



KENTUCKY STATE FAIR BOARD ANNUAL REPORT 2011

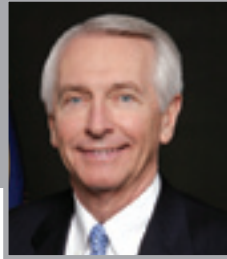
KENTUCKY STATE FAIR BOARD ANNUAL REPORT 2011

The Kentucky State Fair Board visualizes the bright future of Possibility City and the impact it has on our commonwealth. We see it through our patrons, who shatter event attendance records year after year. We see it through our state-of-the-art facilities, whose glowing reputations exceed even our greatest expectations. We see it through our board members and employees, who continuously receive positive reports on the state of our operations. We see it through all of this, and are rewarded by the tangible and visible fruits of our labor. The events we host define the company we are and strive to be.

As we reflect on the past year, we not only celebrate our successes, but also study them. In every aspect of our business, there is an abundance of opportunities to do better. And so we learn. Because Possibility City isn't about settling for great. It is about achieving the highest level of our potential, and we are immersed in the knowledge that our potential is limitless. For our business, for our city and for our great commonwealth.

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LETTERS



Steven L. Beshear

Dear Friends:

Outlined in this report are the successes realized by the Kentucky State Fair Board during 2011. Once again, the Fair Board continued in its commitment to cultivate new business, stimulate economic growth and generate activity in the region and for the Commonwealth of Kentucky.

In the past year, the Fair Board saw continued growth with the attraction of new conventions, trade shows, conferences and an array of concerts and sporting events at its three facilities – the Kentucky Exposition Center, the Kentucky International Convention Center, and in its first full year of operation, the KFC Yum! Center.

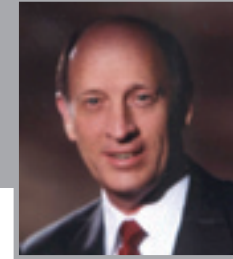
The Tourism, Arts and Heritage Cabinet encourages visitors to seek enriching experiences and entertainment, an abundance of which can be found at the three shows owned and produced by the Fair Board – the Kentucky State Fair and World's Championship Horse Show; the National Farm Machinery Show and Championship Tractor Pull; and the North American International Livestock Exposition and Championship Rodeo.

I commend the Fair Board for another year filled with accomplishments that are vital ingredients in this year's tourism successes. Congratulations to the board and staff for another successful business year.

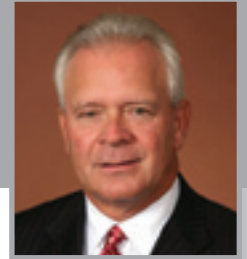
Sincerely,

A handwritten signature in black ink, appearing to read "Steven L. Beshear".

Steven L. Beshear
Governor



Harold Workman



Ronald Carmicle

Dear Friends:

The 2011 Annual Report highlights the growth and accomplishments of the Kentucky State Fair Board and the three facilities we operate and manage: the Kentucky Exposition Center, the Kentucky International Convention Center and the KFC Yum! Center.

We remain committed to the foundation of attracting new business, spurring economic growth and producing first-class events for our local, national and international visitors. As an agency of the Tourism, Arts and Heritage Cabinet, the Fair Board is a vital contributor to the strength of the tourism industry and economic development of the commonwealth. During the past year alone, the three shows produced by the Fair Board – Kentucky State Fair, National Farm Machinery Show, and North American International Livestock Exposition – drew over 1.2 million visitors and produced combined revenue of nearly \$50 million in economic impact.

Within its first full year of operation, the KFC Yum! Center placed 24th in worldwide ticket sales and was recognized as one of the best new venues for concerts. The addition of this facility has heightened our reputation in the entertainment industry, and together with the exposition center and convention center, provides even more opportunity to engage potential business partners.

We look forward to continued success as we celebrate the accomplishments of 2011 in this Annual Report.

