Chesapeake Lodging Trust
Form DEF 14A
April 12, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x Filed by a party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

CHESAPEAKE LODGING TRUST

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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Dear Shareholder:

On behalf of the Board of Trustees, we are pleased to invite you to attend the 2016 Annual Meeting of Shareholders of Chesapeake Lodging Trust, to be held on May 17, 2016 at 9 a.m., local time, at the Courtyard Washington Capitol Hill/Navy Yard, located at 140 L Street, SE, Washington, DC 20003. You may attend the meeting in person or by proxy. Only shareholders or their legal proxy holders will be allowed to attend the 2016 Annual Meeting. To be admitted to the 2016 Annual Meeting, you must present a form of government-issued photo identification and an admission ticket, valid proof of ownership of the Trust s common shares as of April 1, 2016 or a valid legal proxy. Please refer to page 44 of this proxy statement for more logistical information about attending the 2016 Annual Meeting.

Your vote is important. We strongly urge you to cast your vote as soon as possible, even if you currently plan to attend the meeting in person. You may vote your shares by following the instructions on the proxy card or the voting instruction card you received.

We appreciate your investment in the Trust and look forward to seeing you at our 2016 Annual Meeting.

Sincerely,

Thomas A. Natelli

Chairman of the Board of Trustees

James L. Francis

President and Chief Executive Officer

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NOTICE OF THE 2016 ANNUAL MEETING

The 2016 Annual Meeting of Shareholders (the 2016 Annual Meeting) of Chesapeake Lodging Trust, a Maryland real estate investment trust (the Trust), will be held at the time and place and for the purposes indicated below.

Time and Date:	9 a.m., local time, on May 17, 2016.
Place: 140 L Street, SE, Washington, DC 20003	Courtyard Washington Capitol Hill/Navy Yard
Items of Business:	To elect seven trustees from the nominees named in the attached proxy statement to serve until the 2017 Annual Meeting or until their successors are elected and qualified (Proposal 1); To ratify the appointment of Ernst & Young LLP as the Trust s independent registered public accounting firm for the year ending December 31, 2016 (Proposal 2); To approve, through a non-binding advisory vote, the Trust s executive compensation program (Proposal 3); To approve an amendment to the Trust s charter that would, if approved, permit shareholders to act to amend our bylaws in certain circumstances (Proposal 4); To consider a non-binding shareholder proposal if properly presented at the 2016 Annual Meeting (Proposal 5); and To transact such other matters as may properly come before the meeting and any adjournment or postponement thereof.
Recommendations of the Board:	The Board of Trustees unanimously recommends that you vote on the proxy card or voting instruction form as follows: FOR each of the trustee nominees in Proposal 1, FOR Proposal 2, FOR Proposal 3, and FOR Proposal 4; and AGAINST Proposal 5.
Adjournments and Postponements:	Any action on the items of business described above may be considered at the 2016 Annual Meeting at the time and on the date specified above or at any time and date to which the 2016 Annual Meeting may be properly adjourned or postponed.

Record Date:	Our Board of Trustees has set April 1, 2016 as the record date for determining the holders of the Trust s common shares that are eligible to vote at the 2016 Annual Meeting.
Voting:	**Your vote is very important**. To ensure your representation at the meeting, please vote your shares as soon as possible, even if you currently plan to attend. You are urged to submit your proxy card in the envelope provided to you so that your shares can be voted at the 2016 Annual Meeting in accordance with your instructions. For specific instructions on voting, please refer to the instruction on voting beginning on page 2 or on the proxy card or voting instruction form.

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If you have any questions or require any assistance voting your shares, please contact our proxy solicitor at the following telephone numbers or address:

MacKenzie Partners
(212) 929-5500 or toll-free (800) 322-2885

105 Madison Ave, 17th Floor, New York, New York 10016

Corporate Headquarters: 1997 Annapolis Exchange Parkway, Suite 410, Annapolis, Maryland 21401

By Order of the Board of Trustees

Graham J. Wootten,

Senior Vice President,

Chief Accounting Officer and Secretary

April 12, 2016

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CHESAPEAKE LODGING TRUST

PROXY STATEMENT

2016 ANNUAL MEETING OF SHAREHOLDERS

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PROXY STATEMENT

2016 ANNUAL MEETING

May 17, 2016

GENERAL INFORMATION

We are providing these proxy materials in connection with the solicitation by the Board of Trustees (the Board) of Chesapeake Lodging Trust of proxies to be voted at our 2016 Annual Meeting and at any adjournment or postponement. The proxies will be used at our 2016 Annual Meeting to be held on May 17, 2016 beginning at 9 a.m., local time, at the Courtyard Washington Capitol Hill/Navy Yard, 140 L Street, SE, Washington, DC 20003.

The proxy materials include our Notice of the 2016 Annual Meeting and Proxy Statement. These materials also include the proxy card and postage-paid return envelope or voting instruction form for the 2016 Annual Meeting.

This proxy statement contains important information regarding our 2016 Annual Meeting. Specifically, it identifies the proposals on which you are being asked to vote, provides information that you may find useful in determining how to vote, and describes voting procedures. Our proxy materials are first being distributed on or about April 12, 2016 to holders of record of our common shares of beneficial interest at the close of business on April 1, 2016.

Purpose of the Meeting

Shareholders are being asked to vote on the following matters at the 2016 Annual Meeting:

- the election of seven trustee nominees identified in Proposal 1 to the Board;
- the ratification of the appointment of Ernst & Young LLP as the Trust s independent registered public accounting firm for the year ending December 31, 2016 as set forth in Proposal 2;
- the approval, on a non-binding advisory basis, of the Trust s executive compensation program as set forth in Proposal 3;
- the approval of an amendment to the Trust s charter that would, if approved, permit shareholders to act to amend our bylaws in certain circumstances as set forth in Proposal 4;
- the consideration of a non-binding shareholder proposal as set forth in Proposal 5; and
- the consideration of any other appropriate matters properly brought before the meeting or any adjournment or postponement of the meeting.

Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the 2016 Annual Meeting.

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Recommendations of the Board of Trustees

The Board recommends that you vote as follows:

FOR election of seven trustee nominees nominated by the Board and named in Proposal 1;

FOR ratification of the appointment of Ernst & Young LLP as the Trust s independent registered public accounting firm for the year ending December 31, 2016 as set forth in Proposal 2;

FOR approval of the Trust s executive compensation program as set forth in Proposal 3;

FOR approval of the proposed charter amendment as set forth in Proposal 4; and

AGAINST the non-binding shareholder proposal as set forth in Proposal 5.

If you grant a proxy on your proxy card, the persons named as proxy holders, James L. Francis, Douglas W. Vicari and Graham J. Wootten, or any of them, will have the discretion to vote your shares on those matters for which such action is permitted by Rule 14a-4(c) at the meeting or any adjournment or postponement thereof. If any of our nominees becomes unable or for good cause unwilling to serve, the persons named as proxy holders will vote all shares represented by your validly submitted proxy for such other candidate or candidates as may be nominated by the Board.

Who May Attend the Meeting and Vote

Only holders of record of our common shares outstanding at the close of business on the record date of April 1, 2016 will be entitled to receive notice of and to vote at the meeting or at any adjournment or postponement of the 2016 Annual Meeting. On the record date, we had 60,083,747 common shares issued and outstanding.

Only shareholders or their legal proxy holders will be allowed to attend the 2016 Annual Meeting. To be admitted to the 2016 Annual Meeting, you must present a form of government-issued photo identification and an admission ticket, valid proof of ownership of the Trust s common shares as of April 1, 2016 or a valid legal proxy. Please refer to page 44 of this proxy statement for more logistical information about attending the 2016 Annual Meeting.

Quorum

The presence in person or by proxy of the holders of a majority of the outstanding common shares will constitute a quorum for the transaction of business at the 2016 Annual Meeting. Abstentions and broker non-votes, as described below, will be counted in determining whether a quorum exists. If the shareholders present or represented by proxy at the 2016 Annual Meeting constitute holders of less than a majority of the shares entitled to vote, the meeting may be adjourned to a subsequent date for the purpose of obtaining a quorum.

Voting Rights

Each holder of common shares is entitled to cast one vote for each common share owned on April 1, 2016, the record date of the 2016 Annual Meeting. With respect to the election of each nominee for trustee and with respect to all other matters, shareholders may vote For , Against or Abstain.

Voting Your Shares

Voting shares prior to, or without attending, the 2016 Annual Meeting. We strongly urge you to cast your vote as soon as possible, even if you currently plan to attend the meeting in person. Whether you hold shares directly as the shareholder of record or through a bank, broker, trustee or other nominee as the beneficial owner, you may direct how your shares are voted prior to, or without attending, the 2016 Annual Meeting.

Shareholders of record may submit proxies by completing, signing, and dating their proxy card and returning it in the accompanying pre-addressed, postage-prepaid envelope. Your proxy card must be received no

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later than May 16, 2016 for your shares to be voted at the 2016 Annual Meeting. If you are a beneficial owner, that is, you hold your common shares through a bank, broker, trustee or other nominee, you must provide your nominee with appropriate voting instructions as set forth on the voting instruction card you receive from your nominee no later than 11:59 p.m. EDT on May 16, 2016. If you do not provide your nominee with these instructions, your nominee will not have discretionary authority to vote your shares on your behalf on Proposals 1, 3, 4 and 5, which are non-routine matters. As a result, your failure to provide these instructions will result in a broker non-vote for Proposals 1, 3, 4 and 5. Beneficial owners may provide instructions to their bank, broker, trustee or other nominee holding their shares in one of these three ways:

By Internet Beneficial owners may give instructions over the Internet by following the instructions on the voting instruction card you received from your nominee.

By Telephone Beneficial owners may give instructions by telephone by calling the number on the voting instruction card you received from your nominee and following the instructions. You will need to have the control number that appears on the proxy or voting instruction card available when voting.

By Mail Beneficial owners may give instructions by completing, signing and dating their voting instruction card received from your nominee and mailing it in the accompanying pre-addressed, postage-prepaid envelope.

We encourage you to provide voting instructions to the organization that holds your shares. Please return your completed proxy card or voting instruction form to your broker and contact the person responsible for your account, or vote by internet or telephone so that your vote can be counted.

Voting shares in person at the 2016 Annual Meeting. Shares held in your name as the shareholder of record may be voted in person at the 2016 Annual Meeting. Shares for which you are the beneficial owner but not the shareholder of record may be voted in person only if you obtain a legal proxy from the bank, broker, trustee or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the 2016 Annual Meeting, we recommend that you vote by proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

If additional matters are presented at the 2016 Annual Meeting. Other than the items of business described in this proxy statement, we are not aware of any other business to be acted upon at the 2016 Annual Meeting. If you grant a proxy, the persons named as proxy holders, James L. Francis, Douglas W. Vicari and Graham J. Wootten, or any of them, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If any nominee becomes unable or for good cause unwilling to serve, the Board may recommend a substitute nominee. The shares represented by all validly submitted proxies may be voted in favor of the election of such substitute nominee.

