

**TRANSPORT REFORM AND
REHABILITATION CENTER**

CREDIT NO. 5108 – GE
(THIRD EAST-WEST HIGHWAY IMPROVEMENT
PROJECT)

Special Purpose Project Financial Statements
For the Year Ended 31 December 2012

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
CREDIT NO. 5108 – GE**

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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 2012

Management of the Third East-West Highway Improvement Project (the "Project") implemented by the Transport Reform and Rehabilitation Center ("TRRC") is responsible for the preparation of the special purpose project financial statements that present fairly the financial position of the Project as at 31 December 2012, and its sources and uses of funds and movement in special account for the year ended 31 December 2012, 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 financial statements, management is responsible for:

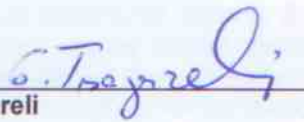
- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Providing additional disclosures when compliance with the specific requirements in IPSAS – Cash Basis 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 special accounts;
- Making an assessment of the Projects ability to continue as a going concern.

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.

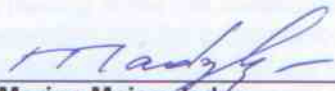
The special purpose project financial statements for the year ended 31 December 2012 were authorised for issue on 20 June 2013 by Management.

On behalf of Management:



Giorgi Tsagareli
Director

20 June 2013



Marina Majagaladze
Financial Manager

20 June 2013

INDEPENDENT AUDITORS' REPORT

To management of the Transport Reform and Rehabilitation Center:

We have audited the accompanying special purpose project financial statements of the Third East-West Highway Improvement Project (the "Project") financed under the Credit Agreement No.5108-GE dated 28 June 2012, implemented by the Transport Reform and Rehabilitation Center, which comprise the Balance Sheet Statement as at 31 December 2012 and the related Statement of Sources and Uses of Funds, Statement of Expenditures Withdrawal Schedule ("SOEs") and Special Account Statement for the year ended 31 December 2012 and a summary of significant accounting policies and other explanatory notes (collectively referred to as the "special purpose project financial statements"). The special purpose project financial statements have been prepared by management using 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") as described in Note 2.

Management's responsibility 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 basis of accounting described in Note 2. This includes determining that the IPSAS – Cash Basis of accounting is an acceptable basis for the preparation of the financial statement in the circumstances, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special purpose project financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the special purpose project financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Project's preparation and fair presentation of the special purpose project financial statements 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 Project's internal control. An audit also includes evaluating 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 project financial statements.

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

Opinion

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 2012, and its sources and uses of funds, SOEs and special account statement for the year ended 31 December 2012 in accordance with the IPSAS – Cash Basis of accounting and World Bank Guidelines, as further detailed in Note 2.

Basis of accounting and restriction on distribution and use

Without modifying our opinion, we draw attention to Note 2 to the special purpose financial statements which describe the basis of accounting. The special purpose project financial statements are prepared to assist the Project to comply with the requirements of IDA. As a result, the special purpose project financial statements may not be suitable for another purpose. Our report is intended solely for use by the management of the Project, the Government of Georgia and IDA and should not be distributed or used by anyone other than these specified parties.

Deloitte & Touche

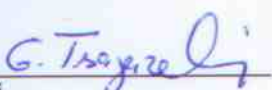
20 June 2013

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
CREDIT NO. 5108 – GE**

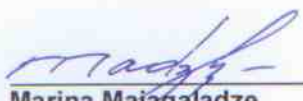
**STATEMENT OF SOURCES AND USES OF FUNDS
FOR THE YEAR ENDED 31 DECEMBER 2012
(in US Dollars)**

	Actual		Planned		Variance	
	Year to date	Cumulative to date	Year to date	Cumulative to date	Year to date	Cumulative to date
			Unaudited	Unaudited	Unaudited	Unaudited
FUNDS RECEIVED BY SOURCES						
International Development Association (IDA) Funds	13,818,449	13,818,449				
Government of Georgia (GoG) co-financing	3,863,093	3,863,093				
TOTAL FUNDS RECEIVED	17,681,542	17,681,542				
Foreign Exchange Difference	(2)	(2)				
	17,681,540	17,681,540				
LESS: EXPENDITURES						
Component 1 - Construction of Sveneti-Ruisi-Agara Road Link (IDA - 80%)	7,169,720	7,169,720	7,169,720	7,169,720	-	-
Component 2 - Institutional Strengthening (IDA - 80%)	-	-	-	-	-	-
Component 3 - Project management (IDA - 80%)	8,381	8,381	8,381	8,381	-	-
IDA TOTAL	7,178,101	7,178,101	7,178,101	7,178,101	-	-
Component 1 - Construction of Sveneti-Ruisi-Agara Road Link (GoG - 20%)	3,860,995	3,860,995	3,860,995	3,860,995	-	-
Component 2 - Institutional Strengthening (GoG - 20%)	-	-	-	-	-	-
Component 3 - Project management (GoG - 20%)	2,096	2,096	2,096	2,096	-	-
GoG TOTAL	3,863,091	3,863,091	3,863,091	3,863,091	-	-
TOTAL PROJECT EXPENDITURES	11,041,192	11,041,192	11,041,192	11,041,192	-	-
NET FLOWS OF FUNDS	6,640,348	6,640,348				

On behalf of Management:


Giorgi Tsagareli
Director

20 June 2013


Marina Majagaladze
Financial Manager

20 June 2013

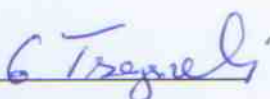
The notes on pages 8 to 12 form an integral part of these special purpose project financial statements.

