SOCIAL INVESTMENT AND LOCAL DEVELOPMENT PROJECT

IBRD LOAN NUMBER 8483-AM

ARMENIAN TERRITORIAL DEVELOPMENT FUND

SPECIAL PURPOSE FINANCIAL STATEMENTS AND

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2017

YEREVAN June 2018

CONTENT

	Page
INDEPENDENT AUDITOR'S REPORT	3
STATEMENT OF CASH RECEIPTS AND PAYMENTS	5
STATEMENT OF USES OF FUNDS BY PROJECT ACTIVITY	6
NOTES TO THE SPECIAL PURPOSE FINANCIAL STATEMENTS	7
ANNEX 1. RECONCILIATION BETWEEN THE AMOUNTS SUBMITTED BY THE ATD	F AND
DISBURSED BY THE WORLD BANK	



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3

INDEPENDENT AUDITOR'S REPORT

To the Management of the Armenian Territorial Development Fund

Opinion

We have audited the special purpose financial statements of "Social Investment and Local Development Project" ("Project") financed by Loan Agreement IBRD Loan Number 8483-AM dated 8 April 2015 ("Loan Agreement"), and implemented by Armenian Territorial Development Fund ("ATDF"), which comprise of the statement of cash receipts and payments and the statement of expenditures per components for the year ended 31 December 2017, and notes to the special purpose financial statements, including a summary of significant accounting policies.

In our opinion,

1. the accompanying financial statements present fairly, in all material respects, the cash flows for the year ended 31 December 2017 in accordance with International Public Sector Accounting Standards: Financial Reporting Under the Cash Basis of Accounting, (IPSAS-Cash Basis);

2. funds have been used in accordance with the conditions of the Loan Agreement concluded between the International Bank for Reconstruction and Development (IBRD) and the Republic of Armenia, and WB Guidelines, with due attention to economy and efficiency, and only for the purposes for which the financing was

3. supporting documents, records and accounts have been maintained to support claims for reimbursement of expenditures incurred. Reimbursed expenditures included in the withdrawal applications are eligible for financing under the Loan Agreement; Interim Unaudited Financial Reports (IFRs) issued by ATDF during the Reporting year are in agreement with the underlying books of accounts;

4. the Designated Accounts have been maintained in accordance with the provisions of the Loan Agreement, and World Bank related guidelines;

5. Financed Works, Goods and Services have been procured in accordance with the Loan Agreement and World Bank related guidelines.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as issued by International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC). 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 Project and of the ATDF in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical requirements in accordance with IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter- Cash Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes that financial statements are prepared in accordance with cash basis framework, as a result, they may not be suitable for another purposes. Our opinion is not modified in respect of this matter.

Responsibilities of the Management for the Financial Statements

Management of the ATDF is responsible for the preparation and fair presentation of the special purpose financial statements in accordance with IPSAS-Cash Basis issued by the International Public Sector Accounting Standards Board (IPSASB) of the IFAC 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 special purpose financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Audit of the Special Purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose 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 high level of assurance, but is not a guaranty that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements arise from fraud and 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 financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and

maintain professional skepticism throughout the audit. We also:

 Identify and assess the risks of material misstatement of the special purpose 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 internal control.

 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related displaying policies.

accounting estimates and related disclosures made by management.
 Evaluate the overall presentation structure and content of the

 Evaluate the overall presentation, structure and content of the special purpose financial statements, including the disclosures, and whether the special purpose financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with management 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.

"BDO Armenia" CJSC 25 June 2018

> Vahagn Sahakyan, FCCA Managing Partner

Gnel Khachatryan, FCCA Engagement Partner



STATEMENT OF CASH RECEIPTS AND PAYMENTS

Social Investment and Local Development Project IBRD Loan 8483-AM For the year ended 31 December 2017 In USD

