UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2000

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________ to ___________.

Commission File No. 33-98136

CHELSEA GCA REALTY PARTNERSHIP, L.P.
(Exact name of registrant as specified in its charter)

Delaware	**22-3258100**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

103 Eisenhower Parkway, Roseland, New Jersey 07068
(Address of principal executive offices - zip code)

(973) 228-6111
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes X No__.

There are no outstanding shares of Common Stock or voting securities.

Chelsea GCA Realty Partnership, L.P.

Index

Part I. Financial Information

Item 1. Financial Statements (Unaudited)	Page
Condensed Consolidated Balance Sheets as of March 31, 2000 and December 31, 1999	3
Condensed Consolidated Statements of Income for the three months ended March 31, 2000 and 1999	4
Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2000 and 1999	5
Notes to Condensed Consolidated Financial Statements	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	10
Item 3. Quantitative and Qualitative Disclosures about Market Risk	14

Part II. Other Information

Item 6. Exhibits and Reports on Form 8-K	15

Signatures 16

Item 1. Financial Statements

Chelsea GCA Realty Partnership, L.P.
Condensed Consolidated Balance Sheets
(In thousands)

	March 31, 2000	December 31, 1999
	(Unaudited)	(Note 1)
Assets		
Rental properties:		
Land	$ 119,040	$ 118,494
Depreciable property	741,442	730,319
Total rental property	860,482	848,813
Accumulated depreciation	(147,166)	(138,221)
Rental properties, net	713,316	710,592
Cash and equivalents	20,806	8,862
Notes receivable-related party	2,201	2,213
Deferred costs, net	13,285	14,290
Properties held for sale	-	3,388
Other assets	59,229	66,710
Total assets	$ 808,837	$ 806,055
Liabilities and partners' capital		
Liabilities:		
Unsecured bank debt	$ 131,035	$ 131,035
7.75% Unsecured Notes due 2001	99,925	99,905
Construction loan due 2003	1,319	-
7.25% Unsecured Notes due 2007	124,752	124,744
Construction payables	9,432	9,277
Accounts payable and accrued expenses	23,977	27,127
Obligation under capital lease	3,039	3,233
Accrued distribution payable	15,862	3,813
Other liabilities	24,631	27,064
Total liabilities	433,972	426,198
Commitments and contingencies		
Partners' capital:		
General partner units outstanding, 15,935 in 2000 and 15,932 in 1999	273,182	277,296
Limited partners units outstanding, 3,356 in 2000 and 3,357 in 1999	38,368	39,246
Preferred partners units outstanding, 1,300 in 2000 and 1999	63,315	63,315
Total partners' capital	374,865	379,857
Total liabilities and partners' capital	$ 808,837	$ 806,055

***The accompanying notes are an integral part of the financial statements*.**

Chelsea GCA Realty Partnership, L.P.

Condensed Consolidated Statements of Income for the Three Months Ended March 31, 2000 and 1999

(Unaudited)

(In thousands, except per unit data)

	2000	1999

Revenues:		
Base rent	$26,251	$24,555
Percentage rent	2,566	2,371
Expense reimbursements	8,774	8,192
Other income	2,003	1,845
Total revenues	39,594	36,963
Expenses:		
Interest	5,637	6,283
Operating and maintenance	9,855	9,151
Depreciation and amortization	10,878	9,924
General and administrative	758	1,139
Other	538	418
Total expenses	27,666	26,915
Net income	11,928	$10,048
Preferred unit requirement	(2,509)	(1,047)
Net income to common unitholders	$9,419	$9,001
Net income to common unitholders:		
General partner	$7,780	$7,380
Limited partners	1,639	1,621
Total	$9,419	$9,001
Net income per common unit:		
General partner	$0.49	$0.47
Limited partners	$0.49	$0.47
Weighted average units outstanding:		
General partner	15,935	15,608
Limited partners	3,356	3,429
Total	19,291	19,037

The accompanying notes are an integral part of the financial statements.

