce the annual State Fair and all capital and maintenance improvements 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 fiscal years ended October 31, 2007, 2006 and 2005, along with detailed financial statements and supplementary information.

The Minnesota State Fair Foundation was established in 2002 as a tax exempt 501 (c)(3) nonprofit corporation with the exclusive mission of raising accessible funds to significantly assist the Society in improving and maintaining the State Fairgrounds. Therefore, comparative Foundation financial statements for fiscal years 2007 and 2006 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, which operates in a manner similar to private business enterprise. 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 has 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 of fixed assets—namely, the State Fairgrounds and its facilities. Finally, the Statement of Cash Flows provides information on cash receipts and payments generated from operations, as well as finance and investment activities that occurred during the year.

■ Income and Expense

The State Fair realized a net operating gain of \$2.2 million in 2007, based upon gross revenues of \$36.0 million and gross expenses of \$33.8 million. The previous year showed a net operating gain of \$2.3 million from income of \$33.7 million and expenses of \$31.4 million. The net operating gain in fiscal 2005 was \$1.3 million based on gross revenues of \$30.8 million and gross expenses of \$29.5 million. State Fair income is earned primarily from three sources: ticket sales, licensing of commercial exhibit space, and the rental of fair facilities for non-fair events.

In a typical year ticket sales represent two-thirds of the State Fair's gross annual income. In 2007, the ticket sales total of \$23.5 million was earned chiefly through sales of outside gate tickets (\$14.6 million), Mighty Midway and Kidway tickets (\$5.7 million), Grandstand and Coliseum tickets (\$3.2 million).

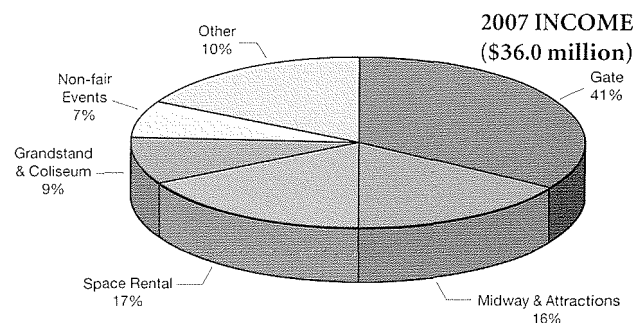
Two weeks before the opening date of the Fair, a large storm swept through the fairgrounds leaving behind considerable damage to several areas of the fairgrounds. Due to the coordinated, combined and extraordinary efforts of staff and our fair vendors and contractors, the Fair undoubtedly opened as scheduled. Storm related accrued expenses of approximately \$900,000 were incurred during fiscal 2007. Estimates of additional storm related expenses in fiscal 2008 will increase the total storm related expenses to approximately \$1.4 million. Insurance reimbursement proceeds are expected to offset total storm expenses.

As with most business enterprises, expenses are very diverse. The State Fair provides extensive services to fair visitors that include police protection (\$1.2 million), sanitation (\$1.0 million) and Park & Ride buses (\$1.2 million). Other expenses include Grandstand and free entertainment (\$4.2 million), fairgrounds plant operations (\$4.3 million) and maintenance and depreciation of State Fair facilities (\$5.8 million).

A detailed breakdown of the State Fair's income and expense are included in the Income and Expense Supporting Schedule on pages 28-31.

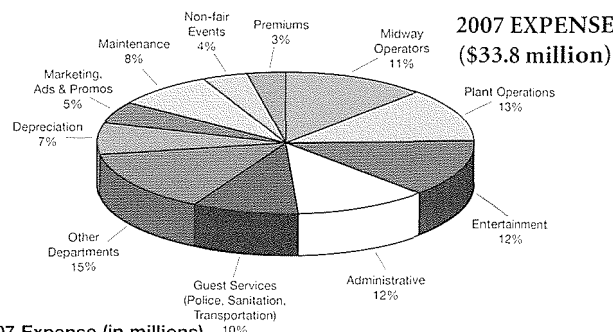
Revenues, Expenses and Changes in Net Assets

	2007	2006	2005
Ticket Sales	\$23,480,000	\$20,969,000	\$20,132,000
Activities	7,426,000	6,680,000	6,333,000
Other	4,559,000	4,504,000	4,267,000
Non-operating Revenue			
Grant Revenue	<u>538,000</u>	<u>1,512,000</u>	<u>84,000</u>
Total Revenue	36,003,000	33,665,000	30,816,000
Operating Expense			
Activities & Support	17,329,000	16,108,000	15,147,000
General Operations	<u>16,428,000</u>	<u>15,270,000</u>	<u>14,364,000</u>
Total Expense	33,757,000	31,378,000	29,511,000
Changes in Net Assets	2,246,000	2,287,000	1,305,000
Beginning Net Assets	35,023,000	32,736,000	31,431,000
Ending Net Assets	<u>\$37,269,000</u>	<u>\$35,023,000</u>	<u>\$32,736,000</u>



2007 Income (in millions)

- Gate – \$14.6
- Midway & Attractions – \$5.7
- Space Rental – \$6.2
- Grandstand & Coliseum – \$3.2
- Non-fair Events – \$2.5
- Other – \$3.8



2007 Expense (in millions)

- Midway Operators – \$3.7
- Plant Operations – \$4.3
- Entertainment – \$4.2
- Administrative – \$4.2
- Guest Services – \$3.5
- Other Departments – \$5.0
- Depreciation – \$2.2
- Marketing, Ads & Promos – \$1.6
- Maintenance – \$2.7
- Non-fair Events – \$1.4
- Premiums – \$1.0

■ Net Assets

The Condensed Statement of Net Assets provides a quick look at the Society's overall financial position and indicates that the direction of the Society's financial situation is favorable, with net assets increasing \$2.2 million to a total of \$37.3 million during fiscal 2007.

Over 81% of the Society's net assets—\$30.2 million—represent 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).

CONDENSED STATEMENT OF NET ASSETS

	2007	2006	2005
Current & Other Assets	\$9,978,000	\$7,304,000	\$7,994,000
Capital Assets	<u>39,820,000</u>	<u>40,184,000</u>	<u>37,748,000</u>
Total Assets	49,798,000	47,488,000	45,742,000
Long Term Debt	9,175,000	9,605,000	10,025,000
Other Liabilities	<u>3,354,000</u>	<u>2,860,000</u>	<u>2,981,000</u>
Total Liabilities	12,529,000	12,465,000	13,006,000
Invested in Capital Assets, Net of Related Debt	30,215,000	30,159,000	27,318,000
Restricted	1,761,000	1,764,000	1,761,000
Unrestricted	<u>5,293,000</u>	<u>3,100,000</u>	<u>3,657,000</u>
Total Net Assets	<u>\$37,269,000</u>	<u>\$35,023,000</u>	<u>\$32,736,000</u>

In 2007, the State Fair invested \$1,865,000 in capital improvements. Projects included \$761,000 for electrical system improvements, \$281,000 for a roof upgrade on the Coliseum, \$217,000 for sewer system improvements and \$430,000 of initial expenditures for the construction of a new Bazaar complex. In 2006, the State Fair invested \$4,669,000 in capital improvements. The largest capital projects were the new construction of the \$2,200,000 CHS Miracle of Birth Center, \$934,000 for a new roof on the Sheep & Poultry Building, and \$583,000 for the renovation of the J.V. Bailey House. 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 and \$269,000 for upgrades in the fairgrounds electrical system.

The real value of the fair's fixed assets, particularly its structures, is far greater than the net value of \$39.8 million reflected in the financial statements. Building valuation conducted for property insurance purposes place the combined replacement value conservatively at \$164 million.

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

■ Long-Term Obligations

Long-term debt increased substantially in 2003. After receiving legislative authority, the Society completed an \$11.1 million revenue bond issue in June of 2003 to assist in financing the Grandstand renovation project. After a principal payment of \$420,000 during 2007, the bond principal balance payable as of October 31, 2007 is \$9,605,000. 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

2007

2006

ASSETS

Current assets:

Cash and cash equivalents - Unrestricted	\$ 6,287,713	\$ 4,705,826
Cash and cash equivalents - Restricted	888,066	891,121
Accounts Receivable	1,462,451	340,173
Prepaid expenses	154,714	195,136
Total current assets	8,792,944	6,132,256

Non-current assets:

Cash and cash equivalents - Restricted Debt Service Reserve	873,405	873,407
Note Receivable	-	-
Receivable due from Minnesota State Fair Foundation	312,014	298,504
Capital Assets, Net of related depreciation	39,819,990	40,183,971
Total assets	\$ 49,798,353	\$ 47,488,138

LIABILITIES

Current liabilities:

Accounts payable	\$ 2,110,152	\$ 1,639,044
Accrued salaries	260,559	226,796
Deferred income	207,647	253,856
Bond interest payable	56,516	58,250
Bond payable - current	430,000	420,000
Total current liabilities	3,064,874	2,597,946

Noncurrent liabilities:

Bond payable due in more than one year	9,175,000	9,605,000
Unamortized bond discount	(199,005)	(211,443)
Compensated absences	488,558	473,514
Total liabilities	\$ 12,529,427	\$ 12,465,017

NET ASSETS

Invested in capital assets, net of related debt	\$ 30,214,990	\$ 30,158,971
Restricted for:		
Debt Service	1,748,160	1,751,814
Capital Improvements	13,311	12,714
Unrestricted assets	5,292,465	3,099,622
Total net assets	37,268,926	35,023,121

Total liabilities and net assets	\$ 49,798,353	\$ 47,488,138
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The accompanying notes are an integral part of the financial statements.

■ Minnesota State Fair Foundation Statements of Financial Position

For the year ended October 31

2007

2006

ASSETS

Cash	\$ 278,503	\$ 50,603
Certificate of Deposits	360,138	443,000
Interest Receivable	3,837	11,447
Contributions Receivable	618,440	955,242
Prepaid Expenses and Other Assets	2,748	2,715
Promotional Materials	2,072	2,394
Merchandise Inventory	14,318	9,756
Property and Equipment, Net of Accumulated Depreciation of \$12,766 and \$9,327, Respectively	<u>37,389</u>	<u>34,681</u>
Total assets	<u>\$ 1,317,445</u>	<u>\$ 1,509,838</u>

LIABILITIES AND NET ASSETS (DEFICIT)

Liabilities

Accounts Payable	\$ 4,245	\$ 11,678
Accrued Expenses	18,496	7,505
Payable Due to the Minnesota State Agricultural Society	<u>312,014</u>	<u>298,504</u>
Total Liabilities	334,755	317,687

Net Assets (Deficit)

Unrestricted	(82,845)	(138,809)
Temporarily Restricted	<u>1,065,535</u>	<u>1,330,860</u>
Total Net Assets	<u>982,690</u>	<u>1,192,051</u>

Total Liabilities and Net Assets	<u>\$ 1,317,445</u>	<u>\$ 1,509,738</u>
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Accompanying notes 9 and 10 are an integral part of the Foundation financial statements.

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

For the years ended October 31

2007

2006

OPERATING REVENUES

Ticket sales	\$ 23,480,450	\$ 20,969,050
Activities	7,425,972	6,680,139
Other	4,366,885	4,307,742
Total operating revenues	\$ 35,273,307	\$ 31,956,931

OPERATING EXPENSES

Administrative	\$ 4,157,416	\$ 3,791,622
Activities and Support	17,328,644	16,107,869
Premiums	986,547	919,099
Plant Operations	4,298,554	4,454,270
Plant Maintenance	2,718,293	1,994,740
Other	1,481,040	1,408,721
Depreciation	2,205,182	2,232,496
Total operating expenses	33,175,676	30,908,817
Operating income	\$ 2,097,631	\$ 1,048,114

NON OPERATING REVENUES (EXPENSES)

Interest income	\$ 191,869	\$ 196,419
Grant revenue	537,806	1,511,726
Interest expense	(457,898)	(469,418)
Loss on disposal of fixed assets	(123,603)	(408)
Net income	2,245,805	2,286,433
Total net assets, beginning of year	35,023,121	32,736,688
Net assets, end of year	\$ 37,268,926	\$ 35,023,121

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

	2007			2006		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
REVENUES						
Contributions	\$164,877	\$152,421	\$317,298	\$111,058	\$2,092,365	\$2,203,423
Support from the Minnesota State Agricultural Society	146,694	-	146,694	179,014	-	179,014
In-Kind Contributions	199,599	-	199,599	60,221	-	60,221
Interest	30,244	21,803	52,047	26,465	-	26,465
Net assets Released from Restrictions	<u>439,649</u>	<u>(439,649)</u>	<u>-</u>	<u>1,539,423</u>	<u>(1,539,423)</u>	<u>-</u>
Total	981,063	(265,425)	715,638	1,916,181	552,942	2,469,123
Merchandise sales	146,521	-	146,521	74,179	-	74,179
Less: Cost of goods sold	(45,070)	-	(45,070)	(12,830)	-	(12,830)
Miscellaneous Income	<u>380</u>	<u>-</u>	<u>1,126</u>	<u>1,126</u>	<u>-</u>	<u>1,126</u>
Net Merchandise Sales	<u>101,831</u>	<u>-</u>	<u>102,577</u>	<u>62,475</u>	<u>-</u>	<u>62,475</u>
Total Revenues	1,082,894	(265,425)	817,469	1,978,656	552,942	2,531,598
EXPENSES						
Grants to the Minnesota State Agricultural Society	537,806	-	537,806	1,511,726	-	1,511,726
Payroll	272,894	-	272,894	254,664	-	254,664
Professional Services	48,583	-	48,583	53,064	-	53,064
Production Supplies	63,038	-	63,038	61,608	-	61,608
Postage and Mailing	9,551	-	9,551	15,461	-	15,461
Printing and Advertising	17,078	-	17,078	36,842	-	36,842
Rent	26,859	-	26,859	11,104	-	11,104
Incentives and Recognition	764	-	764	1,830	-	1,830
Office Supplies	4,626	-	4,626	1,100	-	1,100
Loss on Inventory Obsolescence	-	-	-	3,620	-	3,620
Interest Expense	24,457	-	24,457	18,365	-	18,365
Other	<u>21,274</u>	<u>-</u>	<u>21,274</u>	<u>14,530</u>	<u>-</u>	<u>14,530</u>
Total Expenses	<u>1,026,930</u>	<u>-</u>	<u>1,026,930</u>	<u>1,983,914</u>	<u>-</u>	<u>1,983,914</u>
CHANGE IN NET ASSETS (DEFICIT)	55,964	(265,425)	(209,461)	(5,258)	552,942	547,684
Net assets (Deficit) - Beginning	<u>(138,809)</u>	<u>1,330,960</u>	<u>1,192,151</u>	<u>(133,551)</u>	<u>778,018</u>	<u>644,467</u>
NET ASSETS (DEFICIT) - ENDING	<u>\$(82,845)</u>	<u>\$1,065,535</u>	<u>\$982,690</u>	<u>\$(138,809)</u>	<u>\$1,330,960</u>	<u>\$1,192,151</u>

Accompanying notes 9 and 10 are an integral part of the Foundation financial statements.

■ Minnesota State Fair Statement of Cash Flows

For the years ended October 31

Cash flow from operating activities:

Cash received from operations

Ticket Sales	\$ 23,454,485	\$ 22,423,094
Activities	7,325,620	6,754,252
Other	4,194,912	4,692,497

Cash payment for operating expenses

Administration	(4,285,762)	(3,585,628)
Activities	(18,109,599)	(17,270,723)
Plant Operations	(7,757,585)	(6,520,093)
Other	(1,421,799)	(1,446,682)
Net cash provided by operating activities	3,400,272	5,046,717

Cash flow from capital and related financing activities

Payments for acquisition and construction of capital assets	(1,463,016)	(4,624,245)
Proceeds from sale of building	14,000	-
Disposal of fixed assets	123,603	408
Principal payments on revenue bonds	(420,000)	(405,000)
Interest payments on revenue bonds	(456,670)	(469,011)
Proceeds from note receivable	-	21,635
Net cash provided by capital and related financing activities	(2,202,083)	(5,476,213)

Cash flow from non-capital financing activities

Proceeds from working capital loan	325,000	-
Principal payments on working capital loan	(325,000)	-
Interest payments on working capital loan	(1,228)	(406)
Grant revenue	190,000	1,442,500
	188,772	1,442,094

Cash flow from investing activities

Interest earnings	191,869	196,661
Net increase (decrease) in cash and cash equivalents	1,578,830	1,209,259
Cash and cash equivalents, beginning of year	6,470,354	5,261,095
Cash and cash equivalents, end of year	\$ 8,049,184	6,470,354

Reconciliation of operating income to net cash provided by operating activities

Operating income	\$ 2,097,631	\$ 1,048,114
Adjustments to reconcile operating income to net cash provided by operating activities		
Depreciation	2,205,182	2,232,496
Other non-cash expenses	63,806	124,275
Changes in current operating assets and liabilities		
Current assets: (increase) decrease		
Accounts receivable	(1,135,788)	1,867,017
Prepaid expenses	40,422	(46,480)
Current & Non-current liabilities: increase (decrease)		
Accounts payable	113,982	(299,145)
Salary payable	33,764	21,528
Compensated absences	15,044	40,457
Deferred revenues	(46,209)	46,018
Unamortized bond discount	12,438	12,437
Total adjustments	1,302,641	3,998,603
Net cash provided by operating activities	\$ 3,400,272	\$ 5,046,717

For fiscal year 2007, accounts payable included capitalized expenses of \$418,061.

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

■ Minnesota State Fair Foundation Statement of Cash Flows

For the year ended October 31

2007

2006

CASH FLOWS FROM OPERATING ACTIVITIES

Change in Net Assets	\$ (209,461)	\$ 547,684
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by Operating Activities:		
Depreciation	5,926	5,416
Forgiveness of Debt	-	(57,000)
Contribution of Property	(7,500)	(7,500)
Contribution of Merchandise Inventory	(10,926)	(13,625)
Loss on Disposal of Fixed Assets	3,022	-
Inventory Obsolescence Adjustment	-	3,620
(Increase) Decrease in Assets:		
Contributions Receivable	344,412	(262,509)
Inventory	6,686	7,993
Prepaid Expenses and Other Assets	(33)	1,885
Increase (Decrease) in Liabilities:		
Accounts Payable	(7,433)	10,132
Accrued Expenses	10,991	331
Payables Due to the Minnesota State Agricultural Society	<u>13,510</u>	<u>11,511</u>
Net Cash Provided by Operating Activities	149,194	247,938

CASH FLOWS FROM INVESTING ACTIVITIES

Purchase of Equipment	(4,156)	(4,470)
Purchase of Certificate of Deposits	<u>82,862</u>	<u>(443,000)</u>
Net Cash Provided (Used) by Investing Activities	78,706	(447,470)

INCREASE (DECREASE) IN CASH

	227,900	(199,532)
Cash - Beginning of year	<u>50,603</u>	<u>250,135</u>

CASH - END OF YEAR

<u>\$ 278,503</u>	<u>\$ 50,603</u>
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SUPPLEMENTAL DISCLOSURES OF NON CASH ITEMS

Gift of Merchandise Inventory	<u>\$ 10,926</u>	<u>\$ 13,625</u>
Gift of Original Artwork	<u>7,500</u>	<u>7,500</u>

Accompanying notes 9 and 10 are an integral part of the Foundation financial statements.

■ 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 Accounting Standards Board (GASB).

Private-sector standards of accounting and financial reporting, including Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins issued on or before November 30, 1989, generally are followed in the financial statements to the extent that those standards do not conflict with or contradict GASB guidance.

This report includes the Minnesota State Fair Foundation financial statements. Although a legally separate organization, the foundation is considered a component unit of the Society given its resources entirely, or almost entirely benefit the Society, the Society is entitled to these resources and the resources are significant to the Society's operations.

Enterprise funds distinguish operating from non-operating items. Operating revenues and expenses result from providing services or producing and delivering goods in connection with the enterprise fund's principal operations. Operating expenses for enterprise funds include the cost of sales and services, administrative expenses and the depreciation of capital assets. All other revenues and expenses are reported as non-operating items.

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 non-current liabilities.

Costs of newly acquired assets are capitalized and written off as depreciation charges over their estimated useful lives. Purchases over \$2,000 are capitalized. Depreciation is computed by 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 to 30 years
Personal Property	5 or 10 years
Sewer system	20 years
Structures	20 to 50 years
Water distribution system	20 to 50 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 uninsured portion at the close of the business day. On October 31, 2007, the Society had short-term investments of \$6,425,764. Of that total, \$6,412,899 was invested in repurchase agreements, and \$12,865 was invested in U.S. Treasury and agency obligations.

