REGIONAL DEVELOPMENT PROJECT

IBRD LOAN 8148-GE

IMPLEMENTED BY MUNICIPAL DEVELOPMENT FUND OF GEORGIA

Special Purpose Project Financial Statements and Independent Auditor's Report

For the year ended 31 December 2014

REGIONAL DEVELOPMENT PROJECT

IBRD LOAN 8148-GE

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STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND PRESENTATION OF THE SPECIAL PURPOSE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

The management of the Municipal Development Fund of Georgia (the MDF) is responsible for the preparation of the special purpose financial statements of "Regional Development Project" (the Project) financed by IBRD Loan 8148-GE that present fairly the financial position of the Project as at 31 December 2014, and its sources and uses of funds, expenditures by activities, Summary Reports and SOEs, designated account balances and movements for the year then ended, in compliance with the basis of accounting described in Note 2 of accompanying these special purpose financial statements and the Financial Management Manual for World Bank Financed Investment Operations (WB 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 that enable users to understand the impact of particular transactions, other events and conditions regarding to the Project to the special purpose financial statements.

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, and which enable to ensure that the special purpose financial statements of the Project comply with the basis of accounting adopted;
- Maintaining statutory accounting records in compliance with Georgian legislation and donor's requirements;
- Taking such steps that are reasonably available to them to safeguard the assets of the Project and to affirm that funds received on the basis of IBRD Loan 8148-GE were used in accordance with relevant general conditions, relevant financing agreements and relevant disbursement letters, and World Bank related guidelines, with due attention to economy and efficiency, and only for the purposes for which the financing was provided; and
- Preventing and detecting fraud and other errors.

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The special purpose project financial statements for the year ended 31 December 2014 were authorized for issue on 30 June 2015 by the Management.

On behalf of the Management:

Ilia Darchiashvili Executive Director

30 April 2015

Natalie Godziashvili

Head of Financial Management

and Investments Unit



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INDEPENDENT AUDITOR'S REPORT N 76

On the special purpose financial statements of the "Regional Development Project" for the year ended 31 December 2014

To the management of Municipal Development Fund of Georgia

We have audited the accompanying special purpose financial statements of the Regional Development project (the Project) financed under IBRD Loan 8148-GE and implemented by Municipal Development Fund of Georgia (the MDF), which comprise the Project's statement of financial position as at 31 December 2014, the statement of sources and uses of funds, statement of expenditures by activities, statement of Summary Reports and SOEs, statement of Designated account for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

The Management of the MDF is responsible for the preparation and fair presentation of these special purpose financial statements in accordance with the basis of accounting described in the Note 2 accompanying these special purpose financial statements, and Financial Management Manual for World Bank Financed Investment Operations (WB Guidelines), and for such internal control as management determines is necessary to enable the preparation of the special purpose financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these special purpose financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing as issued by International Auditing and Assurance Standards Board of the IFAC. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the special purpose financial statements are free from material misstatement.

An audit involves performing procedures to obtain reasonable audit evidence about the amounts and disclosures in the special purpose financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risk of material misstatement of the special purpose financial statements, whether due to fraud or error. In making those assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the special purpose financial statement 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 entity's internal control. An audit also includes the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the special purpose financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion,

- the special purpose financial statements present fairly in all material respects the financial position of the Project as at 31 December 2014, as well as sources and uses of funds for the year then ended in accordance with the basis of accounting described in the Note 2 accompanying these special purpose financial statements and WB Guidelines;
- funds have been used in accordance with the conditions of the Loan Agreement IBRD Loan 8148-GE signed on 28 March 2012 between the Georgia and the International Bank for Reconstruction and Development, and World Bank related guidelines, with due attention to economy and efficiency, and only for the purposes for which the financing was provided;
- supporting documents, records and accounts have been maintained to support claims
 for reimbursement of expenditures incurred. Expenditures included in the withdrawal
 applications and reimbursed against are eligible for financing under the IBRD Loan
 8148-GE.
- 4. The Designated account used has been maintained in accordance with the provision of the IBRD Loan 8148-GE, and World Bank related guidelines.