Sincerely,

A handwritten signature in black ink, appearing to read "Harold Workman".

Harold Workman
President & CEO

A handwritten signature in black ink, appearing to read "Ronald Carmicle".

Ronald Carmicle
Chairman

KENTUCKY STATE FAIR BOARD

OUR BUSINESS

In 1902, the Kentucky General Assembly passed a bill stating the provision of “an annual state fair for the exhibition of agricultural, mechanical, horticultural, dairy, forestry, poultry, and livestock products be, and the same is hereby created to be known as the Kentucky State Fair.” The Kentucky State Board of Agriculture became the governing body to implement and maintain this endeavor until 1938 when the Kentucky State Fair Board was created.

The Fair Board is comprised of gubernatorial appointments, members of university administrations, representing associations and leaders from around the state. Exceeding expectations, the Kentucky State Fair Board now generates nearly \$460 million annually in economic impact for the community and commonwealth.

The Kentucky State Fair Board manages the Kentucky Exposition Center, a 1.2 million square foot facility; the Kentucky International Convention Center, a 300,000 square foot downtown convention center; and the KFC Yum! Center, a 721,762 square foot, 22,000 seat multi-purpose arena. The Board also produces three shows each year: the Kentucky State Fair, the National Farm Machinery Show and the North American International Livestock Exposition.

OUR MISSION

The Kentucky State Fair Board shall promote the progress of the Commonwealth of Kentucky and stimulate public interest in the advantages and development of the Commonwealth by providing the Kentucky Exposition Center, the Kentucky International Convention Center and the KFC Yum! Center for exhibitions, conventions, trade shows, public gatherings, cultural activities and other functions. In managing these three facilities, the Kentucky State Fair Board resolves to advance Kentucky’s tourism industry and economy while serving the entertainment, cultural and educational interests of the public.

BOARD MEMBERS

Steven L. Beshear, Governor, Commonwealth of Kentucky

Ronald Carmicle, Chairman, Louisville, Construction Executive

Mike Libs, Vice Chairman, Philpot, Retired Businessman

Anna Jane Cave, Glendale, Businesswoman/Farmer

Marshall Coyle, Owingsville, Businessman/Farmer

Richie Farmer, Manchester, Commissioner, Department of Agriculture

Gib Gosser, Somerset, Businessman

Lanny Greer, Manchester, Banker

Ann McBrayer, Lexington, Businesswoman

Stephen Pence, Louisville, Attorney

Fred Sarver, Paris, Horse Farm Manager

Marcheta Sparrow, Frankfort, Secretary, Tourism Arts & Heritage Cabinet

Thomas Schifano, Louisville, Businessman

Dr. M. Scott Smith, Lexington, Dean, College of Agriculture, University of Kentucky

William B. Tolle, Maysville, Businessman/Farmer

Steve Wilson, Goshen, Businessman/Farmer



KENTUCKY EXPOSITION CENTER

Kentucky Exposition Center

Everywhere you look, innovation and change are marking society. In order to stay competitive, the Kentucky Exposition Center continues to reinvent itself to ensure its future as a modern and world-class facility.

The Kentucky Exposition Center plays a key role as the driving force of innovation and future-mindedness of the Commonwealth of Kentucky, bringing hundreds of millions of dollars in economic impact. In 2011 alone, events at the expo center attracted 1.8 million guests. And we believe among these guests are today's and tomorrow's industry leaders. The return on delivering high-class events at a world-class facility to exceptional people is immeasurable.

However, we are acutely aware that business is no longer just about space and money, but also about resources, manpower, brainpower and facilities. We have a 1.2 million square foot facility, a talented team and the desire to take a chance on a brighter future. The Kentucky Exposition Center is no longer just a place marker on a map, but a reason people come to Louisville, stay in our hotels and visit our attractions. The ingredients are right for growth, success and an even better future.