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
CREDIT NO. 5108 – GE**

**BALANCE SHEET STATEMENT
AS AT 31 DECEMBER 2012
(in US Dollars)**

	<u>31 December 2012</u>
ASSETS	
IDA Designated Account	<u>6,640,348</u>
TOTAL ASSETS	<u><u>6,640,348</u></u>
Funds received:	
Funds received from IDA	13,818,449
Funds received from GoG	<u>3,863,093</u>
Total funds received	<u>17,681,542</u>
Project expenditures:	
Financed by IDA	(7,178,101)
Financed by GoG	(3,863,091)
Foreign exchange difference	<u>(2)</u>
Total project expenditures	<u>(11,041,194)</u>
TOTAL PROJECT EXPENDITURES AND OTHER FUNDS	<u>6,640,348</u>

On behalf of Management:



Giorgi Tsagareli
Director

20 June 2013



Marina Majagaladze
Financial Manager

20 June 2013

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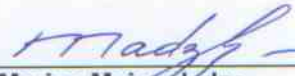
**STATEMENT OF EXPENDITURE WITHDRAWAL SCHEDULE
FOR THE YEAR ENDED 31 DECEMBER 2012
(in US Dollars)**

Withdrawal No.	Withdrawal application date	Civil Works	Goods	Consultants' Services	Operating Costs
4	30/01/2013	-	-	8,381	-
		-	-	8,381	-

On behalf of Management:

Giorgi Tsagareli
Director

20 June 2013



Marina Majagaladze
Financial Manager

20 June 2013

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

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
CREDIT NO. 5108 – GE**

**SPECIAL ACCOUNT STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2012**
(in US Dollars)

Account No. 206250928
Depository Bank State Treasury
Address 16 V. Gorgasali street
Tbilisi, 0114
Georgia

Balance as at 31 December 2011 -

ADD

Funds received from IDA 7,000,000

DEDUCT

Funds used for Project Expenditures (359,652)

Balance as at 31 December 2012 6,640,348

On behalf of Management:



Giorgi Tsagareli
Director

20 June 2013



Marina Majagaladze
Financial Manager

20 June 2013

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

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
CREDIT NO. 5108 – GE**

**NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

(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. A project unit named "Transport Reform and Rehabilitation Center" (the "TRRC") was formed within the Investment Center for Euro-Asian Transport Corridor 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 International Development Association Credit Agreement No. 5108-GE (the "Agreement") in the amount of Special Drawing Rights ("SDR") 27.7 million was signed between the Government of Georgia ("GoG") and International Development Association ("IDA") on 28 June 2012. The main objectives of the credit are: to contribute to the gradual reduction of road transport costs and improve access, ease of transit and road safety along central part of the East-West Corridor and strengthen the capacity of the Road Department in the Ministry of Regional Development and Infrastructure of Georgia (RDMDI) and relevant government entities to plan and manage the road network and to improve road safety. The closing date of the loan is 30 June 2015.

2. ACCOUNTING POLICIES

Basis of accounting – 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 incorporate the following principal accounting policies, which have been consistently followed in all material respects and 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. Project financing is recognised as a source of project funds when the cash is received. Project expenditures are recognised as a use of project funds when the payments are made.

Functional currency – These special purpose project financial statements are expressed in United States Dollars ("US Dollar" or "USD").

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

Cash – Cash comprises cash on hand and balances with State Treasury.

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
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**NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)**
(in US Dollars)

3. SPECIAL ACCOUNT

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

4. BASIS OF FUNDING

According to the terms of the Agreement, expenditures are co-financed by proceeds received from IDA and Government of Georgia (GoG) at a proportional rate of 80% and 20%, respectively.

GoG is responsible for paying all value added, non-residential and other taxes, and land acquisition costs.

5. METHODS OF WITHDRAWAL

The methods of withdrawal used from the inception of the credit to 31 December 2012 were as follows:

(a) Special Account

Transport Reform and Rehabilitation Center withdraws the eligible amounts from the special account and prepares and sends replenishment requests to the World Bank with authorized signatures. The replenishment requests and respective documentation are reviewed by the World Bank and an approved amount is transferred to the special account.

(b) Direct Payment

Available amounts are drawn from time to time within limits determined under the credit agreement for direct payments of eligible expenditures for sub-projects. Direct payments are made by the World Bank directly to third parties. TRRC forms withdrawal applications for request of direct payments and sends it to the World Bank, for settlement.

