OSHC "BARQI TOJIK"

"Nurek HPP Rehabilitation Project, Phase I" Grant No. D179-TJ, Loan No. 6024-TJ, Loan No. 6025-TJ"

Special purpose project financial statements for the year ended December 31, 2019

and independent auditors' report

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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 DECEMBER 31, 2019

The following statement, which should be read in conjunction with the independent auditors' responsibilities stated in the independent auditors' report set out on pages 3-5, is made with a view to distinguish the respective responsibilities of management and those of the independent auditors in relation to the special purpose project financial statements of "Nurek HPP Rehabilitation Project Phase I" Grant No. D179-TJ, Loan No. 6024-TJ, Loan No. 6025-TJ", financed under Financing Agreements Grant No. D-179, Loan No.6024-TJ, Loan No.6025-TJ (the "Project").

Management is responsible for the preparation of this special purpose project financial statements, the financial position, cash proceeds and disbursements, uses of funds by project components, statement of applications for the year ended December 31, 2019 in accordance with International Public Sector Accounting Standard "Financial Reporting Under the Cash Basis of Accounting" (the "IPSAS") issued by the International Public Accounting Standards Board of the International Federation of Accountants and the World Bank's Financial Management Sector Board's "Guidelines: Annual Financial Reporting and Auditing for World Bank Financed Activities" (the "WB Guidelines").

In preparing the special purpose project financial statements, management is responsible for:

- selecting suitable accounting policies and applying them consistently;
- making judgments and estimates that are reasonable and prudent;
- stating whether IPSAS and WB Guidelines have been followed, subject to any material departures disclosed and explained in the special purpose project financial statements; and
- preparing the special purpose project financial statements on a going concern basis, unless it is inappropriate to presume that the Project will continue its activity for the foreseeable future.

Management is also responsible for:

- designing, implementing and maintaining effective and sound system of internal control and for revealing risks in system of internal control;
- maintaining proper accounting records that 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 IPSAS and WB Guidelines;
- compliance with laws and regulations of the Republic of Tajikistan, accounting system of the Project and the requirements of the World Bank;
- taking such steps as are reasonably available to them to safeguard the assets of the Project; and
- detecting and preventing fraud and other irregularities.

The special purpose project financial statements for the year ended December 31, 2019 were approved and authorized for issue on June 30, 2020 by the management of the Project.

Ismoilzoda M. Chairman

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Dustmukhamedov A. Chief Accountant

Habibov U. Head of PIU

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Safarov A. Financial manager of PIU

June 30, 2020 Dushanbe, Republic of Tajikistan

On behalf of the Management:

that



175 Calea Floreasca, Floreasca Tower Building, 13th floor, District 1 Bucharest – Romania T +4 0374 490 074 F +4 0374 094 191 E info@moore.ro www.moore.ro

INDEPENDENT AUDITORS' REPORT

To the Management of the Project "Nurek HPP Rehabilitation Project Phase I":

Report on the special purpose project financial statements

Opinion

We have audited the accompanying special purpose project financial statements of "Nurek Hydropower Rehabilitation Project, Phase I", financed under Financing Agreements Grant No. D179-TJ, Loan No. 6024-TJ, Loan No. 6025-TJ (the "Project") which comprise the statement of cash proceeds and disbursements, the statement of uses of funds by project components for the year ended December 31, 2019 and a summary of significant accounting policies and other explanatory information (the "special purpose project financial statements").

In our opinion, the accompanying special purpose project financial statements are consistent, in all material respects, cash proceeds and disbursements, and uses of funds by Project components for the year ended December 31, 2019 in accordance with International Public Sector Accounting Standard "Financial Reporting Under the Cash Basis of Accounting" (the "IPSAS") issued by the International Public Sector Accounting Standards Board of the International Federation of Accountants, and the World Bank's Financial Management Sector Board's "Guidelines: Annual Financial Reporting and Auditing for World Bank Financed Activities" (the "WB Guidelines").

