### 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 2022

#### TABLE OF CONTENTS

	Page
STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS	1
INDEPENDENT AUDITORS' REPORT	2-3
SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022:	
Statement of Sources and Uses of Funds	4-5
Statement of Balance Sheet	6
Statement of Designated Account	7
Notes to the Special Purpose Project Financial Statements	8-14

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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 2022, 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 2022 were authorized for issue on 30 June 2023 by the Management.

On behalf of Management:

Giorgi Tsagareli

Director

30 June 2023

Marina Majagaladze Financial Manager

30 June 2023



KPMG Georgia LLC 5<sup>th</sup> Floor GMT Plaza Mtatsminda District, Liberty Square N4 (plot 66/4) 0105 Tbilisi, Georgia IN 404437695 Telephone +995 322 93 5713 Internet www.kpmg.com/com/ge

### 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 2022, the Statements of Sources and Uses of Funds and Designated Account for the period from 1 January 2022 to 31 December 2022 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 2022, and its sources and uses of funds for the year ended 31 December 2022 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 12 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.

### 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, sbut 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:

Vakhtang Kezheradze

KPMG Georgia LLC Tbilisi, Georgia 30 June 2023

STATEMENT OF SOURCES AND USES OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 2022 (in US Dollars)

	Actual as at 31 December 2022		Planned as at 31 December 2022		Variance	
		Cumulative	Period	Cumulative	Period	Cumulative
	to date	to date	to date	to date	to date	to date
FUNDS RECEIVED BY SOURCES International Bank for Reconstruction and Development ("IBRD") funds Government of Georgia ("GoG") co- financing TOTAL FUNDS RECEIVED	7,000,000 19,773 <b>7,019,773</b>	36,537,222 79,783 <b>36,617,005</b>	Unaudited	Unaudited	Unaudited	Unaudited
LESS: EXPENDITURES Component 1 - Road Asset Improvement and Preservation Component 2 - Enhanced Secondary Roads Asset Planning and Management	6,801,940 36,580	31,109,397	6,801,940 36,580	31,109,397 182,900		-
IBRD TOTAL	6,838,520	31,292,297	6,838,520	31,292,297		
Component 1 - Road Asset Improvement and Preservation GoG TOTAL	-	-				-
TOTAL EXPENDITURES BY COMPONENTS	6,838,520	31,292,297	6,838,520	31,292,297		
UNALLOCATED Front end fees Non-component expenditures ("GoG")	19,773	100,000 79,678	19,773	100,000 79,678	-	
TOTAL UNALLOCATED EXPENDITURES	19,773	179,678	19,773	179,678		
TOTAL PROJECT EXPENDITURES	6,858,293	31,472,051	6,858,293	31,472,050		
NET FLOWS/(OUTFLOWS) OF FUNDS	161,480	5,144,955				

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 2023 and were signed on its behalf by:

Giorgi Tsagareli C Director

2...00101

30 June 2023

Marina Majagaladze Financial Manager

30 June 2023

## STATEMENT OF SOURCES AND USES OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 2022 (in US Dollars)

	Actual as at 31 December 2021		Planned as at 31 December 2021		Variance	
	Period Cumulative		Period Cumulative			Cumulative
	to date	to date	to date	to date	to date	to date
FUNDS RECEIVED BY SOURCES International Bank for Reconstruction and Development ("IBRD") funds	8,800,000	29,537,222	Unaudited	Unaudited	Unauditec	Unaudited
Government of Georgia ("GoG") co- financing	14,458	60,010				
TOTAL FUNDS RECEIVED		29,597,232				
	<u> </u>					
LESS: EXPENDITURES Component 1 - Road Asset Improvement and Preservation Component 2 - Enhanced Secondary	7,201,839	24,307,457	7,201,839	24,307,457	-	-
Roads Asset Planning and Management IBRD TOTAL	- 7,201,839	146,320 <b>24,453,777</b>	- 7,201,839	146,320 <b>24,453,777</b>	<u>-</u>	<u>-</u>
Component 1 - Road Asset Improvement and Preservation		76		76		<u>-</u>
GoG TOTAL	-	76	-	76		-
TOTAL EXPENDITURES BY COMPONENTS	7,201,839	24,453,853	7,201,839	24,453,853		<u>-</u>
UNALLOCATED						
Front end fees	-	100,000	-	100,000	-	-
Non-component expenditures ("GoG")	14,429	59,905	14,429	59,905		<u>-</u>
TOTAL UNALLOCATED EXPENDITURES	14,429	159,905	14,429	159,905		
TOTAL PROJECT EXPENDITURES	7,216,268	24,613,758	7,216,268	24,613,758		
NET FLOWS/(OUTFLOWS) OF FUNDS	1,598,190	4,983,474				

The notes on pages 8 to 12 form an integral part of these special purpose project financial statements.