Chelsea GCA Realty Partnership, L.P.
Condensed Consolidated Statements of Cash Flows
for the Three Months Ended March 31, 2000 and 1999
(Unaudited)
(In thousands)

	2000	1999
Cash flows from operating activities		
Net income	$11,928	$10,048
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	10,878	9,924
Proceeds from non-compete receivable	4,600	4,600
Amortization of non-compete revenue	(1,284)	(1,284)
Additions to deferred lease costs	-	(101)
Other operating activities	185	29
Changes in assets and liabilities:		
Straight-line rent receivable	(401)	(335)
Other assets	4,582	6,142
Accounts payable and accrued expenses	(3,426)	(2,936)
Net cash provided by operating activities	27,062	26,087
Cash flows used in investing activities		
Additions to rental properties	(12,433)	(13,803)
Additions to deferred development costs	89	(359)
Proceeds from sale of center	3,372	4,483
Payments from related party	12	4,500
Additions to investments in joint ventures	(2,180)	(13,153)
Net cash used in investing activities	(11,140)	(18,332)
Cash flows from financing activities		

Distributions	(4,928)	(3,414)
Debt proceeds	1,319	4,000
Additions to deferred financing costs	(426)	(90)
Net proceeds from sale of common stock	57	37
Net cash (used in) provided by financing activities	(3,978)	533
Net increase in cash and cash equivalents	11,944	8,288
Cash and cash equivalents, beginning of period	8,862	9,631
Cash and cash equivalents, end of period	$20,806	$17,919

The accompanying notes are an integral part of the financial statements.

Chelsea GCA Realty Partnership, L.P.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Organization and Basis of Presentation

Chelsea GCA Realty Partnership, L.P. (the "Operating Partnership" or "OP"), which commenced operations on November 2, 1993, is engaged in the development, ownership, acquisition, leasing and operation of manufacturers' outlet centers. As of March 31, 2000, the Operating Partnership operated 19 centers in 11 states (the "Properties") containing approximately 5.3 million square feet of gross leasable area ("GLA"). The Properties are located near large metropolitan areas including New York City, Los Angeles, San Francisco, Sacramento, Boston, Atlanta, Washington DC, Portland (Oregon) and Cleveland, or at or near tourist destinations including Honolulu, the Napa Valley, Palm Springs and the Monterey Peninsula. The Operating Partnership also has a number of properties under development and expansion. The sole general partner in the Operating Partnership, Chelsea GCA Realty, Inc. (the "Company"), is a self-administered and self-managed Real Estate Investment Trust.

Common ownership of the OP as of March 31, 2000 was approximately as follows:

General Partner	82.6%	15,935,000	units
Limited Partners	17.4%	3,356,000	units
Total	**100.0%**	**19,291,000**	

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation have been included. Operating results for the three month period ended March 31, 2000 are not necessarily indicative of the results that may be expected for the year ending December 31, 2000. The balance sheet at December 31, 1999 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

The OP is engaged in the development, ownership, acquisition and operation of manufacturers' outlet centers and has one reportable segment, retail real estate. The OP evaluates real estate performance and allocates resources based on net operating income and weighted average sales per square foot. The primary sources of revenue are generated from tenant base rents, percentage rents and reimbursement revenue. Operating expenses primarily consist of common area maintenance, real estate taxes and promotional expenses. The retail real estate business segment meets the quantitative threshold for determining reportable segments. The Company's investment in foreign operations is not material to the consolidated financial statements.

In June 1998, the Financial Accounting Standards Board issued Statement No. 133, Accounting for Derivative Instruments and Hedging Activities (as amended by FASB Statement No. 137), which is required to be adopted in years beginning after June 15, 2000. Statement 133 permits early adoption as of the beginning of any fiscal quarter after its issuance. The OP expects to adopt the new Statement effective January 1, 2001. The Statement will require the OP to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If a derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value will be immediately recognized in earnings. The OP does not anticipate that the adoption of the Statement will have a significant effect on its results of operations or financial position.

In 1997, the FASB issued Statement No. 130, "Reporting Comprehensive Income" ("Statement 130") which is effective of fiscal years beginning after December 15, 1997. Statement 130 established standards for reporting comprehensive income and its components in a full set of general-purpose financial statements. Statement 130 requires that all components of comprehensive

income be reported in a financial statement that is displayed with the same prominence as other financial statements. The adoption of this standard had no impact on the OP's financial position or results of operations.

In December 1999, the SEC staff issued Staff Accounting Bulletin 101 ("SAB 101"), Revenue Recognition. SAB 101 discusses the SEC staff views on certain revenue recognition transactions. The OP is required to adopt SAB 101 no later than the second quarter of 2000 and any change in accounting would be recognized as a cumulative effect of a change in accounting principle as of January 1, 2000.The OP does not anticipate that the adoption of the SAB will have a material effect of its results of operations or financial position.

2. Property Held for Sale

As of December 31, 1999, property held for sale represented the fair value, less estimated costs to sell, of Solvang Designer Outlets ("Solvang"). On January 4, 2000, Solvang was sold for a net selling price of $3.3 million. For the quarter ended March 31, 2000, Solvang accounted for less than 1% of the Company's revenues and net operating income.

