LEPL EURASIAN TRANSPORT CORRIDOR INVESTMENT CENTER / TRANSPORT REFORM AND REHABILITATION CENTER

LOAN NO. 8599-GE (SECONDARY ROAD ASSET MANAGEMENT)

Special Purpose Project Financial Statements

For the Year Ended 31 December 2020

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STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

Management of the Secondary Road Asset Management Project (the "Project) implemented by the LEPL Eurasian Transport Corridor Investment Center (ETCIC)/Transport Reform and Rehabilitation Center ("TRRC") is responsible for the preparation of the special purpose project financial statements that present fairly the statement of balance sheet of the Project, the statements of sources and uses of funds and movement in designated account for the year ended 31 December 2020, and notes comprising a summary of significant accounting policies and other explanatory information in compliance with the Cash Basis International Public Sector Accounting Standard, Financial Reporting under the Cash Basis of Accounting ("IPSAS - Cash Basis"), and in conformity with the World Bank's Financial Management Sector Board's "Guidelines: Annual Financial Reporting and Auditing for World Bank Financed Activities" (the "World Bank Guidelines").

In preparing the special purpose project financial statements, management is responsible for:

- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Providing additional disclosures when compliance with the specific requirements in IPSAS Cash Basis are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Project, financial position and its sources and uses of funds and movements in designated accounts.

Management is also responsible for:

- Designing, implementing and maintaining an effective and sound system of internal controls, throughout the Project;
- Maintaining adequate accounting records that are sufficient to show and explain the Project's transactions and disclose with reasonable accuracy at any time the financial position of the Project, and which enable them to ensure that the special purpose project financial statements of the Project comply with the Guidelines on Annual Financial Reporting and Auditing for World Bank Financed Activities issued by the World Bank's Financial Management Sector Board;
- Maintaining statutory accounting records in compliance with Georgian legislation;
- Taking such steps that are reasonably available to them to safeguard the assets of the Project; and
- Preventing and detecting fraud and other irregularities.

The special purpose project financial statements for the year ended 31 December 2020 were authorized for issue on 30 June 2021 by the Management.

On behalf of Management:

Giorgi Tsagareli Director

30 June 2021

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Marina Majagaladze Financial Manager

30 June 2021



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Independent Auditors' Report on Special Purpose Project Financial Statements

To the Management of LEPL Eurasian Transport Corridor Investment Center/Transport Reform and Rehabilitation Center

Opinion

We have audited the special purpose project financial statements of the Secondary Road Asset Management Project (the "Project"), financed under the International Bank for Reconstruction and Development (the "IBRD"), Loan Agreement No. 8599-GE, dated 28 March 2016, implemented by the LEPL Eurasian Transport Corridor Investment Center / Transport Reform and Rehabilitation Center (the "Center"), which comprise the Statement of Balance Sheet as at 31 December 2020, the Statements of Sources and Uses of Funds and Designated Account for the period from 1 January 2020 to 31 December 2020 and notes, comprising a summary of significant accounting policies and other explanatory information. The special purpose project financial statements have been prepared by management in accordance with the International Public Sector Accounting Standard: Financial Reporting Under the Cash Basis of Accounting and in conformity with the World Bank's Financial Management Sector Board's "Guidelines: Annual Financial Reporting and Auditing for World Bank-Financed Activities" (the "World Bank Guidelines") as described in Note 2 to the special purpose project financial statements.

In our opinion, the accompanying special purpose project financial statements present fairly, in all material respects, the financial position of the Project as at 31 December 2020, and its sources and uses of funds for the year ended 31 December 2020 in accordance with the International Public Sector Accounting Standard: Financial Reporting Under the Cash Basis of Accounting and the World Bank Guidelines.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Special Purpose Project Financial Statements* section of our report. We are independent of the Center in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) *(IESBA Code)* together with the ethical requirements that are relevant to our audit of the special purpose project financial statements in Georgia and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

Planned and prospective data included on pages 4 to 14 of the accompanying special purpose project financial statements that are marked as "*Unaudited*" have not been audited.