"SOS-Audit" LLC 30 June 2015



Gnel Khachatryan, FCCA Auditor

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Statement of Financial Position

As at 31 December 2014

(Amounts are shown in US dollars)

	Note	31 December 2014	31 December 2013
ASSETS			
Cash	3	5,449,650	5,136,377
Prepayments	4	522,303	669,123
Total Assets		5,971,953	5,805,500
LIABILITIES			
Payables	5	559,903	863,788
Total Liabilities		559,903	863,788
NET ASSETS			
Cumulative Funds Received	6		
IBRD Loan 8148-GE		52,374,513	49,021,268
Government of GE		13,304,374	12,465,958
MDF funds		44,788	8
Other income		93,551	
		65,817,226	61,487,226
Cumulative Expenditures	7		
Cumulative Project Expenditures		60,612,460	56,692,334
		60,612,460	56,692,334
Foreign exchange gain/(loss)		207,284	146,820
Total Net Assets		5,412,050	4,941,712

Ilia Darchiashvili Executive Director Natalie Godziashvili

Head of Financial Management

and Investments Unit

30 June 2015

The notes on pages 11-17 form an integral part of these special purpose project financial statements.

Statement of sources and uses of funds For the year ended 31 December 2014 (Amounts are shown in US dollars)

(Amounts are shown in US dollars)							
	Ac	Actual	Buc	Budget	Var	Variance	PAD
	Year ended 31.12.2014	Cumulative as at 31.12.2014	Year ended 31.12.2014	Cumulative as at 31.12.2014	Year ended 31.12.2014	Cumulative as at 31.12.2014	Life of Project
OPENING WORKING CAPITAL							
Cash	5,136,377						
Prepayments	669,123	21					
Payables	(863,788)	21					
	4,941,712	t					
SOURCES OF FUNDS							
IBRD Loan 8148-GE	3,353,245	52,374,513					000,000,09
Government of GE	838,416	13,304,374					15,000,000
MDF Funds	44,788	44,788					ı
Other income	93,551	93,551					•
TOTAL	4,330,000	65,817,226					75,000,000
EXPENDITURES							
1. Works and Goods	2,084,741	56,278,644	7,972,097	62,166,000	(5,887,356)	(5,887,356)	69,640,000
Consulting services and training	1,381,138	2,818,065	1,500,000	2,936,927	(118,862)	(118,862)	3,680,000
3. Operating costs	451,234	1,278,747	500,000	1,327,513	(48,766)	(48,766)	1,530,000
Resettlement expenses	3,013	87,004	J 8	83,991	3,013	3,013	
4.Front-end fee	1	150,000	1	150,000	•	E	150,000
TOTAL	3,920,126	60,612,460	9,972,097	66,664,431	(6,051,971)	(6,051,971)	75,000,000
Foreign exchange gain/(loss)	60,464	207,284					
CLOSING WORKING CAPITAL							
Cash	5,449,650	5,449,650					
Prepayments	522,303	522,303		10			
Payables	(559,903)	(559,903)		-			
TOTAL PASSESSED	5,412,050	5,412,050	Ø	pul.			
Ilia Darchiashvili Executive Director			Natalie Godziashvili Head of Financial Ma and Investments Unit	Natalie Godziashvili Head of Financial Management and Investments Unit	ıt		
(5)							

30 June 2015
The notes on pages 14-17 form an integral part of these special purpose project financial statements.

Statement of expenditures by activities For the year ended 31 December 2014 (Amounts are shown in US dollars)

	Actua		Planned	pa	Variance	nce	PAD
		Cumulative		Cumulative		Cumulative	Life of
Parts	Year ended	as at	Year ended	as at	Year ended	as at	Project
	31.12.2014	31.12.2014	31.12.2014	31.12.2014	31.12.2014	31.12.2014	
Part A. Infrastructure investment							
Works and goods	2,084,741	56,278,644	7,972,097	62,166,000	(5,887,356)	(5,887,356)	69,640,000
Resettlement expenses	3.013	87,004	ā	83,991	3,013	3,013	
	2,087,754	56,365,648	7,972,097	62,249,991	(5,884,343)	(5,884,343)	69,640,000
Part B. Institutional Development							
Operating costs	451,234	1,278,747	500,000	1,327,513	(48,766)	(48,766)	1,530,000
Consultants' services and training	1,381,138	2,818,065	1,500,000	2,936,927	(118,862)	(118,862)	3,680,000
	1,832,372	4,096,812	2,000,000	4,264,440	(167,628)	(167,628)	5,210,000
Front-end fee	•	150,000	Î	150,000	ř	r.	150,000
TOTALEXPENDITURES	3,920,126	60,612,460	9,972,097	66,664,431	(6,051,971)	(6,051,971) (6,051,971)	75,000,000
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Natalie Godziashvili Head of Financial Management and Investments Unit

