

**Proposal Form 6
Business Proposal**

The amount of the Consideration that Proposer offers to pay pursuant to Section 2.1 of the Agreement is the total of

US\$ 192,500,000 [*in numbers*],

One hundred and ninety-two million five hundred thousand [*in words*] United States Dollars.

The Annual City Payment shall be no less than \$500,000 and no more than \$2,500,000. The amount of the Annual City Payment that Proposer offers to pay pursuant to Section 3.23 of the Agreement is

US\$ 750,000 [*in numbers*],

Seven hundred and fifty thousand [*in words*] United States Dollars.

Pursuant to Section 2.2, the Proposer shall decide if the Consideration will be adjusted at Closing due to fluctuations in the Selected Interest Rate and/or Credit Spread Fluctuation Interest Rates.

Selected Interest Rate _____ Yes X No
If Selected Interest Rate "Yes", the Proposer hereby selects _____ as the
Selected Interest Rate as defined in the Agreement.

Credit Spread Fluctuation Interest Rates _____ Yes X No

American Water Works Company, Inc.

Name of Proposer

Mark F. Strauss

Name of Designated Signatory



Signature

Senior Vice President,
Strategy and Business Development

Title