Cash and Cash Equivalents of the Minnesota State Agricultural Society for the years ending October 31:

Cash Equivalents - Restricted	2007	2006
Building Account	\$ 446	\$ 444
Debt Service Account	874,755	878,407
Debt Service Reserve Account	873,405	873,408
Construction Account	<u>12,865</u>	<u>12,269</u>
Total Restricted Cash Equivalents	1,761,471	1,764,528
Cash Equivalents - Unrestricted	<u>6,287,713</u>	<u>4,705,826</u>
Total Cash Equivalents	\$ <u>8,049,184</u>	\$ <u>6,470,354</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

Capital assets 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 remaining estimated useful life.

	Beginning Balance 11/1/06	Increases	Decreases	Ending Balance 10/31/07
Capital assets, not being depreciated:				
Land	\$2,503,439	0	0	\$2,503,439
Capital assets, being depreciated:				
Land Improvements	60,967,984	1,098,151	(591,314)	61,474,821
Utility Systems	8,416,072	767,213		9,183,285
Personal Property	1,506,907	113,440	(226,833)	1,393,514
Total Capital Assets, being depreciated	70,890,963	1,978,804	(818,147)	72,051,620
Less accumulated depreciation for				
Land Improvements	(27,824,616)	(1,702,700)	453,711	(29,073,605)
Utility Systems	(4,450,140)	(286,412)		(4,736,552)
Personal Property	(935,675)	(216,070)	226,833	(924,912)
Total accumulated depreciation	(33,210,431)	(2,205,182)	680,544	(34,735,069)
Total capital assets, being depreciated, net	37,680,532	(226,378)	(137,603)	37,316,551
Total capital assets, net	\$40,183,971	(226,378)	(137,603)	\$39,819,990

NOTE 4: LONG-TERM OBLIGATIONS

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. A principal payment is made once each year on September 15, commencing September of 2004. 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.

	2007		2006	
	Current	Long-term	Current	Long-Term
Bond Payable	430,000	9,175,000	420,000	\$9,605,000
Net Increase (decrease)	\$ 10,000	\$(430,000)		

Annual debt service requirements to maturity for the State Fair Revenue Bonds are as follows:

	Principal	Interest
2008	430,000	444,755
2009	445,000	429,705
2010	465,000	413,017
2011	480,000	394,418
2012	500,000	375,217
2013-2017	2,845,000	1,533,588
2018-2023	<u>4,440,000</u>	<u>819,010</u>
	\$ <u>9,605,000</u>	\$ <u>4,409,710</u>

NOTE 5: SHORT TERM OBLIGATIONS

During fiscal year 2007, the Society renewed a working capital line of credit in the amount of \$1.5 million for possible short-term financing of fair operations. A total of \$325,000 was used for short-term financing in April and repaid in May. As of 10/31/07, there was no outstanding balance due on the line of credit.

Beginning Balance 11/1/06	Loan Advances	Loan Payments	Ending Balance 10/31/07
\$0	\$325,000	\$325,000	\$0

NOTE 6: RETIREMENT PLAN

The following pension disclosures are made to comply with GASB Statement No. 27, "Accounting for Pensions by State and Local Government Employers".

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 \$3,659,579 for 2006 and \$4,018,448 for 2007. Total Society payroll was \$7,287,488 for 2006 and \$7,763,982 for 2007. 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 members average salary from the five highest successive years of covered salary, age, 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 % of a five high year salary for the first ten years of service then 1.7% for each year thereafter. Under the Level Formula, the annual accrual amount is 1.7% for each year of service. For employees hired before July 1, 1989, a full annuity is available when age plus years of service equal 90 for annuities calculated under 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 salaries. The total required contribution rate at the beginning of the fiscal year was 8%; the employee and the employer each having a required contribution rate of 4%. Effective 7/1/07, the total required contribution rates increased to 8.5%; 4.25% for both employee and employer. Employer contributions, which equaled the required contributions for the year, were \$135,420 for 2005, \$142,348 for 2006 and \$159,019 for 2007.

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 the 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. These assets are for debt service payments and capital improvements.

NOTE 8: DISAGGREGATION OF RECEIVABLE AND PAYABLE BALANCES

Receivables: Accounts receivable balances for the years ended October 31

	2007	2006
Tickets	\$ 39,364	\$ 13,399
Activities	234,359	134,066
Insurance Receivable	883,707	-
MSFF Receivable	150,000	-
Other	<u>467,035</u>	<u>491,272</u>
Receivables, net	\$ <u>1,774,465</u>	\$ <u>638,737</u>

Payables: Accounts payable balances for the years ended October 31

	2007	2006
Administration	\$ 49,344	\$ 197,798
Activities	998,003	861,842
Plant Operations	435,337	345,311
Capitalized	418,061	173,158
Other	<u>209,407</u>	<u>60,935</u>
Total Payable	\$ <u>2,110,152</u>	\$ <u>1,639,044</u>

NOTE 9: FOUNDATION

The Minnesota State Fair Foundation is a supporting organization of the Minnesota State Agricultural Society. The Foundation is a tax-exempt not-for-profit corporation, established in August 2002 following the passage of enabling legislation signed into law by the governor, and governed by a board of directors. The Foundation was established to secure and provide funding and gifts-in-kind all of a nature acceptable to the Fair to be used in the preservation, restoration and improvement of the Minnesota State Fairgrounds, and to support State Fair educational, agricultural, and scientific programs. The Foundation is supported primarily from public and private contributions, merchandise sales, in-kind contributions and volunteer time.

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

Financial Statement Presentation

Net assets, revenues, expenses, gain and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as follows:

Unrestricted

Resources over which the Board of Directors has discretionary control. Designated amounts represent those revenues which the Board has set aside for a particular purpose.

Temporarily Restricted

Those resources subject to donor imposed restrictions which will be satis by actions of the Foundation or passage of time.

Permanently Restricted

Those resources subject to a donor imposed restriction that they be maintained permanently by the Foundation. The donors of these resources permitted the Foundation to use all or part of the income earned, including capital appreciation, or related investments for unrestricted or temporarily restricted purposes.

Contributions Receivable

Pledges to give that are expected to be collected within one year are recorded at their net realizable value. Pledges that are expected to be collected in future years are recorded at the present value of the amounts expected to be collected. The discounts on those amounts are computed using an imputed interest rate applicable to the year in which the pledge is received. Amortization of the discount is included in the contribution revenue. Conditional pledges are not included as support until such time as the conditions are substantially met. The Foundation currently does not have conditional pledges.

Revenue Recognition

Contributions, including unconditional promises to give, are recognized as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

All donor-restricted support is reported as an increase in the temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of Activities as net assets released from restrictions.

Unconditional contribution pledges are recognized as revenues or gains in the period received and as assets, decreases in liabilities, or expenses depending on the form of the benefits received. Conditional contributions are recognized when the conditions on which they depend are substantially met. Gifts and bequests are recognized when it has been determined that there is a legal right to the gift or bequest and the actual amount has been determined.

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

NOTE 10: RELATED PARTY TRANSACTIONS

In accordance with an agreement between the Foundation and the Fair, the Fair has provided the following:

Full use and occupancy of a fairground building rent-free, including telephone and computer

Payroll and limited staff support services.

During the year ended October 31, 2007, the Foundation has outstanding payables due to the Fair of approximately \$312,014 related to payroll and other compensation-related expenses. During the year ended October 31, 2007, the Fair contributed payroll expenses of \$128,745. At its January 12, 2007 board of managers meeting, the Fair resolved to continue their support of the Foundation during the fiscal

year ending October 31, 2007.

The employees of the Fair have made significant contributions of their time to the Foundation's activities. These uncompensated services are included in the agreement between the Fair and the Foundation. Additionally, volunteers have donated time to the Foundation in various capacities. No amounts have been included in the statements for donated services, since the services do not meet established criteria for recognition. These criteria require the donated services create or enhance nonfinancial assets, require specialized skills which would be purchased if not donated, and have an objective basis for measurement.

Grants to the Minnesota State Agricultural Society

During the year ended October 31, 2007, the Foundation granted \$340,000 for expenses incurred for the construction of the Miracle of Birth Center and remodeling of the Bailey House, structures valued at \$130,500.00, benches and bricks valued at \$38,459, and other miscellaneous gifts valued at \$28,846, for a total of \$537,805 during fiscal 2007.

During the year ended October 31, 2006, the Foundation transferred bricks and benches valued at \$50,258, grants for the construction of the CHS Miracle of Birth Center valued at \$1,163,419, grants of \$173,063 for the remodeling of the Bailey House, \$122,500.00 for the Warner Coliseum and \$2,486 for other miscellaneous gifts, for a total of \$1,511,726.

NOTE 11: RISK MANAGEMENT AND ACCOUNTING FOR INSURANCE RECOVERIES

The Minnesota State Agricultural Society (Fair) is exposed to various risks of loss related to torts; to theft of, damage to, or destruction of assets; to errors and omissions; and to employer obligations. The Fair manages these risks through the State of Minnesota's Risk Management Fund, which offers auto, liability, property and related coverage. The Risk Management Fund is a self-insurance fund that also manages insurance claims exceeding certain dollar amounts through reinsurance coverage.

State agencies, including the Fair, pay a premium to participate in the Risk Management Fund. The Fair has elected a deductible of \$25,000 for property coverage. The fund covers the balance of the claim up to \$1,500,000. The reinsurance program provides coverage up to \$1,000,000,000. Once annual aggregate losses paid by the Risk Management Fund reach \$4,000,000 in any one fiscal year, the resinsurer will provide coverage in excess of a \$25,000 maintenance deductible for each claim.

On August 11, 2007, two weeks before the start of the 2007 State Fair exposition, several areas of the fairgrounds sustained considerable amounts of storm damage. Total storm related accrued expenses of \$883,707 were incurred through October 31, 2007. Estimates of additional storm related damage expenses in fiscal 2008 will increase the total storm related expenses to approximately \$1.4 million. Insurance recovery reimbursement proceeds are expected to offset storm damage expenses. In accordance with GASB 42, the storm damage expenses are to be netted against insurance recoveries. A \$883,707 receivable was recorded to offset 2007 accrued expenses.

NOTE 12: SUBSEQUENT EVENT

During May of 2008, the Minnesota State Agricultural Society issued a State Fair Revenue Note, Series 2008 in the amount of \$4,600,000. Proceeds from the sale of this note will provide funds which will be used to pay for certain capital improvements to the State Fairgrounds, including the reconstruction of the Bazaar complex and the replacement of the Cattle Barn and Swine Barn roofs.

■ Minnesota State Fair Supporting Schedule – Revenues and Expenses

For the years ended October 31

2007

2006

OPERATING INCOME

Ticket sales:		
Carnival	\$5,683,931	\$5,350,969
Coliseum	170,340	153,318
Grandstand	2,985,372	2,794,953
Outside gate	13,557,622	11,526,663
Parking	1,083,185	1,143,147
Total ticket sales	23,480,450	20,969,050
Activities:		
Box office	451,986	273,933
Campgrounds	112,640	107,829
Carnival	96,528	93,536
Competition	260,381	289,929
Entertainment	35,644	28,985
Forage	17,997	16,992
4-H Auction	281,000	241,435
Public safety	10,182	9,899
Sales	6,159,614	5,617,601
Total activities	7,425,972	6,680,139
Other:		
Beef Expo	84,196	80,410
Licensee Utilities	240,570	234,392
Miscellaneous	96,090	40,084
Non-fair events	2,457,318	2,462,012
Sale of bulk milk	15,947	6,638
Sale of market animals	112,028	121,123
Sponsorships	711,238	704,804
Telephone	105,174	112,974
Utility Assessments	544,324	545,305
Total other	4,366,885	4,307,742
Total operating income	35,273,307	31,956,931

OPERATING EXPENSES

For the years ended October 31

2007

2006

Administrative:		
Administrative Services	463,964	684,512
Annual meeting	17,783	11,733
Bad debt	-	2,666
Computer	362,730	362,774
Dues and subscriptions	16,903	16,673
Executive services	337,578	10,400
Insurance	219,644	194,349
Legal services	134,780	62,856
Legislative audit	50,260	44,235
Medical insurance	661,063	606,311
Paid leave	602,079	542,943
Postage and mailing service	95,110	91,350
Printing and supplies	85,728	93,005
Retirement fund	175,916	152,056
Social security	576,270	535,406
Telephone	197,171	209,041
Travel expense	76,316	69,578

Unemployment compensation	42,344	30,211
Workers compensation	77,777	71,523
Total administrative	4,157,416	3,791,622
Activities and Support:		
Admissions	183,466	178,151
Advertising	794,153	764,832
Bee culture	8,795	8,970
Beef Expo	52,169	55,187
Box office	244,200	230,224
Campground	52,200	53,495
Carnival	4,250,338	4,037,240
Cattle	112,621	96,499
Christmas trees	5,536	5,127
Competition	390,370	354,189
Creative activities	70,723	66,556
Dairy products	1,473	1,093
Dog trials	2,759	2,587
Education	27,335	25,860
Farm crops	22,430	20,810
Finance	224,359	219,392
Fine arts	25,218	28,024
Flower and agriculture shows	49,500	45,600
Flowers	9,777	8,803
Forage	58,911	72,661
4-H Club	222,730	216,666
Free entertainment	1,010,966	932,605
Fruit	11,967	11,225
FFA	85,949	50,536
Gate tickets	230,509	206,883
Goats	5,055	5,275
Grandstand - concerts	3,185,601	3,124,044
Heritage exhibits	12,302	9,167
Horse and rodeo	332,871	244,990
Llamas	2,459	3,283
Marketing	586,740	568,718
Park & Ride	1,211,549	1,095,261
Parking	188,708	182,598
Poultry	13,777	14,411
Public safety	1,231,178	1,126,657
Sales	1,045,412	948,423
Sanitation	1,033,321	791,435
Senior citizens	12,044	12,463
Sheep	7,638	7,730
Swine	14,106	13,374
Ticket audit	8,076	10,483
Ticket promotion	210,691	194,373
Trams	33,000	31,680
Transportation	36,476	21,687
Vegetables	9,186	8,602
Total activities and support	17,328,644	16,107,869
Premiums:		
Bee culture	3,763	3,926
Beef Expo	18,912	18,341
Cattle	121,898	106,164
Christmas trees	2,655	2,965
Creative activities	14,377	14,364
Dairy products	1,125	1,085
Dog trials	1,055	1,055
Education	11,891	11,507

Farm crops	15,562	14,354
Fine arts	9,550	10,050
Flowers	2,256	1,933
4-H Auction	286,235	236,200
4-H Club	70,698	70,891
Fruit	2,255	2,421
FFA	74,261	75,066
Goat	15,419	15,995
Horse	91,490	90,595
Llama	4,040	4,175
Poultry	11,126	10,534
Rural youth scholarships	20,000	20,000
Sale of bulk milk	11,948	5,241
Sale of market animals	112,027	121,122
Sheep	33,282	30,251
Swine	32,599	32,638
Talent contest	13,620	13,620
Vegetables	4,503	4,606
Total premiums	986,547	919,099
Other:		
Miscellaneous	60,869	59,334
Non-fair events	1,373,460	1,303,669
Veterinarian service	46,711	45,718
Total other	1,481,040	1,408,721
Plant operations:		
Architectural and engineering	91,325	208,622
Fire and police service	168,579	92,625
Fuel, oil and gasoline	98,464	98,316
Greenhouse	222,555	238,406
Operations	456,174	286,827
Property tax and assessments	6,593	6,128
Salaries and contract services	1,191,248	1,456,992
Set-up and take-down	1,220,290	1,065,385
Signs	93,508	88,652
Supplies	99,703	102,174
Utilities	534,509	573,676
Watchmen	41,855	61,949
Water and sewer	73,751	174,518
Total plant operations	4,298,554	4,454,270
Plant maintenance:		
Electric system	464,938	383,123
Fence and fixtures	41,885	43,559
Gas system	458	675
Land	189,705	142,669
Personal property	285,235	350,820
Sewer system	83,976	21,012
Streets and sidewalks	359,966	272,804
Structures	1,018,482	576,211
Vehicles	167,394	149,778
Water system	106,254	54,089
Total plant maintenance	2,718,293	1,994,740
Depreciation:		
Electric system	130,077	116,242
Fence and fixtures	45,573	46,646
Gas system	627	627
Land improvement	128,478	130,151
Personal property	216,071	238,750
Sewer system	138,025	128,791

Structures	1,528,649	1,553,607
Water system	17,682	17,682
Total depreciation	2,205,182	2,232,496
TOTAL OPERATING EXPENSE	33,175,676	30,908,817
Net operating income	2,097,631	1,048,114
NON-OPERATING INCOME (EXPENSES)		
Interest income	191,869	196,419
Grant revenue	537,806	1,511,726
Interest expense	(457,898)	(469,418)
Loss on disposal of fixed assets	(123,603)	(408)
NET INCOME	\$2,245,805	\$2,286,433



OFFICE OF THE LEGISLATIVE AUDITOR

State of Minnesota • James Nobles, Legislative Auditor

June 11, 2008

Representative Rick Hansen, Chair
Legislative Audit Commission

Members of the Legislative Audit Commission

Mr. Bob Lake, President
State Agricultural Society Board of Managers

Members of the State Agricultural Society

Mr. Jerry Hammer, Executive Vice President
State Agricultural Society

This report presents the results of our audit of the State Agricultural Society's (society) basic financial statements for the two years ended October 31, 2007. This report meets the audit standard requirements of the American Institute of Certified Public Accountants and the Government Accountability Office to communicate internal control matters identified in a financial statement audit. The audit was conducted by Jim Riebe, CPA, (Audit Manager) and Carl Otto, CPA, CISA (Auditor-in-Charge), assisted by auditors Jennifer Cooper and Melanie Greufe.

We discussed the results of the audit with society staff on May 28, 2008. Management's response to our finding and recommendation is presented in the accompanying section of this report titled, *Agency Response*. We did not audit the response and, accordingly, we express no opinion on it.

This report is intended solely for the information and use of the State Agricultural 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. This restriction is not intended to limit the distribution of this report, which was released as a public document on June 13, 2008.

James R. Nobles
Legislative Auditor

Cecile M. Ferkul, CPA, CISA
Deputy Legislative Auditor

Report Summary

Conclusions

- The State Agricultural Society's (society) financial statements for the two years ended October 31, 2007, were presented fairly in accordance with generally accepted accounting principles in all material respects.
- Generally, the society's internal controls for selected financial operations were adequate. However, the fair had one weakness related to controls over the receipt of foundation grants.
- The society complied with the finance-related legal provisions we tested.
- The society implemented a prior audit recommendation: It strengthen controls over coliseum and grandstand ticket sales remitted by a contract vendor.

Finding

- The society did not sufficiently monitor a receipt from the Minnesota State Fair Foundation. (Finding 1, page 5)

Audit Objectives and Scope

Audit Objectives:

- To give an opinion on the society's financial statements.
- To review internal control over selected financial operations.
- To determine compliance with finance-related legal provisions.
- To determine the status of a prior audit recommendation.

Audit Period: The two years ended October 31, 2007.

Programs Audited:

- | | |
|------------------------------------------|-------------------|
| • Cash and Cash Equivalents | • Capital Assets |
| • Revenue Bond Liabilities | • Ticket Sales |
| • Entertainer Payouts and Other Expenses | • Payroll Expense |

Background

The State Agricultural Society operates Minnesota's annual state fair and maintains the state fairgrounds. It earned about \$35 million in operating revenues during fiscal year 2007 and had total assets of nearly \$50 million on October 31, 2007.

The society included the activities of the State Fair Foundation in its annual report as a discretely presented component unit.

State Agricultural Society

Agency Overview

The State Agricultural Society (society) oversees the operation of the annual State Fair exposition and the maintenance of the fairgrounds. Under the authority of *Minnesota Statutes* Chapter 37, the society is a self-governing body and is exempt from the finance-related rules and regulations applicable to most state agencies. The ten-member board is comprised of one representative from each of the society's nine regional districts and a president.

The society publishes an annual report that includes its financial statements and our audit opinion on the financial statements. The society included the activities of the State Fair Foundation in its annual report as a discretely presented component unit.