Changing Your Vote

You may change your vote before the vote at the 2016 Annual Meeting in accordance with the following procedures. If you are a shareholder of record, you may change your vote by granting a new proxy bearing a later date (which automatically **revokes** the earlier proxy), by providing a written notice of revocation to our Secretary at the Trust s headquarters address in Annapolis, Maryland, no later than May 16, 2016, or by attending the 2016 Annual Meeting and voting in person. Attendance at the meeting alone will not cause your previously granted proxy to be revoked unless you specifically make that request. For shares you hold beneficially in the name of a bank, broker, trustee or other nominee, you may change your vote by submitting new voting instructions to your bank, broker, trustee or nominee by 11:59 p.m. EDT on May 16, 2016, or, if you have obtained a legal proxy from your bank, broker, trustee or other nominee giving you the right to vote your shares, by attending the 2016 Annual Meeting and voting in person.

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Required Vote

Election of Trustees. Under our bylaws, to be elected in an uncontested election, trustee nominees must receive the affirmative vote of a majority of the votes cast, which means that the number of shares voted for a nominee must exceed the number of shares voted against that nominee. Common shares not voted (whether by abstention, broker non-vote or otherwise) will not be counted as a vote cast for or against a nominee s election.

If an incumbent trustee were to fail to be re-elected by a majority of votes cast, that trustee would be required under our bylaws to tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board is required to act on the Committee s recommendation and publicly disclose its decision and its rationale within 90 days after the election results are certified. Notwithstanding the foregoing, our bylaws require the Board to accept any such resignation if the nominee has received more votes against than for his or her election at each of two consecutive annual meetings of shareholders.

Ratification of Independent Registered Public Accounting Firm. Approval of this proposal requires that the number of votes cast for the proposal exceeds the number of votes cast against the proposal. Any common shares not voted (whether by abstention, broker non-vote or otherwise) will not affect the vote.

Non-binding Advisory Vote to Approve the Trust s Executive Compensation Program. Approval of this proposal requires that the number of votes cast for the proposal exceeds the number of votes cast against the proposal. Any common shares not voted (whether by abstention, broker non-vote or otherwise) will not affect the vote. Although this proposal is not binding on us, the Board and its Compensation Committee will consider the results of the shareholder vote in determining future executive compensation matters.

Amendment of our Charter to Permit our Shareholders to Act to Amend our Bylaws in Certain Circumstances. Approval of this proposal requires the affirmative vote of the holders of not less than a majority of our common shares outstanding and entitled to vote at the 2016 Annual Meeting. Any common shares not voted (whether by abstention, broker non-vote or otherwise) will have the effect of a vote against Proposal 4.

Non-binding Shareholder Proposal. Approval of the non-binding shareholder proposal requires that the number of votes cast for the proposal exceeds the number of votes cast against the proposal. Any common shares not voted (whether by abstention, broker non-vote or otherwise) will not affect the vote.

Proxy Solicitation Costs

The Trust will pay the cost of preparing, assembling, printing, mailing, and distributing its proxy materials. We will also bear the cost of soliciting votes. The Trust will provide copies of these proxy materials to banks, brokerage houses, fiduciaries, and custodians holding in their names our common shares beneficially owned by others so that they may forward these proxy materials to the beneficial owners. Our trustees, officers or employees may solicit proxies or votes for us in person, or by mail, telephone, electronic communication or other means. They will not receive any additional compensation for these solicitation activities. We will enlist the help of banks, brokers and other nominee holders in soliciting proxies for the 2016 Annual Meeting from their customers who are beneficial owners of our common shares and will reimburse those firms for their reasonable related out-of-pocket expenses. MacKenzie Partners, Inc. has been retained to assist us in the solicitation of proxies, for which they will receive an estimated fee of $10,000, plus reimbursement of their normal and customary expenses.

Inspector of Elections

The inspector of elections will be a representative from our transfer agent, American Stock Transfer & Trust Company, LLC.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Corporate Governance Highlights

The Board and the Trust have instituted strong corporate governance practices, a number of which are described below, to ensure that the Trust operates in ways that support the long-term interests of our shareholders. Important corporate governance practices of the Trust include the following:

- All of our trustees are elected annually.
- We have a majority vote standard for trustee elections and a trustee resignation policy.
- We do not have a shareholder rights plan (poison pill), and the Board is generally restricted from adopting a poison pill without prior shareholder approval unless compelled by its fiduciary duties to adopt one.
- We have opted out of Maryland s anti-takeover statutes, and may not elect to take advantage of these to deter a change in control without future shareholder approval.
- Five of our seven trustees are independent, including our Chairman.
- We have a robust shareholder engagement program.
- We separate the positions of Chairman and CEO.
- Our trustees and senior executives are subject to meaningful share ownership guidelines.
- Mergers and other business combinations involving the Trust generally may be approved by a simple majority vote.
- We maintain a policy that prohibits trustees and senior executives from hedging and pledging shares they own in the Trust.
- The Compensation Discussion and Analysis section of this proxy statement discusses in more detail the Trust s compensation-related governance practices, which are designed to align the interests of management with those of our shareholders.

Board Leadership Structure and Role in Risk Oversight

Our Board consists of seven trustees. Our Board is elected annually by our shareholders in accordance with our bylaws. Our bylaws provide that a majority of the entire Board may establish, increase or decrease the number of trustees, provided that the number of trustees shall never be less than one or more than eleven. All of our executive officers serve at the discretion of our Board.

The Board exercises substantial independent oversight over the Trust s business. As discussed in greater detail below, a majority of the trustees on the Board, including our non-executive Chairman of the Board, are independent under the New York Stock Exchange (NYSE) listing standards, and each of the Board s Audit, Compensation, and Nominating and Corporate Governance Committees are comprised entirely of independent trustees. Also, by separating the roles of Chief Executive Officer and Chairman of the Board, we ensure a greater role for our independent trustees in the oversight of the Trust. We believe this leadership structure is most appropriate for us because, in addition to enhancing independent oversight, it also enables our Chief Executive Officer to focus on the day-to-day leadership and performance of the Trust. In 2015, the Board held 10 meetings and each trustee attended at least 75% of all meetings of the Board and the standing committees of the Board on which he served. It is our policy that Board members attend our annual meetings of shareholders. All of them did so in 2015, and we anticipate that each of them will attend the 2016 Annual Meeting.

The Board believes that evaluating how senior management identifies, assesses, manages and monitors the various risks confronting the Trust is one of its most important areas of oversight. In carrying out this critical responsibility, the Board oversees the Trust s risk management function through regular discussions with senior management. While the Board has primary responsibility for overseeing the Trust s risk management function,

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each committee of the Board also considers risk within its area of responsibility. For example, the Audit Committee is primarily responsible for reviewing risks relating to accounting and financial controls, and the Compensation Committee reviews risks related to compensation matters. The Board is apprised by the committee chairs of significant risks and management s response to those risks via periodic reports. While the Board and its committees oversee the Trust s risk management function, management is responsible for implementing day-to-day risk management processes and reporting to the Board and its committees on such matters.

Trustee Independence and Corporate Governance

Our Board consists of seven trustees, each of whom is identified below. Aside from Messrs. Francis and Vicari, our Board has determined that each of our trustees is independent, as defined by the NYSE listing standards. Our Board has three committees, the principal functions of which are briefly described below. Each of these committees is comprised entirely of independent trustees, as defined by the NYSE listing standards. Moreover, the Compensation Committee is comprised exclusively of individuals intended to qualify as non-employee trustees for purposes of Rule 16b-3 of the Exchange Act of 1934 and outside trustees for purposes of Section 162(m) of the Internal Revenue Code.

We have adopted charters for all three of our standing Board committees. You may obtain current copies of these charters on the Corporate Governance page of our website at www.chesapeakelodgingtrust.com.

Audit Committee. Our Audit Committee is comprised of Messrs. Eckert, Nuechterlein and McKenzie. Mr. Eckert chairs the committee and has been determined by our Board to be an audit committee financial expert within the meaning of applicable Securities and Exchange Commission (the SEC) rules. Our Audit Committee met four times in 2015.

The Audit Committee s primary duties and assigned roles are to:

- serve as an independent and objective body to monitor and assess our compliance with legal and regulatory requirements, our financial reporting processes and related internal control systems and the performance, generally, of our internal audit function;
- oversee the audit and other services of our independent registered public accounting firm and be directly responsible for the appointment, independence, qualifications, compensation and oversight of the independent registered public accounting firm, who reports directly to the Audit Committee;
- provide an open avenue of communication among the independent registered public accounting firm, financial and senior management, the firm to which the Trust has outsourced its internal auditing function and our Board;
- resolve any disagreements between management and the independent registered public accounting firm regarding financial reporting;
- review and discuss with management policies and guidelines to govern the process by which management assesses and manages the Trust s risks, including the Trust s major financial risk exposures and the steps management has taken to monitor and control such exposures; and
- consider and approve certain transactions between us and our trustees, executive officers, trustee nominees or 5% or greater beneficial owners, any of their immediate family members or entities affiliated with them.

Compensation Committee. Our Compensation Committee is comprised of Messrs. Hill, Natelli and Eckert. Mr. Hill chairs the committee. Our Compensation Committee met twice in 2015.

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The Compensation Committee s principal functions are to:

- evaluate the performance of and compensation paid by us to our President and Chief Executive Officer and other executive officers and trustees;
- administer the Chesapeake Lodging Trust Equity Plan, or Equity Plan;
- conduct a risk assessment of the Trust s overall compensation policies; and
- produce a report on executive compensation required to be included in our proxy statement for our annual meeting of shareholders or our Annual Report on Form 10-K, including the Compensation Discussion and Analysis section.

Pursuant to its charter, the Compensation Committee has the authority to delegate any of its authority or responsibilities to individual members of the committee or a subcommittee of the Compensation Committee, but did not delegate any of its responsibilities during 2015. The Compensation Committee also has the authority to retain outside compensation consultants for advice. The Compensation Committee is directly responsible for the appointment, compensation and oversight of any such consultant, and the Trust is responsible for providing appropriate funding for payment of reasonable compensation to any such consultant, as determined by the Compensation Committee. In selecting a consultant, the Compensation Committee evaluates its independence by considering the following six factors and any other factors the Compensation Committee deems relevant to the consultant s independence from management:

- provision of other services to the Trust by the person that employs the consultant;
- amount of fees paid by the Trust to the person that employs the consultant, as a percentage of that person s total revenue;
- policies and procedures of the person that employs the consultant regarding prevention of conflicts of interest;
- any business or personal relationship between the consultant and any member of the Compensation Committee;
- ownership by the consultant of the Trust s shares; and
- any business or personal relationship between the consultant, or any person that employs the consultant and any executive officer of the Trust.