(c) GoG Current Account

The Project maintains a separate account where funds from the Government of Georgia are accumulated. The funds are further disbursed to sub-contractors based on the share of expenditures to be incurred.

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**NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)**
(in US Dollars)

6. STATEMENT OF EXPENDITURES WITHDRAWAL SCHEDULE

Withdrawals are to be made on the basis of SOEs for expenses on contracts within the following contractual limits:

- (i) All expenditures for Works valued at less than USD 2,000,000;
- (ii) Consultant services contracts (firms) valued at less than USD 100,000;
- (iii) Consultant services contracts (individuals) valued at less than USD 50,000;
- (iv) All expenditures for goods and non-consulting services valued at less than USD 300,000;

7. RECONCILIATION OF AMOUNTS SHOWN AS RECEIVED FROM THE IDA TO ACTUAL EXPENDITURES OF THE PROJECT

	<u>31 December 2012</u>
Application of Withdrawals Schedule	
Expenses incurred in 2012 as per the Applications of Withdrawals Schedule	7,178,101
Expenses incurred in 2012 without Applications of Withdrawals Schedule	-
	<u>7,178,101</u>
IBRD Direct payments	6,818,449
IBRD Replenishments	<u>7,000,000</u>
	<u>13,818,449</u>
Add:	
Opening Balance	-
Special Account	-
	<u>-</u>
Less:	
Closing Balance	6,640,348
Special Account	<u>6,640,348</u>
	<u>6,640,348</u>
TOTAL EXPENDITURES INCURRED IN 2012	<u><u>7,178,101</u></u>

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
CREDIT NO. 5108 – GE**

**NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)**

(in US Dollars)

8. PROJECT EXPENDITURES BY COMPONENTS

Project activities	Actual		Planned		Variance	
	Year to date	Cumulative to date	Year to date	Cumulative to date	Year to date	Cumulative to date
			<i>Unaudited</i>	<i>Unaudited</i>	<i>Unaudited</i>	<i>Unaudited</i>
Component 1 - Construction of Svaneti-Ruisi-Agara Road Link						
Civil works	8,896,497	8,896,497	8,896,497	8,896,497	-	-
Land Acquisition and Resettlements	2,134,218	2,134,218	2,134,218	2,134,218	-	-
TOTAL COMPONENT 1	11,030,715	11,030,715	11,030,715	11,030,715	-	-
Component 2 – Institutional Strengthening						
Road Safety Advisor	-	-	-	-	-	-
Purchase\Development of Road Crash Database	-	-	-	-	-	-
Vehicles, Office Equipment and Computers for RD	-	-	-	-	-	-
TOTAL COMPONENT 2	-	-	-	-	-	-
Component 3 – Project Implementation						
TRRC Fees and Operating Costs	-	-	-	-	-	-
Financial Audit	-	-	-	-	-	-
RD Consultants	10,477	10,477	10,477	10,477	-	-
TOTAL COMPONENT 3	10,477	10,477	10,477	10,477	-	-
TOTAL PROJECT EXPENDITURES	11,041,192	11,041,192	11,041,192	11,041,192	-	-

The Project consists of the following components:

- Upgrading the existing E60 East-West Highway from Svaneti to Ruisi to a dual carriageway road;
- Institutional strengthening;
- Institutional support to Road Department and TRRC related to Project implementation, audits and Project monitoring and evaluation.

The Components for project expenses are further divided into four types of expenses for SOE purposes: Civil Works, Goods, Consultants' Services and Operating Costs.

**TRANSPORT REFORM AND REHABILITATION CENTER
THIRD EAST-WEST HIGHWAY IMPROVEMENT PROJECT
CREDIT NO. 5108 – GE**

**NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012 (CONTINUED)**
(in US Dollars)

9. COMMITMENTS AND CONTINGENCIES

Management is not aware of any commitments and contingencies which would have a material impact on the financial position of the Project and the Special Account Statement as at 31 December 2012 and on the funds received and disbursed during the year then ended.

10. OPERATING ENVIRONMENT

Emerging markets such as Georgia are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. As has happened in the past, actual or perceived financial problems or an increase in the perceived risks associated with investing in emerging economies could adversely affect the investment climate in Georgia and the country's economy in general.

Laws and regulations affecting businesses in Georgia continue to change rapidly. Tax, currency and customs legislation within Georgia are subject to varying interpretations, and other legal and fiscal impediments contribute to the challenges faced by entities currently operating in Georgia. The future economic direction of Georgia is largely dependent upon economic, fiscal and monetary measures undertaken by the government, together with legal, regulatory, and political developments.

The global financial turmoil that has negatively affected Georgia's financial and capital markets in 2009 and 2010 has receded and Georgia's economy returned to growth in 2011 and 2012. However, significant economic uncertainties remain. Adverse changes arising from systemic risks in global financial systems, including any tightening of the credit environment could slow or disrupt the Georgia's economy, adversely affect the Group's access to capital and cost of capital for the Group and, more generally, its business, results of operations, financial condition and prospects.

11. EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

There were no significant events subsequent to the balance sheet date.

12. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by Management of the Entity on 20 June 2013.