

**SEISMIC SAFETY IMPROVEMENT PROGRAM
RESULTS-BASED LENDING**

ADB LOAN NUMBER 3284-ARM(SF)

**IMPLEMENTED BY
ARMENIAN TERRITORIAL DEVELOPMENT FUND**

SPECIAL PURPOSE FINANCIAL STATEMENTS

AND

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2020

**YEREVAN
June 2021**

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STATEMENT OF MANAGEMENT RESPONSIBILITY FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

The management of the Armenian Territorial Development Fund ("ATDF") is responsible for the preparation and fair presentation of the special purpose financial statements for the year ended 31 December 2020 of "Seismic Safety Improvement Program" ("Program") financed by Loan Agreement ADB Loan Number 3284-ARM(SF) dated 19 October 2015 ("Loan Agreement"), in compliance with the International Public Sector Accounting Standard "Financial Reporting under the Cash Basis of Accounting" (IPSAS-Cash Basis) issued by the International Public Sector Accounting Standards Board (IPSASB) and the ADB Program Financial Reporting and Auditing Guidelines ("ADB Guidelines").

In preparing the special purpose financial statements, ATDF's 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 required disclosures for the year ended 31 Dec 2020.

ATDF's Management is also responsible for:

- Designing, implementing and maintaining an effective and sound system of internal control, throughout the Project;
- Maintaining adequate accounting records that are sufficient to show and explain the Project's transactions, and which enable them to ensure that the special purpose financial statements of the Project comply with *IPSAS - Cash Basis* and the *ADB Guidelines*;
- Taking such steps that are reasonably available to them to safeguard the assets of the Project and to affirm that funds received have been used in accordance with the Loan Agreement, and ADB 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.

The special purpose financial statements for the year ended 31 Dec 2020 were authorized for issue on 23 June 2021 by the ATDF's Management.

Artur Soghomonyan
Executive Director

Levon Dulyan
Chief Financial Officer



INDEPENDENT AUDITOR'S REPORT

To the Management of the Armenian Territorial Development Fund

Opinion

We have audited the special purpose financial statements of "Seismic Safety Improvement Program" ("Program") financed by Loan Agreement ADB Loan Number 3284-ARM(SF) dated 19 October 2015 ("Loan Agreement"), and implemented by the Armenian Territorial Development Fund ("ATDF"), which comprise the statement of cash receipts and payments for the year ended 31 December 2020, and notes to the special purpose financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the cash flows for the year ended 31 December 2020 in accordance with International Public Sector Accounting Standards: *Financial Reporting Under the Cash Basis of Accounting, (IPSAS-Cash Basis)*.

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). 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 Program 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) and ADB Program Financial Reporting and Auditing Guidelines ("ADB 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 disclosures made by management.
- 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.

Report on Other Legal Requirements

To comply with the terms of the Loan Agreement, the ATDF management shall insure that:

1. funds have been used in accordance with the conditions of the Loan Agreement concluded between the Asian Development Bank (ADB) and the Republic of Armenia, and ADB Guidelines, with due attention to economy and efficiency, and only for the purposes for which the financing was provided;
2. supporting documents, records and accounts have been kept in respect of all Program ventures, including those relating to DLIs achievements reports. Respective reports issued during the period were in agreement with the underlying books of accounts;
3. The Deposit Account used has been maintained in accordance with the provision of the Loan Agreement, and ADB related guidelines.

In our opinion, the Project management has complied with the above requirements for the year ended 31 December 2020.

"BDO Armenia" CJSC
23 June 2021

Vahagn Sahakyan, FCCA
Managing partner



Gnel Khachatryan, FCCA
Engagement partner

STATEMENT OF CASH RECEIPTS AND PAYMENTS

Seismic Safety Improvement Program-Results-Based Lending
ADB Loan Number 3284-ARM(SF)
For the year ended 31 December 2020
In USD