Basis for opinion

We conducted our audit in accordance with International Standards on 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 Project in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in the Republic of Tajikistan, 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.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 2 to the special purpose project financial statements which describe the basis of accounting. These special purpose project financial statements were prepared for complying with the appropriate World Bank Guidelines and Grant agreement requirements, and therefore are not intended to be a complete presentation of the "Nurek Hydropower Rehabilitation Project, Phase I" (the "Project") operations.

Other matter

The special purpose project financial statements are prepared to assist the Project to comply with the requirements of the World Bank. As a result the special purpose project financial statements has not bus project for another purpose.

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Responsibilities of management and those charged with governance for the special purpose project financial statements

Management is responsible for the preparation of these special purpose project financial statements in accordance with International Public Sector Accounting Standard "Financial Reporting Under the Cash Basis of Accounting" (the "IPSAS") issued by the International Public Accounting Standards Board of the International Federation of Accountants, and the World Bank's Financial Management Sector Board's "Guidelines: Annual Financial Reporting and Auditing for World Bank Financed Activities" (the "WB Guidelines"), and for such internal control as management determines is necessary to enable the preparation of the special purpose project financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibilities for the audit of the special purpose project 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 the special purpose project financial statements.

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

- Identify and assess the risks of material misstatement of the special purpose project 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 Project'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 the Project'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 special purpose project 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 Project to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the special purpose project financial statements, including the disclosures, and whether the special purpose project financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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Moore Stephens KSC Bucharest, Romania June 30, 2020

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OPEN STOCK HOLDING COMPANY "BARQI TOJIK" PROJECT IMPLEMENTATION UNIT "Nurek HPP Rehabilitation Project, Phase I" Grant No. D179-TJ,Loan No. 6024-TJ, Loan No. 6025- TJ" STATEMENT OF CASH PROCEEDS AND DISBURSEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019

(in US Dollars)

	Notes	For the period ended December 31, 2019	Cumulative	For the year ended December 31, 2018	Cumulative
Opening balance		-	-	-	
Funds received					
Loan IDA No. 6025-TJ	4	-	250 000	250 000	250 000
Loan IDA No. 6024-TJ	4	-	58 050	58 050	58 050
Grant IDA No. D179-TJ	4	1 245 400	21 542 523	20 297 122	20 297 122
OSHC "Barqi Tojik"		-	78 065	78 065	78 065
		1 245 400	21 928 638	20 683 237	20 683 237
Reimbursement					
OSHC "Barqi Tojik"	4	(30 548)	(78 066)	(47 518)	(47 518)
		(30 548)	(78 066)	(47 518)	(47 518)
Project expenses			territe and period to the state of the second		
Loan IDA No. 6025-TJ	-				
Front-end fee Loan IDA No. 6024-TJ	5	-	250 000	250 000	250 000
Refund of Preparation Advance Grant IDA No. D179-TJ		-	58 050	58 050	58 050
Goods, Works, Non-Consulting Services, Consultants' Services, Training and					
Incremental Operating Costs		1 214 852	21 542 522	20 327 670	20 327 670
Total project expenses		1 214 852	21 850 572	20 635 720	20 635 720
Closing balance		- 1	-	-	
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On behalf of the Management:

Ismoilzoda M. Chairman

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Dustmukhamedov A. Chief Accountant

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Habibov U. Head of PIU

Safarov A.

Financial manager of PIU

June 30, 2020 Dushanbe, Republic of Tajikistan

The notes on pages 8-12 form an integral part of the special purpose project financial statements. The Independent Auditors' Report is on pages 3-5

OPEN STOCK HOLDING COMPANY "BARQI TOJIK" PROJECT IMPLEMENTATION UNIT "Nurek HPP Rehabilitation Project, Phase I" Grant No. D179-TJ, Loan No. 6024-TJ, Loan No. 6025- TJ" STATEMENT OF FUNDS BY PROJECT COMPONENTS FOR THE YEAR ENDED DECEMBER 31, 2019

(in US Dollars)

