

AMERICAN WATER WORKS COMPANY, INC.  
CURRENT LEVEL OF BOARD OF DIRECTORS REMUNERATION  
AS OF MAY 15, 2015

	To Whom Payable	Fee Amount	Payment Timing
<b>Annual Cash Retainer Fees<sup>1</sup></b>			
Board of Directors	All Directors	\$75,000	25% on the 1st day of each quarter
Board of Directors	Chairman	\$55,000	25% on the 1st day of each quarter
Audit Committee	Chair	\$20,000	25% on the 1st day of each quarter
Compensation Committee	Chair	\$20,000	25% on the 1st day of each quarter
Nominating/Corporate Governance Committee	Chair	\$10,000	25% on the 1st day of each quarter
Finance Committee	Chair	\$10,000	25% on the 1st day of each quarter
<b>Annual Stock Unit Grant<sup>2</sup></b>			
	All Directors	\$95,000	Annually
<b>Annual Stock Unit Grant<sup>3</sup></b>			
Board of Directors	Chairman	\$55,000	Annually

In addition to the above fees, Non-Employee Directors are reimbursed for travel and other expenses incurred in attending meetings and other functions of the Board of Directors or Committees of the Board.

<sup>1</sup>Directors who are employees of the Company or one of its subsidiaries do not receive the annual retainers or equity component.

<sup>2</sup>Each director, who is not an employee of the Company or one of its subsidiaries, shall be paid an annual stock award of \$95,000 in stock units.

<sup>3</sup>The Chairman of the Board of Directors shall be paid an additional annual stock award of \$55,000 in stock units.

**DIRECTOR STOCK RETENTION REQUIREMENTS:**

Directors are required to hold shares equaling five (5) times their annual cash retainer by the fifth anniversary of the commencement of service as a director.