In 2015, the Compensation Committee retained Frederic W. Cook & Co. (Cook & Co.) as an independent consultant to advise it on executive compensation matters and to conduct a comprehensive review of the design and structure of the Trust s executive compensation program. The Compensation Committee considered the above six factors and determined that Cook & Co. qualifies as an independent compensation consultant in accordance with applicable SEC and NYSE rules. For a further discussion of the Compensation Committee s decision-making processes with respect to executive compensation, as well as the advice provided by Cook & Co., see Compensation Discussion and Analysis below.

Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee is comprised of Messrs. McKenzie, Hill and Nuechterlein. Mr. McKenzie chairs the committee. Our Nominating and Corporate Governance Committee met once in 2015. The Nominating and Corporate Governance Committee s principal functions are to:

identify individuals qualified to become Board members and recommend to our Board candidates for election or re-election to the Board;

consider and make recommendations to our Board concerning the size and composition of our Board, committee structure and makeup, retirement policies and procedures affecting Board members; and

take a leadership role with respect to the development, implementation and review of our corporate governance principles and practices.

The Nominating and Corporate Governance Committee s charter sets forth certain criteria for the committee to consider in evaluating potential trustee nominees. The charter requires that the committee select nominees who have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving our long-term interests and those of our shareholders. The committee also is required to assess whether the candidate possesses the skills, knowledge, perspective, broad business judgment and leadership, relevant specific industry or regulatory affairs knowledge, business creativity and vision, experience, age and diversity, all in the context of an assessment of the perceived needs of the Board at that time. For those trustee candidates that appear upon first consideration to meet the committee s criteria, the committee will engage in further research to evaluate their candidacy.

In making recommendations for trustee nominees for election at an annual meeting of shareholders, the Nominating and Corporate Governance Committee will consider any written suggestions received by our Secretary, not less than 90, nor more than 120 days prior to the anniversary of the prior year s annual meeting of shareholders. Suggestions must be mailed to our Secretary at our corporate headquarters. The manner in which trustee nominee candidates suggested in accordance with this policy are evaluated does not differ from the manner in which candidates recommended by other sources are evaluated.

Executive Sessions

Consistent with the NYSE s corporate governance listing standards, our Board has adopted Principles of Corporate Governance that, among other things, call for the non-officer trustees to meet in regularly scheduled executive sessions without management. Mr. Natelli, our non-executive Chairman of the Board, presides at these executive sessions.

Board Communications and Corporate Governance

The Board values the input and insights of the Trust s shareholders and believes that effective shareholder engagement strengthens the Board s role as an informed and engaged fiduciary. The Trust is committed to serving our shareholders interests, and recognizes that communicating with shareholders on a regular basis is a critical component of the Trust s corporate governance program. As part of this commitment, management actively engages with our shareholders in order to fully understand their viewpoints concerning the Trust, to gather feedback on what we can do better and to help our shareholders understand our performance and strategy. In addition to answering questions from shareholders on our quarterly earnings calls, the Trust s management regularly engages with investors by participating in industry media conferences, through frequent in-person meetings with our shareholders and prospective investors, and by telephone with many shareholders at other times throughout the year to solicit input and answer questions on a variety of topics. During 2015, the Trust hosted a joint event in San Francisco with another publicly traded lodging company, inviting analysts and significant investors to visit the Trust s hotels in that city and engage in focused dialogue with the Trust s senior management. In addition, interested parties, including shareholders, may communicate their concerns directly to the full Board, the non-executive Chairman of the Board or the non-officer trustees as a group by writing to the Board, the non-executive Chairman of the Board or the non-officer trustees, at our corporate headquarters.

The Board s engagement efforts center on the Trust s corporate governance practices, which it regularly reviews to ensure that the Trust s practices are consistent with prevailing trends and best practices and the views of our shareholders. The Board s responsive approach to corporate governance and willingness to assess and act on constructive proposals from shareholders has been proven throughout the Trust s existence. For example:

In 2011, acting in accordance with best practices in compensation governance, the Trust amended the employment contracts between the Trust and its executive officers to remove from each executive s employment agreement a provision that would have required the Trust to make gross-up payments to

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the executive in amounts equal to any excise taxes incurred by the executive pursuant to Section 4999 of the Internal Revenue Code as a result of his receipt of payments upon termination following a change in control.

In 2014, the Board deliberately considered the substance of each of three proposals submitted to the Trust by the same proponent of Proposal 5. Putting aside the combative nature of the proponent and its history of activism at certain of the Trust s hotels in San Francisco, the Board nevertheless concluded that the substantive proposals were reasonable and in the best interests of the Trust s shareholders. As a result, the Trust implemented three corporate governance initiatives that reinforced the Board s strong commitment to shareholders interests, particularly in respect of the decision to opt out of, and require shareholder approval before the Trust may elect to become subject to, any of three Maryland statutes that could be viewed as providing publicly traded entities organized in Maryland, like the Trust, with certain defenses against unsolicited or hostile takeover attempts.

In 2015, in response to a shareholder s non-binding proposal that was approved at the 2015 Annual Meeting, the Board approved and adopted a wholly new article of the Trust s bylaws, fully implementing the requested action recommended by the Trust s shareholders. The new bylaw provides that the Board is generally restricted from adopting a poison pill without prior shareholder approval unless compelled by its fiduciary duties to adopt one.

Following significant engagement efforts with the Trust s key shareholders and corporate governance advisors during 2015, the Board responded to the interests of a significant minority of the Trust s investors by recommending the Trust s shareholders adopt the charter amendment at the 2016 Annual Meeting, to provide shareholders the right to amend our bylaws under certain circumstances.

We believe this level of responsiveness is one of the many reasons that Institutional Shareholder Services (ISS) has consistently given the Trust high governance scores; our ISS QuickScore rating on governance in March 2015 and again in March 2016 was a 1 the highest possible score.

Code of Business Conduct and Ethics

Our Board has adopted a Code of Business Conduct and Ethics that applies to each of our trustees, officers and employees. This code sets forth our policies and expectations on a number of topics, including:

- compliance with laws, including insider trading;
- preservation of confidential information relating to our business;
- conflicts of interest;
- reporting of illegal or unethical behavior or concerns regarding accounting or auditing practices;
- corporate payments;
- corporate opportunities; and
- the protection and proper use of our assets.

The Audit Committee reviews this code on an annual basis, and the Board will review and act upon any proposed additions or amendments to the code as appropriate. The code is posted on the Corporate Governance page of our website, www.chesapeakelodgingtrust.com. You may also obtain a copy of the code without charge by writing to our Secretary at our corporate headquarters. Any waivers of the code for executive officers or trustees will be posted on our website and similarly provided without charge upon written request to this address. No such waivers have been provided to date under the code.

We have established and implemented formal whistleblower procedures for receiving and handling complaints of employees, and have made an email address and a telephone hotline available for reporting illegal

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or unethical behavior as well as questionable accounting or auditing matters and other accounting, internal controls or auditing matters on a confidential, anonymous basis. Any concerns regarding accounting or auditing matters reported via email or to this hotline will be communicated directly to the Audit Committee.

Principles of Corporate Governance

Our Principles of Corporate Governance address a number of other topics, including:

- trustee independence and qualification standards;
- trustee responsibilities, orientation and continuing education;
- trustee compensation;
- trustee attendance and retirement;
- management succession;
- annual Board self-evaluations; and
- trustee communication, committees and access to management.

Our Nominating and Corporate Governance Committee reviews the Principles of Corporate Governance on an annual basis, and the Board will review and act upon any proposed additions or amendments to the Principles of Corporate Governance as appropriate.

The Principles of Corporate Governance are posted on the Corporate Governance page of our website, www.chesapeakelodgingtrust.com. You may also obtain a copy of our Principles of Corporate Governance without charge by writing to our Secretary at our corporate headquarters. See also Board Communications and Corporate Governance.

PROPOSAL 1

ELECTION OF TRUSTEES

Nominees for Trustee

Upon the recommendation of our Nominating and Corporate Governance Committee, our Board has nominated the seven persons listed below to serve as trustees for the one-year term ending at our 2017 Annual Meeting, or until their successors, if any, are elected or appointed. Each nominee for election as a trustee has advised of his willingness to be named as a nominee in the proxy statement and to continue serving on the Board if re-elected at the 2016 Annual Meeting. We believe that each nominee will be able to serve if elected. If any nominee becomes unable or for good cause unwilling to serve, the persons named as proxy holders will vote all shares represented by your validly submitted proxy in favor of the remainder of those nominated and for substitute nominees, if designated by the Board.

Trustee Qualifications

Set forth below is information as of April 1, 2016 concerning each of the nominees for trustee:

James L. Francis, 54, is our President and Chief Executive Officer and a Trustee, positions he has held since our formation. Prior to co-founding the Trust, Mr. Francis served as the President and Chief Executive Officer and a director of Highland Hospitality Corporation (Highland), positions that he held from Highland s IPO in December 2003 to its sale in July 2007. Following the sale of Highland, Mr. Francis served as a consultant to the affiliate of JER Partners that acquired Highland until September 2008. Since September 2008, until our formation, Mr. Francis was a private investor. From June 2002 until joining Highland in December

2003, Mr. Francis served as the Chief Operating Officer, Chief Financial Officer and Treasurer of Barceló Crestline Corporation, and served as Executive Vice President and Chief Financial Officer of Crestline Capital Corporation, prior to its acquisition by Barceló, from December 1998 to June 2002. Prior to the spin-off of Crestline Capital from Host Hotels & Resorts, Inc. (formerly Host Marriott Corporation), Mr. Francis held various finance and strategic planning positions with Host Marriott and Marriott International, Inc. From June 1997 to December 1998, Mr. Francis held the position of Assistant Treasurer and Vice President Corporate Finance for Host Marriott, where he was responsible for Host Marriott s corporate finance function, business strategy and investor relations. Over a period of ten years, Mr. Francis served in various capacities with Marriott International s lodging business, including Vice President of Finance for Marriott Lodging from 1995 to 1997; Brand Executive, Courtyard by Marriott from 1994 to 1995; Controller for Courtyard by Marriott and Fairfield Inn from 1993 to 1994; Director of Finance and Strategic Planning for Courtyard by Marriott and Fairfield Inn from 1991 to 1993; and Director of Hotel Development Finance from 1987 to 1991. Mr. Francis received his B.A. in Economics and Business from Western Maryland College and earned an M.B.A. in Finance and Accounting from Vanderbilt University. Mr. Francis currently serves on the board of trustees and as the compensation committee chairman for Gramercy Property Trust, a publicly traded REIT focused on acquiring, owning and operating industrial and office properties, and from 2013 until its merger in December 2015 with Gramercy Property Trust Inc., served as a member of the board of trustees of Chambers Street Properties. We believe Mr. Francis should serve on our board as a result of his principal role in our founding and his extensive experience in the lodging industry.