KENTUCKY EXPOSITION CENTER

"Our experience in Louisville was spectacular. From the flawless, friendly, easy set up and breakdown to the food, lodging and southern hospitality we found all over the city, we felt less stressed and more rested to meet the day than we ever have in other cities."

– Karen Casson of Halo Innovations, exhibitor at ABC Kids Expo

ABC Kids Expo

The sales staff has worked tirelessly to propel us to the national forefront in many industries. In October, the Kentucky Exposition Center opened its doors to the ABC Kids Expo, which sought a move from the glamour of Las Vegas to the hospitality of Louisville and instilled a \$12 million economic impact to the community. Nearly every significant manufacturer or distributor of products for infants and small children showcased their latest products and networked with established customers.

Volleyball

After four years of volleyball growth in the city, 2011 marked the best and the brightest to date. The Junior Volleyball Association played its mid-season championship at the exposition center and doubled in size from the previous year. Also, the National Collegiate Club Volleyball Championship competed in Louisville with more than 270 Division I, II and III universities and colleges. Though its growing reputation as a volleyball hotbed has brought notoriety to the city, it is the economics of the sport that solidifies its return. Ohio Valley Volleyball provides an annual economic impact of \$2 million and contributes to more than 5,000 hotel room nights. The Junior Volleyball Association's tournaments trump the competition with \$3.5 million to the city and more than 10,000 room nights.



KENTUCKY EXPOSITION CENTER

Long-Term Business/Long-Term Deals

Long-term growth and business acquisition continues to prove the facility's worth. In November, the Green Industry and Equipment Expo extended their contract through 2018, with options through 2021. GIE adds to a list of long-term business contracts that includes the National Street Rod Association, Mid-American Truck Show, Skills USA and National FFA Convention, all of which are scheduled for 2018 and beyond. These events alone fill calendars year after year and will add millions of economic impact in the next decade.

Lacrosse

A sports team will once again call Freedom Hall home. The Kentucky Stickhorses, an inaugural member of the North American Lacrosse League, will play seven home games starting in January 2012. Freedom Hall looks to have a profitable rebirth with one of the fastest-growing sports in the country.



KENTUCKY INTERNATIONAL CONVENTION CENTER

Kentucky International Convention Center

The Kentucky International Convention Center has lived up to the diversity alluded to in its name. Constantly playing chameleon to host a variety of events, the convention center again and again proves it can be transformed to fit any need, including a sports facility, an educational testing center, and even a circus-themed business party.

It serves as the heartbeat of downtown, circulating people from around the country and around the world to its diverse array of events, and supplying and revitalizing life in the area. Last year alone, 299,336 people attended events in the facility.



KENTUCKY INTERNATIONAL CONVENTION CENTER

Religious Groups

Globally, faith-based tourism represents an estimated \$18 billion industry per year, and the Kentucky International Convention Center is making a name for itself among the industry. To date, Kentucky State Fair Board officials have booked 11 faith-based conventions through 2017 and have several more in the planning stages. Last year, the building brought in more than 17,000 people for a wide range of religious events, including: the National Association of Pastoral Musicians, Mt. Zion Baptist Church Youth Conference, Pastor David Paul Spiritual Life Crusades, and The Church of the Nazarene Youth Conference. In July, The Church of the Nazarene Youth Conference alone accounted for more than 10,000 visitors and more than \$6 million in economic impact.

Education

The Kentucky International Convention Center was also a popular venue for education-based events in 2011. Educational Testing Services occupied the convention center from May 28 to June 17 to grade more than one million high school AP Exams, bringing with it more than \$9 million in economic impact. In November, the Association for Middle Level Education, formerly known as the National Middle School Association, held their four-day Annual Conference and Exhibit with more than 8,000 teachers and school staff. The JCPS College and Career Expo in November had an estimated attendance of 12,000. Multiple graduations were also held in the convention center's vast ballrooms.