The society realized net income of \$2.2 million in 2007. It had \$35 million in operating revenues earned chiefly through ticket sales and rental of its facilities during non-fair time. Significant expenses included \$17.3 million for activities and support, plant operations and maintenance of approximately \$7 million, and depreciation of about \$2.2 million.

The society had net assets of \$37.3 million at October 31, 2007. Capital assets, net of depreciation, totaled \$39.9 million; revenue bonds payable of about \$9.6 million represented the society's largest liability.

The society has not received state appropriations since approximately 1950.

Objectives, Scope, and Methodology

Our audit of the society's financial statements focused on the following objective, which included the consideration of internal controls and compliance with significant legal provisions over financial reporting:

- Were the society's basic financial statements for the two years ended October 31, 2007, fairly presented in accordance with generally accepted accounting principles in all material respects?

In addition to the financial statement objective, we considered these objectives:

- Were the society's internal controls over box office receipts, carnival receipts and expenses, payroll, and revenue bonds adequate to ensure that it safeguarded receipts and other assets, accurately paid employees and vendors in accordance with management's authorization, and complied with significant finance-related legal provisions?
- For the items tested, did the society comply with significant finance-related legal requirements, including state and federal laws, regulations, contracts, and applicable policies and procedures?
- Did the society implement a prior audit recommendation that it strengthen controls over coliseum and grandstand ticket sales remitted by a contract vendor?¹

To answer these questions, we reviewed the accounting principles applicable to the society's financial statements. We gained an understanding of the society's accounting policies and procedures and the business systems used to administer its financial activities and to prepare the financial statements. We obtained and analyzed electronic accounting data and other audit evidence and reconciled the supporting data to the society's accounting system. We interviewed key personnel to gain an understanding of the control process for each audited area, including cash, capital assets, revenue bond liabilities, ticket sales, payroll expense, and entertainer payouts and other expenses.

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. We used the guidance contained in the Internal Control-

¹ Financial Audit Division Report 07-15.

Integrated Framework,² published by the Committee of Sponsoring Organizations of the Treadway Commission, as our criteria to evaluate agency controls. We also used the society's internal policies and procedures as evaluation criteria.

Conclusions

The society's financial statements for the two years ended October 31, 2007, were fairly presented in accordance with generally accepted accounting principles in all material respects.

Based on our consideration of internal control and compliance over financial reporting, we did not identify any noncompliance as a result of our tests. However, as explained in the following finding, the society did not sufficiently monitor a receipt from the Minnesota State Fair Foundation. We consider the finding to be a significant control deficiency. According to the auditing standards, a control deficiency is significant if there is more than a remote likelihood that a consequential misstatement to the financial statements could occur and not be prevented or detected by the society's internal control. Given the limited nature of our audit work on the financial statements, we do not express an overall opinion on the effectiveness of the society's internal controls or compliance over financial reporting. In addition, our work may not have identified all significant control deficiencies or instances of noncompliance with legal requirements.

In relation to our additional objectives, the society generally had adequate controls and complied with the finance-related legal provisions we tested and implemented a prior audit recommendation to strengthen controls over coliseum and grandstand ticket sales remitted by a contract vendor.

² The Treadway Commission and its Committee of Sponsoring Organizations were established in the 1980s by the major national associations of accountants. One of their primary tasks was to identify the components of internal control that organizations should have in place to prevent inappropriate financial activity.

Finding and Recommendation

The State Agricultural Society did not sufficiently monitor a receipt from the Minnesota State Fair Foundation.

Finding 1

Between October and December 2007, the State Agricultural Society did not know the whereabouts of a check from the Minnesota State Fair Foundation (foundation). Although the society received a letter from the foundation in October stating that a check to the society for a grant of \$150,000 was enclosed, it does not believe that it actually received the check at that time. The society did not record a receivable for the check, nor did it contact the foundation to determine the grant's status. About two months later, the foundation contacted the society to inquire why it had not cashed the check. The foundation subsequently stopped payment on the first check and issued a new check.

The society lacked a control process to ensure it had collected all grant funds authorized by the foundation's board of directors. Although the foundation notified the society of its grant in the October letter, the society could have also identified the authorization of foundation grants by reviewing minutes of meetings of the foundation's board of directors. Upon learning of an authorized grant, the society should have recorded a receivable for the authorized grant. An outstanding receivable would have alerted society staff to follow up on the grant's status.

The society received grants from the foundation totaling about \$538,000 in fiscal year 2007 and \$1.5 million in 2006.

Recommendation

- *The society should record a receivable for authorized foundation grants and follow up on any outstanding receivables not resolved within a reasonable time.*



THE GREAT MINNESOTA GET-TOGETHER
TWELVE DAYS OF **FUN** ENDING LABOR DAY

Mr. James R. Nobles
Office of the Legislative Auditor
Room 140 Centennial Building
658 Cedar St.
St. Paul, MN 55155

June 6, 2008

Dear Mr. Nobles,

First and most important, our thanks to you, Jim Riebe and the audit team for your efforts on our behalf. We appreciate your help.

As for the finding, it states that the fair did not know the whereabouts of a check issued by the State Fair Foundation to the Society. We were fully aware that we had not received this particular check from the Foundation, and we were certain that the granted funds would be deposited as part of our year-end financial activities. (Whenever the Foundation makes a grant to the Society, the Society's Controller and I receive notification. The Foundation also provides the Controller with a year-end summary of all grant activity for the preceding year.)

Prior to receiving the reissued check, the Society did book the grant as a receivable, as recommended in the finding. To expedite the grant process in the future, however, the Society will now book granted funds when notification is given by the Foundation.

Again, thank you for your hard work on our behalf.

Sincerely,

Jerry Hammer
Executive Vice President



**MINNESOTA STATE AGRICULTURAL SOCIETY
ANNUAL MEETING
January 12-13-14, 2007
Sheraton Bloomington Hotel, Bloomington**

The 148th 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. 12 at the Sheraton Bloomington Hotel in Bloomington, Minn.

**MEETING OF THE BOARD OF MANAGERS
10:15 a.m. Friday Jan. 12, 2007**

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

Also present: Karen Frost; Steve Pooch; Jim Sinclair; Brian Hudalla; Marshall Jacobson; Cheryl Huber; Renee Pearson; Dennis Larson; Steve Grans; Michelle Fickett; Danyl Vavreck; Robin Goldstein; Swan Melstrom; Gail Anderson; Pam Simon; Carol Doyle; Wally LeVesseur; Brienna Schuette; Tim Dybevik; Michelle Barris; Tiffany Bauer; Pat Hunsinger; Art Blakey; Kay Cady; James Hamilton; Mary Chung; Kent Harbison; Malcolm McDonald; Guy Warner.

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

Mr. Hammer and Mr. Jacobson presented details on revenue and expense, cash flow, relationship of the operating budget to the improvements and maintenance budget and ticket income; board discussion followed. Information only; no action required.

Ms. Pearson offered a detailed summary of '06 Grandstand revenue and expense, resulting in a net operating gain of \$1.1 million for the year. Information only; no action required.

Ms. Bauer reported on non-fair events and marketing of State Fair facilities. Following board discussion, staff was directed to research feasibility of winterizing existing structure(s) for increased non-fair use. Information only; no action required.

State Fair Chief of Police Art Blakey offered a report on the fair's security program including a fair-time police force made up of representatives of 57 law enforcement agencies from throughout Minnesota.

The following resolution was introduced for discussion:

State Fair Sales Tax for Building Fund Resolution

WHEREAS, the Minnesota State Fair, governed by the Minnesota State Agricultural Society, as established by Minnesota's territorial government, is an important part of Minnesota's social fabric, and

WHEREAS, the Minnesota State Fair is widely recognized as one of the finest and best-attended events in the world, and

WHEREAS, the State Fairgrounds are among the best-utilized public properties in the state with fair-time attendance of nearly 1.7 million, plus nearly another 1 million for non-fair events, and

WHEREAS, the State Fair has an economic impact of more than \$150 million in the Twin Cities, plus additional economic impact throughout the state, and provides the equivalent of 4,300 jobs and generates nearly \$5 million in sales taxes for the state, and

WHEREAS, the state rightly supports the arts, education, recreation, athletics and other important institutions that contribute to our quality of life, and whereas the State Fair is all of these things and more on a grand scale with the greatest depth of impact on all age groups of any state institution, and

WHEREAS, the historic Minnesota State Fairgrounds are state property, yet all maintenance and capital work is paid for through the fair's operating revenue, and

WHEREAS, the State Fair's historic facilities are aging and upkeep of them becomes more challenging by the year, and

WHEREAS, the Society's mission is to present the People of Minnesota with the very best fair in the United States, and that well-maintained facilities are essential to fulfillment of this mission, therefore

BE IT RESOLVED that the Society strongly urge the State to return sales tax earned on the sale of State Fair tickets to the Society, so that such funds may be dedicated to Society facilities, preserving and improving the historic State Fairgrounds for future generations.

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

A second resolution was introduced as follows:

State Fair Foundation Resolution

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 funds due the Society from the Foundation on October 31, 2006, will be called due no earlier than November 1, 2007.

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

Mr. Grans and Chief Blakey reported on transportation, logistical and security issues anticipated during the Republican political party's 2008 national convention in the Twin Cities. Information only; no action required.

Mr. Grans and Mr. Hammer reported on construction of the new football stadium at the University of Minnesota's Minneapolis campus and how it will affect Park & Ride operations during upcoming fairs.

President Steltz declared the meeting in executive session to discuss pending legal matters with Counselor Kent Harbison. Following discussion, President Steltz re-opened the meeting to the public.

Mr. Hammer reviewed details of the proposed operating budget for 2007, followed by discussion. Information only; no action required.

Minnesota State Fair Foundation Chairman Malcolm McDonald offered thanks on behalf of the Foundation to the State Fair board of managers for their continued support of the Foundation.

The meeting was adjourned at 11:45 a.m. on a motion by Mr. Lake, seconded by Mr. Baker and carried (Aye-9; Nay-0).

**MEETING OF THE SALES COMMITTEE
2:15 p.m. Friday Jan. 12, 2007**

Members present: Chairman Bob Lake; Joe Fox; D. J. Leary; Denny Baker; Jim Foss; John Paulmann; Al Paulson; Chauncey Wargin; Sharon Wessel; Lyle Steltz, ex officio; Jerry Hammer, ex officio; Jim Sinclair, ex officio; Dennis Larson, ex officio; Pam Simon, ex officio.

Also present: Karen Frost; Steve Pooch; Brian Hudalla; Marshall Jacobson; Renee Pearson; Cheryl Huber; Michelle Fickett; Robin Goldstein; Danyl Vavreck; Gail Anderson; Mary Pittelko; Wally LeVesseur; Carol Doyle; Tiffany Bauer; Pat Hunsinger.

Chairman Lake called the meeting to order at 2:15 p.m.

The commercial sales revenue report, first distributed at the Nov. 10 meeting of the board, was approved on a motion by Mr. Baker, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

Mr. Sinclair presented the following list of concessionaires and proposed 2007 percentage-of-revenue license fees:

CONCESSIONAIRE	ATTRACTION	2006 %	2007 %
Big Adventures, Inc	<u>TurboBungee</u>	25%	25%
D.M.C., Inc.	Skyride	22.5%	25% (2.5% increase)
Fun Adventures, Inc.	<u>Rock Climbing Wall</u>	25%	25%
Giant Ride, Inc.	Giant Slide	30%	30%
Grandstand Artist Merchandise Sales and Recordings	Artist Wearables	10%	10%
Hot Shot Thrill Rides	<u>Sling Shot</u>	25%	25%
K & M Recreation, Inc.	Haunted House	30%	30%

Mighty Midway and Kidway	Rides and Shows	43%	43%
	Games of Skill	22%	22%
Skyfair, Inc.	SkyGlider	30%	30%
Skyscraper Two, Ltd.	Skyscraper	25%	25%
Tinsley Amusements, Inc.	Carousel	40%	40%
Ventnor Place, Inc.	Space Tower	25%	25%
Ye Old Mill Amusements, Inc.	Canal Boat Ride	25%	25%

Underlined attractions are located in Adventure Park

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 concessionaires and fees were approved as proposed on a motion by Mr. Paulson, seconded by Ms. Wessel and carried (Aye-8; Nay-0).

The following recommendations for 2007 percentage attraction ticket prices were presented by Mr. Sinclair:

CONCESSIONAIRE	ATTRACTION	2007TICKET PRICE(S)
Big Adventures, Inc.	<u>Turbo Bungee</u>	\$5.00
D.M.C., Inc.	Skyride	\$2.75 one-way \$4.50 round trip
Fun Adventures, Inc.	<u>Rock Climbing Wall</u>	\$5.00
Giant Ride, Inc.	Giant Slide	\$2.00
Hot Shot Thrill Rides, Inc.	<u>Sling Shot</u>	\$25.00
K & M Recreation, Inc.	Haunted House	\$3.50
Mighty Midway and Kidway	Rides, Shows and Games of Skill	\$.75 single \$20.00 for 30 tickets (\$.667 per ticket) \$30.00 for 50 tickets (\$.600 per ticket) (Advance Purchase) \$10.00 for 20 tickets (\$.500 per ticket)
Skyfair, Inc.	SkyGlider	\$3.00 one way (\$.25 increase) \$5.00 round trip (new ticket)
Skyscraper Two, Ltd.	<u>Skyscraper</u>	\$25.00
Tinsley Amusements, Inc.	Carousel	\$2.00
Ventnor 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 on Thurs., 8/23 (Thrifty Thursday), Mon., 8/27 (Seniors & Kids Day), Thurs., 8/30 (Seniors Day) and Mon., Labor Day, 9/3 (Kids and Last Chance Day)

Underlined attractions are located in Adventure Park and operate on a central ticket system.

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

Mr. Larson presented the following list of concessionaires to be considered for beer and/or wine licenses for the '07 State Fair:

CONCESSIONAIRE	BLOCK LOCATION	BUILDING/ LOT SITE
Andrus Concessions, Inc. (Robert and Joseph Andrus)	Block 42	Arcade Building, Spaces 11-15 Beer only

Ballpark Café (Daniel and David Theisen)	Block 35	Crossroads, Space G, outside court Beer only
Café Caribe (Joel and Mary Chesin)	Block 42	Arcade Building, Spaces 1-10 Beer only
Chicago Dogs (Bruce and Anne Chesin)	Block 35	Crossroads, Space L, east Beer only
Crocker's Spaghetti Village, Inc. (James W. Crocker)	Block 31	Lots 16-18 Beer only
Coasters (Paul and Diana Hohenwald)	Block 42	Arcade Building, Spaces 23-32 Beer only
Frontier Bar, Inc. (Richard C. Werner)	Block 42	Arcade Building, Spaces 16-22 Beer only
Famous Dave's (Randy Jernberg and Mark Bartholomay)	Block 28	Building 289A Beer only
Giggles' Campfire Grill (Timothy Weiss and Doug Holter)	Block 19	Lots 1 and 2 Beer only
H.M.H. of Saint Paul, Inc. (Henry and Ellen Hanten)	Block 47	Bazaar, Space A Beer only
Hildebrand Concessions, Inc. (Janice Hildebrand)	Block 28	Grandstand Seating Area Beer only
Kirschner's Beer Stube (Robert J. Kirschner)	Block 45 Block 34	Ag-Hort Building - Space H Bandshell Beer only
Midway Men's Club (Albert Petschl)	Block 30	Lot S Beer only
Ragin Cajun (Ron Jacob and Tom Webster)	Block 35	Crossroads, Space H, west Beer only
Schumacher's New Prague Hotel (John Schumacher)	Block 36	Lot K Minnesota Produced Wine only
T. W. Concessions (Jerry Woldorsky)	Block 27	Heritage Square, Space Q Beer only
Tejas (Wayne Kostroski and Mark Haugen)	Block 35	Crossroads, Space K, north Beer only
Lancer Management Services (Glenn Baron)	Block 50	Coliseum, Spaces 113/159, 200/250, 212/213, and 268. Beer only

Following discussion, the concessionaires were approved as recommended on a motion by Mr. Fox, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

Ms. Simon presented the following list of multiple site concessionaires and exhibitors for consideration. After discussion, the list was approved on a motion by Mr. Foss, seconded by Mr. Wargin and carried (Aye-8; Nay-0):

CONCESSION-EXHIBIT NAME	DESCRIPTION	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
Delrick Enterprises	Popcorn, Caramel Corn, Caramel Apples & Beverages	2
Edward and Sally Nuebel	Fish & Chips-Nut 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 & Ethel Peters	Hot Dogs-Polish Sausage	2
Jerry Woldorsky	Buffalo Burgers and Beer	2
Kirch Enterprises/Eddy's Teddy Land	Bratwurst, Hot Dogs and Hamburgers – Stuffed Toys	2
Kirschner's Beer Stube	Hamburgers, Hot Dogs, Chicken, Snacks, Beer	2
Larry Abdo-Gopher State Ice Co.	Pocket pies-Ice (Ice=wholesale permit only)	2
MRK – Marquette Financial Group	Financial Services	2
Mark Andrew	French Fries - S'Mores	2
Midwest Dairy Association	Ice Cream, Milk and Dairy Foods	2
Minn. Honey Producers	Honey, Honey Ice Cream & Candy	2
Minne-Kabob Foods	Kabobs	2
National Service Company	Jewelry Cleaner	2
Netterfield's Lemonade & Popcorn	Popcorn, Caramel Corn, Sausage, Corn Dogs, Burgers	2
Nomar, Inc.	Hokey Sweepers, Dusters, Brooms & Massage Pillows	2
Orange Treet Sales	Orange Treat Drink-Smoothies & Dairy Bar	2
Standi Toys	Die-cast metal toys	2
Groscurth Concessions	Corn dogs and beverages	2
Tina Isaac	Sandwiches - Coffee	2
Wozniak Concessions, Inc.	French Fries	2
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 Yahr	Cotton Candy	3
Leah H. O'Neil	Hot Dogs on a Stick	3
Lynn Davis	Ice Cream, Sno Cones, Caramel Apples, Beverages	3
Maxine W. Davis	Ice Cream, Sno Cones, Caramel Apples and Baked Potatoes	3
Minnetonka Moccasin Company	Footwear	3
Robert Crocker	Root Beer	3
Theodore G. O'Neil	Hot Dogs on a Stick	3
Wee Dazzle	Novelties, Souvenirs & Toys	2
Eugene R. LaVaque	Sno Cones	4
Hannasch, Inc.	Sno Cones	4
James Hartley	Cotton Candy	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
Lancer Management Services, Inc.	Food, Beverages & Beer (Coliseum)	4
Hildebrand Concessions	Food, Beverages & Beer (Grandstand)	5
Coca Cola	Coca Cola soft drinks and merchandise	5
Dandy Souvenirs	Novelties, Souvenirs & Toys	8

The following comparative reports on multiple site concessions and exhibits was presented by Ms. Simon.

Number Of Individual Locations	Held By The Following Number Of Persons				
	1985	1990	2004	2005	2006
1	865	995	1016	1030	1085
2	55	51	31	29	30
3	24	20	11	11	11
4	10	15	6	6	6
5	4	4	2	2	2
6	4	1	2	2	
7	3	0			
8	0	0			1
9	1	0			
12	0	0			
13	0	0			
17	0	0			
21	0	1			
26	1				
33	1				
Total Number Of Locations Available	1220	1264	1157	1167	1220
Number Of Persons Holding Locations	968	1087	1068	1080	1164
Percentage Of Persons Holding Single Locations	71%	79%	88%	88%	89%
Percentage Of Persons Holding Three (3) Or Fewer Locations	98%	98%	99%	99%	97%
Numbers Of Locations Held By Minnesota Residents	890	894	852	844	895
Percentage Of Locations Held By Minnesota Residents	73%	71%	74%	72%	73%
Number Of States, Canadian Provinces and Foreign Countries Holding Locations			47	44	43

**MINNESOTA STATE FAIR
FOOD AND BEVERAGE LICENSE COMPARISON
1975 - 1985 - 2004 - 2005 - 2006**

Number Of Individual Locations	Held By The Following Number Of Persons				
	<u>1975</u>	<u>1985</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>
1	95	147	210	213	208
2	20	29	18	17	20
3	4	14	10	10	9
4	5	6	5	5	5
5	3	2	1	2	2
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	307	307	305
Number Of Persons Holding Locations	135	202	245	247	243
Percentage Of Persons Holding Single Locations	30%	45%	68%	69%	68%
Percentage Of Persons Holding Three (3) Or Fewer Locations	88%	94%	97%	97%	97%
Number Of Locations Held By Minnesota Residents	158	292	244	245	243
Percentage Of Locations Held By Minnesota Residents	50%	89%	79%	80%	80%
Number of States and Canadian Provinces Holding Locations			20	20	20

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

Sinclair provided a brief update on the status of legal proceedings relative to the Penny Arcade and that the structure would be occupied during the 2007 fair by Spineless Wonders and Paramount Attractions, Inc. presenting a butterfly exhibit and arcade, respectively. Information only; no action required.