Douglas W. Vicari, 56, is our Executive Vice President and Chief Financial Officer and a Trustee, positions he has held since our formation. Prior to co-founding the Trust, Mr. Vicari served as a principal with Paramount Hotel Group, a hotel owner, developer and operator, from January 2009 to June 2009. Previously, Mr. Vicari served as Executive Vice President and Chief Financial Officer of Highland from September 2003 until its sale in July 2007. Prior to joining Highland, Mr. Vicari served as Senior Vice President and Chief Financial Officer of Prime Hospitality Corp., a former NYSE-listed company acquired by an affiliate of The Blackstone Group in 2004, from August 1998 to July 2003, and also served on the board of directors of Prime Hospitality Corp. from May 1999 to July 2003. Prior to his appointment as Chief Financial Officer, he served as Vice President and Treasurer of Prime Hospitality Corp. from January 1991 to July 1998, and was an instrumental member of the management team that led the company out of bankruptcy in July 1992. From 1986 to 1991, Mr. Vicari was Director of Budgeting and Financial Planning for Prime Hospitality Corp, and was responsible for all budgeting, planning and forecasting. Prior to his tenure at Prime Hospitality Corp., Mr. Vicari held numerous management positions at Combustion Engineering (now a part of ABB Group) from 1981 to 1986. Mr. Vicari earned a B.S. in Accounting from the College of New Jersey and received his M.B.A. in Finance from Fairleigh Dickinson University. Mr. Vicari also currently serves on the board of directors and as the audit committee chairman for Thunderbird Resorts Inc. (Euronext: TBIRD), a publicly traded gaming and lodging company. We believe Mr. Vicari should serve on our board due to his principal role in our founding and his experience as a chief financial officer for other lodging companies.

Thomas A. Natelli, 56, is the non-executive Chairman of the Board. Since 1987, Mr. Natelli has served as President and Chief Executive Officer of Natelli Communities, a privately held real estate investment and development company. Under Mr. Natelli s leadership, Natelli Communities has earned numerous awards, including the prestigious Urban Land Institute National Award of Excellence for Large Scale Communities, Washington Metro Area Environmental Developer of the Year and Suburban Maryland Builder of the Year. Mr. Natelli currently serves as Vice Chairman of the board of the School of Engineering at Duke University. Previously, Mr. Natelli served on the board of directors and was a member of the audit and nominating and corporate governance committees of Highland from its IPO until its sale in July 2007. In 2007, Mr. Natelli formed MargRock Entertainment, a music publishing and artist development and management services company, for which he currently serves as Principal. In 1999, Mr. Natelli co-founded eStara, Inc., a privately held technology company, for which he served as Chairman and Chief Executive Officer from its inception through its sale to Art Technology Group, Inc. in October 2006. From 1993 through 2003, Mr. Natelli served on the board of trustees of Suburban Hospital Healthcare System, after which he served as Chairman of the board of trustees and headed its executive committee until 2006. He also served on the board of directors of FBR National Bank and Trust, a wholly-owned affiliate of Friedman, Billings, Ramsey Group, Inc. Mr. Natelli is a past President of the Board of the Montgomery County Chamber of Commerce, and played a central role in creating the Montgomery Housing Partnership in 1989, a non-profit organization created to preserve and expand the supply of affordable housing in Montgomery County, Maryland. Mr. Natelli received a B.S. in Mechanical Engineering from Duke University in 1982. We believe Mr. Natelli should serve on our board due to his extensive experience in the real estate industry, his entrepreneurial background and financial acumen. Mr. Natelli has served as a Trustee since our initial public offering (IPO) in 2010.

Thomas D. Eckert, 68, is a Trustee. From 2011 until October 2014, Mr. Eckert served as Chairman, and previously from 1997 to 2011 served as President and Chief Executive Officer, of Capital Automotive Real Estate Services, Inc., or Capital Automotive, a privately owned real estate company that owns and manages net-leased real estate for automotive retailers. Mr. Eckert was one of Capital Automotive s founders and led its IPO in February 1998. Mr. Eckert also served as President and Chief Executive Officer and a trustee of Capital Automotive from its founding until December 2005, when it was taken private. From 1983 to 1997, Mr. Eckert was employed by Pulte Home Corporation, a U.S. homebuilder, serving most recently as President of Pulte s Mid-Atlantic Region. Prior to working at Pulte, Mr. Eckert spent over seven years with the public accounting firm of Arthur Andersen LLP. Mr. Eckert is currently a director and member of the audit and compensation committees of DuPont Fabros Technology, Inc., a publicly-traded owner, developer and manager of wholesale data centers; a director and chairman of the compensation committee of NVR, Inc., the fourth largest homebuilder in the United States; and as a trustee and on the audit and investment committees of Gramercy Property Trust, a publicly traded REIT focused on acquiring, owning and operating industrial and office properties. In addition, Mr. Eckert formerly served as Chairman of the Board of The Munder Funds, a $10 billion mutual fund group, until its acquisition by Victory Capital Holdings, Inc. in October 2014, and served as a trustee of The Victory Funds, a $20 billion mutual fund group, until February 2015. He is also an Emeritus Trustee of The College Foundation at the University of Virginia. Mr. Eckert received his bachelor s degree in Business Administration from the University of Michigan in 1970. We believe Mr. Eckert should serve on our board due to his extensive experience in the real estate industry, including as a chief executive officer of a publicly traded REIT. Mr. Eckert has served as a Trustee since our IPO in 2010.

John W. Hill, 61, is a Trustee. Since November 2013, Mr. Hill has served as Chief Financial Officer for the City of Detroit, Michigan. Earlier in 2013, Mr. Hill founded a professional services practice specializing in assisting clients in improving their financial management operations. Mr. Hill currently serves as a director and chairman of the audit committee of CoStar Group, Inc. From August 2004 until August 2012, Mr. Hill served as Chief Executive Officer of The Federal City Council, a not-for-profit, non-partisan organization dedicated to the improvement of Washington, DC. Previously, Mr. Hill served on the board of directors and was a member of the audit and compensation committees of Highland from January 2006 until Highland s sale in July 2007. From 2002 until 2004, Mr. Hill served as the Chief Executive Officer of In2Books, Inc. From 1999 until 2002, he was a partner with Andersen, LLP, where he was in charge of state and local consulting for North America. Previously, Mr. Hill also was a director of Marriott Corporation s Internal Audit Division in charge of all financial and operational audits of the hotel division and has been an audit manager for Coopers & Lybrand and Price Waterhouse. Mr. Hill has served on the board and audit committee of Prestwick Pharmaceuticals Inc., a non-public company. Mr. Hill currently serves on the boards of several not-for-profit organizations, including the DC Shakespeare Theatre Board and the National Minority Aids Council. He formerly served on the boards of the DC Children and Youth Investment Trust, the Mayor s Blue Ribbon Commission to Revitalize the DC Public Library, and the DC Public Library Board of Trustees. Mr. Hill earned a B.S. in Accounting from the University of Maryland, College Park in 1976 and passed the Maryland State CPA exam in 1977. We believe Mr. Hill should serve on our board due to his extensive background in accounting and financial matters and his significant leadership experience through his longstanding role with the Federal City Council. Mr. Hill has served as a Trustee since our IPO in 2010.

George F. McKenzie, 60, is a Trustee. Mr. McKenzie founded a commercial real estate consulting business in January 2014. From June 2007 until his retirement in October 2013, Mr. McKenzie served as President and

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Chief Executive Officer and a trustee of Washington Real Estate Investment Trust, or WRIT, a self-administered, self-managed, equity real estate investment trust investing in income-producing properties in the greater Washington, DC metro region. Since joining WRIT in September 1996, Mr. McKenzie also served in other executive roles, including Executive Vice President, Real Estate and Chief Operating Officer. From 1985 to 1996, Mr. McKenzie served with the Prudential Realty Group, a subsidiary of Prudential Insurance Company of America, most recently as Vice President, Investment & Sales. From 1977 to 1985, Mr. McKenzie served as an officer in the U.S. Navy. Mr. McKenzie also is a former member of the Board of Governors of the National Association of Real Estate Investment Trusts (NAREIT). He received a B.S. in Operations Analysis from the United States Naval Academy and an M.B.A. in Finance from the University of Rhode Island. Mr. McKenzie is a member of the Economic Club of Washington. We believe Mr. McKenzie should serve on our board due to his extensive experience in the real estate industry, including as a chief executive officer of a publicly traded REIT. Mr. McKenzie has served as a Trustee since our IPO in 2010.

Jeffrey D. Nuechterlein, 58, is a Trustee. In 2000, Mr. Nuechterlein founded and since inception has been Managing Partner of Nue Capital LLC, an investment management company focused on public and private equity investments. Mr. Nuechterlein currently serves as a director and chairman of the audit committee of Barington/Hilco Acquisition Corp. (NASDAQ: BHACU). He also is chairman of the board of directors of Cartica Capital, a privately-held, long-only equity manager focused on investments in public companies in emerging markets (Cartica Capital is registered as an investment advisor with the SEC). From 1997 until 2000, Mr. Nuechterlein served as Managing Director and Chief Investment Officer for pension fund investments at National Gypsum Company. From 1995 until 1996, Mr. Nuechterlein was Senior Counsel to the U.S. Trade Representative, and prior to that he served as outside legal counsel to several U.S. semiconductor and steel companies from 1992 until 1995. Mr. Nuechterlein also served as Special Assistant for Policy to the Governor of Virginia from 1990 until 1991, and was Counsel to the U.S. Senate s Judiciary Subcommittee on Technology from 1989 until 1990. Until the company s sale in April 2014, Mr. Nuechterlein served as a director and member of the audit committee of The Jones Group, Inc. Among his non-profit activities, Mr. Nuechterlein serves on the board of Americans for Oxford, Inc. and is a Past President and Emeritus Trustee of The College Foundation at the University of Virginia, a Trustee of the Classical American Homes Preservation Trust in New York and a member of the Council on Foreign Relations. Mr. Nuechterlein received his undergraduate and law degrees from the University of Virginia in 1979 and 1986, respectively, and his master s and D. Phil. degrees from Oxford University. We believe Mr. Nuechterlein should serve on our board due to his extensive investment experience and his legal background. Mr. Nuechterlein has served as a Trustee since our IPO in 2010.

The Board of Trustees recommends that you vote FOR the election of each nominee named above.

PROPOSAL 2

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The Audit Committee of the Board has appointed Ernst & Young LLP, as the independent registered public accounting firm for the Trust for the year ending December 31, 2016.