Description			tual	Pla	nned	Var	iance
100 00 00 00 00 00 00 00 00 00 00 00 00	Note	Reporting year	Cumulative as at 31 Dec 2017	Reporting year	Cumulative as at 31 Dec 2017		Cumulative as a
Opening Cash Balance	6	746,714			31 Dec 2017		31 Dec 2017
Sources of Funds	9	-					
IBRD Loan Number 8483-AM RA Government Community contribution Sponsors		5,518,643 1,792,986 431,023	12,792,115 4,455,541 1,423,433				
Total		7,742,652	73,284 18,744,373				
Uses of Funds 1. Works, goods and consultants' services under Part A of the Project 2. Works, goods and consultants' services under Part B of the Project 3. Goods, consultants' services (including for Project audits) and Fraining under Part C of the Project 4. Operating costs under Part C of the Project 5. Front-end fee		6,270,465 - 11,291 683,464	15,054,985 - 148,085 1,939,758	6,136,313 - 64,951 731,980	14,920,833 - 201,745 1,988,274	(134,152) - 53,660 48,516	(134,152) - 53,660 48,516
otal			75,000	-	75,000		307,000
oreign currency gain/(loss)		6,965,220	17,217,828	6,933,244	17,185,852	(31,976)	(31,976)
losing Cash Balance	6	(20)	(2,419)			(=1,770)	(31,970)
a manage	0	1,524,126	1,524,126				

The project special purpose financial statements were approved by the management of the Armenian Territorial Development Fund on 25 June 2018 and signed on its behalf. The accompanying notes form an integral part of these project special purpose financial statements.

Ashot Kirakosyan Executive Difector

Levon Dulyan Financial and Administrative Director

STATEMENT OF USES OF FUNDS BY PROJECT ACTIVITY

Social Investment and Local Development Project IBRD Loan 8483-AM For the year ended 31 December 2017 In USD

Project Activities	579.00	tual	Planned		Vari	ance
	Reporting year	Cumulative as at 31 Dec 2017	Reporting year	Cumulative as at 31 Dec 2017	Reporting year	Cumulative as at 31 Dec 2017
Part A: Support to Socio-Economic Development and Capacity Building at Local Level	6,270,465	15,054,985	6,136,313		(134,152)	(134,152)
A.1. Works A.2. Provision of goods for micro-projects A.3. Consultant services and trainings for micro-projects	5,660,494 246,481 363,490	13,360,086 408,342 1,286,557	5,023,209 570,094 543,010	12,722,801 731,955 1,466,077	(637,285) 323,613 179,520	(637,285) 323,613 179,520
Part B: Support to Inter-Community Social and Economic Development Initiatives B.1. Works		1	-			
B.2. Provision of goods for sub-projects						
B.3. Consultant services and training for sub-projects	•		+		-	
and craiming for sub-projects	-	-				
Part C: Institutional Strengthening and Project Management	694,755	2,087,843	796,931	2,190,019	102,176	102,176
2.1. Project Monitoring & Evaluation and staff capacity building	7,821	30,307	46,018	68,504	38,197	38,197
2.2. Activities to support the transition from ASIF to ATDF					-	
\$44.00 PERMITTER AND	3,470	117,778	18,933	133,241	15,463	15,463
.4. Operating costs	683,464	1,939,758	731,980	1,988,274	48,516	48,516
Front-end fee		75,000	-	75,000		
Total	6,965,220	17,217,828	6,933,244	17,185,852	(31,976)	(31,976)

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Ashot Kirakosyan Executive Director

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Levon Dulyan

Financial and Administrative Director

112-8

NOTES TO THE SPECIAL PURPOSE FINANCIAL STATEMENTS

Social Investment and Local Development Project IBRD Loan 8483-AM For the year ended 31 December 2017

1. General information

1.1. The Project financing

According to the Loan Agreement between the Republic of Armenia and the International Bank for Reconstruction and Development ("IBRD", "WB") on 8 April 2015, IBRD provided Loan Number 8483-AM in the amount of 30,000,000 United States dollars (USD) to the Republic of Armenia.

The loan was provided for implementation of "Social Investment and Local Development Project" (hereinafter Project).

The Loan Agreement became effective on 22 September 2015.

The Closing date for the Loan Number 8483-AM financing is set on 30 June 2020. The Grace period for submitting the expenditures incurred before the Closing date is set four months after the Closing date 31 Oct 2020.

1.2. The Project's objective

The objective of the Project is to improve quality and use of, and access to, community and inter-community infrastructure.

The Project consists of the following parts:

Part A: Support to Socio-Economic Development and Capacity Building at Local Level

- Carrying out community micro-projects (Microprojects), with the assistance of Project Implementation Committees ("PICs"), including, inter-alia: (i) the construction, renovation, rehabilitation, and/or expansion of key social infrastructure covering education, health, and social services; (ii) the installation/rehabilitation of water supply and sanitation systems; and (iii) execution of minor irrigation and rural electrification works.
- Providing: (i) technical assistance to ensure proper design, and supervision of Microprojects; and (ii) institutional and financial capacity building at community level.
- Providing furniture and equipment for infrastructure investments benefited by Microprojects.