Description	Note	Actual			Planned		Variance	
		Year ended 31 Dec 2019	Cumulative as at 31 Dec 2019	Year ended 31 Dec 2020	Cumulative as at 31 Dec 2019	Cumulative as at 31 Dec 2020	Cumulative as at 31 Dec 2019	Cumulative as at 31 Dec 2020
Opening Cash Balance		18,055,516	-	12,228,459	-	-	-	-
Sources of Funds	8							
ADB Loan Number 3284-ARM(SF)		804,701	28,358,169	835,297				
RA Government		1,184,307	2,728,593	1,669,049				
Total		1,989,008	31,086,762	2,504,346				
Uses of Funds								
(1) Works		6,442,175	14,452,503	9,377,093	17,931,196	25,247,258	3,478,693	1,417,662
(2) Goods		-	44,404	-	44,404	44,404	-	-
(3) Consultants services		426,831	1,019,214	497,578	1,363,276	1,634,350	344,062	117,558
(4) Operating costs		147,726	633,689	162,484	705,428	838,460	71,739	42,287
(5) Interest during implementation		804,701	2,716,627	835,297	2,716,627	3,551,924	-	-
Total		7,821,433	18,866,437	10,872,452	22,760,931	31,316,396	3,894,494	1,577,507
Foreign currency gain/(loss)		5,368	8,134	(6,419)				
Closing Cash Balance	5	12,228,459	12,228,459	3,853,934				

The Program special purpose financial statements were approved by the management of the Armenian Territorial Development Fund on 23 June 2021 and signed on its behalf. The accompanying notes form an integral part of these Program special purpose financial statements.

Artur Soghomonyan
Executive Director



Levon Dulyan
Chief Financial Officer




Seismic Safety Improvement Program - Results-Based Lending
ADB Loan Number 3284-ARM(SF)
For the year ended 31 December 2020
In USD

The Program special purpose financial statements were approved by the management of the Armenian Territorial Development Fund on 23 June 2021 and signed on its behalf. The accompanying notes form an integral part of these Program special purpose financial statements.

Levon Dulyan
Chief Financial Officer



NOTES TO THE SPECIAL PURPOSE FINANCIAL STATEMENTS

Seismic Safety Improvement Program - Results- Based Lending
ADB Loan Number 3284-ARM(SF)
For the year ended 31 December 2020

1. General information

1.1. *The Program financing*

According to the Loan Agreement between the Republic of Armenia and the Asian Development Bank ("ADB") concluded on 19 October 2015, ADB provided a Loan Number 3284-ARM(SF) in the amount of 63,259,000 Special Drawing Rights ("SDR") to the Republic of Armenia.

The payment currency of the loan is United States dollars (USD).

The loan was provided for implementation of "Seismic Safety Improvement Program -Results-Based Lending" ("Program", "SSIP").

The Loan Agreement became effective on 22 December 2015.

The Program was expected to be completed by 30 November 2020, and Closing date for the ADB Loan Number 3284-ARM(SF) financing was set on 31 May 2021. In 2018 the Closing date for the Program was amended to 31 May 2024.

1.2. *The Program's objective*

The objective of the Program is to support SSIP implementation in improving coverage of seismically safe school buildings.

The Program shall support SSIP in the following areas:

- a) Increasing seismic resilience of school buildings;
- b) Strengthening seismic disaster preparedness and response capacity;
- c) Improving supportive policies and systems for seismic disaster risk management and reduction;
- d) Enhancing capacity in Program execution and implementation.

1.3. *Disbursement Linked Indicator ("DLI")*

The Loan amounts are available for withdrawal upon satisfaction of the corresponding DLI targets. The satisfactory evidence of DLIs achievement shall be submitted to ADB to support withdrawal applications. Withdrawals from the Loan account may be made for DLI targets achieved prior to the Effective date, 22 Dec 2015, but not earlier than 19 Oct 2014.

DLI #	DLI description	Total SDR	Prior Results SDR	Y 2016		Y 2017		Y 2018		Y 2020		Y 2020		Y 2021		Y 2022		Y 2023	
				SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR	SDR
DLI1	Coverage of seismically safe school buildings increased	18,514,000	-	-	-	-	-	-	-	-	-	-	-	6,791,000	-	6,719,000	-	5,004,000	-
DLI2	Seismic resilience of school buildings increased	34,382,000	2,144,000	-	-	-	-	-	-	-	-	-	-	9,221,000	-	9,221,000	-	4,575,000	-
DLI3	Seismic disaster preparedness and response capacity strengthened	3,073,000	-	1,072,000	-	-	-	-	-	-	-	-	-	-	-	500,000	-	500,000	-
DLI4	Supportive policies, systems, and structures for seismic disaster risk management and reduction improved	1,929,000	643,000	-	-	643,000	-	643,000	-	-	-	-	-	-	-	-	-	-	-
DLI5	National capacity in executing and implementing the seismic safety investment program enhanced	1,858,000	357,000	643,000	-	-	-	858,000	-	-	-	-	-	-	-	-	-	-	-
Subtotal		59,756,000	3,144,000	1,715,000	643,000	643,000	1,501,000	0	10,222,000	16,012,000	16,440,000	10,079,000	-	-	-	-	-	-	-
Interest during implementation		3,503,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total		63,259,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

1.4. Budget

The Program is financed by:

- ADB Loan Number 3284-ARM(SF),
- Government of the Republic of Armenia (Government of RA), covering the taxes.