Emphasis of Matter - Basis of Accounting and Restriction on Use

We draw attention to Note 2 to the special purpose project financial statements, which describes the basis of accounting. The special purpose project financial statements are prepared to assist the Center to comply with the requirements of IBRD and for providing information to the Government of Georgia and IBRD to assist them in evaluating the Project implementation. As a result, the special purpose project financial statements may not be suitable for another purpose. Our opinion is not modified in respect of this matter.



LEPL Eurasian Transport Corridor Investment Center/Transport Reform and Rehabilitation Center Independent Auditors' Report Page 2

Responsibilities of Management and Those Charged with Governance for the Special Purpose Project Financial Statements

Management is responsible for the preparation and fair presentation of these special purpose project financial statements in accordance with the International Public Sector Accounting Standard: Financial Reporting Under the Cash Basis of Accounting and the World Bank Guidelines, for determining the acceptability of the basis of accounting and for such internal control as management determines is necessary to enable the preparation of special purpose project financial statements that are free from material misstatement, whether due to fraud or error.

Those charged with governance are responsible for overseeing the Center's financial reporting process.

Auditors' Responsibilities for the Audit of the Special Purpose Project Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose project financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these special purpose project financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the special purpose project financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Center's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the overall presentation, structure and content of the special purpose project financial statements, including the disclosures, and whether the special purpose project financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The engagement partner on the audit resulting in this independent auditors' report is:



STATEMENT OF SOURCES AND USES OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

	Actual as at 31 December 2020		Planned as at 31 December 2020		Variance	
	Period to date	Cumulative to date	Period to date	Cumulative to date	Period to date	Cumulative to date
FUNDS RECEIVED BY SOURCES International Bank for Reconstruction and			Unaudited	Unaudited	Unaudited	Unaudited
Development ("IBRD") funds Government of Georgia ("GoG") co-	-	20,737,222				
financing	19,978	45,552				
TOTAL FUNDS RECEIVED		20,782,774				
LESS: EXPENDITURES Component 1 - Road Asset Improvement and Preservation	2,397,316	17,105,618	2.397.316	17.105.618		
Component 2 - Enhanced Secondary					-	-
Roads Asset Planning and Management	146,320	146,320		146,320		
IBRD TOTAL	2,543,636	17,251,938	2,543,636	17,251,938		
Component 1 - Road Asset				1		
Improvement and Preservation	76	76	76	76		-
GoG TOTAL	76	76	76	76		
TOTAL EXPENDITURES BY COMPONENTS	2,543,712	17,251,014	2,543 ,712	17,251, 014		
UNALLOCATED						
Front end fees	-	100,000	-	100,000	-	-
Non-component expenditures ("GoG")	19,902	45,476		45,476		
EXPENDITURES	19,902	145,476	19,902	145,476		
TOTAL PROJECT EXPENDITURES	2,563,614	17,397,490	2,563,614	17,397,490		
NET FLOWS/(OUTFLOWS) OF FUNDS	(2,543,636)	3,385,284				

The special purpose project financial statements were approved by the management of LEPL Eurasian Transport Corridor Investment Center/Transport Reform and Rehabilitation Center on 30 June 2021 and were signed on its behalf by:

Giorgi Tsagareli Director

30 June 2021

Marina Majagaladze Financial Manager

30 June 2021

STATEMENT OF SOURCES AND USES OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

	Actual as at <u>31 December 2019</u> Period Cumulative to date to date		Planned as at 31 December 2019 Period Cumulative to date to date		Variance Period Cumulative to date to date	
FUNDS RECEIVED BY SOURCES International Bank for Reconstruction and Development ("IBRD") funds		20,737,222	Unaudited	Unaudited	Unaudited	Unaudited
Government of Georgia ("GoG") co- financing TOTAL FUNDS RECEIVED	18,451 5,231,947	25,574 20,762,796				
LESS: EXPENDITURES Component 1 - Road Asset Improvement and Preservation	2,659,080		· ·	14,708,302	-	
IBRD TOTAL Component 1 - Road Asset Improvement	2,659,080	14,708,302	2,659,080	<u>14,708,302</u>		<u> </u>
and Preservation GoG TOTAL			-	-	-	
TOTAL EXPENDITURES BY COMPONENTS	2,659,080	14,708,302	2,659,080	14,708,302	-	
UNALLOCATED Front end fees	-	100,000	-	100,000	-	-
Non-component expenditures ("GoG") TOTAL UNALLOCATED EXPENDITURES	18,451 18,451	25,574 125,574	<u>18,451</u> 18,451	25,574 125,574		
TOTAL PROJECT EXPENDITURES	2,677,531	14,833,876	2,677,531	14,833,876		
NET FLOWS OF FUNDS	2,554,416	5,928,920				