STATEMENT OF BALANCE SHEET FOR THE YEAR ENDED 31 DECEMBER 2022 (in US Dollars)

5,144,954	4,983,474
The state of the s	4.983.474
	.,000,111
5,144,954	4,983,474
36,537,222	29,537,222
79,783	60,010
36,617,005	29,597,232
31,292,297	24,453,777
79,754	59,981
100,000	100,000
31,472,051	24,613,758
5,144,954	4,983,474
	79,783 36,617,005 31,292,297 79,754 100,000 31,472,051

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 2023 and were signed on its behalf by:

Giorgi Tsagareli Director

30 June 2023

Marina Majagaladze Financial Manager

30 June 2023

#### STATEMENT OF DESIGNATED ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2022 (in US Dollars)

Account No.
Depository Bank

202250201 State Treasury

Address

16 V. Gorgasali street

Tbilisi, 0114 Georgia

4,983,474
7,000,000
(6,838,519)
5,144,955
3,385,284
8,800,000 
(7,201,839)

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 2023 and were signed on its behalf by:

Giorgi Tsagareli Director

Balance as at 31 December 2021

30 June 2023

Marina Majagaladze Financial Manager 4,983,474

30 June 2023

The notes on pages 8 to 12 form an integral part of these special purpose project financial statements.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022 (in US Dollars)

#### 1. BACKGROUND

The Investment Center for Euro-Asian Transport Corridor was established in 1995 as a non-entrepreneurial 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 2022 (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 co-financed by proceeds received from IBRD. The balance of USD 8 million, of total project cost is co-financed 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 2022 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.

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

	31 December 2022
Application of Withdrawals Schedule	
IBRD funds received in 2022 Foreign exchange difference in 2022	7,000,000
Add: Opening Balance Designated account	4,983,474
Less: Closing Balance	4,983,474
Designated account	(5,144,954) (5,144,954)
TOTAL EXPENDITURES INCURRED IN 2021	6,838,520

## NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022 (in US Dollars)

	31 December 2021
Application of Withdrawals Schedule	
IBRD funds received in 2021 Foreign exchange difference in 2021	8,800,000 29
Add: Opening Balance Designated account	3,385,284
	3,385,284
Less: Closing Balance	(4,000,474)
Designated account	(4,983,474) (4,983,474)
	(4,963,474)
TOTAL EXPENDITURES INCURRED IN 2021	7,201,839

<sup>\*</sup> Eligibility of expenditures are documented through interim un-audited Financial Statements (IFRs).

#### PROJECT EXPENDITURES BY COMPONENTS

	Actual as at 31 December 2022		Planned as at 31 December 2022		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	4,732,663	26,861,601	4,732,662	26,861,599	-	-
Consultancy	2,069,277	4,247,796 76	2,069,277	4,247,796 76	-	-
Land Acquisition TOTAL COMPONENT	<u>-</u>			76		
1	6,801,940	31,109,473	6,801,939	31,109,472		
Component 2 - Enhanced Secondary Roads Asset Planning and Management Civil Civil works Consultancy	- 36,580	182,900	-	- 182,900	:	- -
TOTAL COMPONENT	<u> </u>					
2 TOTAL EXPENDITURES BY COMPONENTS	36,580 6,838,520	182,900 31,292,372	6,838,519	182,900 31,292,372		
UNALLOCATED Consultancy Front end fees	19,773	79,678 100,000	19,773	79,678 100,000	-	-
TOTAL UNALLOCATED EXPENDITURES	19,773	179,678	19,773	179,678		-
TOTAL PROJECT						

## NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022 (in US Dollars)

EXPENDITURES	6,858,293	31,472,051	6,858,292	31,472,050		
	Actual 31 Decem		Planned as at 31 December 2021		Variance	
Project activities	Period to Date	Cumulative to date	Period to Cumulative date to date		Period to date	Cumulative to date
Component 1 -Road Asset Improvement and Preservation			Unaudited	Unaudited	Unaudited	Unaudited
Civil works Consultancy Land Acquisition	6,696,384 505,455	22,128,938 2,178,519 76	6,696,384 505,455	22,128,938 2,178,519 76	-	-
TOTAL COMPONENT	7,201,839	24,307,533	7,201,839	24,307,533	<u>-</u>	-
Component 2 - Enhanced Secondary Roads Asset Planning and Management Civil Civil works	_	_	_	_	_	_
Consultancy TOTAL COMPONENT	<u>-</u>	146,320		146,320		
2 TOTAL	<u>-</u>	146,320		146,320		
EXPENDITURES BY COMPONENTS	7,201,839	24,453,853	7,201,839	24,453,853		
UNALLOCATED Consultancy Front end fees TOTAL	14,429	59,905 100,000	14,429	59,905 100,000		
UNALLOCATED EXPENDITURES	14,429	159,905	14,429	159,905		
TOTAL PROJECT EXPENDITURES	7,216,268	24,613,758	7,216,268	24,613,758		

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 2022 (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 2021 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.

#### 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 2023.