Although we are not required to seek shareholder ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm, we are asking shareholders to do so because we believe that it is a good corporate governance practice. If the shareholders do not ratify the appointment of Ernst & Young LLP, the Audit Committee will reconsider whether or not to retain Ernst & Young LLP as the independent registered public accounting firm for the Trust, but may determine to do so. Even if the appointment of Ernst & Young LLP is ratified by the shareholders, the Audit Committee may change the appointment at any time during the year if it determines that a change would be in the best interest of the Trust and its shareholders.

Representatives of Ernst & Young LLP, the independent registered public accounting firm for the Trust since its inception, will be in attendance at the 2016 Annual Meeting and will have the opportunity to make a statement if they desire to do so and to respond to any appropriate shareholder inquiries.

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Pre-Approval Policy

The Audit Committee has adopted a policy for the pre-approval of services provided by the independent registered public accounting firm. Under the policy, particular services or categories of services have been pre-approved, subject to a specific budget. At least annually, the Audit Committee is required to review and approve the list of pre-approved services and the threshold estimates of cost of performance of each. Ernst & Young LLP is required to provide detailed information regarding any services to be performed and an estimate of the costs of performance before commencing any work. Under its pre-approval policy, the Audit Committee has delegated pre-approval authority for audit related or non-audit services not exceeding $100,000 to Mr. Eckert, one of its members. In determining whether a service may be provided pursuant to the pre-approval policy, consideration is given to whether the proposed service would impair the independence of Ernst & Young LLP or any other independent registered public accounting firm providing audit services to the Trust from time to time. In 2015 and 2014, all of the services provided by Ernst & Young LLP were approved by the Audit Committee in accordance with its policies and procedures.

Fees Billed to the Trust by Ernst & Young LLP for 2015 and 2014

The following table shows the fees billed to us by Ernst & Young LLP for audit and other services provided for 2015 and 2014:

	2015	2014
Audit Fees (a)	$ 724,345	$ 747,445
Audit-Related Fees (b)		
Tax Fees (c)	240,986	95,445
All Other Fees (d)		
Total	$ 965,331	$ 842,890

(a) Audit Fees consist of fees and expenses billed for professional services rendered for the audit of the financial statements and services that are normally provided by Ernst & Young LLP in connection with statutory and regulatory filings or engagements, including the audit of the effectiveness of internal control over financial reporting. Audit Fees include fees for professional services rendered in connection with quarterly and annual financial statements and fees and expenses related to the issuance of consents and comfort letters by Ernst & Young LLP related to our filings with the SEC, as well as audit work required under the agreements governing certain of our debt financings.

(b) Audit-Related Fees consist of fees and expenses for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements that are not Audit Fees, including fees for the audits of the Trust s acquired hotels.

(c) Tax Fees consist of fees and related expenses billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal and state tax compliance and tax planning and structuring.

(d) All Other Fees consist of fees and expenses for products and services that are not Audit Fees, Audit-Related Fees or Tax Fees.

The Board of Trustees recommends that you vote FOR the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2016.

Audit Committee Report

The Audit Committee consists of three trustees, each of whom has been determined by the Board to meet the NYSE standards for independence and the SEC s requirements for audit committee member independence. The Audit Committee operates under a charter adopted by the Board. The Audit Committee s charter may be found on the Corporate Governance page of the Trust s website at www.chesapeakelodgingtrust.com.

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The Audit Committee s responsibilities include appointing the Trust s independent registered public accounting firm, pre-approving audit and non-audit services provided by the firm, and assisting the Board in providing oversight to the Trust s financial reporting process. In fulfilling its oversight responsibilities, the Audit Committee meets with the Trust s independent registered public accounting firm, internal audit firm and management to review accounting, auditing, internal controls and financial reporting matters.

It is not the Audit Committee s responsibility to plan or conduct audits or to determine that the Trust s financial statements and disclosures are complete, accurate, and in accordance with U.S. generally accepted accounting principles and applicable laws, rules and regulations. Management is responsible for the Trust s financial statements, including the estimates and judgments on which they are based, as well as the Trust s internal controls, accounting policies, and the financial reporting process. The Audit Committee oversees the Trust s financial reporting process on behalf of the Board, in accordance with its charter. The independent registered public accounting firm is responsible for performing an independent audit of the Trust s consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for issuing a report thereon. The Audit Committee s responsibility is to monitor and oversee these processes and necessarily relies on the work and assurances of the Trust s management and of the Trust s independent registered public accounting firm.

In this context, the Audit Committee has met with management and Ernst & Young LLP, the Trust s independent registered public accounting firm, and has reviewed and discussed with them the audited consolidated financial statements. Management represented to the Audit Committee that the Trust s consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles. The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed by Auditing Standard No. 16 (Communications with Audit Committees), as supplemented or amended, and as adopted by the PCAOB. The Audit Committee discussed with the Trust s independent registered public accounting firm the overall scope and plan for its audit. The Audit Committee met with the independent registered public accounting firm, with and without management present, to discuss the results of their examinations, the Trust s internal controls and the overall quality of the Trust s financial reporting.

The Trust s independent registered public accounting firm also provided to the Audit Committee the written disclosures and the letter required by the applicable rules of the Public Company Accounting Oversight Board, and the Audit Committee discussed with the independent registered public accounting firm that firm s independence. In addition, the Audit Committee has considered whether the independent registered public accounting firm s provision of non-audit services to the Trust and its affiliates is compatible with the firm s independence.

Based on the foregoing and the Audit Committee s discussions with management and the independent registered public accounting firm, the Audit Committee recommended to the Board, and the Board approved, that the audited consolidated financial statements be included in the Trust s Annual Report on Form 10-K for the year ended December 31, 2015 as filed with the SEC.

THE AUDIT COMMITTEE

Thomas D. Eckert

George F. McKenzie

Jeffrey D. Nuechterlein

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section of our proxy statement provides a description and analysis of our executive compensation program, the various components of our executive compensation program, and the compensation-related decisions made for 2015 with respect to our named executive officers, Messrs. Francis and Vicari, D. Rick Adams, our Executive Vice President and Chief Operating Officer, and Graham J. Wootten, our Senior Vice President, Chief Accounting Officer and Secretary.

Executive compensation philosophy

Due to the competitive marketplace for executives with experience in the lodging industry, retaining and properly incentivizing our executive management team, who we believe are capable of leading us in achieving our business objectives, is our primary compensation objective. We seek to achieve this objective in a manner that provides appropriate incentives for our executive officers to achieve our goals and create value for shareholders. The four core elements of our executive compensation philosophy, and the ways these elements are represented in our executive compensation program, are as follows:

1. Total compensation provided to our executive officers should be at levels commensurate with their individual responsibilities and accomplishments while also providing appropriate incentives related to our long-term performance.

   Our executive officers have extensive experience in the lodging industry that exceeds or rivals that of the executive teams of our industry peers. Our executive management team served in comparable positions with Highland Hospitality Corporation, or Highland, a NYSE-listed lodging REIT that operated in the upper-upscale segment from its IPO in December 2003 until its sale in July 2007. In addition to their service with Highland, our senior executive officers have held senior management and executive positions at several other publicly traded lodging companies, including Crestline Capital Corporation, Marriott International, Inc., Host Hotels & Resorts, Inc. and Prime Hospitality Corporation.

   The combination of the depth and breadth of the experience of our executive officers warrant compensation in amounts that are generally in line with the compensation paid to our lodging industry peers so our executive officers stay motivated with appropriate incentives.

2. We believe that performance-based pay aligns the interests of our executive officers with those of the Trust s shareholders. As a result, we have designed our executive compensation program to provide a significant portion of each executive officer s total compensation through incentives motivating the executives to take actions that enhance shareholder returns. In addition, performance measures based on corporate and individual goals and objectives annually established by our Compensation Committee for the executive officers should reward executive officers for our overall corporate performance and performance within the executive officers responsibilities to allow the Trust to achieve its near-term business goals and to position the Trust to generate greater long-term shareholder value.

   Annual Incentives. Our annual cash bonus plans since our inception have been tailored to reward our executive officers for achievement of our most important business objectives for each year. Our 2015 cash bonus plan was designed to focus our executive officers on performance of our core objectives of delivering strong cash flows and revenue growth. Our 2015 cash bonus plan also afforded each executive officer the opportunity to earn a bonus based on achievement of individual performance objectives tied to, among other things, continuing to grow the Trust s hotel portfolio; monitoring and expanding internal programs in support of the Trust s strategic plan; monitoring the Trust s hotel portfolio to ensure that each hotel is efficiently operated and managed; evaluating and executing on renovation and repositioning opportunities with respect to each hotel; maintaining and expanding investor and industry relationships; undertaking leadership initiatives; and other significant qualitative objectives.

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Long-term Incentives. The Trust s total shareholder return (TSR) relative to industry peer returns determines the vesting of performance-based restricted share awards granted to our executive officers in 2015, which are 50% of each executive s grant under the long-term equity incentive compensation program approved and implemented by the Compensation Committee.

3. Our executive compensation program further seeks to align the interests of our executives with those of our shareholders by providing that a significant portion of executive officers compensation is offered in common shares. Through awards of restricted shares that vest over a period of years and in respect of the Trust s performance, the value of the executive officers total compensation should increase as total returns to shareholders increase.

Our executive compensation program is designed to offer approximately 60% of the executives total direct compensation opportunity in the form of equity. During 2015, and again for 2016, the Trust granted equity incentives in two forms: time-based restricted shares, vesting ratably over three years, and performance-based restricted shares that will vest, if at all, at the end of three fiscal years based on the Trust s TSR relative to industry peer returns over the same period. The Compensation Committee s policy is to allocate half of the grant-date fair value of such awards to each award type.

We have share ownership guidelines for executive officers that encourage them to attain and maintain specified levels of ownership of our common shares. Likewise, share ownership guidelines for the independent members of our Board also have been approved, to ensure that our Board s interests are fully aligned with those of our shareholders.

4. We believe that the protections provided to our executive officers in their employment agreements should help us achieve our goal of retaining our executive officers.

Our executive officers employment agreements provide for post-termination pay opportunities designed to provide the executives with economic security. These agreements help ensure that our executives are able to devote their full time and attention to the Trust in the event of a change in control that is in the best interests of shareholders but may result in termination of their employment.

Our executive officers also participate in the welfare and benefit plans that we make available to each of our current employees. In addition, Messrs. Francis, Vicari and Adams are eligible for limited perquisites including an annual physical and medical examination and financial planning services.

Executive compensation governance and oversight

Our Compensation Committee, which consists solely of trustees meeting the NYSE standards for independence and the SEC s requirements for compensation committee member independence, discharges the Board s responsibilities relating to the compensation of our trustees and executive officers. In that role, the Compensation Committee also serves as the administrator of our Equity Plan pursuant to which the equity and annual cash incentive awards that form the majority of our executive compensation program are made. Our Compensation Committee administers our executive compensation program in accordance with the following core governance principles:

A significant portion of total compensation opportunity is provided in the form of performance-based incentives, tied to defined performance goals, with both short-term and long-term components, that are established and reviewed annually.