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Ilia Darchiashvili Executive Director

30 June 2015

The notes on pages 11-17 form an integral part of these special purpose project financial statements.

Statement of Summary Reports and SOEs

For the year ended 31 December 2014 (Amounts are shown in US dollars)

			Payment categories		Total
Withdrawal application No	Withdrawal application value date	1.Works and goods	2.Consultant's services and training	3.Operating costs	
18	14.07.2014	1,331,773.76	110,216.66	121,633.00	1,563,623.42
19	12.11.2014	1,082,116.44	465,062.78	242,441.99	1,789,621.21
Total		2,413,890.20	575,279.44	364,074.99	3,353,244.63

Ilia Darchiashvili Executive Director Natalie Godziashvili Head of Financial Management and Investments Unit

30 June 2015

Statement of Designated Account

For the year ended 31 December 2014 (Amounts are shown in US dollars)

Bank account number	GE65NB0331100001150207- 202250930
Bank	National Bank of Georgia
Bank location	3/5, Leonidze Str. Tbilisi, Georgia
Currency	USD

	IBRD Loan 8148-GE
1. Opening balance as at 01.01.2014	5,136,377
2. Add: opening discrepancy	-
3. WB advance/replenishment	3,353,245
4. Less: Refund to WB from DA	
5. Present outstanding amount advanced to DA	8,489,622
6. DA closing balance as at 31.12.2014	5,449,650
7. Add: Amount of eligible expenditures paid	3,039,972
8. Less: interest earned (if Loan to DA)	
9. Total advance accounted for	8,489,622
10. Closing discrepancy (5)-(9)	-,

Ilia Darchiashvili Executive Director

30 June 2015

Natalie Godziashvili

Head of Financial Management

and Investments Unit

The notes on pages 11-17 form an integral part of these special purpose project financial statements.

Notes to the special purpose financial statements

For the year ended 31 December 2014

1. General information

1.1. The Project

The "Regional Development Project" (the Project) is being implemented in accordance with the Loan Agreement IBRD Loan 8148-GE in the total amount of 60,000,000 United States dollars (USD), signed between the International Bank of Reconstruction and Development (IBRD) and the Georgia on 28 March 2012.

The closing date of expenditure to be financed by the IBRD Loan 8148-GE is set 31 December 2016.

1.2. The Project objectives

The objective of the Project is to improve infrastructure services and institutional capacity to support the development of tourism based economy and cultural heritage circuits in the Kakheti region.

The Project consists of the following parts:

Part A: Infrastructure Investment

- 1. Provision of financing on a grant basis to local self-government authorities in Kakheti region to carry out investment subprojects for:
- (a) urban regeneration which includes: (i) the rehabilitation of municipal infrastructure and utilities in the central historical areas; (ii) the conservation and upgrading of public spaces and cultural buildings, and (iii) the conversation of building facades with vernacular architecture; and
- (b) tourism circuit development which includes: (i) improving urban landscaping and public parking;
- (ii) construction of info kiosks, cafes and public toilets; and (iii) improving access roads, through the carrying out of works and provision of goods and consultants' services.
- 2. Provision of financing on a grant basis for local self-government authorities in Kakheti region to carry out investment subprojects for public infrastructure to attract private sector investments in tourism and agro- processing, through the carrying out of works and provision of goods and consultants' services.

Part B: Institutional Development

Enhancing the institutional capacity and performance of the Georgia National Tourism Administration (GNTA), the Agency for Culture Heritage Preservation of Georgia (ACHP), the MD, and other local and regional entities to carry out the following activities:

- (1) destination management and promotion, including local outreach campaign;
- (2) setting up the geotourism routes and tourism portal;
- (3) skilled workforce development and capacity building;
- (4) supervision of construction and sustainable site management of cultural heritage; and
- (5) performance monitoring and evaluation activities, through the provision of goods, consultants' services and training.

