

**CODE OF ETHICS  
FOR DIRECTORS AND EMPLOYEES  
OF  
CHUGACH ELECTRIC ASSOCIATION, INC.**

Chugach Electric Association, Inc. (“Association”) demands the highest possible ethical conduct from individuals serving as its directors as well as from its employees. Full compliance with this Code of Ethics is mandatory, and directors and employees are expected to foster a culture of transparency, integrity and honesty. This Code of Ethics is promulgated in part by the Board of Directors of the Association pursuant to Section 406 of the Sarbanes-Oxley Act of 2002 and the rules of the SEC promulgated thereunder and specifically applies for the purposes therein to the Senior Financial Officers of the Association. For these purposes, Senior Financial Officers means the Principal Executive Officer, Principal Financial Officer, and Principal Accounting Officer. This Code of Ethics applies, however, to all Association directors and employees. This Code contains standards reasonably necessary to promote: honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the Association and in other public communications; and, compliance with applicable governmental laws, rules and regulations (Laws) as well as accounting and auditing standards and Association Policies and Procedures. It should be read in conjunction with the Association’s Conflict of Interest policies.

Directors and employees of the Association must:

1. Act with honesty and integrity, ethically handling actual or apparent conflicts of interest in personal and professional relationships. Directors and employees should recognize that even the appearance of a conflict of interest can damage the Association. A conflict of interest may exist because of a relationship of theirs or of a family member that is inconsistent with the Association’s best interests, of the Association’s bylaws or Policies or Procedures, or could cause a conflict with their ability to perform their director or employee job responsibilities.
2. Report to the Chief Operating Officer, or Chairman of the Audit Committee, as applicable, any transaction that reasonably could be expected to give rise to a conflict of interest.
3. Produce, or cause to be produced, full, fair, accurate, timely, and understandable disclosure in reports and documents that the Association files with or submits to the Securities and Exchange Commission and in other public communications.
4. Comply with applicable Laws, Association Policies and Procedures, and Accounting and Auditing Standards and Policies.
5. Promptly report any violation of this Code of Ethics to the Chief Executive Officer or Chairman of the Audit Committee, as applicable.

The Association reserves the right to determine when actual or potential conflicts of interest exist, and then to take any action, which in the sole judgment of the Association, is needed to prevent the conflict from continuing.

Director and employees will be held accountable for their adherence to this Code of Ethics. Failure by a director to observe the terms of this Code of Ethics shall be dealt with as provided by the Association's bylaws and applicable law. Failure of an employee to observe the terms of this Code of Ethics may result in disciplinary action, up to and including immediate termination of employment. Any employment action taken under this code shall be consistent with applicable personnel policies and collective bargaining agreements.

Any request by a Director for a waiver of any provision of this Code of Ethics must be submitted to and approved by the Board of Directors. A request by a Senior Financial Officer for a waiver of any provision of this Code of Ethics must be in writing and addressed to the Chairman of the Audit Committee. The Board will have the sole and absolute discretionary authority, acting upon such recommendation as may be made by the Audit Committee, to approve any waiver from this Code of Ethics. Any waiver of this Code of Ethics for Senior Financial Officers will be disclosed promptly on Form 8-K or any other means approved by applicable SEC rules or listing standards. Any request by an employee for a waiver of any provision of this Code of Ethics must be submitted to and approved by the employee's supervisor and the Principal Executive Officer.

Nothing contained in this Code of Ethics is intended by the Association to be, nor shall it be construed as, an employment agreement.

This Code of Ethics was approved by the Board of Directors at its regular board meeting on \_\_\_\_\_, 2008.

Date: \_\_\_\_\_

By \_\_\_\_\_  
Secretary of the Board

ACKNOWLEDGEMENT

**CHUGACH ELECTRIC ASSOCIATION, INC.  
CODE OF ETHICS FOR DIRECTORS AND EMPLOYEES**

I, \_\_\_\_\_, acknowledge and confirm that I have received a copy of Chugach Electric Association, Inc.'s Code of Ethics ("Code") for Directors and Employees dated \_\_\_\_\_, 2008, have read the Code, and agree that while I am [on the board] [employed by the Association] I will conduct myself in accordance with that Code.

Witness

Director/Employee

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Printed Name / Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date