A brief report was provided by Mr. Sinclair relative to ongoing discussions taking place with amusement ride operators related to the possibility of two new attractions at the fair; i.e. a 164-foot-high Ferris Wheel and a large German-made portable Euro-Fighter Roller Coaster (for 2008), which will be brought to the committee for further consideration should either come to fruition.

In closing, Sinclair mentioned to the committee that the Minnesota Department of Labor and Industry has been charged with updating Minnesota Statutes Ch. 184B regarding regulation of amusement rides and safety inspections; staff will be providing input on relative to State Fair operations.

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

**MEETING OF THE BOARD OF MANAGERS
3 p.m. Friday Jan. 12, 2007**

Present: President Lyle Steltz; Joe Fox; D. J. Leary; Denny Baker; Jim Foss;

Bob Lake; John Paulmann; Al Paulson; Chauncey Wargin; Sharon Wessel.

President Steltz called the meeting to order at 3 p.m. and declared the meeting in executive session for the purposes of conducting a performance review of the executive vice president. Meeting adjourned at 3:50 p.m.

**MEETING OF THE PLANNING COMMITTEE
10:15 a.m. Saturday Jan. 13, 2007**

Present: Chairman D. J. Leary; Joe Fox; Denny Baker; Jim Foss; John Paulmann; Al Paulson; Chauncey Wargin; Sharon Wessel; Lyle Steltz, ex officio; Jerry Hammer, ex officio; Brian Hudalla, ex officio. Absent: Bob Lake.

Also present: Karen Frost; Jim Sinclair; Marshall Jacobson; Renee Pearson; Cheryl Huber; Swan Melstrom; Myron Clasemann; Steve Grans; Michelle Fickett; Robin Goldstein; Mary Pittelko; Pam Simon; Carol Doyle; Wally LeVesseur; Pat Hunsinger; Brienna Schuette; Kay Cady.

Chairman Leary called the meeting to order at 10:15 a.m.

Mr. Hammer and Mr. Hudalla reviewed in detail a recommended improvement and maintenance budget totaling \$5.3 million in projects for '07. Following is a summary of the complete project list, including projects previously approved at the Nov. 10, 2006 meeting of the board:

2007 MAINTENANCE & IMPROVEMENT BUDGET SUMMARY

A. Structure Improvements:	<u>\$1,585,000</u>
B. Land Improvements:	
BI. Fencing & Fixtures	<u>0</u>
BII. Land	<u>0</u>
BIII. Sewer System	<u>250,000</u>
BIV. Streets & Sidewalks	<u>0</u>
BV. Water Distribution System	<u>0</u>
BVI. Gas Distribution System	<u>0</u>
BVII. Land Purchases	<u>0</u>
TOTAL Land Improvements	<u>\$250,000</u>
C. Personal Property	<u>\$145,900</u>
D. Electric Plant:	<u>\$734,000</u>
TOTAL Improvements	<u>\$2,714,900</u>
E. Structure Maintenance:	<u>\$1,135,550</u>
F. Land Maintenance:	
FI. Fencing & Fixtures	<u>37,600</u>
FII. Land	<u>155,000</u>
FIII. Sewer System	<u>78,800</u>
FIV. Streets & Sidewalks	<u>226,000</u>
FV. Water Distribution System	<u>118,000</u>
FVI. Gas Distribution System	<u>2,500</u>
TOTAL Land Maintenance	<u>\$617,900</u>
G. Personal Property Maintenance:	<u>\$259,400</u>
H. Vehicle Maintenance:	<u>\$203,000</u>
I. Electric Plant Maintenance:	<u>\$397,700</u>
TOTAL Maintenance	<u>\$2,613,550</u>
TOTAL Maintenance & Improvements	<u>\$5,328,450</u>

Following discussion, it was moved by Mr. Baker, seconded by Mr. Fox 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.

The meeting adjourned at 10:40 a.m. on a motion by Mr. Paulson, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

**SOCIETY DISTRICT CAUCUSES
1:45 p.m. Saturday Jan. 13, 2007**

Delegates from the second and eighth districts met in caucus to certify nominees for election to the Society's board of managers during the Society's general business session the following day. Selected were John Paulmann of Gaylord (second district) and Chauncey Wargin of Hermantown (eighth district).

**MEETING OF THE BOARD OF MANAGERS
10:30 a.m. Sunday, Jan. 14, 2007**

Members present: Lyle Steltz, president; Joe Fox, vice president; D. J. Leary,

vice president; Denny Baker; Jim Foss; Bob Lake; John Paulmann; Al Paulson; Chauncey Wargin; Sharon Wessel; Jerry Hammer, secretary.

Also present: Karen Frost; Jim Sinclair; Steve Pooch; Brian Hudalla; Marshall Jacobson; Renee Pearson; Cheryl Huber; Steve Grans; Gail Anderson; Dennis Larson; Michelle Fickett; Swan Melstrom; Robin Goldstein; Pam Simon; Brigid McGough; Mary Pittelko; Pam Mix; Marie LeFebvre; Danyl Vavreck; Pat Hunsinger; Carol Doyle; Wally LeVesseur; Susan Lynskey; Brienna Schuette; Tiffany Bauer; Del Cerney; Mary Chung; Kent Harbison.

President Steltz called the meeting to order at 10:40 a.m.

Oaths of office were administered to newly-elected members of the board as follows: Lyle Steltz of Rush City, president (one-year term); Joe Fox of Maplewood, fourth district vice president (two-year term); John Paulmann of Gaylord, second district manager (three-year term); and Chauncey Wargin of Hermantown, eighth district manager (three-year term).

Mr. Leary moved, Mr. Lake seconded and motion carried to reappoint Jerry Hammer of St. Paul to a one-year term as executive vice president of the Society at a salary specified by the board (Aye-9; Nay-0). Oath of office was administered to Mr. Hammer.

Minutes of the Society board meeting conducted Nov. 10, 2006, were approved on a motion by Mr. Baker, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Minutes of interim activities covering the period Nov. 10, 2006, through Jan. 12, 2007, were approved on a motion by Mr. Foss, seconded by Mr. Lake and carried (Aye-9; Nay-0).

Mr. Jacobson presented the financial statement for Dec. 31, 2006:

MINNESOTA STATE FAIR CASH TRANSACTION SUMMARY Month Ending December 31, 2006

GENERAL FUND ACTIVITY:

Cash Balance-Nov. 30, 2006		\$3,250,982
Add: Cash Deposits	\$245,464	
Less: Payroll Ending Dec. 1	(159,037)	
Payroll Ending Dec. 15	(161,841)	
Payroll Ending Dec. 29	(153,191)	
Cash Disbursements	(745,773)	(974,378)
Cash Balance-Dec. 31, 2006		\$2,276,604

MARKETABLE SECURITIES ACTIVITY:

Balance-Nov. 30, 2006		\$-
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-Dec. 31, 2006		\$-

BUILDING FUND ACTIVITY:

Balance-Nov. 30, 2006		\$444
Add: Interest Earned	\$	1
Securities Purchased		
Less: Securities Redeemed		
Balance-Dec. 31, 2006		\$445

CONSTRUCTION FUND ACTIVITY:

Balance-Nov. 30, 2006		\$12,321
Add: Interest Earned		55
Balance-Dec. 31, 2006		\$12,376

CASH BALANCES FOR MONTH ENDING DECEMBER 31:

	2005	2006
General Fund	\$2,786,508	\$2,276,604
Petty Cash	5,100	5,600
Marketable Securities	-	-
Building Fund	443	445
Construction Fund	11,789	12,376
Total Cash Balances	\$2,803,840	\$2,295,025

After discussion, the statement was approved on a motion by Mr. Wargin, seconded by Ms. Wessel 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 2007 on a motion by Mr. Paulmann, seconded by Mr. Fox and carried (Aye-9; Nay-0).

The following signatures were submitted for consideration for Society accounts in 2007:

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

Regular and fair-period payroll – Gerald Hammer, Karen Frost or Steve Pooch (one signature). "Hammer" signature imprint authorized for payroll funds.

Premium fund – Gerald Hammer, Karen Frost 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. Leary, seconded by Mr. Lake and carried (Aye-9; Nay-0).

President Steltz presented the following list of committee assignments for 2007:

Finance Committee - Wargin, chairman; Baker; Foss; Fox; Leary; Paulson; Steltz, ex officio; Hammer, ex officio; Jacobson, ex officio.

Governmental Affairs Committee - Foss, chairman; Baker; Lake; Leary; Paulmann; Wargin; Steltz, ex officio; Hammer, ex officio; K. Frost, ex officio; Mannion, ex officio.

Honors Committee – Leary (one year); Baker (two years); Blakey (one year); Hudalla (two years); Sinclair (one year).

Life Member Advisory Committee – Schmidt, chairman; Recknor (vice chairman); G. Frost; Hagen; Keenan; Korff; Maruska; Ojakangas; Prokosch; Reinhardt; Roehlke Simons; Wenzel; Steltz, ex officio; Hammer, ex officio; K. Frost, ex officio.

Operations Committee - Fox, chairman; Baker; Lake; Paulmann; Wargin; Wessel; Steltz, ex officio; Hammer, ex officio; Pooch, ex officio; Hudalla, ex officio.

Planning Committee - Leary, chairman; Baker; Foss; Fox; Lake; Paulmann; Paulson; Wargin; Wessel; Steltz, ex officio; Hammer, ex officio; Pooch, ex officio; Hudalla, ex officio.

Public Affairs Committee – Baker, chairman; Fox; Lake; Paulmann; Paulson; Wessel; Steltz, ex officio; Hammer, ex officio; K. Frost, ex officio; Pearson, ex officio.

Rules & Premium List Committee - Paulmann, chairman; Foss; Leary; Lake; Paulson; Wessel; Steltz, ex officio; Hammer, ex officio; Pooch, ex officio.

Sales Committee – Lake, chairman; Baker; Foss; Fox; Leary; Paulmann; Paulson; Wargin; Wessel; Steltz, ex officio; Hammer, ex officio; Sinclair, ex officio; Larson, ex officio; Simon, ex officio.

State Fair Foundation Nominating Committee - Fox, chairman; Paulson; Wargin; Hammer; three members appointed by Foundation board.

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

President Steltz presented the following board liaison and department superintendent recommendations for 2007:

Administration - Foss
Seniors - Paulson (Marge Krueger, superintendent)

Competition - Baker
Bee Culture – Wargin (Winnie Johnson, superintendent)
Beef Cattle - Fox (Chuck Schwartau, superintendent)
Christmas Trees - Wargin (Greg Ustruck, superintendent)
Creative Activities - Leary (Curt Pederson, superintendent)
Dairy Cattle - Paulson (Larry Tande, superintendent)
Dairy Products - Wargin (Gene Watnaas, superintendent)
Dog Trials - Baker (JoAnna Yund, superintendent)
Education - Paulson (Burt Kandel, superintendent)
English Horses - Paulmann (Gary Florke, superintendent)
Farm Crops - Wargin (Ron Kelsey, superintendent)
Fine Arts - Wessel (Bob Meyer, superintendent)
Flowers - Wargin (Phyllis Andrews, superintendent)
4-H - Fox (Brad Rugg, superintendent)
Fruits - Wargin (Louis Quast, superintendent)
FFA - Leary (Paul Day, superintendent)
Goats - Foss (Kevin LeVoor, superintendent)
Llamas - Wargin (Jen Rouillard)

Milking Parlor - Foss (Doris Mold, superintendent)
 Poultry - Lake (John Thomforde, superintendent)
 Sheep - Wessel (Gordy Toenges, superintendent)
 Swine - Leary (Jerry Hawton, superintendent)
 Vegetables - Wargin (Phil Klint, superintendent)
 Western Horses - Paulmann (Gloria Enger, superintendent)

Entertainment - Baker

Grandstand Production - Fox (Brutus Schwartz, superintendent)
 Heritage Exhibits - Wessel (Jan Bankey, superintendent)

Finance - Lake

Ticket Audit - Paulson (Dick Reinhardt, superintendent)
 Ticket Sales - Paulmann (Ken Wagner, superintendent)

Marketing - Lake

Operations - Baker

Admissions - Foss (Dave Woodis, superintendent)
 Park & Ride - Wargin (Dick Anderson, superintendent)
 Parking - Paulmann (Ron Vannelli, superintendent)
 Public Safety - Leary (Art Blakey, superintendent)

Sales - Lake

Attraction Ticket Takers - Fox (Marty Rossini, superintendent)

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

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

OPERATIONS COMMITTEE

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

Chairman Fox called the meeting to order.

Mr. Hammer presented the following gate admission policy for the '07 State Fair for consideration:

"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."

The policy was approved on a motion by Mr. Baker, seconded by Mr. Lake and carried (Aye-5; Nay-0).

After discussion, the following gate admission fee schedule was approved for the '07 State Fair on a motion by Mr. Baker, seconded by Mr. Lake (Aye-5; Nay-0):

Adults (13-64)	\$11
Seniors (65 and over)	\$9
Children (5-12)	\$8
Kids under 5	Free
Seniors & Kids Days promotions	\$5
Thrifty Thursday Adults & Seniors	\$8
Thrifty Thursday Children	\$5
All-ages pre-fair discount & parking	\$8

After discussion, a same-day auto parking fee of \$9 per vehicle was approved on a motion by Mr. Baker, seconded by Mr. Wessel and carried (Aye-5; Nay-0).

Mr. Hammer was authorized to implement flexible pricing schedules and seating configurations for Grandstand and Coliseum events, taking into account the costs of production, potential revenue from other sources and weather insurance premiums, on a motion by Mr. Paulmann, seconded by Mr. Baker and carried (Aye-5; Nay-0).

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

PUBLIC AFFAIRS COMMITTEE

Members present: Baker, chairman; Fox; Lake; Paulmann; Paulson; Wessel; Steltz, ex officio; Hammer, ex officio; K. Frost, ex officio; Pearson, ex officio.

Chairman Baker called the meeting to order.

Ms. McGough reviewed details of the proposed '07 advertising budget of \$775,000, followed by a presentation by Ms. Schuette on the '07 marketing plan and budget of \$561,000. After discussion, the advertising and marketing budget

items were approved on a motion by Mr. Fox, seconded by Mr. Paulson and carried (Aye-5; Nay-0).

Mr. Hammer reviewed a proposal from the fair's public representation firm McGrann Shea Anderson Carnival Straughn & Lamb, Chartered to facilitate legislative initiative that restores the statutory provision allowing the State Fair to retain sales tax earned on tickets sold by the State Fair, provided that the foregone tax is dedicated to capital improvements to the State Fairgrounds. After discussion, the committee recommended board approval of the proposal on a motion by Mr. Paulmann, seconded by Mr. Fox and carried (Aye-5; Nay-0).

The committee meeting was adjourned on a motion by Mr. Paulson, seconded by Mr. Fox and carried (Aye-9; Nay-0).

RULES & PREMIUM LIST COMMITTEE

Members present: Paulmann, chairman; Foss; Leary; Lake; Paulson; Wessel; Steltz, ex officio; Hammer, ex officio; Pooch, ex officio.

Chairman Paulmann 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 2007 budget on a motion by Mr. Foss, seconded by Mr. Lake and carried (Aye-5; Nay-0).

Mr. Pooch updated the committee on the '06 4-H market livestock show. Information only; no action required.

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

FINANCE COMMITTEE

Members present: Wargin, chairman; Baker; Foss; Fox; Leary; Paulson; Steltz, ex officio; Hammer, ex officio; Jacobson, ex officio.

Chairman Wargin called the meeting to order.

Mr. Hammer presented the operating, maintenance and improvements budgets approved Jan. 13 by the board's planning committee. After discussion, the budgets were approved as presented on a motion by Mr. Baker, seconded by Mr. Paulson and carried (Aye-5; Nay-0).

Mr. Jacobson reviewed bond activity related to the Grandstand improvement project. The report was approved on a motion by Mr. Baker, seconded by Mr. Leary and carried (Aye-5; Nay-0).

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

President Steltz 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. Baker and carried (Aye-9; Nay-0).

Mr. Hudalla provided background on building trades companies currently under contract with the Society. Following discussion, a one-year contract for the services of architects and engineers (Toltz, King, Duvall, Anderson and Associates, Inc.), a two-year contract for plumbing and heating services (McQuillan Brothers Plumbing), a two-year contract for electric (Collins Electric Inc.) and a three-year contract for carpentry (Maertens-Brenny Construction) were approved on a motion by Mr. Paulmann, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

Mr. Hammer was authorized to set staff salaries according to classifications and ranges established by the board in March, 2006, on a motion by Mr. Leary, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

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

Ms. Pearson reported on the current status of entertainment bookings for the upcoming fair. Information only; no action required.

Mr. Leary moved, Mr. Foss seconded and motion carried to declare the meeting in executive session to discuss pending legal matters (Aye-9; Nay-0). After discussion and board action, the meeting was reopened on a motion by Mr. Leary, seconded by Mr. Foss and carried (Aye-9; Nay-0).

President Steltz acknowledged the staff for their outstanding efforts during the past year.

The next meeting of the board was tentatively set for Thursday March 8.

The meeting was adjourned at 11:50 a.m. on a motion by Mr. Baker, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

**MINNESOTA STATE AGRICULTURAL SOCIETY
MINUTES OF INTERIM ACTIVITIES
Jan. 15 to March 7, 2007**

January

15 - Many members of the staff and board attended funeral services for long-time State Fair employee Mark Birk.

16-17 - Hammer attended the annual convention of the Western Fairs Association in Reno, Nev., where the fair's Eco Experience exhibit was honored with the WFA's Merrill Award for outstanding vision and leadership.

19-22 – Pearson attended Association for Performing Arts Presenters Conference in New York City.

23 - Hammer met with Foundation representatives Cady, Johnson and Miles to discuss possible fund-raising projects for the Coliseum and livestock complex. Anderson attended a meeting of the Ticketing Services Group at the Ordway Theater in St. Paul.

24 - Pearson and McGough met with representatives of KTIS Radio to discuss promotions.

26 - Anderson met with Brenda Miller to discuss ticket sales for the Minnesota Horse Expo.

29 - Frost, Pooch and Fickett met with representatives of Gedney Inc. to discuss creative activities contests and marketing. A planning meeting to discuss the '07 Beef Expo was attended by Pooch, Goodrich, LeFebvre and Fickett.

29 – Feb. 3 - Anderson attended the Intix conference and board meeting in Houston, TX.

February

4 - Bauer and Schuette attended a meeting of the Info Circle tourism group at the RiverCentre in St. Paul.

5 - Hammer participated in an orientation session for new State Fair Foundation board members Ginny Morris, Harold Krump and Ford Bell at the J. V. Bailey House. Frost, Simon and Vavreck met with Dan Spock from the Minnesota Historical Society to discuss potential participation at the fair.

7-9 – Pearson attended the Concert Industry Consortium in Los Angeles, CA.

7-11 - Hammer represented the IAFE and participated in the annual meetings of the Outdoor Amusement Business Association and the National Independent Concessionaires Association in Sable Park, Florida, the International Independent Showmen's Association trade show in Gibsonton, Florida, and the Florida State Fair in Tampa. Sinclair attended the IISA trade show and the Florida State Fair.

7 - Jacobson and Frost met with Gregory Di Novis with the faculty of the College of St. Catherine to discuss a case study of the fair. Goldstein, Dybevik and Barris met with representatives of Pounce internet providers to discuss web trends and new technology.

8 - Anderson, McGough and Vavreck met with representatives of Cub Foods to discuss advance sale tickets and promotion programs. Frost, Pooch, Simon, Larson and Vavreck met with Cay Shey Hellervich regarding plans for Minnesota's Sesquicentennial Celebration in '08.

12 - Grans and McGough met with representatives of Metro Transit to discuss transit for the '07 fair.

15 - State Fair staff participated in two "Right to Know" safety training sessions at Libby Conference Center.

17 - Hammer addressed a meeting of the St. Paul Norske Torske Klubben at the Prom Center in Oakdale.