"Logistically, Louisville met the needs of our event sufficiently, but then went beyond what even our highest expectations could have been in interacting with our leadership staff and attendees."

– Gary Hartke, Director, Nazarene Youth International

Transformation

Continuously proving to be a major player in sports-related events, 2011 was no exception for the convention center. The Ford Ironman Triathlon utilized the center for a banquet hall and medical triage for the athletes in August. The event produces about \$1 million annually, and is secured by contract through 2016. The U.S. Youth Soccer Coach's convention also found a way to use the facility. Four soccer fields were built inside the convention center in order to secure the event. In 2012, The American Volleyball Coach's Association will hold its annual convention at the international convention center. The location was an obvious choice due the NCAA Final Four Volleyball Tournament being held at the KFC Yum! Center in tandem with the event. The National Field Archery Association used the convention center for its largest annual event in 2011 which brought in 3,400 athletes ranging from pros to students as a part of the Archery in the Schools program and \$5 million in economic impact. This event has been held here consecutively since 2007 and has committed to KICC through 2013.

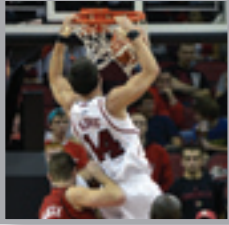


KFC Yum! Center

The KFC Yum! Center celebrated its first anniversary in October, 2011, and the venue recounted a year of successes that exceeded expectations. With a string of sold-out shows, record-breaking crowds and globally-acclaimed acts, the KFC Yum! Center secured its place as the entertainment venue of Louisville.

Support from the public, paired with the hard work of the Kentucky State Fair Board and Louisville Arena Authority, continue to help the new venue grow into its full-potential. Surrounding businesses boast of the arena's revitalization of the downtown corridor, and the city of Louisville continues to be entertained, great show after great show.

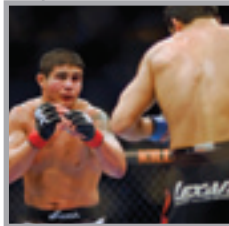
The arena's future shines as bright as its reflection upon the Ohio River. Already, 2012 is promising to be a prosperous year with a variety of secured acts and events, and several others in the booking process.



UNIVERSITY OF LOUISVILLE MEN'S AND WOMEN'S BASKETBALL

The University of Louisville basketball programs wrapped up their first seasons in the KFC Yum! Center in 2011 with winning records. The Men's team won 19 of their 21 home games, and the Women's team won 14 out of 15 at home.

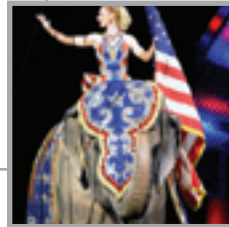
JANUARY
-MARCH



ULTIMATE FIGHTING CHAMPIONSHIP

Diego "Nightmare" Sanchez and Martin "Hitman" Kampmann duked it out during fans for the UFC's first visit to the arena on March 3, 2011.

MARCH



RINGLING BROS AND BARNUM & BAILEY CIRCUS

Asian Elephants and Siberian Tigers combined with death-defying stunts headlined for the first time at the KFC Yum! Center during the first multi-day show for the arena, marking the shows most successful stop to date in Louisville.

APRIL



JEFFERSONVILLE HIGH SCHOOL PROM

The first prom at the KFC Yum! Center on May 28, 2011 in the Spirit Room. More than 1,000 students celebrated the event.

MAY



DERBY CELEBRATIONS

The KFC Yum! Center was a big part of the famous Louisville event, hosting an Oaks dinner party for the Louisville Convention and Visitors Bureau, a Derby Eve Bash and Derby Festival Basketball Classic.

MAY

KFC YUM! CENTER A TIMELINE OF FIRSTS



USO TELECAST

JULY

The KFC Yum! Center worked with the USO to bring military families together by streaming live video feeds to Afghanistan. More than 10,000 people attended the event.

