MUNICIPAL DEVELOPMENT FUND OF GEORGIA

LOAN NO.8494-GE (THIRD REGIONAL DEVELOPMENT PROJECT)

Special Purpose Project Financial Statements and Independent Auditor's Report For the Year Ended 31 December 2016

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MUNICIPAL DEVELOPMENT FUND OF GEORGIA

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

Management of the Third Regional Development Project (the "Project") implemented by the Municipal Development Fund of Georgia (MDF) 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 2016, and the summary of sources and uses of funds, summary of expenditure by activity, statement of expenditure (SOE), designated account statements in compliance with the basis of accounting described in Note 2 of accompanying these special purpose project financial statements and in conformity with 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 that 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;
- 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 2016 were authorised for issue on 30 May 2017 by the Management.

On behalf of Management:

Galaktion Buadze Executive Director

30 May 2017

Natalie Godziashvili

Head of Financial Management and Investments Unit

30 May 2017

Deloitte

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INDEPENDENT AUDITOR'S REPORT

To the management of the Municipal Development Fund of Georgia:

Opinion

We have audited the accompanying special purpose project financial statements of the Third Regional Development Project (the "Project") financed under the Loan Agreement No. 8494-GE dated 7 August 2015, implemented by the Municipal Development Fund of Georgia, which comprise the Project's statement of financial position as at 31 December 2016, the summary of sources and uses of funds, summary of expenditure by activity, statement of expenditure ("SOE") and designated account statements for the year ended 31 December 2016 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 are prepared by management of the Municipal Development Fund of Georgia in accordance with the basis of accounting described in Note 2 and in conformity with the World Bank's Financial Management Manual for World Bank Financed Investment Operations.

In our opinion, the accompanying special purpose financial statements of the Project for the year ended 31 December 2016 are prepared, in all material respects, in accordance with the basis of accounting described in Note 2 and in conformity with the World Bank's Guidelines.

Basis for Opinion

We conducted our audit in accordance with International Standards of Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Fund in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Georgia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Emphasis of Matter - Basis of Accounting and Restriction on Distribution and 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 Project's management to comply with the financial reporting provisions of the Agreement referred to above. As a result, the special purpose project financial statements may not be suitable for another purpose.

This report is intended solely for use by the Project's management, the Government of Georgia and International Bank for Reconstruction and Development. This report is not intended for the benefit of any other third parties and we accept no responsibility or liability to any party other than the Project's management in respect of the report. Should any third party take decisions based on the contents of the report, the responsibility for such decisions shall remain with those third parties. Our opinion is not modified in respect of this matter.

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Responsibility of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of these special purpose project financial statements in accordance with the basis of accounting described in Note 2 and in conformity with the World Bank's Financial Management Manual for World Bank Financed Investment Operations 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.

In preparing the financial statements, management is responsible for assessing the Organisation's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organisation or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the 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 auditor's 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 financial statements.

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

- Identify and access the risks of material misstatement of the 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 Organisation's internal control
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organisation to cease to continue as a going concern.

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.

30 May 2017 Tbilisi, Georgia

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SUMMARY OF SOURCES AND USES OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 2016 (in US Dollars)

	ve as PAD Life of 2016 the project			60,000,000	75,000,000	73,832 73,850,000 4,214 1,000,000 - 150,000			
Variance	td Cumulative as 16 at 31.12.2016 Unaudited					74	6 478,046		
	Year ended 31.12,2016 Unaudited					473,832 4,214	5 478,046		
Planned	Cumulative as at 31.12.2016 Unaudited					3,605,496 133,230 150.000	3,888,726		
Δ.	Year ended 31.12.2016 Unaudited		,			3,500,000 131,201	3,631,201		
Actual	Cumulative as at 31.12.2016	;		6,649,727 979,226 97	7,629,050	3,131,664 129,016 150,000	3,410,680	56,100	4,046,490 318,618 88,192 (88,192) (90,638) 4,274,470
	Year ended 31.12.2016	4,745,378 317,180	5,062,558	1,499,727 815,012	2,314,739	3,026,168 126,987	3,153,155	50,328	4,046,490 318,618 88,192 (88,192) (90,638) 4,274,470
	OPENING WORKING CAPITAL	Cash Prepayments Payables	SOURCES OF FUNDS	IBRD Loan Government of Georgia Other income	TOTAL EXPENDITURES	Works and goods, non-consulting services, consulting service, training Operating costs Front-end fee	тотац	Foreign exchange gain/(loss)	CLOSING WORKING CAPITAL Cash Prepayments Other receivables Payables to IBRD Payables TOTAL

On behalf of Management:

Galaktion Buadze Executive Director

30 May 2017

Natalie Godziashvili Head of Financial Management and Investments Unit

30 May 2017

STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2016 (in US Dollars)

	Note	31 December 2016	31 December 2015
ASSETS			
IBRD Designated Account		4,046,490	4,745,378
Prepayments	_	318,618	317,180
Receivables from GOG	7	88,192	
TOTAL ASSETS		4,453,300	5,062,558
LIABILITIES			
Payables	_	90,638	-
Payable to IBRD	7	88,192	
TOTAL LIABILITIES		178,830	-
NET ASSETS		4,274,470	5,062,558
Funds received:			
IBRD loan		6,649,727	5,150,000
Government of Georgia		979,226	164,214
Other Income		97	97
Total funds received		7,629,050	5,314,311
Expenditure:			
Project expenditure:		3,410,680	257,525
		3,410,680	257,525
Foreign exchange gain		56,100	5,772
TOTAL NET ASSETS		4,274,470	5,062,558

On behalf of Management:

Galaktion Buadze Executive Director

30 May 2017

Natalie Godziashvili

Head of Financial Management and

Investments Unit

30 May 2017

SUMMARY OF EXPENDITURE BY ACTIVITY FOR THE YEAR ENDED 31 DECEMBER 2016 (in US Dollars)

Actual		Plan	ned	Variance		
Project activities	Year ended 31.12.2016	Cumulative as at 31.12.2016	Year ended 31.12.2016	Cumulative as at 31,12,2016	Year ended 31.12.2016	Cumulative as at 31.12.2016
			Unaudited	Unaudited	Unaudited	Unaudited
Component 1: Infrastructure investment	3,026,168	3,131,664	3,500,000	3,605,496	473,832	473,832
Component 2: Institutional development	126,987	129,016	131,201	133,230	4,214	4,214
Front end fee	-	150,000	-	150,000	-	-
TOTAL EXPENDITURES	3,153,155	3,410,680	3,631,201	3,888,726	478,046	478,046

On behalf of Managements

Galaktion Buadze Executive Director

30 May 2017

Natalie Godziashvili Head of Financial Management and

Investments Unit

30 May 2017

STATEMENT OF EXPENDITURE ("SOE") FOR THE YEAR ENDED 31 DECEMBER 2016 (in US Dollars)

Withdrawal No.	Withdrawal drawal No. application date <u>Total S</u>		Works, Goods, Consulting services and training	Operating costs	
2	25.10.2016	1,499,727	1,417,595	82,132	
		1,499,727	1,417,595	82,132	

Part of the expenditure in amount of USD 254,622 under withdrawal application No. 2 is attributable to 2015 and recorded as expenditure in the 2015 financial statements respectively. The withdrawal application for these expenses were submitted to International Bank for Reconstruction and Development in 2016.

On behalf of Management:

Galaktion Buadze Executive Director

30 May 2017

Natalie Godziashvili

Head of Financial Management and

Investments Unit

30 May 2017

STATEMENT OF DESIGNATED ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2016 (in US Dollars)

Account No. Depository Bank Address

202255093 State Treasury

16 V. Gorgasali street

Tbilisi, 0114 Georgia

Opening Balance

4,745,378

Funds received from IBRD

1,499,727

Present outstanding amount advanced to Designated Account (DA)

6,245,105

Designated Account (DA) closing balance as at 31 December 2016

4,046,490

Add: Amount of eligible expenditures paid

2,198,615

Total advance accounted for

6,245,105

On behalf of Management:

Galaktion Buadze Executive Director Natalie Godziáshvili

Head of Financial Management and

Investments Unit

30 May 2017

30 May 2017

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (in US Dollars)

1. BACKGROUND

Municipal Development Fund (MDF) was established by the Government of Georgia by Presidential Decree # 294 of June 7, 1997 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 infrastructure sector projects.

The International Bank for Reconstruction and Development Loan Agreement No. 8494-GE (the "Agreement") in the amount of 60 million United States Dollars ("USD") was signed between the Government of Georgia ("GoG") and International Bank for Reconstruction and Development ("IBRD") on 7 August 2015 ("inception").

The main objectives of the loan are: providing finance for Investment Subprojects for the urban regeneration of old towns and villages in the Samtskhe-Javakheti and Mtkheta-Mtianeti regions; support Local Self Governments in financing investment subprojects for the creation of public infrastructure to attract private sector investments; enhance the institutional capacity and performance of the Georgia National Tourism Administration, the Agency for Culture Heritage Preservation of Georgia, the National Museum, MDF and other local and regional entities. The closing date of the loan is 31 December 2019.