22 – Marketing and entertainment staff visited the studio of artist Michael Birawer to view original artwork for the '07 State Fair poster.

24 - Sinclair and Frost attended a meeting of the Governor's Commission for the Minnesota Sesquicentennial Celebration.

March

1 - Hammer met with Minnesota House of Representatives members Phyllis Kahn and Joe Atkins and officials of the Minnesota Lottery to discuss legislation requiring the sale of lottery tickets at the State Fair and non-fair events.

3 - The Warner Coliseum's ice season concluded with five days of high school hockey sectional playoffs.

6 – Hammer met with Falcon Heights Mayor Sue Gehrz and City Administrator Justin Miller to discuss cooperative programs.

8 – President Steltz, Vice President Fox and Vice President Leary met with Office of the Legislative Auditor staff as part of the Society's annual audit.

**MINNESOTA STATE AGRICULTURAL SOCIETY
MEETING OF THE GOVERNING BOARD
10 a.m. Thursday March 8, 2007
Libby Conference Center, State Fairgrounds**

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

Also present: Karen Frost; Steve Pooch; Brian Hudalla; Marshall Jacobson; Mary Mannion; Renee Pearson; Cheryl Huber; Dennis Larson; Swan Melstrom; Danyl Vavreck; Gail Anderson; Sean Casey; Steve Grans; Carol Doyle; Tiffany Bauer; Brienna Schuette; Tim Dybevik; Michelle Barris; Susan Lynskey; Chris Leach; Kay Cady; Kent Harbison.

President Steltz called the meeting to order at 10:12 a.m.

Minutes of Society board meetings, committee meetings and general business session conducted Jan. 12 through 14, 2007, were reviewed and approved on a motion by Mr. Fox, seconded by Mr. Baker and carried (Aye-8; Nay-0).

Minutes of interim activities covering the period Jan. 15 through March 8, 2007, were approved on a motion by Mr. Baker, seconded by Ms. Wessel and carried (Aye-8; Nay-0).

Mr. Jacobson presented the financial statement for Feb. 28, 2007, as follows:

**MINNESOTA STATE FAIR
CASH TRANSACTION SUMMARY
Month Ending February, 2007**

GENERAL FUND ACTIVITY:		
Cash Balance-Jan. 31, 2007		\$1,713,071
Add: Cash Deposits	\$117,936	
Less: Payroll Ending Feb. 9	(150,903)	
Payroll Ending Feb. 23	(152,148)	
Cash Disbursements	(455,345)	(640,460)
Cash Balance-Feb. 28, 2007		\$1,072,611

MARKETABLE SECURITIES ACTIVITY:		
Balance-Jan. 31, 2007		\$-
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-Feb. 28, 2007		\$-

BUILDING FUND ACTIVITY:		
Balance-Jan. 31, 2007		\$445
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-Feb. 28, 2007		\$445

CONSTRUCTION FUND ACTIVITY:		
Balance-Jan. 31, 2007		\$12,430
Add: Interest Earned		50
Balance-Feb. 28, 2007		\$12,480

CASH BALANCES FOR MONTH ENDING FEBRUARY 28:		
	2006	2007
General Fund	\$1,576,433	\$1,072,611
Petty Cash	10,100	10,600
Marketable Securities	-	-
Building Fund	443	445
Construction Fund	11,871	12,480
Total Cash Balances	\$1,598,847	\$1,096,136

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

Mr. Jacobson reported on the status of the audit of Society financial activity for

2006 currently being conducted by the Office of the Legislative Auditor. Information only; no action required.

Mr. Hudalla presented concept drawings for a new International Bazaar structure – scheduled for construction following the '07 fair. The design was approved on a motion by Mr. Foss, seconded by Mr. Lake and carried (Aye-8; Nay-0).

Ms. Frost and Ms. Schuette presented details of the fair's marketing plan for '07. As part of the plan, the following gate promotions were discussed:

Hop On Transit Day Wednesday Aug. 29 - \$2 gate discount for those who ride Metro Transit buses to the fair (approved on a motion by Mr. Paulson, seconded by Mr. Baker and carried Aye-8; Nay-0).

Blue Ribbon Bargain Book Coupon - \$5 return trip to the fair admission ticket, available only at the Grandstand box office (approved on a motion by Mr. Lake, seconded by Mr. Baker and carried Aye-8; Nay-0).

\$8 at the Gate - \$8 admission for persons 13 and older on Tuesday Aug. 28 (approved on a motion by Mr. Fox, seconded by Ms. Wessel and carried Aye-8; Nay-0).

On a motion by Mr. Foss, seconded by Mr. Wargin and carried, a \$1,500 contribution to the State Fair employee fund was approved on a motion by Mr. Foss, seconded by Mr. Wargin and carried (Aye-8; Nay-0).

Mr. Hudalla presented the following recommendations for changes to Campgrounds and overnight parking rates: Campgrounds - \$9 for extra vehicle in a camping space 35 feet and longer; Stella Lot - \$15 per night for standard overnight parking space and \$20 per night for slideouts. After discussion, the recommendations passed on a motion by Mr. Fox, seconded by Ms. Wessel and carried (Aye-8; Nay-0).

On a motion by Mr. Baker, seconded by Mr. Foss and carried, the board reaffirmed that the discounted non-profit rate for non-fair events rentals be limited to institutions carrying 501 c 3 designation (Aye-8; Nay-0).

Ms. Frost presented the following addendum to the agreement with Lancer Inc. for year-around concessionaire services at the Coliseum:

Effective March 8, 2007, through Oct. 21, 2007, Society shall receive percentage payments from Licensee according to the following scale:

- a. For combined food and non-malt beverage sales from all outlets for one day, if gross receipts total \$750 or less, Licensee shall pay Society 5% of gross sales.
- b. For combined food and non-malt beverage sales from all outlets for one day, if gross receipts total \$750.01 to \$1,500, Licensee shall pay Society 10% of gross sales.
- c. For combined food and non-malt beverage sales from all outlets for a period of one day, if gross receipts total \$1,500.01 or more, Licensee shall pay Society 20% of gross sales.

The addendum will be reviewed at the conclusion of the 2007 events season.

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

Ms. Frost and Ms. Anderson presented the following proposal for on-line ticket purchase fees:

Order total	Fee
\$1-50	0*
\$51-\$100	\$5
\$101-\$500	\$10
\$501-\$800	\$15
\$801 and more	\$20

*Option for customers. Web site will prompt them to add \$5 handling fee for UPS delivery. All orders of \$51 and over will automatically be charged the UPS fee.

After discussion, the on-line box office fees were approved on a motion by Mr. Paulson, seconded by Ms. Wessel and carried (Aye-8; Nay-0).

Mr. Hammer presented background on the Society's acquisition and subsequent leasing of the Bayou Bob's structure at 1726 Dan Patch Ave.; on a motion by Mr. Baker, seconded by Ms. Wessel and carried, transfer of the structure to Dallas Simonette for \$14,000 was approved (Aye-8; Nay-0).

Mr. Hammer offered an update of the current legislative session and matters potentially affecting the Society including reestablishment of the State Fair

building fund, amusement ride safety, school start date, strong beer sales at the fair and the state lottery's presence at the fair. Regarding the latter, Mr. Fox moved, Mr. Baker seconded and motion carried directing Mr. Hammer to work with the lottery according to the Society's established procedures for licensing commercial exhibit space (Aye-8; Nay-0).

Mr. Hudalla offered a report on improvements and maintenance projects scheduled for the coming year, along with a brief presentation on winterizing exhibit buildings for year-round public use. Information only; no action required.

Mr. Pooch presented an update on competitive events, changes in the livestock industry and Coliseum entertainment. Information only; no action required.

Ms. Pearson reported on the Grandstand and free entertainment schedule for the upcoming fair. Information only; no action required.

On a motion by Mr. Foss, seconded by Mr. Fox and carried the meeting was declared in executive session to discuss legal matters (Aye-8; Nay-0). Following discussion, Mr. Foss moved, Mr. Lake seconded and motion carried to re-open the meeting (Aye-8; Nay-0).

Ms. Cady, Mr. Foss and Mr. Fox reported on State Fair Foundation activities. Information only; no action required.

The meeting was adjourned on a motion by Mr. Wargin, seconded by Mr. Baker and carried (Aye-8; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY MINUTES OF INTERIM ACTIVITIES March 8 to June 7, 2007

March

9 - Pooch and LeFebvre attended a meeting of the Minnesota Purebred Dairy Cattle Association in Mounds View.

9-11 - The Minnesota Deer Classic, presented by the Wildlife Heritage Association, was held at the Warner Coliseum.

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

13-15 - Hammer, Hudalla, Fickett, LeFebvre, Schultz, Barnett, Bauer, Hunsinger and Gruber attended the IAFE Spring Seminar on facilities and off-season events in Des Moines, Iowa.

14 - Cerney attended a meeting of the Society of Consumer Affairs Professionals.

15 - Frost, Pearson and Simon met with Jane Leonard, executive director of the Minnesota Sesquicentennial, to discuss potential fair participation.

16-18 - The Super Golf Sale, presented by Blue Star Productions, was held at the Warner Coliseum.

20 - Hammer testified before the Minnesota Senate tax committee on a bill that returns the exemption for sales tax on tickets sold, provided the foregone tax is dedicated to capital projects; Fox and Pearson also attended the hearing.

21 - Hammer and Sinclair attended a hearing on amusement ride safety legislation before the Minnesota Senate's business, industry and jobs committee; following the hearing, Sinclair and representatives of Minnesota's carnival industry met with bill sponsor Sen. John Marty to discuss the legislation. Grans and McGough met with representatives of Metro Transit to discuss the upcoming fair. Schuette offered a presentation at the University of Minnesota's festival management seminar in Walker, Minn. Mix attended a meeting of the St. Paul Human Resources Association.

22-25 - Hammer attended the annual meeting of the Mid-West Fairs Association in Nashville, Tenn.

24 - Frost met with Jane Leonard and Susan Warner to discuss a potential large mosaic to be created at the fairgrounds for the state's '08 sesquicentennial celebration.

24-25 - The Minnesota Weapons Collectors Association presented their annual winter show at the Warner Coliseum.

25 - Frost attended a meeting of the Hamline - University Neighborhood Coalition to discuss plans for banners on Snelling Avenue.

26 - Anderson attended a meeting of the Ticketing Services Group at the Minnesota Science Museum.

26-28 - Casey and Leach along with board members Steltz, Baker, Foss,

Paulmann, Paulson, Wargin and Wessel attended the IAFE Zone 4 conference in Aberdeen, S.D.

27 - Hammer testified before the Minnesota House tax committee on the fair's sales tax exemption bill.

27-28 - Anderson participated in the Step-Up program at the University of Minnesota.

29 - McGough, Schuette and Weinfurter met with the Governor's Council on Fire Prevention.

29-31 - Hammer attended and addressed the IAFE Zone 2 meeting in Myrtle Beach, S.C.

29 - April 1 - The St. Paul Osman Shrine Circus was held at the Warner Coliseum.

30 - Sinclair, Vavreck and Simon met with representatives of the Minnesota State Lottery to discuss promotion and sponsorship opportunities for the '08 State Fair.

April

2 - Frost, Schuette and McGough met with Greg DiNovis, a professor at the College of St. Catherine, to discuss details of a class project related to the fair.

3 - Sinclair met with Don McClure of D.M.C., Inc. (Skyride operators) to discuss Skyride ticketing and maintenance for the '07 State Fair.

10 - Hammer met with representatives of St. Paul's District 10 neighborhood council. Pooch, Fickett and LeFebvre attended the Minnesota Agri-Women Leadership Conference in Chanhassen.

11 - Schuette attended a program on traditional media and emerging technology. Cerney attended a meeting of the Society of Consumer Affairs Professionals.

14-15 - The Gopher State Timing Association Rod & Custom Spectacular was held at the Warner Coliseum.

16 - Anderson attended a meeting of the board of Ticketing Services Group in Minneapolis.

16-19 - Training sessions for Sears power equipment employees were held at the Merchandise Mart.

19 - The State Fair Foundation's development committee met at the J. V. Bailey House.

19-21 - Anderson attended a board meeting of Intix in Washington, D.C.

20 - A training session for full-time staff was conducted at the Libby Conference Center.

21-22 - Prime Promotions Antique Spectacular and Flea Market was held at the Grandstand and Infield. The Minnesota Weapons Collectors Association spring show and sale was held at the Education Building. The Minneapolis - St. Paul Spring Military Relic Show was held at the Progress Center.

23 - Steltz, Fox, Leary, Hammer and Sinclair met with Kent Harbison to discuss pending legal matters. Hammer met with Bill McGrann and Joe Bagnoli of McGrann Shea regarding legislative issues. The FFA livestock judging contest was conducted at the Warner Coliseum.

24 - Pooch attended the annual FFA Convention and addressed FFA instructors.

25 - Grans and McGough met with representatives of Metro Transit to discuss transit and promotions for the '07 fair. Sinclair and Harbison represented the fair in a mediation session regarding a commercial exhibit structure.

26 - McGough, Schuette and Weinfurter met with the Governor's Council on Fire Prevention.

26-30 - Hammer, Sinclair, Pearson, Larson and Huber attended the IAFE Spring Management Conference in Danvers, Massachusetts.

27-29 - The Minnesota Horse Expo was held at the Warner Coliseum, Horse Barn, Miracle of Birth Center, DNR Building, Ramberg Senior Center and Dairy Building. Blue Star Productions Liquidation Expo was held at the Education Building.

28 - The St. Paul Craftstravaganza was held at the Arts Center.

29 - The Midwest Comic Book Association's Spring Comic Book Convention was presented at the Progress Center. The First Fifty Auto Club's Parts Sale & Swap Meet was held on the north parking lots.

May

1 - McGough and Schuette met with representatives of the Capitol City

Partnership to discuss promotions for the upcoming fair.

2 - Sinclair met with Skip Johnson and Michael Mader of River Raft Ride, Inc., to discuss operations at the upcoming fair.

4-6 - The Sahara Sands Spring Classic Horse Show was held at the Warner Coliseum and livestock complex.

5 - The State Fair mascots appeared in West St. Paul's Cinco de Mayo parade.

5-6 - The Living Green Expo was presented at the Grandstand and nearby park areas.

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

8 - The Minnesota Employee Recreation and Services Council Trade Show was held at the Progress Center. Mix attended a meeting of the state's Ramsey County Job Security Employers Committee. Sinclair and Simon met with representatives of the Minnesota Twins to discuss a baseball exhibit at the '07 fair.

8-9 - Anderson attended an Intix meeting in Chicago, Ill.

9 - McGough and Schuette met with representatives from the U.S. Figure Skating Association to discuss promotions. Cerney attended a meeting of the Society of Consumer Affairs Professionals.

9-12 - The YMCA of Greater St. Paul's Spring Garage Sale was held at the Merchandise Mart.

10 - The State Fair Foundation's corporate governance committee met at the J. V. Bailey House. Sinclair participated in a teleconference meeting of the IAFE industry relations committee.

10-13 - The F.A.S.H. Saddlebred Horse Show was held at the Warner Coliseum and livestock complex.

11-13 - The Friends School of Minnesota Plant Sale was held at the Grandstand.

15 - Pooch and Fickett met with representatives of the Minnesota Pork Producers regarding their Oink Booth display in the Swine Barn. Pooch and Fickett met with Mac Godue of the Royal Canadian Mounted Police regarding their appearances at the '07 fair. Anderson participated in a training session for the Step-Up program, conducted by the Minneapolis Star Tribune.

16 - Hammer addressed a meeting of the Skylight Club, conducted at the CHS Miracle of Birth Center. Thirteen staff members participated in a customer service cyber seminar presented by the IAFE. Hammer and Sinclair met with Kent Harbison to discuss pending legal matters.

18 - Pooch attended the funeral of long-time cattle exhibitor Jim Bryan. Pearson and Hudalla addressed a meeting of the Minnesota Chapter of the National Institute of Governmental Purchasers, held at the Libby Conference Center.

18-20 - The North Star Water Color Society presented their Watercolor Art Show at the Arts Center.

19 - The Spring Model Railroad and Hobby Sale was held at the Education Building.

19-20 - The Rubber Stamp & Scrapbook Expo was presented at the Progress Center.

20 - Radio Rey's Mexican Rodeo was presented at the Warner Coliseum.

24-28 - The Minnesota Amateur Quarter Horse Association Corporate Challenge was held at the Warner Coliseum and livestock complex.

25-June 10 - The Major Appliance Liquidation Event was held at the Education Building. McGough met with representatives from UCare Minnesota and AARP to discuss promotions.

31 - Sinclair and Vavreck met with representatives of Miller Brewing Company to discuss their continued sponsorship of the Bandshell.

June

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

1-10 - Rapid Sport Marine Boat Show & Sale was held at the Campgrounds.

3 - The State Fair mascots appeared in the Grand Old Day parade in St. Paul.

5 - McGough and Schuette met with representatives from the Minnesota State Patrol to discuss promotions at the '07 fair.

**MINNESOTA STATE AGRICULTURAL SOCIETY
MEETING OF THE SALES COMMITTEE**

9 a.m. Thursday June 7, 2007

Libby Conference Center, State Fairgrounds

Members present: Bob Lake, chairman; Joe Fox; D. J. Leary; Denny Baker; Jim Foss; John Paulmann; Al Paulson; Chauncey Wargin; Sharon Wessel; Lyle Steltz, ex officio; Jerry Hammer, ex officio; Jim Sinclair, ex officio; Dennis Larson, ex officio; Pam Simon, ex officio.

Also present: Karen Frost; Brian Hudalla; Marshall Jacobson; Mary Mannion; Renee Pearson; Cheryl Huber; Steve Grans; Swan Melstrom; Sean Casey; Tiffany Bauer; Danyl Vavreck; Wally LeVesseur; Carol Doyle; Brienna Schuette; Susan Lynskey; Maria McCullough; Steve Pooch; Gail Anderson; Mary Pittelko; Pat Hunsinger; Dianna Rice; Kay Cady; Kent Harbison.

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

Mr. Sinclair summarized the following additions and changes to the list of 2007 ticket prices for attractions licensed on a percentage-of-revenue basis.

CONCESSIONAIRE	ATTRACTION	2007 TICKET PRICE(S)
D.M.C., Inc.	Skyride	\$3.00 one-way (\$.25 increase) \$5.00 round trip (\$.50 increase)
RTE Operations Services, LLC	<u>Virtual Reality Game</u>	\$5.00
River Raft Ride, Inc.	Raft Ride Pirate Tag	\$3.50 \$2.50
Spineless Wonders	Butterfly House	\$3.00 **
Super Stock Racers, Inc.	Go-Carts	\$6.00 for driver \$4.00 for passenger
Ventnor Place, Inc.	Space Tower	\$3.00 (eliminate \$2.00 children's ticket)*

* = Change - Eliminate savings of \$.50 from opening until noon on Thurs., 8/23 (Thrifty Thursday), Mon., 8/27 (Seniors & Kids Day), Thurs., 8/30 (Seniors Day) and Mon., Labor Day, 9/3 (Kids and Last Chance Day) previously approved

** = New ticketed percentage attraction in 2007

Attraction underlined is located in Adventure Park, which operates on a central ticket system.

After discussion, the ticket prices passed as presented on a motion by Mr. Wargin, seconded by Mr. Paulson and carried (Aye-8; Nay-0).

The following additions and changes to the list of attractions licensed for presentation on a percentage-of-revenue basis for the 2007 fair were presented by Mr. Sinclair:

CONCESSIONAIRE	ATTRACTION	2006%	2007%
D.M.C., Inc.	Skyride	22.5%	22.5% *
RTE Operations Services, LLC	<u>Virtual Reality Game</u>	25%	25%
River Raft Ride, Inc.	Raft Ride & Pirate Tag	0% up to \$80,000; 10% of \$80,000-\$150,000; 25% over \$150,000	20%
Spineless Wonders	Butterfly House	15%	20% **
Super Stock Racers, Inc.	Go-Carts	25%	25%

* = Previously approved on January 12, 2007 @ 25%

** = New ticketed percentage attraction in 2007

Attraction underlined is located in Adventure Park, which operates on a central ticket system.

The percentage fees above represent the fee(s) payable to the Minnesota State Fair on receipts from ticket sales. 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 percentage fees were approved as presented on a motion by Mr. Baker, seconded by Mr. Foss and carried (Aye-8; Nay-0).