Our Compensation Committee considers our executive officers compensation as compared to that paid to executives of peer companies in the lodging industry as part of the total mix of information considered in making compensation decisions.

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The Compensation Committee has full discretion to retain an outside compensation consultant to perform services that assist the committee in making its compensation decisions, and the committee assesses the independence of potential consultants before making retention decisions.

Our Compensation Committee is responsive to the concerns of our shareholders.

Our executive employment agreements do not provide for automatic salary increases or guaranteed incentive payments. The Compensation Committee reviews the terms of the employment agreements periodically to determine whether the terms of the employment agreements continue to further our goals.

The cash severance arrangements provided to our executives are double trigger, requiring a termination event following a change in control before any cash severance payments are triggered.

The equity awards made to our executives pursuant to our long-term equity incentive program also are double trigger in that the awards only vest in connection with a change in control or other extraordinary corporate transaction if either the successor entity does not assume or substitute equivalent securities, or the participant experiences an involuntary termination within 12 months following the change in control.

We do not provide excise tax gross-up payments in connection with a future change in control.

The Compensation Committee considers, in making its compensation decisions, whether our compensation arrangements, or components of it, create risks that are reasonably likely to have a material adverse effect on us.

Executive officers are subject to robust share ownership requirements of 5x base salary for our chief executive officer and 3x base salary for each other named executive officer.

All employees and trustees are prohibited from engaging in transactions designed to hedge the Trust s securities, purchasing the Trust s securities on margin, short-selling the Trust s securities, and directly or indirectly pledging the Trust s securities as collateral for a loan.

Competitive considerations regarding our executive compensation program

Our compensation program for our named executive officers consists of four key elements:

Cash compensation, in the form of base salaries and annual cash bonuses;

Long-term equity-based incentives, in the form of restricted share awards that vest over time and awards that vest only upon achievement of specified performance objectives over a specified performance period;

Health and welfare benefits and perquisites; and

Severance arrangements under the executives employment agreements.

From the feedback received through our shareholder engagement efforts, and given the exceedingly high percentage of favorable votes cast on the Trust s prior say-on-pay votes, including support by holders of nearly 99% of the votes cast at our 2015 Annual Meeting, we believe that the Trust s executive compensation program enjoys strong shareholder support. Nevertheless, because we understand that there is always room for improvement, in 2015, the Compensation Committee again retained Cook & Co. as an independent consultant to advise it on executive compensation matters. Cook & Co. has acted as the Trust s independent executive compensation consultant since 2013. In the course of its engagement, Cook & Co. provided an analysis and assessment of the design and structure of the Trust s executive compensation program. Based on this assessment, Cook & Co. recommended making no changes in 2015 to the overall design and structure of the Trust s executive compensation program. Cook & Co. also measured the Trust s executive compensation program s

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competitiveness compared to the compensation programs offered by the following peer group of 11 hospitality REITs, the businesses and operations of which are most similar to those of the Trust:

Ashford Hospitality Trust	Host Hotels & Resorts *	Ryman Hospitality
DiamondRock Hospitality Company	LaSalle Hotel Properties	Strategic Hotels and Resorts
FelCor Lodging Trust	Pebblebrook Hotel Trust	Sunstone Hotel Investors
Hersha Hospitality	RLJ Lodging Trust	

* The Compensation Committee reviews the executive compensation practices at Host Hotels & Resorts, Inc., but since they are much larger than the Trust, compensation data from Host Hotels & Resorts was excluded from summary statistics in Cook & Co. s competitive analysis.

Based on Cook & Co. s competitive analysis, the Compensation Committee approved increases to base salaries for Messrs. Adams and Wootten, whose salaries were below median compared to officers with comparable job titles and responsibilities. The Compensation Committee also increased the target cash bonus percentage for Mr. Francis to bring his target annual cash bonus compensation closer to median.

Elements of 2015 executive compensation

Annual base salary. Base salary is designed to compensate each of our named executive officers at a fixed level of annual compensation that serves as a retention tool throughout the executive s career. While their employment agreements specify minimum base salaries for each, the Compensation Committee is permitted to annually review the base salary of each named executive officer to determine whether an increase in each named executive officer s salary is necessary or appropriate. In determining whether to increase base salaries, the Compensation Committee may consider a variety of factors, including each executive s role and responsibility, unique skills, future potential with the Trust, salary levels for similar positions in the lodging industry, internal pay equity and such other factors as the Compensation Committee may determine to be relevant. With respect to salary levels for similar positions in the lodging industry, the Compensation Committee considered the competitive analysis from Cook & Co., the Trust s independent executive compensation consultant, described above. Based upon its review of the factors described above and the competitive analysis received from Cook & Co., the Compensation Committee determined that, for 2015, the base salary of Mr. Adams should be increased to $475,000, the base salary of Mr. Wootten should be increased to $325,000, and the base salaries of Messrs. Francis and Vicari remained appropriate.

Annual cash bonus. Annual cash bonuses are designed to provide incentives to our named executive officers at a variable level of compensation based on the overall performance of the Trust as well as each officer s individual performance. In connection with our annual cash bonus plan, our Compensation Committee establishes annual performance criteria that are flexible and that change with the needs of our business.

Under the terms of the cash bonus plan, the Trust s executive officers have the opportunity to earn annual cash bonuses based on the extent to which the executive officers and the Trust achieve the performance metrics established for that year by the Compensation Committee. While the exact mix of these metrics will be determined annually in the discretion of the Compensation Committee, the Compensation Committee expects that the predominant portion of the metrics selected for each year will be chosen from among the list of performance criteria approved by the Trust s shareholders and therefore amounts paid as a result of achievement of such metrics are intended to qualify as performance-based pay for purposes of Section 162(m) of the Internal Revenue Code, although no assurance can be given in this regard.

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The following table depicts each executive s cash bonus opportunity for 2015, measured as a percentage of 2015 base salary, assuming achievement by the executive and the Trust of the respective threshold, target and maximum performance levels under each metric of the cash bonus plan identified below.

Cash Bonuses Payable Based Upon Achievement of 2015 Bonus Plan Criteria (as Percentage of 2015 Base Salary)

Executive Officer	Threshold	Target	Maximum
James L. Francis	50%	125%	250%
Douglas W. Vicari	35%	75%	150%
D. Rick Adams	35%	75%	150%
Graham J. Wootten	30%	65%	130%

The Compensation Committee determined that 2015 annual cash bonuses should be based on two company-wide metrics and one individual-based metric: (1) adjusted funds from operations, or AFFO, per share, (2) the growth of room revenue per available room, or RevPAR, and (3) individual performance objectives. At the beginning of the year, the Compensation Committee established goals for threshold, target and maximum levels of performance for each metric. After the end of the year, the Compensation Committee evaluated the Trust s and each executive s performance against the goals to determine earned cash bonus amounts. Amounts earned were interpolated in cases where performance was between the threshold and target, or target and maximum, levels.

AFFO Per Share (Weight: 60%): The Trust believes that AFFO (determined by adjusting the Trust s FFO as calculated in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT), to add back hotel acquisition costs and non-cash amortization of certain non-cash items, including intangible assets and unfavorable contract liabilities), represents the best financial metric by which to evaluate the Trust s core operating results. Accordingly, the Compensation Committee determined that 60% of the overall cash bonus for each executive officer would be based upon the level of AFFO per share generated by the Trust during 2015. The Compensation Committee set the threshold, target and maximum levels of AFFO per share at $2.08, $2.25 (the mid-point of the AFFO per share guidance issued by the Trust in January 2015) and $2.42, respectively, subject in each case to adjustment in the discretion of the Compensation Committee to give effect to the impact of any significant events or transactions that were not pending at the time the 2015 cash bonus plan was adopted. For 2015, the Compensation Committee evaluated significant events and transactions including, but not limited to, the Trust s 2015 acquisition activity, its common equity offering and its debt financing activities. The Compensation Committee discussed these items and determined that it was appropriate for this purpose to reduce the Trust s reported AFFO per share of $2.21 by the net impact of these significant events and transactions, approving for purposes of this element of the 2015 cash bonus plan AFFO per share of $2.17, between the threshold and target levels of performance for this metric.

RevPAR Growth Compared to Industry-wide Performance (Weight: 20%). The Compensation Committee believes that a significant indicator of the Trust s 2015 performance will be the growth of RevPAR generated by the Trust s hotels compared to that generated by hotels operating in the respective segments of the U.S. lodging industry in which the Trust s hotels are positioned. Accordingly, the Compensation Committee determined that 20% of the overall 2015 cash bonus for each executive officer would be based upon a comparison of 2015 RevPAR growth achieved at the Trust s hotels compared against the weighted-average (calculated on the basis of the number of rooms the Trust has in each segment) 2015 RevPAR growth reported by STR, Inc. (STR) for the respective segments as a whole, which was 4.8% for 2015. For purposes of the 2015 cash bonus plan, the Compensation Committee determined that threshold performance for this metric would be achieved if the Trust s 2015 RevPAR growth were to achieve the STR weighted average, less 1%; target performance would be achieved if the Trust s 2015 RevPAR growth were to achieve the STR weighted average; and maximum performance would be achieved if the Trust s 2015 RevPAR growth were to achieve the STR weighted average, plus 1%. The Trust s 2015 RevPAR growth as determined for this purpose was 5.2%, between the target and maximum performance levels for this metric.