STATEMENT OF BALANCE SHEET FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

	31 December 2020	31 December 2019
ASSETS		
IBRD Designated account	3,385,284	5,928,920
TOTAL ASSETS	3,385,284	5,928,920
Funds received:		
Funds received from IBRD	20,737,222	20,737,222
Funds received from GoG	45,552	25,574
Total funds received	20,782,774	20,762,796
Project expenditures:		
Financed by IBRD	17,251,938	14,708,302
Financed by GoG	45,552	25,574
Front end Fees	100,000	100,000
Total project expenditures	17,397,490	14,833,876
TOTAL PROJECT EXPENDITURES AND OTHER FUNDS	3,385,284	5,928,920

The special purpose project financial statements were approved by the management of LEPL Eurasian Transport Corridor Investment Center/Transport Reform and Rehabilitation Center on 30 June 2021 and were signed on its behalf by:

Giorgi Tsagareli

Director

30 June 2021

Marina Majagaladze

Financial Manager

30 June 2021

STATEMENT OF DESIGNATED ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

Account No.	202250201
Depository Bank	State Treasury
Address	16 V. Gorgasali street
	Tbilisi, 0114
	Georgia

Balance as at 1 January 2020	5,928,920
ADD Funds received from IBRD in 2020: Replenishments	
DEDUCT Funds used for the Project expenditures in 2020 Funds used via Designated Accounts	(2,543,636)
Balance as at 31 December 2020	3,385,284
Balance as at 1 January 2019	3,374,504
ADD Funds received from IBRD in 2019: Replenishments	5,213,496
DEDUCT Funds used for the Project expenditures in 2019 Funds used via Designated Accounts	(2,659,080)
Balance as at 31 December 2019	5,928,920

The special purpose project financial statements were approved by the management of LEPL Eurasian Transport Corridor Investment Center/Transport Reform and Rehabilitation Center on 30 June 2021 and were signed on its behalf by:

Giorgi Tsagareli Director

30 June 2021

Ren

Marina Majagaladze Financial Manager

30 June 2021

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

1. BACKGROUND

The Investment Center for Euro-Asian Transport Corridor was established in 1995 as a nonentrepreneurial and non-profit legal entity under the laws of Georgia, in accordance with the Georgian Presidential Decree N 119 dated 16 April 1995. The founder of the Investment Center for Euro-Asian Transport Corridor is the Government of Georgia.

A project unit named LEPL "Eurasian Transport Corridor Investment Center"/ "Transport Reform and Rehabilitation Center" (the "Center") was formed within the Investment Center for Euro-Asian Transport Corridor. The Center's principal activity is to manage allocated credits/loans received from the International Development Association ("IDA"), the International Bank for Reconstruction and Development ("IBRD"), the Asian Development Bank ("ADB") and the European Investment Bank ("EIB") and monitor the implementation of transport sector projects.

The Center implements the Secondary Road Asset Management Project (the "Project"), financed under the International Bank for Reconstruction and Development (the "IBRD"). The Loan Agreement No.8599-GE (the "Agreement") in the amount of 40 million United States Dollars ("USD") was signed between the Government of Georgia ("GoG") and IBRD on 28 March 2016 ("inception"). The main objectives of the Project are: rehabilitation and maintenance of secondary road sections in Guria region, rehabilitation of secondary road sections in Mtskheta-Mtianeti, Racha-Lechkhumi and Shida Kartli regions. Capacity strengthening of Road Department of the Ministry of Regional Development and Infrastructure of Georgia (RD) to enhance bridge management unit to improve data collection practices and quality, collection and maintenance of inventory and condition data on bridges on secondary roads. Scaling up the use of Georgian Road Safety Assessment Program (GeoRAP) to secondary roads in Mtskheta-Mtianeti, Racha Lechkhumi and Shida Kartli regions, as well as, carrying out road safety awareness and education campaign in Guria Region.