	For the year ended December 31, 2019	Cumulative	For the year ended December 31, 2018	Cumulative
Grant IDA No. D179-TJ				
Part 1. Goods, Works, Non-Consulting Services, Consultants' Services, Training and Incremental Operating Costs				
Goods	98 136	98 136	2	-
Works	-	20 114 532	20 114 532	20 114 532
Non-Consulting Services (Audit)	129 549	264 622	135 073	135 073
Consultants' Services	969 816	1 035 064	65 248	65 248
Training	17 351	30 168	12 817	12 817
Loan IDA No. 6024-TJ				
Part 1. Goods, Works, Non-Consulting Services, Consultants' Services, Training and Incremental Operating Costs				
Consultants' Services	-	-	-	-
Works	-	-	-	-
Training	-	-	_	-
Consulting Individuals Services	-	-	-	-
Goods	-	-	_	-
Bussines trip	-	-	-	_
Part 2. Refund of Preparation Advance Loan IDA No. 6025-TJ	-	58,050	58,050	58,050
Part 3. Front-end fee	-	250,000	250,000	250,000
	1 214 852	21 850 572	20 635 720	20 635 720

On behalf of the Management:

Ismoilzoda M.

Chairman

Dustmukhamedov A. Chief Accountant

Habibov U.

Head of PIU

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Safarov A. Financial manager of PIU

June 30, 2020 Dushanbe, Republic of Tajikistan

The notes on pages 8-13 form an integral part of the special purpose project financial statements. The Independent Auditors' Report is on pages 3-5

1. GENERAL INFORMATION

In accordance with the Financing Agreement between the Republic of Tajikistan and the International Development Association (hereinafter - the "World Bank") of June 2, 2017, the World Bank provided the Republic of Tajikistan:

Loan No. 6024-TJ in the amount of 100 million US dollars. Loan No. 6024-TJ in the amount of 49.1 million US dollars. Grant No. D - 179 TJ in the amount of 41.8 million SDR.

A grant / loan was provided for the implementation of the Project "Project for the Reconstruction of the Nurek HPP, Phase 1" (hereinafter referred to as the "Project").

The project consists of 2 parts. The goal of the project is to restore three power units and key components of the infrastructure of the Nurek HPP, as well as to increase the safety of the dam.

Project purpose

The grant was provided for the following types of project activities:

Part 1. Restoration of three power units, including generators, turbines, main valves of the discharge pipeline, transformers, auxiliary systems and the main auxiliary equipment of the power plant. Provision of spare parts, as well as equipment for operation and maintenance.

Part 2. Repairing tunnel spillways, repairing spillway gates, automatic gates / lifting systems, improving protection of the impermeable zone of the rock fill dam above the main zone ridge. Measures to improve seismic safety. Installation of a modern forecasting / flood warning system and the preparation of optimized operating rules to increase the capacity of the dam and floods. Repair and upgrading of instrumentation control systems to improve the collection and analysis of dam safety monitoring data. Update an emergency preparedness action plan.

Project management

The project is implemented by the Project Implementation Unit at the OSHC "Barqi Tojik".

Contribution of OSHC "Barqi Tojik" to the Projects

OSHC "Barqi Tojik" contributes to the Project by performing direct payments, as well as providing funding sources, when granted funds are not readily available, which are subsequently reimbursed.

Duration of the Project is from June 2, 2017 to December 31, 2023.

2. PRESENTATION OF THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS

Basis of preparation

These special purpose project financial statements have been prepared in accordance with the International Public Sector Accounting Standard (the "IPSAS") "Financial Reporting under the Cash Basis of Accounting" issued by the Public Sector Committee of the International Federation of Accountants, and incorporate the following principal accounting policies, which have been consistently followed in all material respects and comply with the World Bank's Financial Management Sector Board's "Guidelines: Annual Financial Reporting and Auditing for World Bank Financed Activities" (the "WB Guidelines").

Under the cash basis system income (or expenditure) is recognized when cash is received (or paid) irrespective of when goods or services are received.

The Project's approved budget disclosed by categories of expenses is not publicly available and as such comparison of budget and actual amounts is not presented.

These special purpose project financial statements consist of:

- Statement of cash proceeds and disbursements;
- Statement of uses of funds by project components;
- Notes to the special purpose project financial statements, including short description of main statements of accounting policy and other descriptive notes.