Part B: Support to Inter-Community Social and Economic Development Initiatives

 Supporting to Armenia's territorial reform through carrying out of innovative development initiatives (Subprojects).

- Providing: (i) technical assistance to ensure proper design and supervision of Subprojects; and (ii) institutional and financial capacity building at community level.
- Providing furniture and equipment for infrastructure investments benefited by Subprojects.

Part C: Institutional Strengthening and Project Management
Providing institutional support, capacity building, and technical assistance to
ASIF/ADTF for Project Management, fiduciary oversight, safeguards oversights, the
provision of training, and operating costs, required therefor.

1.3. Budget

The Project is financed by:

- IBRD Loan Number 8483-AM,
- Government of the Republic of Armenia (Government of RA) cofinancing,
- Community Contributions (CC)
- Donors' contribution and other income.

Category	IBRD Loan Number 8483-AM	Government of RoA	Community Contribu- tion	Donors' contribu- tion and other	Total	Percentage Expenditure to be financed by
	USD	USD equivalent	USD equivalent	USD equivalent	USD	the Loan (inclusive of
Works, goods and consultants' services under Part A of the Project	17,600,000	5,504,000	1,290,000			Taxes)
2. Works, goods and	11,000,000	3,304,000	1,290,000	74,000	24,468,000	72.15%
consultants' services under Part B of the Project	10,100,000	2,741,000	625,000			20000000000
3. Goods, consultants' services (including for Project audits) and Training under Part C of the Project	573,000	218,000	023,000		13,466,000 791,000	75.00% 72.45%
Operating costs under Part C of the Project	1,652,000	2,548,000				50% (Y2015), 45% (Y2016), 40% (Y2017), 35% (Y2018),
5. Front-end fee	75,000	2,510,000	-	-	4,200,000	30% after.
Total	30,000,000	11,011,000	1,915,000	74,000	75,000 43,000,000	100%

1.4. Project Implementation

The Project is implemented by the Armenian Territorial Development Fund (ATDF) formerly: Armenian Social Investment Fund (the ASIF), in accordance with the Project Agreement dated 8 April 2015 signed between IBRD and ASIF.

The ASIF has been established by a Decree N 162 dated 11.04.2000 of the Government of the Republic of Armenia, the sole founder, as an autonomous non-profit agency to assist in the rehabilitation of small-scale infrastructure through community initiated and demandbased activities.

The ATDF implements projects financed by the WB and other donors including contribution to:

- welfare development of population through improving quality and accessibly of social and economic infrastructure and public services, employment, investment
- Institutional and financial strengthening of regions of the Republic of Armenia.

The Board, chaired by the Prime-Minister of the Republic of Armenia, is a supreme governing body of the ATDF.

The ATDF registered address is: 31 K. Ulnetsu Street, Yerevan, 0037, Republic of Armenia.

2. Summary of significant accounting policies

2.1 Preparation and presentation of financial statements

The special purpose financial statements are prepared in accordance with the International Public Sector Accounting Standards: Financial Reporting Under the Cash Basis of Accounting (IPSAS-Cash Basis), issued by the International Public Sector Accounting Standards Board (IPSASB) within the International Federation of Accountants (IFAC), 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 Cash basis of accounting

Cash basis means a basis of accounting under which transactions and other events are recognized only when cash or its equivalent is received or paid. Financial statements prepared under the cash basis provide information about the sources of cash raised during the period, the purpose for which cash was used and the cash balances at the reporting date.

2.3 Reporting currency

The Project financial statements are presented in United States Dollars (USD).

2.4 Foreign currency transactions

Foreign currency is a currency other than the reporting currency of the Project.

Project accounts are maintained in USD and Armenian Drams (AMD).

Transactions in foreign currencies are translated to presentation currency at exchange rates at the dates of these transactions. Settlement rate of foreign currency over functional currency established by the Central Bank of the Republic of Armenia (the CBA) is taken as the exchange rate.

Contributions of the Government of the Republic of Armenia, communities and other donors, and payments to contractors and suppliers expressed in AMD are presented in USD at the official exchange rate defined by the CBA at the date of transfer.

The exchange rate defined by the CBA as at 31 Dec 2016 is: USD 1 = 483.65 AMD. The exchange rate defined by the CBA as at 31 Dec 2017 is: USD 1 = 483.17 AMD.