The Project will also strengthen the capacity of RD to integrate climate resilience practices into road asset management through provision of technical assistance to support assessment of vulnerability of secondary roads in Racha region to climate change and development and implementation of priority climate resilient measures.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance – These special purpose project financial statements have been prepared in accordance with the Cash Basis International Public Sector Accounting Standard, *Financial Reporting under a Cash Basis of Accounting* and in conformity with the World Bank's Financial Management Sector Board's "Guidelines: Annual Financial Reporting and Auditing for World Bank-Financed Activities" (the "World Bank Guidelines").

The purpose of these special purpose project financial statements is to provide information to the Government of Georgia and International Bank for Reconstruction and Development (IBRD) to assist them in evaluating the Project implementation.

Cash basis of accounting - Project financing is recognized as a source of project funds when the cash is received. Project expenditures are recognized as a use of project funds when the payments are made.

Presentation currency – The national currency of Georgia is the Georgian Lari ("GEL"). These special purpose project financial statements are presented in United States Dollars ("US Dollar" or "USD"), in conformity with World Bank Guidelines. All financial information presented in USD has been rounded to the nearest USD unless otherwise stated.

Transactions in other currencies – Transactions in currencies other than presentation currency are converted to US Dollars at the exchange rate prevailing at the date of the transaction.

Cash – Cash represents balances with State Treasury of Georgia.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

3. DESIGNATED ACCOUNT

Designated account is a designated disbursement account of the Project that is maintained in US Dollars at the State Treasury to ensure the payment of eligible expenditures, within defined limits, which do not require individual authorization from IBRD in accordance with the Agreement.

4. BASIS OF FUNDING

The total cost of the Project is estimated at USD 48 million. The expenditures of all works, goods and consultant service contracts, including all applicable taxes amount to USD 40 million, which is cofinanced by proceeds received from IBRD. The balance of USD 8 million, of total project cost is cofinanced by proceeds received from GoG.

The land acquisition and associated resettlement costs are funded entirely by the GoG.

5. METHODS OF WITHDRAWAL

The methods of withdrawal used from the inception of the loan to 31 December 2020 were as follows:

(a) Designated account

The Center withdraws the eligible amounts from the designated account. Eligible expenditures are documented through Interim un-audited Financial Reports (IFRs). After the review of IFRs by World Bank, Withdrawal Application is prepared with attached approved IFRs as supporting document. Based on Application appropriate amount is transferred to the designated account.

(b) GoG Current Account

The Project maintains a separate account where funds from the GOG are accumulated. The funds are further disbursed to sub-contractors based on the share of expenditures to be incurred. The project has common GEL account and special organization code for their funds in State Treasury of Georgia.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

6. RECONCILIATION OF AMOUNTS SHOWN AS RECEIVED FROM THE IBRD TO ACTUAL EXPENDITURES OF THE PROJECT

	31 December 2020
Application of Withdrawals Schedule	
Expenses incurred in 2020 as per the Applications of Withdrawals Schedule	-
Expenses incurred in 2020 without Applications of Withdrawals Schedule	-
Expenses incurred in 2020 as per Interim Financial Reports*	2,543,636
	2,543,636
IBRD funds received in 2020	-
Add:	
Opening Balance	
Designated account	5,928,920
	5,928,920
Less:	
Closing Balance	
Designated account	(3,385,284)
	(3,385,284)
TOTAL EXPENDITURES INCURRED IN 2020	2,543,636
	31 December 2019
Application of Withdrawals Schedule	
Expenses incurred in 2019 as per the Applications of Withdrawals Schedule	-
Expenses incurred in 2019 without Applications of Withdrawals Schedule	-
Expenses incurred in 2019 as per Interim Financial Reports*	2,659,080
	2,659,080
IBRD funds received in 2019	5,213,496
Add:	
Opening Balance	
Designated account	3,374,504
5	3,374,504
Less:	
Closing Balance	
Designated account	(5,928,920)
	(5,928,920)
TOTAL EXPENDITURES INCURRED IN 2019	2,659,080

* Eligibility of expenditures are documented through interim un-audited Financial Statements (IFRs).