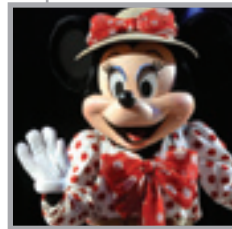
The KFC Yum! Center was the first venue to host the Grand Lobby and more than 500 high school students in the new venue.



NEW ALBANY HIGH SCHOOL CLASS OF 1981 REUNION

JUNE

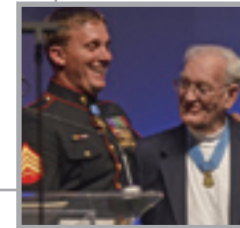
New Albany High Class of 1981 had the honor of throwing the first class reunion in the new facility with 250 classmates who celebrated in the Hickman Camp Room.



DISNEY ON ICE

SEPTEMBER

The KFC Yum! Center showed its versatility by hosting its first Ice Show with Disney On Ice: Mickey and Minnie's Magical Journey. Ice was brought in block by block and then melted down to create the rink for the show.



MEDAL OF HONOR CEREMONY

SEPTEMBER

For the first time in history, the city of Louisville hosted the Medal of Honor Convention: A Tribute to American Valor. The KFC Yum! Center was chosen as the venue to hold the opening ceremonies for the important event, as well as a variety show that included entertainment and recognition of Medal of Honor recipients and their families.



KFC YUM! CENTER

Concerts and Family Shows

Patrons filled the 22,000-seat arena for shows like Brad Paisley, Lady Gaga, Elton John, New Kids on the Block with the Backstreet Boys, Martin Lawrence, Katy Perry, Sade and John Legend and Taylor Swift; and family shows such as Disney on Ice, Ringling Bros and Barnum & Bailey's Fully Charged Circus and Cirque de Soleil's Alegria.

Elton John, Lady Gaga, Katy Perry and Taylor Swift produced sold-out shows, while Kid Rock and Brad Paisley with Darius Rucker and Jeremiah Neiman all drew more than 16,000 fans.

"Some questioned Louisville's willingness to support a more robust concert schedule, or the arena's ability to attract top-tier talent. But the arena drew nine of the year's 30 highest-grossing tours, according to Pollstar, and sold out the majority."

– Jeffery Lee Puckett, The Courier-Journal



Athletics

University of Louisville fans in particular took an automatic liking to the new home for their men's and women's basketball teams, showing up in droves and consistently breaking attendance records. The University of Louisville men's basketball ranked third in the country by the NCAA for attendance at the men's basketball games, averaging more than 21,000 people. The University of Louisville women's basketball ranked second in the country for average attendance. With men's and women's records combined, the teams won 33 out of the 36 games played at the arena during the 2010-11 season. The University of Louisville Volleyball team also made the arena their new home in 2011. UFC and WWE brought their ultimate fighters and pro-wrestlers to the KFC Yum! Center to demonstrate their athletic ability and provide fans with a long-lasting adrenaline rush.



KENTUCKY STATE FAIR

Kentucky State Fair

Despite a challenging economic climate, the 2011 Kentucky State Fair beat the odds and continued to draw large crowds. The official total for the fair was 605,565, keeping attendance above 600,000 for the third consecutive year and up from last year's count of 602,897 attendees. The unique, family-friendly, 11-day festival celebrating local and statewide heritage gives far more to the commonwealth than merely blue ribbon competition, concerts, special exhibits and carnival rides. It is a showcase for Kentucky's finest products, businesses, entertainment, and, most importantly, people. It continues to garner the financial strength and public support it needs to stand out as one of the most anticipated summer attractions in the commonwealth as it generated approximately \$16.5 million in economic impact. These assets make it possible for the fair to feature new competitions and entertainment while nurturing its core concepts, including education, agriculture and music showcase.



KENTUCKY STATE FAIR BY THE NUMBERS

44,010 concertgoers attended the four evening Main Stage Concerts, up **33%** from 2010.

