

AMERICAN WATER WORKS COMPANY, INC.
NOMINATING/CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER

I. PURPOSE OF THE COMMITTEE

The Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors of American Water Works Company, Inc. (the “Company”) represents and assists the Board in establishing and maintaining appropriate and sufficient standards of corporate governance by:

- A. identifying and evaluating individuals qualified to become members of the Board of Directors, and recommending to the Board of Directors the nominees for membership on the Board;
- B. developing and recommending to the Board of Directors corporate governance principles applicable to the Company (the “Corporate Governance Guidelines”), and annually reviewing and recommending to the Board of Directors such changes in the Corporate Governance Guidelines as the Committee deems appropriate;
- C. recommending to the Board of Directors the members of the Board of Directors to serve as (i) Chairman of the Board of Directors and (ii) chairmen and members of the committees of the Board of Directors;
- D. overseeing the annual evaluation of the Board of Directors and other committees of the Board of Directors and members of management;
- E. reviewing the charter, composition and performance of each committee of the Board of Directors and recommend appropriate changes to the committees of the Board as the Committee deems necessary and advisable; and
- F. otherwise taking a leadership role in shaping the corporate governance of the Company.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee consists of at least three members of the Board of Directors. Each member of the Committee shall be independent. In each case the Board of Directors shall determine “independence” in accordance with the rules of the New York Stock Exchange and the Corporate Governance Guidelines.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors from among its members and shall serve until such member's successor is duly elected and qualified or until such member's earlier death, resignation or removal. The actual number of members shall be determined from time to time by resolution of the Board of Directors.

Chairman/Secretary

The Board of Directors shall designate a chairman of the Committee from among its members. The Committee chairman will preside at, and prepare an agenda for, each Committee meeting. The Committee chairman shall appoint a secretary (who need not be a member of the Committee) to take written minutes of the meetings. In the absence of the chairman during any Committee meeting, the Committee may designate a chairman pro tempore.

III. MEETINGS

The Committee shall meet at least twice annually, or more frequently as circumstances require. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

At least two members constitute a quorum and a quorum is required for the transaction of all business. Notice of a meeting of the Committee may be made by any reasonable means, including via e-mail. Notice of a meeting shall be given to each member of the Committee (and to each member of the Board of Directors) at least two days in advance of such meeting unless notice is waived by all members of the Committee. The Committee shall act only on the affirmative vote of a majority of its members at a meeting or by unanimous written consent.

Subject to the last sentence of this paragraph, all independent directors who are not members of the Committee may attend meetings of the Committee, but may not vote. Additionally, the Committee may invite to its meetings any director, member of management and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions are the recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors that are related to the purposes of the Committee outlined in Section I of this Charter.

The Committee shall:

Board Selection, Composition, Evaluation and Continued Service

1. establish, as part of the Corporate Governance Guidelines, criteria for the selection of new directors to serve on the Board of Directors;
2. identify qualified candidates to serve on the Board of Directors and recommend their election to the Board of Directors, whether such directorship is to be filled by the Board of Directors or by the shareholders at an annual or special meeting;
3. when identifying candidates for membership on the Board of Directors, take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board of Directors;
4. conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for directorships;
5. review and make recommendations to the Board of Directors, or determine, whether members of the Board should stand for re-election;
6. consider matters relating to the retirement of Board members, including term limits or age limitations for service on the Board;
7. recommend to the Board of Directors a member of the Board to serve as its Chairman;
8. establish policies, principles and procedures, based upon objective criteria, for the evaluation of the Chairman of the Board;
9. review the appropriateness of continued service on the Board of Directors of members whose circumstances, including business or professional affiliations or responsibilities, have changed;
10. determine whether a member of the Audit Committee can continue to serve effectively on the Audit Committee if such director simultaneously serves on the audit committees of more than two other public companies;
11. determine whether a member of the Board of Directors can serve effectively on the Board of Directors if such director simultaneously serves on the boards of directors of more than two other public companies;
12. if the Board of Directors is classified into groups, recommend to the Board of Directors the class of directors in which each nominee for election to the Board should serve;
13. consider questions of Board member independence;
14. review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds;

15. commencing with the 2011 annual meeting of stockholders, recommend to the Board of Directors whether to accept or reject a director resignation, or take other action, if a director fails to receive a majority vote as specified under the Company's Bylaws and Corporate Governance Guidelines;
16. coordinate and oversee, at least annually, the evaluation of each Director and the Board of Directors as a whole to determine whether they are functioning effectively and meeting their goals and objectives;
17. recommend and oversee a continuing education program for the members of the Board of Directors;

Corporate Governance

18. develop and recommend to the Board of Directors the Corporate Governance Guidelines, assess those guidelines annually and make recommendations to the Board of Directors in light of such assessments as may be appropriate;
19. consider the adequacy of the Certificate of Incorporation and bylaws of the Company and make such recommendations for changes as the Committee deems appropriate;
20. consider policies and procedures relating to the procedural aspects of meetings of the Board of Directors;

Committee Selection, Composition, Evaluation and Continued Service

21. recommend members of the Board of Directors to serve as chairman and as members of the committee of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee and to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee;
22. establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee;
23. ensure that each committee of the Board of Directors periodically reviews the charter, composition and performance of each committee of the Board of Directors and reports thereon to the Board of Directors;
24. make recommendations to the Board for the creation of additional committees or the elimination of Board committees;
25. oversee management's determination of membership on subsidiary boards of directors;

CEO Succession Planning Process

26. oversee the process of planning for succession of the Chief Executive Officer, including (i) developing a list of suitable internal and external candidates (based upon (A) existing executive development plans with respect to internal candidates and (B) chief executive officer leadership attributes approved by the Board of Directors with respect to external candidates), (ii) conducting interviews of such candidates with participation by the full Board of Directors to the extent possible, and (iii) based upon (i) and (ii) above, providing the Board of Directors a slate of such qualified candidates for its review and approval, and throughout such process obtaining input from the Chairman of the Board of Directors and the current Chief Executive Officer on all aspects of the process; and

Reports

27. report regularly to the Board of Directors (i) the matters discussed at regular or special meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate, such reports to the Board of Directors may take the form of an oral report by the Committee chairman or any other member of the Committee designated by the Committee to make such a report.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

VI. RESOURCES AND AUTHORITY OF THE COMMITTEE

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company. The Committee shall have the sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors or the Chief Executive Officer of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention. The Committee also has the authority to (i) retain outside advisors, including legal counsel, as it deems appropriate in its sole discretion, (ii) approve the fees and expenses of such advisors and (iii) incur such other ordinary administrative expenses as are necessary or appropriate in carrying out its duties.

VII. DISCLOSURE OF CHARTER

This Charter shall be made available on the Company's website.

VIII. DATE OF ADOPTION

This Charter was adopted by the Board of Directors effective September 14, 2007, and amended on August 18, 2009, November 6, 2009, January 4, 2010, February 25, 2011 and July 24, 2015.

IX. COMPLIANCE

The Committee, as a whole, and each of the individual members of the Committee shall be in compliance with the provisions of this Charter, to the extent practical, upon their adoption and, in any case, within 30 days of the date upon which the Company's securities are registered under the Securities Exchange Act of 1934, as amended.