The reporting currency of these special purpose project financial statements is US Dollars (the "USD").

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash basis of accounting

Special purpose project financial statements are prepared on a cash basis of accounting. The cash basis of accounting recognizes transactions and events only when cash (including cash equivalents) is received or paid by the entity. Special purpose project financial statements prepared under the cash basis provide readers with information about the sources of cash raised during the period, the purposes for which cash was used and the cash balances at the reporting date. The measurement focus in the special purpose project financial statements is balances of cash and changes therein.

Foreign currency

Operations in foreign currency initially are counted in functional currency by the official currency exchange rate settled by the National Bank of Tajikistan (the "NBT") on a date of operation.

All payments made in local currency are translated into USD at the official exchange rate defined by National Bank of Tajikistan, at the date of transaction.

Monetary assets and liabilities expressed in foreign currency are converted to functional currency at official exchange rate on a date settled by the NBT.

All foreign exchange differences resulted from maturity or recounting are included in statement of cash proceeds and disbursements.

Non-monetary items are valued according to their historic cost in foreign currency, which are recalculated on rates of the initial operation date.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and due from banks, which can be converted to the corresponding amount of cash in the short term.

Taxes

In accordance with the subsidiary agreement between Ministry of Finance of the Republic of Tajikistan and OSHC "Barqi Tojik", which is conducted for the Advance, the Project is exempted from value added tax and social tax payments. Calculation and payment of personal income tax and pension fund contributions from income of local staff and consultants is made in accordance with the requirements and rates of the Tax Code of the Republic of Tajikistan.

Project expenses

The expenses are recorded in the period when they were actually paid.

Sources of funds

The funds were provided by the World Bank to the Project through direct payment to the end supplier of goods and/or services, reimbursement of expenses and contribution of OSHC "Barqi Tojik".

4. FUNDS RECEIVED

The funds received were presented by the following reimbursement methods:

	For the year ended December 31, 2019	Cumulative	For the year ended December 31, 2018	Cumulative
Financing method / sources of financing:				
Grant IDA No. D179-TJ				
Direct payment	1 214 751	21 464 457	20 249 605	20 249 605
Reimbursement	30 547	78 065	47 517	47 517
<i>Loan IDA No. 6024-TJ</i> Refund of Preparation Advance	-	58 050	58 050	58 050
Loan IDA No. 6025-TJ				
Direct payment Reimbursement	<u> </u>	250 000	250 000	250 000
	1 245 400	21 850 572	20 605 172	20 605 172
OSHC "Barki Tojik" contribution				
Incurred expenses	-	78,065	78 065	78 065
Reimbursed to OSHC "Barki Tojik"	(30 547)	(78 065)	(47 518)	(47 518)
	(30 547)			30 547
	1 214 852	21 850 572	20 635 720	20 635 720

5. PROJECT EXPENDITURES

Project expenditures by components are presented in the statement of funds by project components. Project expenditures on major categories are presented in the statement of cash proceeds and disbursements. Breakdown of project expenses by nature is presented as follows:

	For the year ended December 31, 2019	Cumulative	For the year ended December 31, 2018	Cumulative
Grant IDA No. D179-TJ				
Works	-	20 114 532	20 114 532	20 114 532
Goods	98 136	98 136	-	-
Non-Consulting Services (Audit)	129 549	264 622	135 073	135 073
Consultants' Services	969 816	1 035 064	65 248	65 248
Training	17 351	30 168	12 817	12 817
Loan IDA No. 6024-TJ				
Refund of Preparation Advance Loan IDA No. 6025-TJ	-	58,050	58,050	58,050
Front-end fee	-	250,000	250,000	250,000
	1 214 852	21 850 572	20 635 720	20 635 720

6. FINANCIAL POSITION

Financial position as at December 31, 2019, and 2017 comprise of:

	December 31, 2019	December 31, 2017
ASSETS AND EXPENDITURES	2019	2017
Cumulative project expenditures:		
Loan IDA No. 6025-TJ	250 000	250 000
Loan IDA No. 6024-TJ	58 050	58 050
Grant No. D179-TJ	21 542 522	20 327 670
TOTAL ASSETS AND EXPENDITURES	21 850 572	20 635 720
		20033720
FINANCING		
Grant No. D179-TJ		
Grants received	21 542 522	20 297 122
OSHC "Barki Tojik" contribution	-	30 548
Loan IDA No. 6024-TJ		
Grants received	58 050	58 050
OSHC "Barki Tojik" contribution	-	-
Loan IDA No. 6025-TJ		
Grants received	250 000	250 000
OSHC "Barki Tojik" contribution		
TOTAL FINANCING	21 850 572	20 635 720

7. WITHDRAWAL APPLICATIONS

Sources of financing	Applica tion	Date	Direct payment	Reimburse ment	Total
Grant No.179-TJ	5	18/01/2019	43,783	-	43,783
	8	08/02/2019	, 	30,548	30,548
	6	06/02/2019	152,772	· -	152,772
	9	06/02/2019	98,136	-	98,136
	010A	06/02/2019	491,747	-	491,747
	12	12/07/2019	114,973	-	114,973
	13	10/09/2019	129,549	-	129,549
	14	17/12/2019	110,070	-	110,070
	15	15/12/2019	······	73,823	73,823
			1,141,030	104,371	1,245,400

Withdrawal applications for the year ended December 31, 2019 comprise:

8. UNDRAWN FUNDS

For the year ended December 31, 2019 undrawn funds are presented as follows:

	Grant IDA No. D179-TJ	Loan IDA No. 6024-TJ	Loan IDA No. 6025-TJ
Approved grant amount/loan Disbursed during the period from January 1,	56 565 000	69 135 000	100 000 000
2018 to December 31, 2019	21 542 522	58 050	250 000
Undrawn amount	35 022 478	69 076 950	99 750 000
	Grant IDA No. D179-TJ	Loan IDA No. 6024-TJ	Loan IDA No. 6025-TJ
Grant/loan received as at January 1, 2019 Disbursed in 2019			

9. COMMITMENTS

In the normal course of activities, the Project concludes agreements with suppliers of goods and services in accordance with the established budget and procurement plan. The contract value of obligations valid as at December 31, 2019 was as follows:

Counterparty	ССҮ	Contract amount balance	Date of contract signing	Date of contract completion
"Multiple Contractor Andritz	EUR	100,700,853		December 31,
Hydro (ongoing)"	TJS	32,721,626	June 24, 2018	2023
Stucky Ltd.	CHF			
		4,159,786	December 12, 2016	June 12, 2022
Moore Stephens KSC with	USD			
AITEN Consulting Group acting as sub-consultant (ongoing)		145,600	December 9, 2019	July 31, 2020
JV of Baker Tilly-s	USD	256,830	September 13, 2019	March 13, 2020
Mr. Mirzo Zargarov	USD	13,440	August 22, 2019	August 22, 2020
LLC BDO Chance	TJS	125,894	November 26, 2019	January 27, 2023
Mr. Igor Ziderer	USD	12,600	September 3, 2019	December 31, 2020

10. LEGAL CASES

There were no any legal claims related to the Project.

11. EVENTS AFTER THE REPORTING DATE

At January 3, 2020 until the date of issue of these special purpose project financial statements the World Bank has contributed to the Project as follows

Sources of financing TF A4615	Application	Date	Direct payment	Reimbursement	Total
	16	March 2, 2020	290 871	-	290 871
	17	February 6, 2020	1 339 419	-	1 339 419
	19	January 13, 2020	14 394	-	14 394
	20	January 6, 2020	128 415	-	128 415
	21	January 3, 2020	122 539	-	122 539
	22	April 6, 2020	3 066 128	-	3 066 128
	23	April 7, 2020	259 154	-	259 154
	25	May 29, 2020	23 910	-	23 910
	24	May 6, 2020	134 038	-	134 038
	26	May 1, 2020	63 949	-	63 949
	27	June 4, 2020	1 600 979		1 600 979
			7 043 796	-	7 043 796

As at the date of issue of the special purpose project financial statements no significant events or transactions happened, which should be disclosed in the special purpose project financial statements, except for the events or transactions described above.