3. Non-Compete Agreement

In October 1998, the OP signed a definitive agreement to terminate the development of Houston Premium Outlets, a joint venture project with Simon Property Group, Inc. ("Simon"). Under the terms of the agreement, the OP withdrew from the Houston development partnership and agreed to certain restrictions on competing in the Houston market through 2002. The OP will receive non-compete payments totaling $21.4 million from The Mills Corporation; $3.0 million was received at closing, and four annual installments of $4.6 million will be received on each January 2, 1999 through 2002. The OP was reimbursed for its share of land costs, development costs and fees related to the project. The revenue is being recognized on a straight-line basis over the term of the non-compete agreement and $1.3 million has been recognized as other income in each of the three month periods ended March 31, 2000 and 1999.

4. Debt

The OP has a $160 million senior unsecured bank line of credit (the "Senior Credit Facility") and has an annual right to request a one-year extension which may be granted at the option of the lenders. The Company's lenders have agreed to extend the Facility until March 30, 2003. The Facility bears interest on the outstanding balance, payable monthly, at a rate equal to the London Interbank Offered Rate ("LIBOR") plus 1.05% (7.19% at March 31, 2000) or the prime rate, at the OP's option. The LIBOR rate spread ranges from 0.85% to 1.25% depending on the Company's Senior Debt rating. A fee on the unused portion of the Senior Credit Facility is payable quarterly at rates ranging from 0.15% to 0.25% depending on the balance outstanding. At March 31, 2000, $94 million was available under the Senior Credit Facility.

The OP also has a $5 million term loan (the "Term Loan") which carries the same interest rate and maturity as the Senior Credit Facility.

In November 1998, the OP obtained a $60 million term loan which expired April 2000 and bore interest on the outstanding balance at a rate equal to LIBOR plus 1.40% (7.59% at March 31, 2000).

In April 2000 a subsidiary of the OP entered into a $70 million mortgage loan secured by four of its properties which matures April 2010 and bears interest, payable quarterly, at a rate equal to LIBOR plus 1.50% or prime rate plus 1.00%. Net proceeds were used to retire the $60 million term loan and to repay borrowings under the OP's Senior Credit Facility.

In February 2000, a subsidiary of the OP entered into a $40 million construction loan facility that will be used to fund the Allen Premium Outlets project. The loan which matures February 2003 bears interest on the outstanding balance at a rate equal to LIBOR plus 1.625% (7.70% at March 31, 2000) and is guaranteed by the Company and the OP. At March 31, 2000, $1.3 million was outstanding.

In January 1996, the OP completed a $100 million offering of 7.75% unsecured term notes due January 2001 (the "7.75% Notes"), which are guaranteed by the Company. The five-year non-callable 7.75% Notes were priced to yield 7.85% to investors.

In October 1997, the OP completed a $125 million debt offering of 7.25% unsecured term notes due October 2007 (the "7.25% Notes"). The 7.25% Notes were priced to yield 7.29% to investors, 120 basis points over the 10-year U.S. Treasury rate.

Interest and loan costs of approximately $1.1 million and $0.6 million were capitalized as development costs during the three months ended March 31, 2000 and 1999, respectively.

5. Partners' Capital

Following is a statement of Partners' Capital for the three months ended March 31, 2000 (in thousands):

	General Partner's Capital	Limited Partners' Capital	Preferred Partner's Capital	Total Partners' Capital
Balance December 31, 1999	$277,296	$39,246	$63,315	$379,857
Contributions (net of costs)	57	-	-	57
Net income	8,827	3,101	-	11,928
Common distributions	(11,951)	(2,517)	-	(14,468)
Preferred distribution	(1,047)	(1,462)	-	(2,509)

Balance March 31, 1999..................	$273,182	$38,368	$63,315	$374,865

6. Preferred Units

On September 3, 1999, the OP completed a private sale of $65 million of Series B Cumulative Redeemable Preferred Units ("Preferred Units") to an institutional investor. The private placement took the form of 1.3 million Preferred Units at a stated value of $50 each. The Preferred Units may be called at par on or after September 3, 2004, have no stated maturity or mandatory redemption and pay a cumulative quarterly dividend at an annualized rate of 9.0%. The Preferred Units are exchangeable into Series B Cumulative Redeemable Preferred Stock of the OP after ten years. Proceeds from the sale were used to pay down borrowings under the Senior Credit Facility.