5,166 vision screenings were facilitated in the Health Horizons area to encourage healthy living.

2,385 hearing screenings were facilitated in the Health Horizons area to encourage healthy living.

\$986,275 worth of Thrillway tickets were sold.

\$139,500 raised during the live 4-H & FFA Sale of Champions auction, the record sum raised in its 32-year history.

1,046 pounds of pumpkin took home first place in the second annual Kentucky State Fair Largest Pumpkin Contest.

57,919 entries were submitted in **30** different competitive entry departments.

\$632,465 earned in sponsorship revenue.

10,009 students and teachers visited the fair to learn core content in Civil War and agriculture.

805,610 impressions on the Kentucky State Fair Facebook page during the 11-day fair – available at facebook.com/kystatefair.



National Farm Machinery Show

As the National Farm Machinery Show celebrated its 46th anniversary in 2011, it's easy to identify just how far the show has come since its inception in 1965. Now recognized as the largest indoor farm show in America, it fills the entire Kentucky Exposition Center with more than 850 exhibitors, offers attendees expansive product comparisons, brings an estimated economic impact of \$21.5 million to the Louisville area and provides expert agribusiness advice all under a single roof. As strong companies such as Bobcat and John Deere, Massey Ferguson and Kubota, Case IH and New Holland have weathered the economic storm to roll out new equipment, the National Farm Machinery Show follows suit by replicating success year after year. In 2011, 302,424 agricultural professionals, farmers and exhibitors participated in the nation's largest indoor ag trade show, making it the 16th consecutive year that the show attracted more than 280,000 attendees.



NATIONAL FARM MACHINERY SHOW BY THE NUMBERS

853 exhibitors filled 1.2 million square feet of indoor exhibit space including delegations from Argentina, Canada, Italy, Germany and England, resulting in nearly **10%** more contract revenue.

5 candidates vying for the Commissioner of Agriculture debated during a forum held during the show.

15 seminars given by industry professionals ranging from marketing practices for farmers to fine-tuning crop production skills and risk assessment/management.

150 pounds of donated food collected for the Weeding Out Hunger™ food drive by Syngenta, the Championship Tractor Pull's title sponsor.

1,800 miles between Louisville and Medicine Hat, Canada, hometown of tractor pull driver Adrian Hunter.

\$2,260,000 in ticket sales, leading to a one percent increase in tractor pull revenue.

10,501 fans on the official National Farm Machinery Show Facebook page – available at facebook.com/nationalfarmmachineryshow.



NORTH AMERICAN INTERNATIONAL LIVESTOCK EXPOSITION

BY THE NUMBERS

North American International Livestock Exposition

Since the show's origin in Louisville in 1974, the North American International Livestock Exposition has grown into the world's largest purebred livestock show, integrating world-renowned sales, cattle auctions and numerous programs for youth and collegiate farmers. More than 140 shows, sales and breed meetings solidify the show's prominence and its mark on Kentucky and surrounding areas with an economic impact of more than \$11.6 million. In 2011, the nationally-recognized livestock exposition broke its record with 24,685 entries, up more than 12 percent from last year.

5,495 beef cattle registered, making it the largest purebred beef show in the world.

5 continents and 11 countries were represented including Canada, Costa Rica, Australia, China, Poland and France.

\$103,500 raised during the record-breaking North American Sale of Champions, benefitting the youth exhibitors who pursue careers in livestock agriculture.

\$338,038 generated in North American Championship Rodeo ticket sales, highest total in five years.

57,406 online streaming views stemming from 12 countries including Egypt, Mexico, Brazil and Saint Kitts and Nevis.



Capital Projects

The Kentucky State Fair Board continues to improve the quality of life for all patrons. These projects help maintain the facilities to serve the needs of the community for many years. Capital projects are long-term investments including a major maintenance or rehabilitation project for existing facilities with a cost of \$10,000 or more and an economic life of at least 10 years.