Notes to the special purpose financial statements

For the year ended 31 December 2014

1.3. The Project Budget

The Project is being financed by the following sources:

- IBRD Loan 8148-GE,
- The Government the Georgia (Government of GE).

The Project budget and percentage of expenditures to be financed by IBRD Loan 8148-GE percentage of expenditure category is follows:

	IBRD Loan 8148-GE	Government of GE	Total	% of Expenditure to be financed by
	USD	USD	USD	IBRD Loan 8148-GE
1. Works and Goods	55,681,000	13,959,000	69,640,000	80%
2. Consulting services and training	2,945,000	735,000	3,680,000	80%
3.Operating costs	1,224,000	306,000	1,530,000	80%
Resettlement costs	-	80,000	80,000	-
Front-end fee	150,000	-	150,000	100%
	60,000,000	15,080,000	75,080,000	

1.4. Project Implementation

The Project is implemented by Municipal Development Fund of Georgia (MDF) established pursuant to the Republic of Georgia Presidential Decree No. 294 dated 7 June 1997.

The MDF address is: 3rd Floor, #150 D. Aghmashenebeli Ave., 0112, Tbilisi, Georgia.

Notes to the special purpose financial statements

For the year ended 31 December 2014

2. Summary of significant accounting policies

2.1. Preparation and presentation of financial statements

The special purpose financial statements are prepared in accordance based on the accrual basis of accounting and presented in accordance with Financial Management Manual for World Bank Financed Investment Operations (March 2010): RM 3 – Financial Reporting and Auditing.

The principal accounting policies applied in the preparation of these special purpose financial statements are set out below. These policies have been consistently applied to all the periods presented.

2.2 Accrual basis of accounting

In accordance with the accrual bases of accounting the expenditure is recognized when the transaction occurs (expense incurred), and not only when cash or its equivalent is received or paid. The transactions are recorded in the accounting records and recognized in the special purpose financial statements of the periods to which they relate.

2.3 Reporting currency

The reporting currency of these special purpose financial statements is United States dollar (USD). Transactions in currencies other than reporting are converted to US Dollars at the exchange rate prevailing at the date of the transaction.

Transaction in local currency, Georgian Lari (GEL), are recorded in the special purpose financial statements at the rates of exchange defined by the National Bank of Georgia ("NBG") prevailing on the dates of transactions. At the reporting date, the monetary items denominated in currencies other than the presentation currency are translated into USD at the NBG rate effective at the reporting date. The effect of exchange rate changes on non-reporting currency transactions and items is reported as separate line item in the statement of financial position.

The exchange rate defined by the NBG as at 31 December 2013 is: USD 1 = 1.7363 GEL. The exchange rate defined by the NBG as at 31 December 2014 is: USD 1 = 1.8636 GEL.

2.4. Cash

Cash comprises cash at treasure account of the Government of Georgia and bank accounts.

2.5. Budgeting

Expenditure budget is created based on actual accumulated expenditures for the last period plus the updated procurement plans for the period.

Notes to the special purpose financial statements

For the year ended 31 December 2014

3. Cash		
	As at 31.12.2014	As at 31.12.2013
	USD	USD
Designated account (in USD) (IBRD Loan 8148-GE)	5,449,650	5,136,377
Total	5,449,650	5,136,377
4. Prepayments		
	As at 31.12.2014	As at 31.12.2013
	USD	USD
Advances for civil works*	522,303	669,123
Total	522,303	669,123

^(*) Under the Civil Works contracts (Works and Goods category expenditures), advances amounting to 10-20% of total contract amount is paid to contractor. Advances are retained by the same percentage from each progress payment made to contractors against presented acceptance acts for executed works.

5. Payables

	As at 31.12.2014 USD	As at 31.12.2013 USD
Payables for LDG*	559,903	819,040
Payables for consulting services		44,748
Total	559,903	863,788

^(*) Under the Works and Goods category expenditures, 5% of total contract amount is retained to be paid to contractor after the expiration of the faults and defects period (usually 1 year). Amounts are retained from each progress payment made to contractors against presented acceptance acts for executed works.