2.5 Budgeting

Annual budgets for funding and expenditures are based on approved budget of the project agreement (Note 1.3.).

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

2.6 Taxes

All applicable taxes are paid in accordance with tax regulations of the Republic of Armenia.

3. Summary Reports and SOEs

IBRD Loan Number 8483-AM For the year ended 31 December 2017 In USD

		Exp	enditure category		
number date	(1) Works, goods and consultants' services under Part A of the Project	(3) Goods, consultants' services (including for Project audits) and Training under Part C of the Project	(4) Operating costs under Part C of the Project	Total	
16	09.02.2017	940,272	-	58,101	998,373
17	27.04.2017	190,216	-		7.777
18	25.05.2017	171,313		66,288	256,504
19	28.06.2017	230,499		28,710	200,023
20	19.07.2017	492,432	5,666	14,900	251,065
21	14.08.2017	-		25,097	517,529
23		466,821	4	18,609	485,430
1000	03.10.2017	399,508		22,045	421,553
24	24.10.2017	685,215		15,782	700,997
25	22.11.2017	477,006		18,303	The second secon
26	21.12.2017	674,106		-	495,309
Total		4,727,388		17,754	691,860
		7,727,300	5,666	285,589	5,018,643

4. STATEMENT OF DESIGNATED ACCOUNT

Bank account number	900000900283
Bank	Central Treasury
Bank location	Meliq Adamyan Street 1,
	Yerevan, Republic of Armenia,
Account current	0010
Account currency	USD

1.0	IBRD Loan Number 8483- AM
Opening balance as at 01.01.2017 Add: opening discrepancy	201,947
WB advance/replenishment	(15)
4. Less: Refund to WB from DA	5,518,643
5. Present outstanding amount advanced to	
DA	5,720,575
6. DA closing balance as at 31.12.2017	928,023
7. Add: Amount of eligible expenditures paid	V. 10 4 11 (4)
8. Less: interest earned (if credited to DA)	4,792,288
9. Total advance accounted for	
10. Closing discrepancy (5)-(9)	5,720,311
	264

5. STATEMENT OF FINANCIAL POSITION

The Statement of Financial Position discloses assets, liabilities and net assets of the Project as at reporting date. It is prepared in accrual basis that is transactions are recognized when they occur (and not only when cash is received or paid).

te USD	31.12.2016 USD
,,,,.20	746,714
042,750	753,076
2,167,084	1,499,790
274 905	257
324,063	257,498
324,885	257,498
5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5. 5	
	7,273,472
	2,662,555
	992,410
The state of the s	73,284
18,744,373	11,001,721
16,899,780	9,756,354
16,899,780	9,756,354
(2.394)	(3,075)
1,842,199	1,242,292
	2,167,084 324,885 324,885 324,885 12,792,115 4,455,541 1,423,433 73,284 18,744,373 16,899,780 16,899,780 (2,394)

6. CASH

Account	Account held at	Underlying Currency	31.12.2017 USD	31.12.2016
Designated account (IBRD Loan 8483-AM) Government of RA	Treasury Treasury	USD	928,023	201,947
Local account Community contribution Sponsors contribution Cash on hand	HSBC bank Ararat bank Ararat bank ATDF office	AMD AMD AMD AMD	594,270 1,833	5 524,523 20,143 96
			1,524,126	746,714

7. Prepayments and receivables

Prepayments on Works* Other short-term receivables	31 Dec 2017 USD	31 Dec 2016 USD
	640,767	752,870
	2,191	206
	642,958	753,076

(*) Prepayments are paid to contractors up to 20 % of the construction contract amount based on bank guarantee provided.

8. Payables

On Works (Retentions)*	31 Dec 2017 USD	31 Dec 2016 USD
Other payables	322,610	256,616
outer payables	2,275	882
	324,885	257,498

(*) Retentions of 5% are held from the completed service invoices as guaranty for the quality of the work. 2.5% are paid after signing the final act, and the remaining 2.5% are kept for up to one year as guaranty for the quality of performed work, or paid on the basis of a one-year bank guaranty.

