

**HERSHA HOSPITALITY TRUST
CORPORATE GOVERNANCE COMMITTEE CHARTER**

December 1, 2004

The following shall constitute the Corporate Governance Committee Charter (the "Charter") of the Board of Trustees of Hersha Hospitality Trust (the "Trust" or "Company"):

I. ORGANIZATION

There shall be constituted a standing committee of the Board of Trustees of the Trust (the "Board") to be known as the corporate governance committee (the "Corporate Governance Committee").

II. COMPOSITION AND SELECTION

The Corporate Governance Committee shall be comprised of a minimum of three trustees. All members of the Corporate Governance Committee shall be independent directors.

The members of the Corporate Governance Committee shall be appointed by the Board at the Board's annual meeting and may be removed by the Board. The members of the Corporate Governance Committee shall serve for one year or until their successors are duly elected and qualified. Unless a Chairman is elected by the full Board, the members of the Corporate Governance Committee shall designate a Chairman by majority vote of the full Committee.

The duties and responsibilities of Corporate Governance Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The Corporate Governance Committee is appointed by the Board to oversee the governance of the Trust including recommending to the Board Corporate Governance Guidelines for the Trust.

IV. COMMITTEE OBJECTIVES

The Corporate Governance Committee's objectives shall include taking a leadership role in shaping the Trust's corporate governance.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Corporate Governance Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.

The Corporate Governance Committee shall:

1. Develop and recommend to the Board a set of Corporate Governance Guidelines;
2. Annually review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval and adoption;
3. Consider questions of possible conflicts of interest of Board members and Executives;
4. Remain informed about existing and new corporate governance standards mandated by the SEC and American Stock Exchange as they apply to the Trust.
5. Oversee the annual Board self evaluation process and the Board's evaluation of the Chief Executive Officer.
6. Oversee the process for the annual certification and disclosure of conflicts of interests for Board members.

VI. MEETINGS

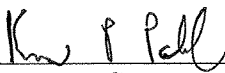
The Corporate Governance Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Corporate Governance Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. Following each meeting, the Corporate Governance Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

VII. CONSISTENCY WITH ARTICLES OF INCORPORATION & BYLAWS

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or Bylaws of the Trust, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

VIII. CERTIFICATION

This Corporate Governance Committee Charter was duly approved and adopted by the Board of the Trust on the 1st day of December, 2004.



Corporate Secretary