Mr. Sinclair presented the following recommendation for a concessionaire to serve Minnesota-made wine as part of the Minnesota Farm Winery Association's exhibit in the North Hall of the Agriculture-Horticulture Building during the 2007 State Fair.

Mintahoe Hospitality Group Catering Block 45 Ag.-Hort. Bldg., North Hall (Kelvin Lee) Minnesota produced wine only.

After discussion, the concessionaire was approved for a license on a motion by Ms. Wessel, seconded by Mr. Fox and carried (Aye-7; Nay-0; Leary abstained).

An alcoholic beverage service limit of two beverages per purchase from all outlets licensed by the fair to sell beer and/or wine during the fair and at non-fair events was approved on a motion by Mr. Paulson, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

Summary reports of the ride and game attractions booked on the Mighty Midway and Kidway for the 2007 State Fair were presented by Sinclair. Information only; no action required.

Mr. Larson, Ms. Simon and Ms. Vavreck presented a review of new exhibits, concessions and sponsors licensed to date for the 2007 fair. Information only; no action required.

On a motion by Mr. Fox, seconded by Mr. Foss and carried, the meeting was adjourned at 9:58 a.m. (Aye-8; Nay-0).

**MINNESOTA STATE AGRICULTURAL SOCIETY
MEETING OF THE GOVERNING BOARD**

10 a.m. Thursday June 7, 2007

Libby Conference Center, State Fairgrounds

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

Also present: Karen Frost; Brian Hudalla; Steve Pooch; Jim Sinclair; Marshall Jacobson; Renee Pearson; Mary Mannion; Cheryl Huber; Dennis Larson; Pam Simon; Gail Anderson; Swan Melstrom; Sean Casey; Tiffany Bauer; Wally LeVesseur; Danyl Vavreck; Carol Doyle; Mary Pittelko; Brienna Schuette; Susan Lynskey; Dianna Rice; Maria McCullough; Kay Cady; Kent Harbison.

The meeting was called to order at 10:05 a.m. by President Steltz.

Minutes of the Society board meeting conducted March 8, 2007, were approved on a motion by Mr. Fox, seconded by Ms. Wessel and carried (Aye-9; Nay-0).

Ms. Bauer provided a review of non-fair events. Following discussion, minutes of interim activities for the period March 8 through June 7, 2007, were approved on a motion by Mr. Baker, seconded by Ms. Wessel and carried (Aye-9; Nay-0).

Sales committee action taken earlier in the day was approved on a motion by Mr. Lake, seconded by Mr. Baker and carried (Aye-9; Nay-0).

Mr. Jacobson presented financial information for May, 2007, as follows:

**MINNESOTA STATE FAIR
CASH TRANSACTION SUMMARY
Month Ending May 31, 2007**

GENERAL FUND ACTIVITY:

Cash Balance-Apr. 30, 2007		\$238,921
Add: Cash Deposits	\$2,155,573	
Less: Payroll Ending May 4	(186,027)	
Payroll Ending May 18	(218,069)	
Cash Disbursements	(1,189,658)	561,819
Cash Balance-May 31, 2007		\$800,740

MARKETABLE SECURITIES ACTIVITY:

Balance-Apr. 30, 2007		\$-
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-May 31, 2007		\$-

BUILDING FUND ACTIVITY:

Balance-Apr. 30, 2007	\$445
Add: Interest Earned	
Securities Purchased	
Less: Securities Redeemed	
Balance-May 31, 2007	\$445

CONSTRUCTION FUND ACTIVITY:

Balance-Apr. 30, 2007	\$12,588
Add: Interest Earned	56
Balance-May 31, 2007	\$12,644

CASH BALANCES FOR MONTH ENDING MAY 31:

	2006	2007
General Fund	\$1,933,965	\$800,740
Petty Cash	5,100	5,100
Marketable Securities	-	-
Building Fund	443	445
Construction Fund	12,010	12,644
Total Cash Balances	\$1,951,518	\$818,929

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

Mr. Jacobson presented payroll projections for the '07 fair totaling \$2.1 million for 75 fair-time departments. After discussion, the payroll projections were approved on a motion by Mr. Paulmann, seconded by Mr. Baker and carried (Aye-9; Nay-0).

Mr. Hammer and Mr. Jacobson reviewed that status of the audit currently being conducted by the Office of the Legislative Auditor. No formal board action on the audit required until after the OLA's report is complete.

Mr. Hammer introduced the following Grandstand ticket policy for consideration:

Complimentary tickets for Grandstand performances - the numbers of which are limited, controlled and accounted for according to current entertainment industry standards - are available for Society use. These tickets are distributed to and accounted for by the Society's board of managers and senior executive staff at the direction of the executive vice president. The tickets are to be used for business and promotional purposes, staff incentives, volunteers, contributors, sponsors, agents, guest and community relations, news media, the State Fair Foundation and other purposes at the discretion of members of the board of managers and senior executive staff consistent with Internal Revenue Service regulations and state statute. Sale of complimentary tickets is prohibited, as specified on the face of the tickets. When practical, unused tickets are to be returned to the box office prior to the performance.

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

Mr. Hammer reviewed the recently-concluded session of the Minnesota legislature. Information only; no action required.

Mr. Hudalla presented a conceptual plan for the new Bazaar structure and restroom complex. After review and discussion, the concept was approved on a motion by Mr. Baker, seconded by Ms. Wessel and carried (Aye-9; Nay-0).

Ms. Pearson presented an overview of the entertainment program for the upcoming fair, and presented the following Grandstand and free entertainment contracts for consideration:

CONTRACTOR	DATES	TERMS	VENUE
Americana Fireworks	8/23-9/3	\$35,000.00	Grandstand
A.S.I.A., Inc. (Concert Security)	8/23-9/3	\$17.30/hour	Grandstand
ASL Interpreting Services	8/23-9/3	\$950.00/show	Grandstand
Brutus, Inc.	6/1-9/3	\$18,847.00	Grandstand
Clair Brothers Audio Enterprises, Inc. (Sound)	8/23-9/3	\$60,000.00	Grandstand

Eat Your Heart Out Catering	8/22-9/4	\$15,000.00 advance plus balance of approved invoices	Grandstand
Freestyle Productions, Inc. (Video)	8/23-9/3	\$51,847.00	Grandstand
P.E.S.O., Inc (Concert Ushers)	8/23-9/3	\$14.50/hour	Grandstand
Premier Global Productions (Stage & Roof)	08/23-9/3	\$72,667.00	Grandstand
Theatrical Media Services (Lights)	8/23-9/3	\$28,500.00	Grandstand
Plaid Paisley Enterprises, Inc. f/s/o Brad Paisley	8/23	\$227,000 plus 85% over \$400,00.00 plus \$55,000.00 production	Grandstand
C.S.E. f/s/o Jack Ingram	8/23	\$6,000.00 Flat	Grandstand
Firefly Entertainment, Inc. f/s/o Taylor Swift	8/23	\$6,000.00 Flat	Grandstand
Sosome Touring, Inc f/s/o Goo Goo Dolls	8/24	\$129,000.00 plus 85% over \$250,000.00 plus \$5,500.00 catering	Grandstand
Lifhouse Touring, Inc. f/s/o Lifhouse	8/24	\$15,000.00 Flat	Grandstand
Dutchess, Inc. f/s/o Fergie	8/25	\$225,000.00 plus 75% over \$300,000.00	Grandstand
Laguanic Music & Filmworks, Inc. f/s/o Joan Jett	8/26	\$50,000.00 plus 75% over \$200,000.00	Grandstand
Fountains of Wayne, Inc f/s/o Fountains of Wayne	8/26	\$30,000.00 Flat	Grandstand
Tonic Sol-fa	8/27	\$6,000.00 Flat	Grandstand
Vince Gill Tours, Inc. f/s/o Vince Gill	8/29	\$91,000.00 plus 85% over \$225,000.00 plus \$7,000.00 production	Grandstand
King Road Shows, Inc. f/s/o B.B. King	8/30	\$115,000.00 plus 85% over \$358,100.00	Grandstand
Al Green Music Company f/s/o Al Green	8/30	\$85,000.00 Flat	Grandstand
Etta James Enterprises f/s/o Etta James	8/30	\$53,500.00 Flat	Grandstand
A Prairie Home Companion	8/31	60% net box office receipts plus \$500.00 production fee	Grandstand
MercyMe, Inc f/s/o MercyMe	9/1	\$50,000.00 plus 75% over \$170,000.00	Grandstand
Sandaled Feet Ministries. f/s/o Aaron Shust	9/1	\$7,500.00 Flat	Grandstand
Def Lepp, Inc. f/s/o Def Leppard	9/3	\$400,000.00 Flat	Grandstand
Babe, Inc. f/s/o Dennis DeYoung	8/23-8/24	\$50,000.00	Bandshell Tonight
John Holm, Inc. f/s/o The Johnny Holm Band	8/25-8/26	\$12,000.00	Bandshell Tonight
Greg Brown	8/27-8/28	\$19,500.00	Bandshell Tonight

The Refugee All Stars of S.L., Inc. f/s/o Sierra Leone's Refugee All Stars	8/29-8/30	\$12,500.00	Bandshell Tonight
Marty Winer f/s/o Liverpool Legends	8/31 – 9/1	\$16,000.00	Bandshell Tonight
Starship Starring Mickey Thomas	9/2-9/3	\$35,000.00	Bandshell Tonight
Marcoux Corner	8/23-8/24	\$4,000.00	Bandshell
Ryan Shupe & the Rubberband LLC f/s/o/ Ryan Shupe & the Rubberband	8/23-8/24	\$12,000.00	Bandshell
Jason D. Williams	8/25-8/26	\$10,000.00	Bandshell
Gene Watson Enterprises, Inc. f/s/o Gene Watson	8/27-8/28	\$10,000.00	Bandshell
Uncle Earl Music LLC f/s/o Uncle Earl	8/29-8/30	\$7,000.00	Bandshell
Billy Joe Shaver	8/29-8/30	\$10,000.00	Bandshell
Four Shadow	8/31-9/1	\$5,000.00	Bandshell
Catherine Britt	9/2-9/3	\$10,000.00	Bandshell
C. Willi Myles	9/2-9/3	\$3,000.00	Bandshell
Aerial Emery	8/23-9/1	\$1,550.00	Bazaar Twilight Showcase
Knock Wood, LLC f/s/o James Wedgwood	8/25-8/26	\$1,250.00	Bazaar Twilight Showcase
Mikelle Budge f/s/o Mary Mack	8/25-8/26	\$1,250.00	Bazaar Twilight Showcase
Mary Rowles	8/27-8/28	\$1,200.00	Bazaar Twilight Showcase
Nicholas Anthony	8/27-8/28	\$1,200.00	Bazaar Twilight Showcase
Scott Novotny	8/31-9/1	\$1,250.00	Bazaar Twilight Showcase
Sami Dare, Inc. f/s/o Sami Dare	9/2-9/3	\$1,800.00	Bazaar Twilight Showcase
Kico Rangel f/s/o Kico Rangel & Los Amigos	8/23-8/24	\$2,400.00	Bazaar
Hung Trinh f/s/o B-Jam	8/23-8/24	\$4,000.00	Bazaar
Jose Curbello f/s/o Los Jefes	8/25-8/26	\$2,500.00	Bazaar
Didier Armstrong f/s/o Yawo	8/25-8/26	\$4,000.00	Bazaar
Dan Newton f/s/o Café Accordion Orchestra	8/27-8/28	\$2,750.00	Bazaar
John Sjogren f/s/o The Tim Malloys	8/27-8/28	\$1,600.00	Bazaar
Bolivar Burga f/s/o Atahualpa	8/29-8/30	\$1,500.00	Bazaar

Robert Bell f/s/o The Twin Cities Hot Club	8/29-8/30	\$1,700.00	Bazaar
Larry Yazzie f/s/o The Native Pride Dancers	8/31-9/1	\$3,000.00	Bazaar
Karen Kleinspehn f/s/o The New Riverside Ramblers	8/31-9/1	\$2,250.00	Bazaar
Rita Mustaphi f/s/o Katha Dance Theatre	9/2-9/3	\$5,000.00	Bazaar
Curt Obeda f/s/o Willie Walker and The Butanes	9/2-9/3	\$3,500.00	Bazaar
Sean Emery	8/23-9/3	\$10,200.00	Family Fair at Baldwin Park
John Allgaier f/s/o BC Characters	8/23-9/3	\$30,360.00	Family Fair at Baldwin Park
StageCoach Theatre Arts Schools	8/23-8/28	\$4,500.00	Family Fair at Baldwin Park
Sheltered Reality	8/29-9/3	\$3,000.00	Family Fair at Baldwin Park
Charlie Parr	8/23-8/24	\$800.00	Heritage Square
Craig Ebel f/s/o Craig Ebel & DyVersaCo	8/23-8/24	\$1,400.00	Heritage Square
Kevin Kniebel f/s/o Pert Near Sandstone	8/23-8/24	\$3,000.00	Heritage Square
Glen Everhart	8/25-8/26	\$2,500.00	Heritage Square
Dee Scott f/s/o Minnesota State Fiddle Contest	8/25-8/26	\$3,175.00	Heritage Square
Jeb Schoonover f/s/o Hacienda Brothers	8/25-8/26	\$4,000.00	Heritage Square
Sue Edwards f/s/o Tina and Lena	8/27-8/28	\$2,500.00	Heritage Square
Tommy Horton	8/27-8/28	\$5,000.00	Heritage Square
Deke Dickerson	8/27-8/28	\$3,000.00	Heritage Square
Quillan Roe f/s/o Roe Family Singers	8/29-8/30	\$1,400.00	Heritage Square
Art Blackburn f/s/o Monroe Crossing	8/29-8/30	\$3,000.00	Heritage Square
The Derailers	8/29-8/30	\$5,000.00	Heritage Square
Steve Kaul f/s/o The Brass Kings	8/31-9/1	\$900.00	Heritage Square
David Tousley f/s/o Minnesota Flatpicking Guitar and Duet Championship	8/31-9/1	\$3,175.00	Heritage Square
Dale Watson	8/31-9/1	\$5,000.00	Heritage Square
Bob Bistodeau f/s/o The Bistodeau Family Band	9/2-9/3	\$1,400.00	Heritage Square
Brian Bueggen f/s/o Brian Brueggen & The Mississippi Valley Dutchmen	9/2-9/3	\$4,000.00	Heritage Square
Andra Suchy f/s/o The Dollys	9/2-9/3	\$3,000.00	Heritage Square
Past Presentations LLC (Log Cabin)	8/23-9/3	\$5,400.00	Heritage Square
Roger Abrahamson (Woodturner–Blacksmith Shop)	8/23-9/3	\$3,000.00	Heritage Square

Honky Tonk Hall of Fame	8/23-9/3	\$12,000.00	Heritage Square
Lumberjack Sports International	8/23-9/3	\$33,000.00	North Woods
Mark Muller & Steve Gareri f/s/o 3rd Lair Skate Park	8/23-9/3	\$42,500.00	The X-Zone
Nerveless Nocks, Inc.	8/23-9/3	\$16,800.00	The X-Zone
Peter Nohner f/s/o PLNCO, Inc.	8/23-8/30	\$1,500.00	Old Iron Show
Bob & Judy Wilson	8/23-9/3	\$900.00	Old Iron Show
Gordy Lefebvre	8/23-8/26	\$400.00	Old Iron Show
Henry Reiner	8/27-9/3	\$600.00	Old Iron Show
Dee Scott	8/31-9/3	\$200.00	Old Iron Show
Ken Scott	8/31-9/3	\$200.00	Old Iron Show
James Quirk	8/24-8/31	\$599.00	Old Iron Show
Tri-State Judging Association	8/23-9/2	\$3,410.00	Parade
Richard Dufault	8/24-9/3	\$2,090.00	Parade
Meadowind Miniatures	8/23-9-3	\$6,000.00	Parade
Wacky Wheeler	8/23-9/3	\$6,000.00	Parade
St. Anthony Park Community Band	8/24	\$100.00	Parade
St. Paul Police Band	8/25	\$200.00	Parade
Gopher State Railway Museum	8/27-8/31	\$2,500.00	Parade
Ray Komischke	9/2	Union musician rates	Talent Contest
Nan Alden	9/2	\$50.00	Talent Contest
Cindy Lu	9/2	\$50.00	Talent Contest
John Lynn	7/16-7/19 & 8/23-9/2	\$45.00/hour	Talent Contest
Tom Chepokas f/s/o T.C. & Company	8/24-9/3	\$7,160.00 plus \$75 per half hour overtime	Talent Contest
Dan Sparkman	8/26	\$50.00	Milk Run
Rick Recker	8/26	\$350.00	Milk Run
Jack Moran	8/26	\$145.00 plus \$.25/entrant plus \$.25/finisher	Milk Run
Harding High School Cross Country Team	8/26	\$150.00	Milk Run
Jules Ross	8/23-8/28	\$5,100.00	Grandstand Plaza
Rock It The Robot	8/29-9/3	\$6,000.00	Grandstand Plaza
Mark Stary f/s/o Mark Stary & Dan Neale	8/23-8/24	\$400.00	Ramberg
Jim Shannon	8/23-8/24	\$350.00	Ramberg
Shar Salisbury f/s/o The Royal Order of Klondike Kates	8/25-8/26	\$1,500.00	Ramberg
Helen Miller f/s/o Helen Miller & Karen Kramer	8/25-8/26	\$1,200.00	Ramberg

Patrick Gallivan f/s/o Paddy Gallivan & The Gallivanteers	8/27-8/28	\$600.00	Ramberg
Bob Bovee f/s/o Bob Bovee & Gail Heil	8/27-8/28	\$1,400.00	Ramberg
Wally Pikal	8/29-8/30	\$1,650.00	Ramberg
Jim Berner	8/29-8/30	\$750.00	Ramberg
Joey Johnson f/s/o Joey Johnson Band	8/31-9/1	\$1,200.00	Ramberg
Ralph Hepola f/s/o Route 3	8/31-9/1	\$750.00	Ramberg
Sonia Larson f/s/o The SPAMETTES Singing Group	9/2-9/3	\$1,000.00	Ramberg
Jack Norton	9/2-9/3	\$750.00	Ramberg

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

Invitations for the following fair-period functions were approved on a motion by Mr. Baker, seconded by Ms. Wessel and carried (Aye-9; Nay-0): Minnesota Federation of County Fairs board lunch, Friday Aug. 24; Hall of Fame and Life Members lunch, Sunday Aug. 26; Minnesota Livestock Breeders Association breakfast, Thursday Aug. 30; and Outstanding Senior Citizens lunch, Thursday Aug. 30.

Mr. Hammer presented information regarding a possible update of the Society's travel reimbursement policy. Staff will obtain further background and present it to the board for consideration at its next meeting.

Ms. Cady and Mr. Hammer offered an update of State Fair Foundation activities. Information only; no action required.

Mr. Leary moved, Mr. Fox seconded and motion carried to declare executive session for discussion of legal matters (Aye-9; Nay-0). The meeting was reopened to the public on a motion by Mr. Leary, seconded by Mr. Foss and carried (Aye-9; Nay-0).

The meeting was adjourned at 11:30 a.m. on a motion by Mr. Fox, seconded by Mr. Lake and carried (Aye-9; Nay-0).

MINUTES OF INTERIM ACTIVITIES June 7 through Aug. 24, 2007

June

7 - Board and staff attended a ceremony to unveil the 2007 State Fair poster original artwork, conducted at the J. V. Bailey House. Sinclair, Larson and Vavreck met with representatives of Miller Brewing to discuss a new Leinie's Lodge concession structure.

8-10 - The Great American Gem Show presented the Gem, Mineral, Fossil, Jewelry Show & Sale at the Progress Center.

9 & 10 - The Minnesota Antique Dealer's Fine Antique Show was held at the Fine Arts Center.

10 - The General Motors Car Clubs Association auto show and swap meet was held on Machinery Hill.

13 - Hammer, Sinclair, Mannion and Huber attended a retirement party for long-time State Fair attorney Kent Harbison at the law offices of Fredrickson Byron in Minneapolis. Schuette met with the St. Paul Pioneer Press State Fair editor.

13-17 - The Region 10 Arabian Horse Show was held at the Warner Coliseum and livestock complex.

15 & 16 - The Vintage Motorcycle Festival, presented by the Antique Motorcycle Club of America Viking Chapter, was held at the Progress Center and Campgrounds.

18 - McGough and Grans met with organizers of Motorcycle Safety Awareness Day.