Category	ADB Loan Number 3284- ARM(SF)		Government of RA	Total
	SDR	USD equivalent (a)	USD equivalent (b)	USD
(1) Works	47,208,000	67,165,675	14,862,847	82,028,522
(2) Goods	4,183,000	5,951,407	1,316,965	7,268,372
(3) Consultants services	6,680,000	9,504,040	2,103,115	11,607,155
(4) Operating costs	1,685,000	2,397,351	530,501	2,927,852
(5) Interest during implementation	3,503,000	4,916,237	-	4,916,237
Total	63,259,000	89,934,710	18,813,428	108,748,138

(a) Budget USD equivalent of SDR underlined loan is calculated based on cumulative funds received in USD, plus USD equivalent of undisbursed funds in SDR as at reporting date. As at 31.12.2020 the SDR/USD rate is set 1 SDR=1.44027 USD (31.12.2019 - 1.38283 USD).

(b) The Government of RA co-financing budget is adjusted based on updated budget of Loan financing.

1.5. Program Implementation

The Program is implemented by the Armenian Territorial Development Fund (ATDF).

The ATDF implements Programs related to:

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

The Board of Trustees is a supreme governing body of the ATDF.

The ATDF registered address is: 31 K. Ulnetsi 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), and presented in accordance with ADB Program Financial Reporting and Auditing Guidelines (March 2015) ("ADB Guidelines").

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 end of reporting date.

2.3 Reporting currency

The Program 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 Program. Program 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 the 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 2019 is: USD 1 = 479.70 AMD.

The exchange rate defined by the CBA as at 31 Dec 2020 is: USD 1 = 522.59 AMD.

2.5 Taxes

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

3. SUMMARY OF FUNDS RECEIVED UNDER EACH DLI

ADB Loan Number 3284-ARM(SF)
For the year ended 31 December 2020
In USD

Application number	Value date	DLI Advance/ (Advance recovery)	Disbursement category documented					Interest during implementation	Total documented	Total paid
			DLI1. Coverage of seismically safe school buildings increased	DLI2. Seismic resilience of school buildings increased	DLI3. Seismic disaster preparedness and response capacity strengthened	DLI4. Supportive policies, systems, and structures for seismic disaster risk management and reduction improved	DLI5. National capacity in executing and implementing the seismic safety investment program enhanced			
	15 May 2019	-	-	-	-	-	-	401,337	401,337	401,337
	15 Nov 2019	-	-	-	-	-	-	403,364	403,364	403,364
Total for 2019										
	15 May 2020	-	-	-	-	-	-	804,701	804,701	804,701
	15 Nov 2020	-	-	-	-	-	-	405,891	405,891	405,891
		-	-	-	-	-	-	429,406	429,406	429,406
Total for 2020								835,297	835,297	835,297

4. STATEMENT OF DEPOSIT ACCOUNT (DA)

Bank account number	900000901281
Bank	Central Treasury
Bank location	Meliq Adamyan Street 1, Yerevan, Republic of Armenia, 0010
Account currency	USD

	ADB Loan Number 3284-ARM(SF)	
	Year ended 31 Dec 2019	Year ended 31 Dec 2020
1. Opening balance	18,055,516	12,198,217
2. Add: opening discrepancy	726	726
3. ADB advance/replenishment	-	-
4. Less: Refund to ADB from DA	-	-
5. Present outstanding amount advanced to DA	18,056,242	12,198,943
6. DA closing balance	12,198,217	3,826,185
7. Add: Amount of eligible expenditures paid	5,857,299	8,372,032
8. Less: Interest earned (if credited to DA)	-	-
9. Total advance accounted for	18,055,516	12,198,217
10. Closing discrepancy (5)-(9)	726	726