2. ACCOUNTING POLICIES

Basis of accounting – These special purpose project financial statements have been prepared in accordance with the *Accrual 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 expenditures are incurred.

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. Monetary items are translated into US Dollars at the National Bank of Georgia (NBG) official exchange rate at the reporting date.

Cash - Cash comprises balances with State Treasury.

3. DESIGNATED ACCOUNT

Designated account is a special 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 IBRD in accordance with the Agreement.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED) (in US Dollars)

4. BASIS OF FUNDING

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

	IBRD	GoG	Total
Works and goods, non-consulting service, consulting service, training	59,050,000	14,800,000	73,850,000
Operating costs	800,000	200,000	1,000,000
Front-end fee	150,000		150,000
Total:	60,000,000	15,000,000	75,000,000

5. METHODS OF WITHDRAWAL

The methods of withdrawal used from the inception of the loan to 31 December 2016 were as follows:

(a) Designated Account

Municipal Development Fund withdraws the eligible amounts from the designated account and prepares and sends replenishment requests to the World Bank with authorised signatures. The replenishment requests and respective documentation are reviewed by the World Bank and an approved amount is transferred to the designated account.

(b) Direct Payment

Available amounts are drawn from time to time within limits determined under the loan agreement for direct payments of eligible expenditures for sub-projects. Direct payments are made by the World Bank directly to third parties. MDF 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.

6. STATEMENT OF EXPENDITURE

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 4,000,000;
- (ii) Consultant services contracts (firms) valued at less than USD 200,000;
- (iii) Consultant services contracts (individuals) valued at less than USD 50,000;
- (iv) All expenditures for goods valued at less than USD 300,000;

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED) (in US Dollars)

7. OTHER RECEIVABLES/PAYABLES TO IBRD

During the year the fund made payment of 100% of advance of a Consulting Service contract from IBRD funds, despite the fact that IBRD's eligible share of the expenditure was only 80% according to the Loan Agreement. Ineligible portion of USD 88,191 was recognized as a payable to IBRD and relivable from GOG. Total amount of the liability toward the bank was covered in 2017 by paying the IBRD share of the expenditures from the GoG funds.

8. PREPAYMENTS

	31 December 2016	31 December 2015
Advances to contractors	318,618	317,180
Total:	318,618	317,180

Payments of advances to contractors are made at the beginning of the contract in amount of 10%-20% of total contract amount. Retention of advance is done periodically upon submission of works completed certificates by contractors.

9. PROJECT EXPENDITURE BY FUNDS

	Actual			
Project activities	Year to date	Cumulative to date		
Works and goods, non-consulting service,				
consulting service, training	2,192,900	2,192,900		
Operating cost	101,184	102,807		
Front end fee	**	150,000		
IBRD TOTAL	2,294,084	2,445,707		
Works and goods, non-consulting service,				
consulting service, training	833,268	938,764		
Operating cost	25,803_	26,209		
GoG TOTAL	859,071	964,973		
TOTAL PROJECT EXPENDITURE	3,153,155	3,410,680		

The Project consists of the following main components:

Component 1 - Infrastructure Investment

- Urban regeneration of old towns and villages, including restoration of building facades and roofs, public spaces, museums, etc.
- Provision of Public Infrastructure to Attract Private Investments

Component 2 - Institutional Development

 Support institutional capacity and performance of the Georgia National, Tourism Administration (GNTA), National Agency for Culture Heritage Preservation of Georgia (NACHP), National Museum, Project Implementing Entity (MDF), and other local and regional entities.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED) (in US Dollars)

10. RECONCILIATION OF DESINGATED ACCOUNT

	WB	GoG	Total
Expenditures incurred during the year	2,294,084	859,071	3,153,155
Change in prepayments	(23,737)	22,299	(1,438)
Change in payables	(70,556)	(20,082)	(90,638)
Foreign exchange	(1,176)	(49,151)	(50,327)_
Amount of eligible expenditure paid	2,198,615	812,137	

11. 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 2016 and on the funds received and disbursed during the year then ended.

12. 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. Laws and regulations affecting businesses in Georgia continue to change rapidly and tax and regulatory frameworks are subject to varying interpretations. The future economic direction of Georgia is heavily influenced by the fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment.

Throughout 2016 Georgia's neighbouring countries, which are large trading partners of Georgia, have experienced significant political and economic turmoil which has had a knock-on effect on the Georgian economy. This has resulted in a significant devaluation of the Georgian Lari against the US dollar and other major currencies.

13. EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

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

14. APPROVAL OF SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS

These special purpose project financial statements were authorised for issue by the Management of MDF on 30 May 2017.