19 - Schuette met with KSTP-AM Radio producers to discuss programming during the upcoming fair.

21 - Pooch, Fickett, LeFebvre and Milking Parlor Superintendent Doris Mold held the first of several meetings to discuss upgrade of the Moo Booth and possible addition of a pasteurizing plant. Sinclair and Cady met with a representative of Gold Country logowear manufacturers to discuss potential programs for 2008.

22 & 23 - Hammer and IAFE President Jim Tucker met with officials of the Royal Agricultural Society of the Commonwealth at the Royal Highlands Show in Edinburgh, Scotland.

22-24 - The Minnesota Street Rod Association Back to the '50s Car Show utilized the entire fairgrounds.

23-28 - Huber and Mannion attended the Society for Human Resource Management Conference in Las Vegas, Nev.

26 - Schuette met with KSTP-TV representatives to discuss coverage of the State Fair.

27 - Schuette met with the production team for WCCO-TV.

27-30 - The Tanbark Cavalcade of Roses Horse Show was held at the Warner Coliseum and livestock complex.

29-30 - The Used Book Fair was presented by the Midwest Antiquarian Booksellers Association at the Progress Center.

July

5-8 - The North Star Morgan Americana Horse Show was held at the Warner Coliseum and livestock complex.

6 - Schuette met with the producer of KMSP-TV's State Fair programming.

11 - Grandma's Minnesota Mile race, presented by The Sporting Life, was held on various roads around the fairgrounds. Huber met with representatives of the Hotel Sofitel to discuss arrangements for the Society's 2008 annual meeting.

13 - Pooch, Fickett, LeFebvre and Doris Mold visited the Cedar Summit dairy processing plant in New Prague, Minn.

13-15 - Blue Star Productions Summer Super Golf Sale was held at Empire Commons.

14 - Hammer attended the Ramsey County Fair in Maplewood.

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

18 - Schuette addressed the Meet Minneapolis tourism group.

18-22 - The American Quarter Horse Association Horse Show was held at the Warner Coliseum and livestock complex.

20-22 - Car Craft's Summer Nationals Car Show was held throughout the fairgrounds.

25 - State Fair staff, members of the board, life members and hall of famers attended funeral services for Gale Frost, founder of the Museum of State Fair History, State Fair historian and honorary life member of the Society; Mr. Frost died July 17 at age 94.

26 - Hammer and board members Fox and Foss participated in a meeting of the Foundation's development committee at the J. V. Bailey House. Sinclair and Vavreck met with representatives of KSTP-AM Radio to review exhibit plans for the '07 fair. McGough and Weinfurter met with representatives of Governor's Fire Prevention Day promotion.

28 - Cops 'N' Rodders presented the Law Enforcement Car Show on Machinery Hill.

28 & 29 - The Summer Antique Spectacular Show & Flea Market, presented by Prime Promotions, was held at the Grandstand and infield.

31 - Board member Paulson attended a memorial service for Grace Lilliquist, wife of former Society board member and honorary life member Willis Lilliquist, in Kennedy, Minn. Sinclair and Larson hosted a meeting of licensed beer vendors to review policies and procedures for the upcoming fair.

August

1 - Schuette addressed St. Paul's Info Circle at the River Centre.

2-5 - The North Central Reining Association Horse Show was held at the Warner Coliseum and livestock complex.

3 - A pre-fair meeting of full-time staff was held at the Libby Conference Center. Schuette met with Showcase Minnesota program's producers at the KARE-TV studios in Golden Valley.

4 - Hammer attended the Washington County Fair in Lake Elmo.

11 - A major storm blew through a long stretch of St. Paul, including the State Fairgrounds where many facilities were damaged and many trees were lost; cleanup began immediately.

13 - Mighty Midway staff arrived to begin setup of the Midway and Kidway for the 2007 fair.

14 - Outstanding Senior Citizen Awards judging was conducted at the Libby Conference Center.

15 - Orientation for Care & Assistance staff was conducted at the Care & Assistance Center.

16 - More than 400 friends of the fair attended the State Fair Foundation's pre-fair fundraiser at the CHS Miracle of Birth Center. Orientation for sign language interpreters was held at the Libby Conference Center. McGough and Grans met with the Motorcycle Safety Awareness Day group.

17 - Hammer attended the Steele County Free Fair in Owatonna and addressed a meeting of its board of directors.

18 - The staff's Around The Fair committee hosted all full-time and seasonal staff to a pre-fair meeting and pancake breakfast at the 4-H Building. Employee orientation for information booths and guest services staff was held at the Libby Conference Center.

21 - The 94th Annual State Fair Fine Arts Exhibition Artists Preview was held at the Arts Center; an open house to celebrate publication of "Minnesota State Fair: An Illustrated History" was conducted at the J.V. Bailey House.

22 - The Eco Experience Preview was held at the Progress Center. The Princess Kay of the Milky Way coronation, presented by the Midwest Dairy Association, was held at the Bandshell. Preliminary horse show events were conducted at the Coliseum.

23 - The 144th Minnesota State Fair opened at 6 a.m. Official opening ceremonies were conducted at the Bandshell later that morning.

MINNESOTA STATE AGRICULTURAL SOCIETY MEETING OF THE GOVERNING BOARD 10 a.m. Friday Aug. 24, 2007 Officer Quarters, State Fairgrounds

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

Also present: Brian Hudalla; Kent Harbison; Bill McGrann; Joe Bagnoli.

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

Minutes of the board and sales committee meetings conducted June 7, 2007, were approved on a motion by Mr. Fox, seconded by Mr. Baker and carried (Aye-9; Nay-0).

Minutes of interim activities covering the period June 7 through Aug. 23 were approved on a motion by Mr. Paulmann, seconded by Ms. Wessel and carried (Aye-9; Nay-0).

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

MINNESOTA STATE FAIR CASH TRANSACTION SUMMARY Month Ending July 31, 2007

GENERAL FUND ACTIVITY:

Cash Balance-June 30, 2007		\$529,513
Add: Cash Deposits	\$2,093,895	
Less: Payroll Ending July 13	(316,070)	
Payroll Ending July 27	(255,799)	
Cash Disbursements	(1,167,941)	354,085
Cash Balance-July 31, 2007		\$883,598

MARKETABLE SECURITIES ACTIVITY:

Balance-June 30, 2007		\$-
Add: Interest Earned		
Securities Purchased		
Less: Securities Redeemed		
Balance-July 31, 2007		\$-

BUILDING FUND ACTIVITY:

Balance-June 30, 2007		\$444
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Add: Interest Earned	2
Securities Purchased	
Less: Securities Redeemed	
Balance-July 31, 2007	\$446

CONSTRUCTION FUND ACTIVITY:

Balance-June 30, 2007	\$12,058
Add: Interest Earned	53
Balance-July 31, 2007	\$12,111

CASH BALANCES FOR MONTH ENDING JULY 31:

	2006	2007
General Fund	\$1,235,895	\$883,598
Petty Cash	15,103	17,115
Marketable Securities	-	-
Building Fund	444	446
Construction Fund	12,111	12,111
Total Cash Balances	\$1,263,553	\$913,270

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

Mr. Hammer and Mr. Hudalla provided a detailed report of the Aug. 11 storm, the damage sustained by the fairgrounds, and the cleanup and repair efforts of State Fair staff and exhibitors. The report was accepted on a motion by Mr. Baker, seconded by Mr. Fox and carried (Aye-9; Nay-0).

Bill McGrann and Joe Bagnoli reported on the 2007 session of the Minnesota legislature, and activities potentially affecting the State Fair. Information only; no action required. Following the report, the board adopted a vote of confidence in Mr. McGrann, Mr. Bagnoli and Mr. Hammer for their work with the legislature on a motion by Mr. Leary, seconded by Mr. Baker and carried (Aye-9; Nay-0).

The Office of the Legislative Auditor's report on the Society's financial activities for fiscal 2006 was reviewed and approved on a motion by Mr. Lake, seconded by Mr. Wargin and carried (Aye-9; Nay-0).

Mr. Hudalla presented detailed construction cost estimates for the new International Bazaar and restroom complex totaling \$4 million. Information only; board will review and consider action at their Sept. 2 meeting.

Mr. Hammer presented the following list of fair-time contracts for consideration:

CONTRACTOR	DATES	TERMS	VENUE
Firefly Entertainment, Inc. f/s/o Taylor Swift	8/23	\$6,000.00 flat	Grandstand
Kellie Pickler Touring, Inc f/s/o Kellie Pickler	8/23	\$6,000.00 flat	Grandstand
ColbiMcCoco, Inc f/s/o Colbie Caillat	8/24	\$500.00 flat	Grandstand
All over the world Touring f/s/o Rooney	8/25	\$10,000.00 flat	Grandstand
Lagunatic Music & Filmworks, Inc f/s/o Joan Jett & the Blackhearts	8/26	Revised to \$15,000.00 cancellation fee	Grandstand
Fountains of Wayne, Inc f/s/o Fountains of Wayne	8/26	\$30,000.00 flat	Grandstand
Chris Osgood Productions f/s/o Suicide Commandos	8/26	\$5,000.00 flat	Grandstand
Ear Booker Enterprises, Inc f/s/o Weird Al Yankovic	8/27	\$60,000.00 plus 75% over \$160,000.00	Grandstand
Allbros Touring, Inc f/s/o The Allman Brothers Band	8/28	\$150,000.00 plus 75% over \$255,000.00	Grandstand
RobFaith Touring, Inc. f/s/o Robert Randolph & the Family Band	8/28	\$30,000.00 flat	Grandstand

Counter Productions, Inc f/s/o Foreigner	9/3	\$50,000.00 plus \$1,750.00 production	Grandstand
TMB Productions, LLC f/s/o Styx	9/3	\$50,000.00 plus \$1,000.00 production	Grandstand
John Krawiec f/s/o Freeze Dried	8/25-8/26	\$6,500.00 flat	Bandshell
LynnMarie Rink f/s/o LynnMarie and the Boxhounds	8/27-8/28	\$6,000.00 flat	Bandshell
Robert Robinson f/s/o Twin Cities Community Gospel Choir	8/31-9/1	\$6,000.00 flat	Bandshell
Jose Burbello f/s/o Forro For All	9/2-9/3	\$5,000.00 flat	Bandshell
David Harris	8/29-8/30	\$1,250.00 flat	Bazaar Twilight Showcase
Mikelle Budge f/s/o Mary Mack	8/29-8/30	\$1,000.00 flat	Bazaar Twilight Showcase
Pete Stanaitis	8/23-8/26	\$880.00 flat	Heritage Square
David Mariette	8/27-8/30	\$1,200.00 flat	Heritage Square
Joel Miller	8/31-9/3	\$1,400.00 flat	Heritage Square
Jeff Peterson f/s/o Strength Authority	8/25, 8/26, 9/1-9/3	\$10,000.00 flat	Northwoods
Jack Deschene	8/23-9/3	\$1,2000.00 flat	Old Iron Show
Dean Arneson	8/23-9/3	\$300.00 flat	Old Iron Show
Lee Sackett	8/23-9/3	\$3,000.00 flat	Old Iron Show
Glen Westphal	8/23-9/3	\$600.00 flat	Old Iron Show
James Birk	8/23-9/3	\$900.00 flat	Old Iron Show
Steve Bauer	8/23-9/3	\$2,700.00 flat	Old Iron Show
Laura Quirk	8/23-8/30	\$599.00 flat	Old Iron Show
Duane Stanley	8/23-8/26	\$200.00 flat	Old Iron Show
Dave Lewerer	8/23-8/30	\$800.00 flat	Old Iron Show
Paul Lorenzon & Sons	8/23-8/30	\$400.00 flat	Old Iron Show
Duane Rolstad	8/23-8/30	\$800.00 flat	Old Iron Show
Duane Rolstad	8/27-8/30	\$400.00 flat	Old Iron Show
Derold McDonough	8/31-9/3	\$600.00 flat	Old Iron Show
Derold McDonough	8/31-9/3	\$100.00 flat	Old Iron Show
Chicks-on-sticks	8/23-9/3	\$3,600.00 flat	Parade
Twin Cities Unicycle Club	8/24	\$400.00 flat	Parade
Pedalpub	8/25	\$300.00 flat	Parade
St. Paul Bouncing Team	8/25	\$250.00 flat	Parade
U of M Marching Band	8/26	\$1,500.00 flat	Parade
Drumheart	8/31-9/2	\$600.00 flat	Parade
Kracker Jacks	9/2-9/3	\$1,800.00 flat	Parade
Pigs Eye Jass Band	9/3	\$560.00 flat	Parade
Dale Mendenhall	8/23-9/3	\$1,432.00 flat	Talent Contest
Dick Bortolussi	8/23-9/3	\$1,432.00 flat	Talent Contest
Tom Lewis	8/23-9/3	\$1,432.00 flat	Talent Contest
Josiah Gulden	9/2	\$450.00 flat	Talent Contest

Osprey Enterprises, Inc	8/24-8/26,	\$10,000.00	Plaza
f/s/o Mannequin in Motion	8/31-9/3	flat	
Jim Berner	8/30	\$300.00 flat	Blue Ribbon Picnic Area

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

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

Mr. Hammer presented a list of recipients of the Ben C. Hallberg Rural Youth Scholarships for 2007. Winners are: Christopher Dahlke of Arlington; John R. Fenske of Elgin; Lindy Mae Hintzen of Carlos; Samuel E. Holst of Austin; Londa M. Johnson of LaCrescent; Clifton D. Kaehler of St. Charles; Kayla J. Kappes of Ada; Caitlin Jo Kasper of Owatonna; Michael E. Kitchell of Ada; Julia M. Labrensz of Glyndon; Jamie Lynn May of Randolph; Tanya M. Merritt of Howard Lake; Daniel K. Murray of Blue Earth; Amelia B. Neil of Randolph; Matthew A. Pearson of Grove City; Shawna M. Robertson of Dawson; Charlotte C. Sandgren of Lindstrom; Carl M. Stenoien of Underwood; Nicole M. Stevens of Pipestone and Shadow David Zimmerman of Waseca.

The winners were accepted on a motion by Mr. Wargin, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Mr. Hammer's report on the 2007 sponsorship program was tabled on a motion by Mr. Leary, seconded by Mr. Lake and carried (Aye-9; Nay-0).

Mr. Hammer offered an update on the opening of the '07 State Fair. Information only; no action required.

A request submitted by Mr. John Keenan of the Old Mill for consideration of a rate reduction due to storm damage was tabled on a motion by Mr. Leary, seconded by Mr. Baker and carried (Aye-9; Nay-0).

The meeting was adjourned at 11:45 a.m. on a motion by Mr. Leary, seconded by Mr. Baker and carried (Aye-9; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY MEETING OF THE GOVERNING BOARD 10 a.m. Sunday Sept. 2, 2007 Officer Quarters, State Fairgrounds

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

Also present: Kent Harbison.

President Steltz called the meeting to order at 10:08 a.m.

Minutes of the board meeting conducted Aug. 24, 2007, were approved on a motion by Mr. Foss, seconded by Mr. Fox and carried (Aye-9; Nay-0).

Mr. Hammer presented minutes of the Life Member Advisory Committee conducted Aug. 26, 2007, as follows:

MINNESOTA STATE AGRICULTURAL SOCIETY MEETING OF THE LIFE MEMBER ADVISORY COMMITTEE 11:15 a.m. Sunday Aug. 26, 2007 Officers Quarters, State Fairgrounds

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

Also present: Jerry Hammer; Jim Tucker, IAFE President.

Chairman Schmidt called the meeting to order at 11:15 a.m.

After discussion, Mr. Korff moved that Lyle Steltz be considered by the board as the '08 nominee for Honorary Life Membership in the Society. The motion was seconded by Mr. Simons and carried (Aye-5; Nay-0).

Mr. Hammer reviewed highlights from the opening three days of the '07 State Fair, and Mr. Tucker reported on current IAFE activities and the upcoming international convention.

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

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

Mr. Hammer presented an update of fair activities to date. After discussion, the

report was accepted on a motion by Mr. Wargin, seconded by Mr. Paulmann and carried (Aye-9; Nay-0).

State Fair staff was commended for their superb efforts in dealing with the Aug. 11 storm's significant damage to the fairgrounds, and for their subsequent outstanding work in presenting the '07 edition of the Great Minnesota Get-Together; motion presented by Mr. Fox, seconded by acclamation and carried (Aye-9; Nay-0).

The board authorized an annual contribution of \$2,000 to the State Fair employees 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. Leary, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

After discussion, staff was authorized to move ahead with the project to construct a new International Bazaar on a motion by Mr. Baker, seconded by Mr. Leary and carried (Aye-9; Nay-0).

Mr. Hammer was authorized to explore the sale of revenue bonds to potentially finance improvements to livestock facilities and possibly finance a portion of Bazaar construction on a motion by Mr. Paulson, seconded by Ms. Wessel and carried (Aye-9; Nay-0).

Mr. Hammer offered a report on the fair's sponsorship program for '07 including \$705,000 in cash sponsors and \$135,000 in revenue from special touring attractions. Information only; no action required.

It was moved by Mr. Baker, seconded by Ms. Wessel 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 2007 international convention in Las Vegas, Nev. (Aye-9; Nay-0).

The dates for the 2008 Minnesota State Fair were set for Thursday Aug. 21 through Labor Day, Monday Sept. 1 on a motion by Mr. Leary, seconded by Mr. Lake and carried (Aye-9; Nay-0).

The next meeting of the board of managers was set for Friday Nov. 9, 2007, on a motion by Mr. Fox, seconded by Mr. Paulson and carried (Aye-9; Nay-0).

Meeting was adjourned at 11:05 a.m. on a motion by Mr. Leary, seconded by Mr. Fox and carried (Aye-9; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY MINUTES OF INTERIM ACTIVITIES Aug. 23 to Nov. 9, 2007

August

23 - Sept. 3 - Among the '07 State Fair's 1,681,658 visitors were a variety of officials and dignitaries from the fair industry including Jim Tucker, president of the International Association of Fairs & Expositions, Springfield, Mo.; Steve Chambers, executive director of the Western Fairs Association, Sacramento, Calif.; Mike Treacy, California Department of Food and Agriculture's Fairs and Expositions Division, Sacramento; Jennifer Lindsey and Melissa Muegge, Houston Livestock Show & Rodeo, Houston, Texas; Barbara Hensinger, Michigan Department of Agriculture, Lansing, Mich.; Lisa Girolami, Los Angeles County Fair, Pomona, Calif.; Rick Vymlatil, Vicki Chouris and staff and board from the South Florida Fair, West Palm Beach; Mike Riley and Mark Wolfe, Missouri State Fair, Sedalia; Ray Frost with staff and board from the North Carolina State Fair, Raleigh; Staff from the Wisconsin State Fair, West Allis; Tracy Spoerl and Laurie Cafe, Summerfest in Milwaukee, Wisc.; James Romer of the Iowa State Fair, Des Moines; Spero Kartanos, Royal Easter Show, Sydney, Australia; Steve Edwards, Calgary Stampede, Alberta, Canada; Mitchell Glieber, State Fair of Texas, Dallas; Bob Williams of the Wisconsin Department of Agriculture, Pardeeville; and Tim Heffernan of the Barron County Fair in Rice Lake, Wisc.

28 - Sinclair, Simon and Larson participated in a meeting of the fair's Commercial Exhibitors Communications Committee, held at the Administration Building.

30 - A memorial in the State Fair Veterans Garden honoring veterans of the Vietnam War was dedicated during ceremonies emceed by State Fair board member and Vietnam veteran Bob Lake with remarks by Minnesota Department of Veterans Affairs Commissioner Clark Dyrud and Major General Larry Shellito, adjutant general of the Minnesota National Guard. Everal O'Brien of St. Louis County and George F. Rossbach of Ramsey County were named Minnesota's Outstanding Senior Citizens during ceremonies honoring seniors from throughout the state; the program is sponsored by the State Fair, the Minnesota Board on Aging and the Minnesota Federation of County Fairs.

September

2- Ceremonies to honor Paul Day, State Fair Hall of Fame member and retiring FFA superintendent, were conducted at the Christensen Farms Stage.

3 - The 2007 Great Minnesota Get-Together closed at 10 p.m. with fireworks and total attendance of 1,681,658.

5 - Huber and Minnesota Federation of County Fairs representatives Gene Gerth and Donna Speltz met with Sheraton Bloomington Hotel staff to discuss the '08 joint annual meetings of the State Agricultural Society and the county fairs federation.