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Individual Performance Goals (Weight: 20%). In addition to company-wide performance metrics of AFFO per share and RevPAR growth, the Compensation Committee believes that individual performance goals relative to pre-determined objectives should play a role in the cash bonus payable to each executive officer. Accordingly, the Compensation Committee determined that 20% of the overall cash bonus for each executive officer in 2015 would be based upon each executive officer s achievement of such individual performance goals. The Compensation Committee approved performance goals for each of the Trust s executive officers, with the Compensation Committee retaining full discretion in respect of all amounts awarded under this portion of the 2015 cash bonus plan. Individual performance goals included, where appropriate, operational goals for the Trust and the respective functions over which each executive has operational or overall responsibility; monitoring and expanding internal programs in support of the Trust s strategic plan; monitoring the Trust s hotel portfolio to ensure that each hotel is efficiently operated and managed; evaluating and executing on renovation and repositioning opportunities with respect to each hotel; maintaining and expanding investor and industry relationships; undertaking leadership initiatives; and other significant qualitative objectives. No executive officer was guaranteed an award and, if performance was unsatisfactory, no bonus would be paid under the individual performance component of the 2015 cash bonus plan. The Compensation Committee did not rely on any one particular objective or formula in determining appropriate 2015 cash bonus levels, but rather on what the Compensation Committee considered to be value-added quantitative and qualitative goals in furtherance of our compensation principles. The Compensation Committee considered the following accomplishments by the Trust and the named executive officers in 2015 in reaching its decision on the amounts to be paid pursuant to the individual bonus criteria of the 2015 cash bonus plan:

- We successfully completed a follow-on equity offering of common shares resulting in net proceeds of approximately $153.7 million at the highest price of any offering the Trust had completed to date;

- We amended our revolving credit facility in March 2015 to, among other things, take advantage of the attractive interest rate environment to reduce borrowing costs by 20 to 45 basis points depending on our consolidated leverage level, increase the maximum borrowing capacity from $250 million to $300 million with an option to increase to $450 million, procure more favorable financial covenants and convert from a secured to an unsecured revolving credit facility;

- We acquired the 393-room Royal Palm South Beach Miami, a Tribute Portfolio Resort, the largest single-asset acquisition in our history and our first hotel in the Miami market, a top lodging market with one of the highest RevPAR in the United States;

- We acquired the 182-room Ace Hotel and Theater Downtown Los Angeles, our second acquisition in the Downtown Los Angeles market and one that we believe is well positioned for future growth;

- We finished 2015 with a strong balance sheet and industry leading credit statistics, including a fixed charge coverage ratio of 3.04x, a leverage ratio of 32.6% and a weighted-average interest rate of 3.87%;

- We significantly enhanced the quality of our hotel portfolio during 2015. Our work during 2015 consisted of guestroom renovations at the Hyatt Regency Boston, the Le Meridien San Francisco and the Hyatt Fisherman s Wharf;

- We achieved pro forma RevPAR growth of 5.7% for our hotel portfolio and significantly increased hotel profitability and margins during 2015 as a result of our asset management efforts. This pro forma RevPAR growth was achieved despite three guestroom renovations occurring within the hotel portfolio during 2015 which negatively impacted our operating results; and

- Our investor relations efforts, including one-on-one meetings as well as numerous property tours for investors, analysts and lenders, continued throughout 2015.

Based on the foregoing, the Compensation Committee awarded each of the named executive officers the maximum payable amount under the individual performance criteria of the 2015 cash bonus plan.

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Equity awards. The Compensation Committee has implemented a long-term equity incentive compensation program designed with the dual objectives of fostering strong alignment between the Trust s executive officers and shareholders and providing material incentives to the Trust s executive officers to take actions to enhance the Trust s TSR. The program is comprised of annual awards of both time-based restricted shares vesting ratably over a multi-year period and performance-based restricted shares vesting, if at all, based on the Trust s TSR relative to those generated by the SNL US REIT Hotel Index prepared by SNL Financial LC (the Index). The Trust s long-term equity incentive compensation program has the following features:

- 50% of the grant-date fair value of each executive s annual equity grant will be provided in the form of performance-based restricted share awards;
- the performance-based restricted shares will vest, if at all, based on the Trust s relative TSR over a three-year performance period;
- the maximum value that may be earned under the performance-based restricted shares granted in each year is capped at 1.75 times the starting share price multiplied by the maximum number of shares granted to each executive; and
- in order for any performance-based restricted shares to vest, the Trust s absolute TSR must be positive over the entire performance period.

Accordingly, in 2015, 50% of the grant-date fair value of each executive s equity grant was provided in the form of performance-based restricted share awards. Further detail regarding the awards granted under the program is set forth below under Grants of Plan-Based Awards and Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table.

Health and welfare benefits and perquisites. All eligible employees are able to participate in our 401(k) plan. We provide this plan to help our employees save some amount of their cash compensation for retirement in a tax efficient manner. Under the 401(k) plan, employees are eligible to defer a portion of their eligible compensation, and we make a matching contribution up to 4% of eligible compensation. We currently do not provide an option for our employees to invest in our common shares through the 401(k) plan.

We provide a competitive benefits package to all full-time employees, which includes health and welfare benefits, such as medical, dental, disability insurance and life insurance benefits. The plans under which these benefits are offered do not discriminate in scope, terms or operation in favor of officers and trustees and are available to all full-time employees. Messrs. Francis, Vicari and Adams also receive certain perquisites, as described more fully under Employment Agreements.

Post-termination pay. As described more fully under Employment Agreements, we have entered into employment contracts with each of our named executive officers that provide the officers with compensation if they are terminated without cause, they leave the Trust with good reason or their employment terminates in certain circumstances following a change in control. We believe these common protections promote our ability to attract and retain management and assure us that our executive officers will continue to be dedicated and available to provide objective advice and counsel notwithstanding the possibility, threat or occurrence of a change in their circumstances or in the control of the Trust.

Tax considerations

Section 162(m) of the Internal Revenue Code may limit the deductibility on our tax return of compensation over $1 million to any of our named executive officers unless, in general, the compensation is paid pursuant to a plan which is performance-related, non-discretionary and has been approved by our shareholders, such as our Equity Plan. Because we are a REIT that generally does not pay U.S. federal income taxes, the practical effects if Section 162(m) were determined to be applicable to the compensation paid to our named executive officers would be increases in our taxable income and corresponding increases in amounts we would be required to

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distribute to comply with the REIT qualification requirements and eliminate our U.S. federal income tax liability at the REIT level. Our Compensation Committee s policies and practices are not directly guided by considerations relating to Section 162(m), and we may award non-deductible compensation in certain circumstances as we deem appropriate. The base salaries, certain amounts paid to our named executive officers under our annual cash bonus plan and amounts associated with grants of time-based restricted shares may not qualify under these criteria, and accordingly some compensation paid to the named executive officers each year may not be deductible under Section 162(m).

Executive officer share ownership guidelines

We have adopted share ownership guidelines for our executive officers. We believe that encouraging our executive officers to attain and maintain a meaningful ownership interest in the Trust relative to his or her annual base salary is in the best interest of the Trust and its shareholders and is likely to further encourage each executive officer to act in a manner that creates value for our shareholders.

Pursuant to the guidelines, the Board recommends that each of our existing executive officers should own shares having an aggregate value equal to or greater than the multiple of his base salary as shown in the following table.

Officer	**Multiple of Annual Base Salary**
James L. Francis, *President and Chief Executive Officer*	5x
Douglas W. Vicari, *Executive Vice President and Chief Financial Officer*	3x
D. Rick Adams *Executive Vice President and Chief Operating Officer*	3x
Graham J. Wootten *Senior Vice President, Chief Accounting Officer and Secretary*	3x

Our executive officers ownership of common shares, restricted shares subject to time-based vesting and other equity securities we may grant in the future all will count toward the recommended level of share ownership, but awards of restricted shares subject to performance-based vesting that have not vested will not count toward the recommended level of share ownership until the shares vest. Any newly named executive officer will have five years from the time of joining the Trust to attain the recommended level of share ownership. As of December 31, 2015, all of our named executive officers met the recommended level of share ownership and are expected to maintain such ownership positions in the future. Because the Board determined that each named executive officer has met the recommended level of share ownership as of December 31, 2015, declines in the market value of those shares following the Board s determination will not change that determination.

Hedging, short-selling and pledging policy

As part of the Trust s continuing efforts to improve and strengthen its corporate governance efforts and align them with best practices, the Trust adopted a hedging, short-selling and pledging policy that prohibits the Trust s employees and trustees from: (i) purchasing financial instruments that are designed to hedge the Trust s securities or offset any fluctuations in the market value of the Trust s securities, (ii) purchasing the Trust s shares on margin and (iii) selling any securities of the Trust short. The policy also prohibits employees and trustees from directly or indirectly pledging the Trust s securities as collateral for a loan. These prohibitions apply whether or not such securities were acquired through the Trust s equity compensation programs.

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Report of the Compensation Committee

The Compensation Committee of the Board of Trustees of Chesapeake Lodging Trust has reviewed and discussed with management the foregoing Compensation Discussion and Analysis. Based on this review and discussion, the Compensation Committee recommended to the Board of Trustees that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Trust s Annual Report on Form 10-K for the year ended December 31, 2015. This report is provided by the following independent trustees, who comprise the Compensation Committee:

THE COMPENSATION COMMITTEE

John W. Hill

Thomas A. Natelli

Thomas D. Eckert

Summary Compensation Table

The following table sets forth the annual base salary and other compensation paid to our named executive officers in 2015, 2014 and 2013.

Name and Principal Position	Year	Salary	Bonus(1)	Share Awards(2)	Non-Equity Incentive Plan Compensation(3)	All Other Compensation(4)	Total
James L. Francis	2015	$ 750,000	$ 375,000	$ 2,950,000	$ 656,998	$ 25,696	$ 4,757,694
President and Chief	2014	$ 750,000	$ 300,000	$ 2,950,000	$ 891,538	$ 25,496	$ 4,917,034
Executive Officer	2013	$ 700,000	$ 280,000	$ 4,437,393	$ 607,685	$ 25,296	$ 6,050,374
Douglas W. Vicari	2015	$ 475,000	$ 142,500	$ 1,200,000	$ 256,570	$ 10,696	$ 2,084,766
Executive Vice President and	2014	$ 475,000	$ 142,500	$ 1,200,000	$ 423,481	$ 10,496	$ 2,251,477
Chief Financial Officer	2013	$ 475,000	$ 142,500	$ 1,758,344	$ 307,323	$ 10,296	$ 2,693,463
D. Rick Adams	2015	$ 475,000	$ 142,500	$ 1,200,000	$ 256,570	$ 10,696	$ 2,084,766
Executive Vice President and	2014	$ 400,000	$ 120,000	$ 1,200,000	$ 356,615	$ 10,496	$ 2,087,111
Chief Operating Officer	2013	$ 400,000	$ 100,000	$ 1,758,344	$ 224,349	$ 10,296	$ 2,492,989
Graham J. Wootten	2015	$ 325,000	$ 84,500	$ 625,000	$ 151,827	$ 10,696	$ 1,197,023
Senior Vice President, Chief	2014	$ 300,000	$ 78,000	$ 625,000	$ 231,800	$ 10,496	$ 1,245,296
	2013	$ 252,000	$ 42,840	$ 666,767	$ 103,713	$ 10,296	$ 1,075,616
Accounting Officer and							
Secretary							

(1) Represents cash bonuses awarded by the Compensation Committee to Messrs. Francis, Vicari, Adams and Wootten pursuant to our cash bonus plans for each year in recognition of the achievement by each of his individually designed management business objectives.

(2) Represents the value of time-based and performance-based restricted share awards, assuming that the maximum level of performance is achieved for such performance-based restricted share awards. The aggregate grant date fair value of the performance-based restricted share awards is computed in accordance with Accounting Standards Codification 718, Compensation Stock Compensation (ASC 718) based on the assumptions set forth in note 10 to the Trust s 2015 audited financial statements.