5. Cash

Account	Account held at	Underlying Currency	31.12.2019 USD	31.12.2020 USD
Deposit account (ADB Loan	Treasury	USD	12,198,217	3,826,185
GOA cofinancing	Treasury	AMD	30,242	27,749
			12,228,459	3,853,934

6. Financing

6.1. ADB Loan Number 3284-ARM(SF)

	Year ended 31 Dec 2019 USD	Cumulative as at 31 Dec 2019 USD	Year ended 31 Dec 2020 USD	Cumulative as at 31 Dec 2020 USD
DLI advance/(advance recovery)	-	21,949,766	-	21,949,766
DLI payment	-	3,691,776	-	3,691,776
Interest payment	804,701	2,716,627	835,297	3,551,924
Total	804,701	28,358,169	835,297	29,193,466
Total financing budget		87,507,287		89,934,710
Percentage of finance provided as at 31 Dec 2020		32%		32%

6.2. Government of the Republic of Armenia co-financing

	Year ended 31 Dec 2019 USD	Cumulative as at 31 Dec 2019 USD	Year ended 31 Dec 2020 USD	Cumulative as at 31 Dec 2020 USD
Contributions in cash	1,184,307	2,728,593	1,669,049	4,397,642
	1,184,307	2,728,593	1,669,049	4,397,642
Total financing budget		18,305,635		18,813,428
Percentage of finance provided as at 31 Dec 2020		15%		23%

7. Litigations

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

8. DLI achievement progress

DLI #	DLI description	Year	DLI target	Progress of Implementation as at 31 Dec 2020	Corresponding verification process	Amount of Loan Allocated (SDR)	Amount of Loan Proceed Cumulative as at 31 Dec 2020 (SDR)	Proceed %
DLI 1	Coverage of seismically safe school buildings increased	2021	At least 2.1% over baseline points					
		2022	At least 3.9% over baseline points					
		2023	At least 5.3% over baseline points					
DLI 2	Seismic resilience of school buildings increased	Prior 2015	Design for 8 priority schools completed and approved	Implemented and submitted to ADB on 21 May 2019	Approved by ADB on 11 September 2019	18,514,000		
		2020	# of schools increase by 8 from baseline					
		2021	# of schools increase by 16 from baseline					
		2022	# of schools increase by 37 from baseline					
		2023	# of schools increase by 46 from baseline			34,382,000		6%
DLI 3	Seismic disaster preparedness and response capacity strengthened	2016	At least 8 communities received public awareness campaign	Implemented and submitted to ADB on 11 November 2016	Approved by ADB on 29 November 2016		1,072,000	
		2020	At least 16 communities received public awareness campaign					
		2022	At least 37 communities received public awareness campaign					
		2023	At least 46 communities received public awareness campaign			3,073,000		35%
		Prior 2015	SSRP approved	Implemented and submitted to ADB on 11 November 2016	Approved by ADB on 29 November 2016		643,000	
DLI 4	Supportive policies, systems, and structures for seismic disaster risk management and reduction improved	2017	Guidelines in line with international best practices for school seismic strengthening and retrofitting approved	Guidelines in line with international best practices for school seismic strengthening and retrofitting were revised under the ADB TA	Approved by ADB on 11 November 2019		643,000	
		2018	National seismic hazard probabilistic map updated. The updated building codes for school buildings, harmonized with international standard, approved	National seismic hazard probabilistic map is updated and approved. Update of the building codes is in the process	Approved by ADB on 11 September 2019	1,929,000	321,500	83%
DLI 5	National capacity in executing and implementing the seismic safety investment program enhanced	Prior 2015	At least 11 additional staff for program implementation is recruited at ATDF	Implemented and submitted to ADB on 11 November 2016	Approved by ADB on 29 November 2016		357,000	
		2016	Template bidding documents prepared; ATDF operational manual expanded and updated; Program monitoring and evaluation system established	Prepared by ATDF and submitted to ADB on November 2016	Approved by ADB on 29 November 2016		643,000	
		2018	At least 30 staff working for program implementation, with at least 40% women are trained	At least 30 staff are trained in the areas of program implementation and management, financial management and reporting, procurement, E&S safeguards, and evaluation, submitted to ADB on 21 May 2019	Approved by ADB on 11 September 2019	1,858,000	858,000	100%
Total						59,756,000	6,681,500	11%