10-12 - Hammer attended planning meetings in Las Vegas, Nev., for the upcoming 2007 IAFE International Convention.

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

12 - Mix attended a St. Paul Human Resources Association meeting.

13 - Vavreck met with KSTP-TV to discuss potential of a new broadcast facility at the fairgrounds.

14 - The Minnesota State 4-H Horse Show was conducted at the Warner Coliseum and livestock complex.

16 - The Antique Motorcycle Club presented a motorcycle swap meet on the north parking lots.

20-24 - The Western Saddle Clubs Horse Show was held at the Warner Coliseum and livestock complex.

22 - TC Model Railroad Clubs fall model railroad and hobby sale was held at the Education Building. St. Paul Community Council Districts 10 and 12 used the north parking lots for neighborhood cleanup collection site.

22-23 - The Twin Cities Arts & Crafts Sale, presented by the Minnesota Arts & Crafts Society, was conducted at the Progress Center and Arts Center. The State 4-H Dog Show was held at the 4-H Building and nearby outside areas.

25 - Larson, Simon and Doyle met with the Commercial Exhibitors Communications Committee to discuss recruiting new members.

26 - Mannion and Huber attended an employee health benefits insurance meeting sponsored by the Minnesota Department of Employee Relations.

27 - Sinclair, Simon and Vavreck met with representatives of the Minnesota Pollution Control Agency to review Eco Experience operations during the '07 fair and discuss plans for future exhibits.

27-30 - The Fall Arabian Horse Show, presented by the Minnesota Arabian Horse Breeders, was held at the Warner Coliseum and livestock complex.

29 - The St. Paul Junior League's Next-to-New Sale was held at the Dairy Building.

29-30- Prime Promotions Antique Spectacular Show & Flea Market was presented at the Grandstand and infield. 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.

October

2-7 - The Harvest Horse Show, presented by Midstates Horse Shows, was held at the Warner Coliseum and livestock complex.

3 - Pooch and LeFebvre met with swine superintendent Jerry Hawton and long-time State Fair exhibitor Randy Morris to discuss the possibility of an open class junior swine show for the '08 fair.

3-6 - The YMCA's Fall Garage Sale was held at the Merchandise Mart.

4-7 - Title Nine Women's Athletic Apparel Blowout Sale was held at the Dairy Building.

6-7 - The Minnesota Comic Book Association's Comic Book Convention was held at the Education Building, Creative Activities Annex and Theater.

8 - Sinclair, Simon and Melsstrom met with representatives of the AFL-CIO to review remodeling plans for their exhibit.

9 - Vavreck met with Minnesota Public Radio to discuss '07 fair-time operations and begin planning for the '08 fair.

10 - Mix attended a St. Paul Human Resources Association meeting.

11 - Fox, Foss and Hammer participated in a board retreat for the State Fair

Foundation, conducted at the J.V. Bailey House. Vavreck met with Summit Brewing Company representatives to discuss sponsorship and the new International Bazaar.

12 - Sinclair, Simon and Vavreck met with representatives of the Minnesota State Lottery to discuss their participation in the 2008 State Fair.

13-14 - The Fall Military Relic Show, presented by the Minneapolis-St. Paul Military Relic & Collectors, was held at the Progress Center.

14 - The Twin Cities Roadsters Swap Meet was conducted on the north parking lots.

18-21 - The Minnesota Beef Expo, presented by the State Fair, was held at the Warner Coliseum and Cattle Barn.

19-21 - The Midwest Ski & Board Fest, conducted by Ski Challenge, was held at the Progress Center.

22 - Senior staff participated in the first of several comprehensive planning meetings for the 2008 State Fair.

24 - Pooch, Fickett, LeFebvre and Milking Parlor superintendent Doris Mold met with the Moo Booth planning committee to finalize drawings for a new Moo Booth.

25 - Mannion and Huber attended a health promotions workshop presented by Park Nicollet Health Services.

26 - Pooch and Fickett met with representatives of the Western Saddle Clubs Association to discuss changes in classes for their '08 horse show.

November

1 - Fox and Hammer attended an appreciation dinner for State Fair Foundation volunteers, conducted by the Foundation at the Libby Conference Center.

MINNESOTA STATE AGRICULTURAL SOCIETY MEETINGS OF THE GOVERNING BOARD AND SALES AND PLANNING COMMITTEES

9 a.m. Friday Nov. 9, 2007

Libby Conference Center, State Fairgrounds

Meeting of the Sales Committee

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

Also present: Karen Frost; Brian Hudalla; Steve Pooch; Jim Sinclair; Marshall Jacobson; Renee Pearson; Mary Mannion; Cheryl Huber; Dennis Larson; Gail Anderson; Michelle Fickett; Danyl Vavreck; Sean Casey; Wally LeVesseur; Carol Doyle; Brienna Schuette; Chris Leach; Susan Lynskey; Nicole Hines; Kay Cady; Ana Heath; Kent Harbison.

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

On a motion by Mr. Foss, seconded by Mr. Paulmann and carried, the request of Schumacher's New Prague Hotel for a beer sales license was moved to first on the meeting agenda.

Ms. Kathleen Schumacher appeared before the committee on behalf of her husband John to request that their concession be licensed to sell beer during the 2008 State Fair. Mr. Larson and Mr. Sinclair offered background on staff's recommendation not to offer a beer license at this time, including the Schumacher concession's proximity to 10 licensed beer concessions. After discussion, the committee declined to grant Schumacher's a beer license on a motion by Mr. Fox, seconded by Ms. Wessel and carried (Aye-7; Nay-0).

Mr. Larson presented a comprehensive written report of '07 sales division revenue totaling \$7.9 million from commercial concessions and exhibit space, Midway and Kidway operations and other rides and attractions. The committee will review the report and consider acceptance at its next meeting.

Sinclair reported on revenue from sponsorships and touring promotional exhibits, Midway and Kidway revenue and comparative beer sales reports. Information only; no action required.

The sale of the two structures making up the former Penny Arcade building at 1697 Dan Patch Ave. to the following was approved at the sale prices indicated on a motion by Mr. Baker, seconded by Ms. Wessel and carried (Aye-7; Nay-0): Spineless Wonders (David Bohlken) to purchase the east structure of 5,618 square feet for \$58,300 and Paramount Attractions (Joseph C. Premont) to

purchase the west structure of 4,200 square feet for \$43,460, payable in three equal annual installment payments; purchase prices include annual interest of six percent.

Mr. Sinclair provided an update on the potential sale by the Minnesota Propane Gas Association of their exhibit building at 1362 Underwood St. Information only; no action required.

The committee meeting was adjourned at 9:42 a.m. on a motion by Mr. Foss, seconded by Mr. Paulson and carried (Aye-7; Nay-0).

Meeting of the Planning Committee

Members present: Denny Baker, chairman; Joe Fox; Jim Foss; Bob Lake; John Paulmann; Al Paulson; Chauncey Wargin; Sharon Wessel; Lyle Steltz, ex officio; Jerry Hammer, ex officio; Brian Hudalla, ex officio; Steve Pooch, ex officio. Absent: D.J. Leary.

Also present: Karen Frost; Jim Sinclair; Marshall Jacobson; Renee Pearson; Mary Mannion; Cheryl Huber; Dennis Larson; Gail Anderson; Michelle Fickett; Danyl Vavreck; Sean Casey; Wally LeVesseur; Carol Doyle; Brienna Schuette; Chris Leach; Susan Lynskey; Nicole Hines; Theresa Weinfurter; Mary Pittelko; Kay Cady; Ana Heath; Kent Harbison.

Chairman Baker called the meeting to order at 9:50 a.m.

Mr. Hammer and Mr. Hudalla gave a progress report on construction of the new International Bazaar. Information only; no action required.

Mr. Hammer and Mr. Hudalla presented a list of standard miscellaneous annual improvements and maintenance projects for fiscal 2008 totaling \$1.35 million. After discussion, the projects were approved on a motion by Ms. Wessel, seconded by Mr. Paulson and carried (Aye-7; Nay-0). The projects will be incorporated into the complete improvements and maintenance budgets for 2008, to be reviewed by the planning committee in January.

The meeting was adjourned at 10:10 a.m. on a motion by Mr. Fox, seconded by Mr. Foss and carried (Aye-7; Nay-0).

Meeting of the Governing Board

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

Also present: Karen Frost; Brian Hudalla; Steve Pooch; Jim Sinclair; Marshall Jacobson; Renee Pearson; Mary Mannion; Cheryl Huber; Dennis Larson; Gail Anderson; Michelle Fickett; Danyl Vavreck; Sean Casey; Wally LeVesseur; Carol Doyle; Brienna Schuette; Chris Leach; Susan Lynskey; Nicole Hines; Theresa Weinfurter; Mary Pittelko; Tiffany Bauer; Kay Cady; Ana Heath; Kent Harbison.

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

Minutes of the board meeting conducted Sept. 2, 2007, were reviewed and accepted on a motion by Mr. Baker, seconded by Ms. Wessel and carried (Aye-8; Nay-0).

Minutes of interim activities covering the period Aug. 24 through Nov. 9, 2007, were approved on a motion by Mr. Fox, seconded by Mr. Paulson and carried (Aye-8; Nay-0).

Action taken earlier by the sales and planning committees was approved on a motion by Mr. Baker, seconded by Mr. Foss and carried (Aye-8; Nay-0).

The financial statement for October, 2007, was presented as follows by Mr. Jacobson:

MINNESOTA STATE FAIR CASH TRANSACTION SUMMARY Month Ending October 31, 2007

GENERAL FUND ACTIVITY:

Cash Balance-Sept. 30, 2007		\$6,590,146
Add: Cash Deposits	\$4,139,868	
Less: Payroll Ending Oct. 5	(200,795)	
Payroll Ending Oct. 19	(194,325)	
Cash Disbursements	(4,183,837)	(439,089)
Cash Balance-Oct. 31, 2007		\$6,151,057

MARKETABLE SECURITIES ACTIVITY:

Balance-Sept. 30, 2007	\$-
Add: Interest Earned	

Securities Purchased	
Less: Securities Redeemed	
Balance-Oct. 31, 2007	\$-

BUILDING FUND ACTIVITY:

Balance-Sept. 30, 2007	\$446
Add: Interest Earned	
Securities Purchased	
Less: Securities Redeemed	
Balance-Oct. 31, 2007	\$446

CONSTRUCTION FUND ACTIVITY:

Balance-Sept. 30, 2007	\$12,865
Add: Interest Earned	54
Balance-Oct. 31, 2007	\$12,919

CASH BALANCES FOR MONTH ENDING OCTOBER 31:

	2006	2007
General Fund	\$4,550,148	\$6,151,057
Petty Cash	5,600	5,600
Marketable Securities	-	-
Building Fund	444	446
Construction Fund	12,269	12,919
Total Cash Balances	\$4,568,461	\$6,170,022

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

Mr. Jacobson presented a detailed review of '07 fair-period payrolls totaling \$2 million for 80 departments. After discussion, the payrolls were approved on a motion by Mr. Fox, seconded by Mr. Paulmann and carried (Aye-8; Nay-0).

Mr. Pooch reviewed agricultural and creative contests conducted during the '07 State Fair, including more than 14,000 participants competing in 41 departments. Information only; no action required.

Ms. Pearson presented a report on '07 Grandstand operations including detail of gross revenues totaling \$4.6 million and a net gain of \$1.4 million. Ms. Pearson also reported on the entertainment outlook for the '08 State Fair. After discussion, Ms. Pearson's report was accepted on a motion by Mr. Paulmann, seconded by Mr. Wargin and carried (Aye-8; Nay-0).

Ms. Bauer reported on the Society's '07 non-fair events schedule of more than 80 events attended by 1 million people. Information only; no action required.

Mr. Hammer and Ms. Bauer presented the following non-fair events rate adjustments for consideration:

	CURRENT	PROPOSED
Campsite Fee-North	\$15.00	\$20.00
Campgrounds		
Electrician & Plumber	\$80/hr	\$82/hr
Electricity	\$0.07/kwh	\$0.08/kwh
Tables (1-3 days)	\$5.00	\$6.00
Chairs (1-3 days)	\$0.50	\$0.75
Tables (4+ days)	\$7.50	\$8.50
Chairs (4+ days)	\$0.75	\$1.00

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

Mr. Hammer presented the following resolution for consideration:

STATE FAIR FOUNDATION RESOLUTION Nov. 9, 2007

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 funds due the Society from the Foundation on October 31, 2007, will be called due no earlier than November 1, 2008.

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

Ms. Huber offered an update on planning for the upcoming annual joint meetings of the Society, the Minnesota Federation of County Fairs and the Midwest Showmen's League. Information only; no action required.

Ms. Frost reported on programs and activities being developed to celebrate Minnesota's sesquicentennial during the '08 fair. Information only; no action required.

Ms. Weinfurter and Ms. Fickett presented information on the fair's Youth Advisory Team project. Information only; no action required.

The meeting was adjourned at 11:45 a.m. on a motion by Mr. Lake, seconded by Mr. Paulson and carried (Aye-8; Nay-0).

MINNESOTA STATE AGRICULTURAL SOCIETY MINUTES OF INTERIM ACTIVITIES Nov. 9, 2007 to Jan. 18, 2008

November

9 - The State Fair Foundation's nominating committee met at J.V. Bailey House. Mix attended a seminar on immigration employment law conducted by the Fredrikson & Byron law firm.

9-11 - Hammer attended and addressed the Maryland Association of Agricultural Fairs & Shows annual meeting in Hagerstown, Md.

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. Cerney attended a meeting of the Society of Consumer Affairs Professionals.

26-30 - Board members Steltz, Fox, Baker, Foss, Lake, Paulmann, Paulson, Wargin and Wessel along with staff Hammer, Hudalla, Sinclair, Huber, Pearson, Jacobson, Larson, Simon, Clasemann, Dungan, Weinfurter, LeFebvre and Schuette, attended the IAFE's International Convention in Las Vegas, Nev.; Hammer concluded his term as IAFE chairman during the convention.

December

3 - The State Fair Advisory Team of youth leaders met at the Libby Conference Center.

5 - Hammer, Fox and Foss participated in a meeting of the State Fair Foundation's nominating committee, conducted at the J.V. Bailey House. Full-time supervisory staff attended the first of two staff training sessions.

8 - Pooch, Fickett, LeFebvre and Goodrich conducted a Beef Expo meeting in conjunction with the Minnesota Cattlemen's annual meeting in Bloomington.

11 - McGough met with members of the State Fair Marketing Coalition to review the '07 ad campaign and plan for '08.

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

13 - Senior staff met to discuss planning issues related to facilities. Sinclair, Larson and Vavreck met with representatives of KSTP-AM Radio to discuss a permanent broadcast facility on the fairgrounds. The annual staff holiday lunch was held at Flaherty's Arden Bowl.

18 - The State Fair Foundation's development committee met at the J.V. Bailey House.

18 & 19 - Schuette spoke to marketing classes at Stillwater High School.

19 - Frost attended a meeting with State Fair Foundation staff and the Minnesota Historical Society Press to discuss a book of fair photography. Sinclair, Simon and Vavreck met with representatives of the Minnesota State Lottery to discuss their participation in the '08 State Fair.

20 - Larson, Doyle and Vavreck met with the Minnesota Pollution Control Agency to recap Eco Experience and other operations during '07.

21 - Sinclair, Hudalla, Frost, Simon, Larson, Doyle, Casey, Melstrom, Hunsinger, Leach, Lindahl, Bauer and McCollough met with representatives of the Minnesota Departments of Health and Agriculture to review '07 fair operations.

January

7 - The State Fair Foundation's audit committee met at the J.V. Bailey House.

7-8 - Huber attended the Wisconsin Fairs Association meeting in Green Bay

7-10 - Simon, Weinfurter and Vavreck attended the Western Fairs Association annual convention in San Diego; Simon presented a program on the Eco Experience.

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

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

10-11 - Sinclair attended and addressed the Michigan Association of Fairs and Expositions annual meeting in Grand Rapids.

15 - Sinclair and Simon met with University of Minnesota staff to discuss activities at their fair exhibit.

17 - Huber and members of the Minnesota Federation of County Fairs and the Midwest Showmen's Association met with staff of the Sheraton Bloomington to finalize arrangements for the 2008 annual meetings.

MINNESOTA STATE AGRICULTURAL SOCIETY ANNUAL MEETING 8 a.m. Sunday Jan. 20, 2008

Delegates, staff and friends of the Society met for breakfast, and the delegates convened in general session at 8:30 a.m. President Steltz opened the meeting, and then asked Secretary Jerry Hammer for his report. Mr. Hammer's report was accepted by the membership.

President Steltz called for a report of the resolutions committee. Committee member Aaron Olson of Morrison County (Little Falls) presented the following resolutions for consideration by the Society, and they were adopted as read:

Resolved, that the Minnesota State Agricultural Society declares its sincere gratitude to each of the 1,681,678 visitors who attended the 2007 Minnesota State Fair. Honoring the traditions deeply rooted in attending and contributing to this educational, innovative and culturally rich event, we confirm our mission to educate and involve our guests by providing a world-class showcase that is innovative, entertaining and fun.

Resolved, that the continuing success of the State Fair is achieved through the combined efforts of many dedicated people. The Society recognizes with profound appreciation all who contributed to the success of the 2007 Minnesota State Fair.

Resolved, the Society pledges to present patrons with the finest exposition in North America by providing outstanding customer service, exceptional value and unique experiences.

Resolved, that the Society is dedicated to its relationships and associations with other expositions and related businesses that are essential to furthering and improving the fair industry, especially the International Association of Fairs and Expositions, the Minnesota Federation of County Fairs, the Outdoor Amusement Business Association and the Midwest Showman's Association.

Resolved, we recognize with great regret the loss of and offer our sincere condolences to the friends and families of Society members and State Fair friends including: James Bryan, 1996 "50 Year Award" recipient and cattle exhibitor; Allan Carnes, long-time employee; Lillian Colton, crop art exhibitor and demonstrator; 2003 "Hall of Fame" inductee and "50 Year Award" recipient; William Danielson, concessionaire; Gale Frost, long-time employee, State Fair Historian, 1980 "50 Year Award" recipient and Life Member; Roy C. Harder, employee and 1999 "50 Year Award" recipient; Douglas Holter, concessionaire; Glenn Hughes, concession volunteer; Darrell Iliff, 1997 "50 Year Award" recipient and former State Fair Mounted Patrol Captain; Robert E. Jackson, long-time employee; Gary Kendall, long-time State Fair performer and entertainer; Ralph Kunert, long-time employee and 2000 "50 Year Award" recipient; Grace Lilliquist, spouse of deceased board member Willis Lilliquist; William "Red Eyed Bill" Maupin, long-time midway game employee; Bonita (Skon) Miller, former employee; Teddy O'Neil, concessionaire; George Roadfeldt, former vegetable and farm crop judge; Dennis Rosenthal, concessionaire; Senator Dallas Sams, friend of the fair; Kenneth Shoop, retired employee; Dwayne Steck, midway ride owner and operator; Wendy Trombetti, midway game owner and operator; Walter Tysk, concession employee; Roger Wambeam, long-time sheep exhibitor; and Mark "Renny" Zacchini, long-time midway ride operator.

Resolved, that the Society extend its appreciation to all who contributed to the success of its 149th annual meeting.

President Steltz called for a credentials committee report from Michelle Fritz of

Lake County. The committee report was presented as follows, and adopted as read:

All credentials have been found to be in order with the following exceptions: Minnesota Farmers Union did not file with the Secretary of State by the December 20, 2007 deadline, Minnesota Milking Shorthorn Association was disallowed as there was no delegate or alternate listed and Nicollet County was disallowed as the committee did not approve the signature of the president.

Following committee reports, President Steltz turned the chair over to Vice President Fox to conduct an election for President for a term of one year. Bob Lake of Aitkin was elected and assumed the chair.

President Lake proceeded to conduct elections as follows: D. J. Leary of Minneapolis was elected to a two-year term as fifth district vice president; Jim Foss of Kenyon was elected to a three-year term as first district manager; Sharon Wessel of Hamel was elected to a three-year term as third district manager; Gene Gerth of Princeton was elected to a three-year term as sixth district manager.

Mr. Hammer presented the State Fair's long-time attorney and counselor Kent Harbison of Roseville with the Society's Distinguished Service Award.

Mr. Steltz was elected to honorary life membership in the Society.

There being no further business, President Lake declared the 149th annual meeting of the State Agricultural Society adjourned.



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