Cowger and Commonwealth Parking Garage Repairs

Assessed and repaired structural weaknesses with fiber-carbon epoxy mixture

Replacement of Horse Barns H, I, J & T destroyed in 2010 fire

New Venue Services Offices

Complete architectural and mechanical renovation of existing office space to house 16 employees

ESCO Project 2

Review of existing energy usage and implement new efficient technology

Automated Gate System

Implementation of new gate system at 19 entrance points for greater efficiency when entering the facility, expanded accountability and improved customer service efforts


FINANCIAL OVERLOOK

Source of data is the Kentucky State Fair Board's internal accounting records through the end of its fiscal year on June 30, 2011. Operating results reflect revenues and expenditures before accounting deductions for amortization, depreciation and bond principal.

	Fiscal Year 2008-2009	Fiscal Year 2009-2010	Fiscal Year 2010-2011
KENTUCKY EXPOSITION CENTER			
Revenues			
Event Income	33,199,000	35,344,000	35,570,000
Other Income	1,151,000	874,000	287,000
State Appropriation	0	0	0
TOTAL	34,350,000	36,218,000	35,857,000
Expenditures			
Direct Event Costs	16,209,000	17,370,000	19,952,000
Administrative Costs	2,322,000	2,644,000	3,270,000
Maintenance Costs	9,255,000	9,463,000	10,424,000
TOTAL	27,785,000	29,477,000	33,464,000
NET INCOME or (LOSS)	6,565,000	6,741,000	2,393,000

KENTUCKY INTERNATIONAL CONVENTION CENTER			
Revenues			
Event Income	3,069,000	3,316,000	2,735,000
Parking Garage Income	2,519,000	2,272,000	2,257,000
Other Income	104,000	130,000	98,000
TOTAL	5,692,000	5,718,000	5,090,000
Expenditures			
Direct Event Costs	656,000	631,000	358,000
Administrative Costs	1,058,000	1,122,000	1,148,000
Maintenance Costs	2,702,000	3,082,000	3,458,000
TOTAL	4,417,000	4,835,000	4,964,000
NET INCOME or (LOSS)	1,275,000	883,000	126,000

	Fiscal Year 2008-2009	Fiscal Year 2009-2010	Fiscal Year 2010-2011
KENTUCKY STATE FAIR BOARD			
Revenues			
Direct Event Income	38,788,000	40,635,000	40,562,000
Rental Income from Long-term Lease	2,442,000	2,524,000	1,634,000
Other Operating Income	2,067,000	1,178,000	2,920,000
State Appropriation	0	181,000	0
TOTAL	43,297,000	44,518,000	45,116,000
Expenditures			
Kentucky Exposition Center	27,785,000	29,477,000	33,464,000
Kentucky International Convention Center	4,417,000	4,835,000	4,964,000
General Administrative & Sales Expenses	5,767,000	6,356,000	6,379,000
Bond Interest Expense	2,196,000	2,121,000	2,045,000
TOTAL	40,165,000	42,789,000	46,852,000
NET INCOME or (LOSS)	3,132,000	1,729,000	(1,736,000)

	LOUISVILLE ARENA AUTHORITY, INC. (Operating Statement)	
	Fiscal Year 2011*	
	Revenues	
	Direct Event Income	8,497,000
	Other Operating Income	534,000
	TOTAL	9,031,000
	TOTAL EXPENDITURES	
	8,320,000	
	NET INCOME or (LOSS)	
	711,000	

*Fiscal Year is January 1-December 31, 2011. November and December are estimated.



KFC Yum! CENTER

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 **Kentucky Exposition Center**

937 Phillips Lane • Louisville, KY 40209
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 **KENTUCKY INTERNATIONAL
CONVENTION CENTER**

221 Fourth Street • Louisville, KY 40202
1-800-701-5831 • www.kyconvention.org