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

PROJECT EXPENDITURES BY COMPONENTS

	Actual as at 31 December 2020		Planne 31 Decen	d as at nber 2020	Variance		
-	Period to	Cumulative	Period to	Cumulative	Period to	Cumulative	
Project activities	Date	to date	date	to date	date	to date	
Component 1 -Road Asset Improvement and Preservation			Unaudited	Unaudited	Unaudited	Unaudited	
Civil works	2,116,413	15,432,554	2,116,330	15,432,471	-	-	
Consultancy	280,903	1,673,064	280,903	1,673,064	-	-	
Land Acquisition	76	76	76	76	-		
TOTAL COMPONENT 1	2,397,392	17,105,694	2,397,392	17,105,694		-	
Component 2 - Enhanced Secondary Roads Asset Planning and Management Civil							
Civil works Consultancy	- 146,320	-	-	-	-	-	
Consultancy	140,320	146,320	146,320	146,320			
TOTAL COMPONENT 2	146,320	146,320	146,320	146,320		-	
TOTAL EXPENDITURES BY COMPONENTS	2,543,712	17,252,014	2,543,712	17,252,014	-	-	
UNALLOCATED							
Consultancy Front end fees	19,902	45,476 100,000	19,902	45,476 100,000	-	-	
TOTAL UNALLOCATED EXPENDITURES	19,902	145,476	19,902	145,476			
TOTAL PROJECT EXPENDITURES	2,563,614	17,397,490	2,563,614	17,397,490			

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

	Actual 31 Decem		Planned as at 31 December 2019		Variance	
Project activities	Period to Date	Cumulative to date	Period to date	Cumulative to date	Period to date	Cumulative to date
Component 1 -Road Asset Improvement and Preservation			Unaudited	Unaudited	Unaudited	Unaudited
Civil works	2,277,379	13,316,141	2,277,379	13,316,141	-	-
Consultancy	381,701	1,392,161	381,701	1,392,161		
TOTAL COMPONENT 1	2,659,080	14,708,302	2,659,080	14,708,302		<u> </u>
TOTAL EXPENDITURES BY COMPONENTS UNALLOCATED	2,659,080	14,708,302	2,659,080	14,708,302	<u> </u>	<u>-</u>
Consultancy	5,230	6,374	5,230	6,374	-	-
Land Acquisition Front end fees	13,221	19,200 100,000	13,221	19,200 100,000	-	-
TOTAL UNALLOCATED EXPENDITURES	18,451	125,574	18,451	125,574		
TOTAL PROJECT EXPENDITURES	2,677,531	14,833,876	2,677,531	14,833,876		

The Project consists of the following main components:

- Support improvement and preservation of secondary road assets and improve access of Georgian to social services and economic activities in less connected and poor regions through innovative performance based contracting methods; output and performance-based road contract (OPRC) and design-build contracts;
- Support institutional reforms aimed at integrating and enhancing Road Department's (RD) capacity in multi-year programming and annual planning for secondary road assets on a country level by enhancing road asset management system (RAMS) and by supporting climate resilience.

The categories of expenditures incurred are presented in line with the categories specified in the Agreement.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (in US Dollars)

7. COMMITMENTS AND CONTINGENCIES

Management is not aware of any commitments and contingencies which would have a material impact on this special purpose project financial statements as at 31 December 2020 and for the period then ended.

8. GEORGIAN OPERATING ENVIRONMENT

The Center's operations are located in Georgia. Consequently, the Center is exposed to the economic and financial markets of Georgia, which display characteristics of an emerging market. The legal, tax and regulatory frameworks continue development, but are subject to varying interpretations and frequent changes which together with other legal and fiscal impediments contribute to the challenges faced by entities operating in Georgia. The COVID-19 coronavirus pandemic has further increased uncertainty in the business environment. The special purpose project financial statements reflect management's assessment of the impact of the Georgian operating environment on the operations of the Center. The future operating environment may differ from management's assessment.

9. APPROVAL OF SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS

These special purpose project financial statements were authorized for issue by the management of the Center on 30 June 2021.