(3)

Represents cash incentive compensation amounts earned by Messrs. Francis, Vicari, Adams and Wootten pursuant to our cash bonus plans for each year. For information on how the amounts were determined, see Compensation Discussion and Analysis Elements of 2015 executive compensation Annual cash bonus and Grants of Plan-Based Awards.

(4) Amounts reported in this column include (i) $15,000 paid in 2015 to Mr. Francis pursuant to his employment agreement for reimbursement of certain financial planning services; (ii) matching contributions to the 401(k) accounts of Messrs. Francis, Vicari, Adams and Wootten in 2015 of $10,600 each, respectively; and (iii) life insurance premiums paid by the Trust.

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Grants of Plan-Based Awards

The following table sets forth the bonuses payable under our 2015 cash bonus plan and the awards of restricted shares granted to each of our named executive officers in 2015 under our Equity Plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) Threshold(2)	Target(3)	Maximum(4)	Estimated Future Payouts Under Equity Incentive Plan Awards(5) Threshold	Target	Maximum(6)	All Other Awards: Number of Shares of Stock or Units(7)	Grant-Date Fair Value of Stock and Option Awards(8)
James L. Francis	1/27/2015	$ 75,000	$ 750,000	$ 1,500,000					
	1/27/2015							38,272	$ 1,475,000
	1/27/2015				21,521	43,041	86,082		$ 1,475,000
Douglas W. Vicari	1/27/2015	$ 33,250	$ 285,000	$ 570,000					
	1/27/2015							15,568	$ 600,000
	1/27/2015				8,754	17,508	35,016		$ 600,000
D. Rick Adams	1/27/2015	$ 33,250	$ 285,000	$ 570,000					
	1/27/2015							15,568	$ 600,000
	1/27/2015				8,754	17,508	35,016		$ 600,000
Graham J. Wootten	1/27/2015	$ 19,500	$ 169,000	$ 338,000					
	1/27/2015							8,108	$ 312,500
	1/27/2015				4,560	9,119	18,238		$ 312,500

(1) Represents amounts payable under our 2015 cash bonus plan based upon achievement of the AFFO per share metric and the RevPAR growth metric. For actual amounts paid to each named executive officer under our 2015 cash bonus plan, see Compensation Discussion and Analysis Elements of 2015 executive compensation Annual cash bonus and Summary Compensation Table.

(2) Represents amounts payable under our 2015 cash bonus plan if the threshold level had been achieved for only the RevPAR growth metric, which comprises 20% of the overall amount that can be awarded under the plan.

(3) Represents amounts payable under our 2015 cash bonus plan if the target level had been achieved for both the AFFO per share metric and the RevPAR growth metric.

(4) Represents amounts payable under our 2015 cash bonus plan if the maximum level had been achieved for both the AFFO per share metric and the RevPAR growth metric.

(5) Represents performance-based restricted share awards that will vest upon our achievement of specified performance metrics. See Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table 2015 Performance-based Restricted Shares.

(6) The maximum amount of performance-based restricted share awards eligible to vest on December 31, 2017 is further limited in accordance with the terms set forth below under Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table 2015 Performance-based Restricted Shares. The maximum value that may be earned under the 2015 performance-based restricted share grant is 1.75 times the starting share price multiplied by the maximum number of shares granted to each executive.

(7) Represents time-based restricted share awards, each of which will vest as to one third of the award per year on each of the first three anniversaries of the grant date.

(8) Represents the estimated grant-date fair value of the restricted share awards.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Overview of the Long-Term Equity Incentive Plan

As described above, the Trust s long-term equity incentive compensation program is comprised of annual awards of both time-based restricted shares vesting ratably over a multi-year period and performance-based restricted shares vesting, if at all, based on the Trust s TSR relative to those generated by the Index. All of the awards are granted pursuant to the Trust s Equity Plan. In 2015, 50% of the grant-date fair value of each

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executive s equity grant was provided in the form of performance-based restricted share awards. The following summarizes the terms of each component of the long-term equity incentive compensation program and the awards granted under the program in 2015.

2015 Time-based Restricted Shares

The time-based restricted shares granted in January 2015 vest in equal annual installments on each of the first three anniversaries of the grant date. Vesting accelerates upon the occurrence of any of the following events (each, an Accelerated Vesting Event): (i) termination due to the participant s death or disability; (ii) termination without cause not in connection with a change in control; or (iii) a change in control (i.e., Corporate Transaction), if either the successor entity does not assume or substitute equivalent securities, or the participant experiences an Involuntary Termination (i.e., termination by the Trust without Cause or by participant with Good Reason as defined in employment agreements) within 12 months following the change in control.

2015 Performance-based Restricted Shares

The performance-based restricted shares granted in January 2015 vest based on the Trust s TSR relative to the total return of the Index over a three-year performance period ending December 31, 2017 (the 2015-2017 Performance Period). The actual number of performance-based restricted shares that vest at the end of the 2015-2017 Performance Period will be determined by comparing the Trust s TSR to the total return of the Index over the 2015-2017 Performance Period. For this purpose, the Trust s TSR shall be calculated as follows:

TSR = (December 31, 2017 Share Price * Adjusted Share Count) December 31, 2014 Share Price

December 31, 2014 Share Price

The term Adjusted Share Count means one share plus the number of shares received in connection with the assumed reinvestment of all dividends paid during the period at the closing price of the Trust s common shares on the ex-dividend date for each such dividend.

The term Share Price means, as of a particular date, the arithmetic mean of the closing share price as reported by the NYSE over the ten (10) consecutive trading days prior to, and including, such date (or, if such date is not a trading day, the most recent trading day immediately preceding such date). The total return generated by the Index will be calculated using a ten (10) consecutive trading day averaging period similar to the Trust s TSR calculation.

If the Trust s TSR is positive for the 2015-2017 Performance Period, the performance-based restricted shares will vest only as follows, with linear interpolation for performance between 67% and 100%, and between 100% and 133% of the Index:

Trust TSR as % of SNL US REIT Hotel Index Total Return	Payout (% of Maximum)
<67%	0%
67%	25%
100%	50%
^{3}133%	100%

If the Trust s TSR is negative for the 2015-2017 Performance Period, no performance-based restricted shares will vest. If the Trust s TSR is positive for the 2015-2017 Performance Period and the total return produced by the Index is negative, 100% of the performance-based restricted shares subject to vesting will vest. The maximum value that may be earned under the 2015 performance-based restricted share grant is 1.75 times the starting share price multiplied by the maximum number of shares granted to each executive. Vesting accelerates at the maximum level upon the occurrence of an Accelerated Vesting Event.

2014 Time-based Restricted Shares

The time-based restricted shares granted in January 2014 vest in equal annual installments on each of the first three anniversaries of the grant date. Vesting accelerates upon the occurrence of an Accelerated Vesting Event.

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2014 Performance-based Restricted Shares

The performance-based restricted shares granted in January 2014 vest based on the Trust s TSR relative to the total return of the Index over a three-year performance period ending December 31, 2016 (the 2014-2016 Performance Period). The actual number of performance-based restricted shares that vest at the end of the 2014-2016 Performance Period will be determined by comparing the Trust s TSR to the total return of the Index over the 2014-2016 Performance Period. For this purpose, the Trust s TSR shall be calculated as follows:

TSR = (December 31, 2016 Share Price * Adjusted Share Count) December 31, 2013 Share Price

December 31, 2013 Share Price

Please see 2015 Performance-based Restricted Shares for definitions of the terms Adjusted Share Count and Share Price.

If the Trust s TSR is positive for the 2014-2016 Performance Period, the performance-based restricted shares will vest only as follows, with linear interpolation for performance between 67% and 100%, and between 100% and 133% of the Index:

Trust TSR as % of SNL US REIT Hotel Index Total Return	**Payout (% of Maximum)**
<67%	0%
67%	25%
100%	50%
³133%	100%

If the Trust s TSR is negative for the 2014-2016 Performance Period, no performance-based restricted shares will vest. If the Trust s TSR is positive for the 2014-2016 Performance Period and the total return produced by the Index is negative, 100% of the performance-based restricted shares subject to vesting will vest. The maximum value that may be earned under the 2014 performance-based restricted share grant is 1.75 times the starting share price multiplied by the maximum number of shares granted to each executive. Vesting accelerates at the maximum level upon the occurrence of an Accelerated Vesting Event.

2013 Time-based Restricted Shares

Time-based restricted shares granted prior to 2014 vest in equal annual installments on each of the first four anniversaries of the grant date. Vesting accelerates upon the occurrence of an Accelerated Vesting Event.

2013 Performance-based Restricted Shares

Performance-based restricted shares granted prior to 2014 vest based on the Trust s TSR relative to the total return of the Index. For the 2013 performance-based awards, one quarter of the shares are eligible to vest in each year from 2013 through 2016, based on the Trust s annual TSR for the year relative to the total return of the Index. At the end of the four-year period, any shares not earned in each prior year may still be earned based on the Trust s cumulative TSR relative to the total return of the Index for the full four-year period. The payout schedule for both annual and cumulative measurement is as follows, with linear interpolation for performance between 67% and 100%, and between 100% and 133% of the Index:

Trust TSR as % of SNL US REIT Hotel Index Total Return	**Payout (% of Maximum)**
<67%	0%
67%	25%
100%	50%
³133%	100%

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If the total return of the Index and the Trust s TSR are both negative, payout is 100% of the award if the Trust s TSR exceeds 133% of the Index s total return, but 0% payout if the Trust s TSR is less than 133% of the Index s total return. Vesting accelerates at the maximum level upon the occurrence of an Accelerated Vesting Event.

Outstanding Equity Awards at Fiscal Year End

The following table sets forth information with respect to outstanding equity awards held by our named executive officers as of December 31, 2015. Market values have been determined based on the closing price of our common shares on December 31, 2015 of $25.16 per share**.**

Outstanding Equity Awards at Fiscal Year End

Name		Number of Common Shares That Have Not Vested	Market Value of Shares That Have Not Vested		Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares That Have Not Vested
James L. Francis	(1)	65,000	$ 1,635,400			
	(2)	41,702	$ 1,049,222			
	(3)	38,272	$ 962,924			
				(4)	112,378	$ 2,827,430
				(5)	164,224	$ 4,131,876
				(6)	86,082	$ 2,165,823
Douglas W. Vicari	(1)	25,575	$ 643,467			
	(2)	16,963	$ 426,789			
	(3)	15,568	$ 391,691			
				(4)	43,266	$ 1,088,573
				(5)	66,803	$ 1,680,763
				(6)	35,016	$ 881,003
D. Rick Adams	(1)	25,575	$ 643,467			
	(2)	16,963	$ 426,789			
	(3)	15,568	$ 391,691			
				(4)	43,266	$ 1,088,573
				(5)	66,803	$ 1,680,763
		&nb				