6. Financing

6.1. Financing IBRD Loan 8148-GE

<u> </u>	Year ended	Cumulative as
	31.12.2014	at 31.12.2014
	USD	USD
Advances/ (advance recovery)	=	6,700,000
SOE and Summary Sheet	3,353,245	45,524,513
Front-end fee	-	150,000
Total	3,353,245	52,374,513
Total financing budget		60,000,000
Percentage of finance provided as at 31 Dec 2014		87%

Notes to the special purpose financial statements

For the year ended 31 December 2014

6.2. Government of GE

	Year ended 31.12.2014 USD	Cumulative as at 31.12.2014 USD
Cash contributions	838,416	13,304,374
Total	838,416	13,304,374
Total financing budget		15,080,000
Percentage of finance provided as at 31 Dec 2014		88%

6.3. MDF Funds and other income

- a) Financing from MDF was provided for covering portion of expenditure not covered by the IBRD Loan 8148-GE.
- b) Other income is fines charged to civil works contractors for delays in contracted works.

7. Project Expenditures

7.1. Project expenditure financing per funds

	Year ended 31 Dec 2014				
Category	IBRD Loan 8148-GE	Government of GE	MDF Fund & other income	Total	
1. Works and Goods	1,565,111	381,291	138,339	2,084,741	
2. Consulting services and training	938,183	442,955	-	1,381,138	
3.Operating costs	356,414	94,820	-	451,234	
Resettlement expenses	-	3,013	-	3,013	
4.Front-end fee	-	-	-		
Subtotal	285,9708	922,079	138,339	3,920,126	
Prepayments/(payables)	180,264	(83,663)	-	96,601	
Total	3,039,972	838,416	138,339	4,016,727	

	Cumulative as at 31 Dec 2014				
Category	IBRD Loan 8148-GE	Government of GE	MDF Fund & other income	Total	
Works and Goods	44,247,983	11,892,322	138,339	56,278,644	
2. Consulting services and training	1,628,754	1,189,311	-	2,818,065	
3.Operating costs	1,018,302	260,445	-	1,278,747	
Resettlement expenses	-	87,004	-	87,004	
4.Front-end fee	150,000	-	-	150,000	
Subtotal	47,045,039	13,429,082	138,339	60,612,460	
Prepayments/(payables)	(120,176)	(124,708)	-	(244,884)	
Total	46,924,863	13,304,374	138,339	60,367,576	

Notes to the special purpose financial statements

For the year ended 31 December 2014

7.2. Budget execution

The progress of the expenditure budget execution is presented below:

	Cumulative Expenditures as at 31.12.2014	Total budget	Execution
Category	USD	USD	%
1. Works and Goods	56,278,644	69,640,000	81%
2. Consulting services and training	2,818,065	3,680,000	77%
3.Operating costs	1,278,747	1,530,000	84%
Resettlement expenses	87,004	80,000	109%
Front-end fee	150,000	150,000	100%
Total	60,612,460	75,080,000	81%

8. Event after reporting date

The application N 20 in the total amount of 1,250,350.23 USD consisting of expenditures relating to the year ended 31 December 2014 was submitted to WB on 26 Feb 2015 and approved on 27 Feb 2015.

9. Litigations

There are no pending litigations related to the Project as at reporting date and as at approval date of these special purpose financial statements.

ANNEX 1. RECONCILIATION BETWEEN THE AMOUNTS SUBMITTED BY THE MDF AND DISBURSED BY THE WORLD BANK

For the year ended 31 December 2014 (Amounts are shown in US dollars)

Expenditure Category	Appl.	MDF	WB	Difference
1.Works and goods	18	1,331,773.76	1,331,773.76	-
	19	1,082,116.44	1,082,116.44	·-
		2,413,890.20	2,413,890.20	
2. Consultants' services and	18	110,216.66	110,216.66	-
training	19	465,062.78	465,062.78	
		575,279.44	575,279.44	
3. Operating costs	18	121,633.00	121,633.00	
	19	242,441.99	242,441.99	
		364,074.99	364,074.99	
Total		3,353,244.63	3,353,244.63	