9. Financing

9.1. IBRD Loan Number 8483-AM

	Year ended 31 Dec 2017 USD	Cumulative as at 31 Dec 2017 USD
Advances/ (advance recovery)	500,000	1,700,000
Direct Payments	0.200	-10,000
SOE and Summary Sheets	5,018,643	11,017,115
Special Commitment		
Front-end Fee		75,000
Total	5,518,643	12,792,115
Total financing budget		20,000,000
Percentage of finance provided as at 31 Dec		30,000,000
2017		43%

9.2. Government of the Republic of Armenia co-financing

	Year ended 31 Dec 2017 USD	Cumulative as at 31 Dec 2017 USD
Contributions in cash	1,792,986	4,455,541
Total	1,792,986	4,455,541
Total financing budget Percentage of finance provided as at 31 Dec		11,011,000
2017		40%

9.3. Community Contribution

Contributions in cash	Year ended 31 Dec 2017 USD	Cumulative as at 31 Dec 2017 USD
Total	431,023	1,423,433
1000	431,023	1,423,433
Total financing budget Percentage of finance provided as at 31 Dec 2017		1,915,000
2017		74%

9.4. Donors' contribution and other income

Contributions in cash	Year ended 31 Dec 2017 USD	Cumulative as at 31 Dec 2017 USD
Total		73,284
		73,284
Total financing budget Percentage of finance provided as at 31 Dec		74,000
2017		99%

10. Project Expenditures

10.1. Project expenditures financing per funds

		471175			USD		
		Year ended 31 Dec 2017					
Category	IBRD Loan 8483-AM	Governmen t of RoA co- financing	Community contribution	Donors' contrib	Total		
Works, goods and consultants' services under Part A of the Project	4,510,813	1,379,148	362,030	18,474			
Works, goods and consultants' services under Part B of the Project		72.7,710	302,030	10,4/4	6,270,465		
3. Goods, consultants' services (including for Project audits) and Training under Part C of the Project	8,180	3,111		•			
Operating costs under Part Of the Project	273,295	409,943	226	•	11,291		
5. Front-end fee		107,745	220	-	683,464		
Total	4,792,288	1,792,202	362,256	18,474	6,965,220		

	Cumulative as at 31 Dec 2017				
Category	IBRD Loan 8483-AM	Governme nt of RoA Community an co- contribution		Donors' contribu tion	Total
Works, goods and consultants' services under Part A of the Project	10,811,034	3,343,353	829,612	70,986	15,054,985
Works, goods and consultants' services under Part B of the Project			ozijotz.	70,700	13,034,963
3. Goods, consultants' services (including for Project audits) and Training under Part C of the Project	107,287	40,798			148,085
Operating costs under Part Of the Project	867,811	1,071,258	648	41	
5. Front-end fee	75,000		010	- 41	1,939,758
Total	11,861,132	4,455,409	830,260	71,027	75,000

10.2. Project budget management

Category	Cumulative as at 31.12.2017	Budget	Implementation
	USD USD	%	
Works, goods and consultants' services under Part A of the Project	15,054,985	24,468,000	61%
Works, goods and consultants' services under Part B of the Project		13,466,000	01/0
Goods, consultants' services (including for Project audits) and Training under Part C of the Project	148,085	791,000	19%
 Operating costs under Part C of the Project 	1,939,758	4,200,000	46%
5. Front-end fee	75,000	75,000	100%
Total	17,217,828	43,000,000	40%

11. Events after the reporting date

The application N 27 that includes expenditures relating to the Reporting year in the amount of 772,018.76 USD was submitted to WB on 25 January 2018 and approved on 26 January 2018.

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

Social Investment and Local Development Project IBRD Loan 8483-AM

For the year ended 31 December 2017 In USD

Expenditure Category	Appl.	ATDF	WB	Difference
Advances (Recovery)	22	500,000.00	500,000.00	
		500,000.00	500,000.00	
	16	940,272	940,272	_ E
	17	190,216	190,216	
	18	171,313	171,313	- 2
	19	230,499	230,499	
1. Works, goods and	20	492,432	492,432	
consultants' services under	21	466,821	466,821	31
Part A of the Project	23	399,508	399,508	22
1	24	685,215	685,215	
	25	477,006	477,006	
	26	674,106	674,106	
375 - 0247 - 1457 - 15		4,727,388	4,727,388	
3.Goods, consultants' services	19	5,666	5,666	
(including for Project audits) and Training under Part C of the Project		5,666	5,666	•
	16	58,101	58,101	- 1
	17	66,288	66,288	7.
	18	28,710	28,710	
	19	14,900	14,900	
	20	25,097	25,097	
Operating costs under Part Of the Project	21	18,609	18,609	
	23	22,045	22,045	
	24	15,782	15,782	
	25	18,303	18,303	
	26	17,754	17,754	
		285,589	285,589	
Total		5,518,643	5,518,643	