7. Preferred Stock

In October 1997, the Company issued 1.0 million shares of non-voting 8.375% Series A Cumulative Redeemable Preferred Stock (the "Preferred Stock"), par value $0.01 per share, having a liquidation preference of $50 per share. The Preferred Stock has no stated maturity and is not convertible into any other securities of the Company. The Preferred Stock is redeemable on or after October 15, 2027 at the Company's option. Net proceeds from the offering were used to repay borrowings under the Company's Credit Facilities.

8. Distributions

On March 9, 2000, the Board of Directors of the Company declared a $0.75 per unit cash distribution to unitholders of record on March 31, 2000. The distribution, totaling $14.5 million, was paid on April 17, 2000.

9. Income Taxes

No provision has been made for income taxes in the accompanying consolidated financial statements since such taxes, if any, are the responsibility of the individual partners.

10. Net Income Per Common Partnership Unit

Net income per partnership unit is determined by allocating net income to the general partner (including the general partner's preferred unit allocation) and the limited partners based on their weighted average partnership units outstanding during the respective periods presented.

11. Commitments and Contingencies

The OP has minority interests ranging from 5% to 15% in several outlet centers and outlet development projects in Europe. Two outlet centers, Bicester Village outside of London, England and La Roca Company Stores outside of Barcelona, Spain, are currently open and operated by Value Retail PLC and its affiliates. Three new European projects and expansions of the two existing centers are in various stages of development and are expected to open within the next two years. The Company's total investment in Europe as of March 31, 2000 was approximately $4.6 million. The OP has also agreed under a standby facility to provide up to $22 million in limited debt service guarantees for loans provided to Value Retail PLC, an affiliate, to construct outlet centers in Europe. The term of the standby facility is three years and guarantees shall not be outstanding for longer than five years after project completion. As of March 31, 2000, the OP has provided guarantees of approximately $20 million for three projects.

In June 1999, the OP entered into an agreement with Mitsubishi Estate Co., Ltd. and Nissho Iwai Corporation to jointly develop, own and operate premium outlet centers in Japan. The joint venture, known as Chelsea Japan Co., Ltd. ("Chelsea Japan") is nearing completion of its initial project, in the city of Gotemba. In conjunction with the agreement, the OP contributed $1.7 million in equity. In addition, an equity investee of the OP entered into a 4 billion yen (US $40 million) line of credit guaranteed by the Company and OP to fund its share of construction costs. At March 31, 2000, no amounts were outstanding under the loan. In March 2000, Chelsea Japan entered into a 3.6 billion yen (US $36 million) loan with a Japanese bank to fund construction costs. As of March 31, 2000, 1.6 billion yen was outstanding. The loan is secured by the property under construction and is 40% guaranteed by the Company and the OP. In November 1999, construction began on the 220,000 square-foot first phase of Gotemba Premium Outlets with opening scheduled for mid-2000. Gotemba is located on the Tomei Expressway, approximately 60 miles west of Tokyo and midway between Mt. Fuji and the Hakone resort area. Chelsea Japan has also started construction on a second project outside Osaka, the second-largest city in Japan, to open in late 2000.

Construction is nearly complete on Orlando Premium Outlets ("OPO"), a 430,000 square foot 50/50 joint venture project between the OP and Simon. OPO is located on Interstate 4, midway between Walt Disney World/EPCOT and Sea World in Orlando, Florida and is scheduled to open the end of May 2000. In February 1999, the joint venture entered into an $82.5 million construction loan agreement. The loan is 50% guaranteed by each of the OP and Simon and as of March 31, 2000, $35.4 million was outstanding.

The OP is not presently involved in any material litigation nor, to its knowledge, is any material litigation threatened against the OP or its properties, other than routine litigation arising in the ordinary course of business. Management believes the costs, if any, incurred by the OP related to this litigation will not materially affect the financial position, operating results or liquidity of the Company.

12. Related Party Information

During the second quarter of 1999, the OP established a $6 million secured loan facility for the benefit of certain unitholders. At March 31, 2000, loans made to two unitholders totaled $2.2 million. Each unitholder issued a note that is secured by OP units, bears interest at a rate of LIBOR plus 200 basis points per annum, payable quarterly and is due June 2004.

Chelsea GCA Realty Partnership, L.P.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements and notes thereto. These financial statements include all adjustments which, in the opinion of management, are necessary to reflect a fair statement of results for the interim periods presented, and all such adjustments are of a normal recurring nature.

General Overview

From April 1, 1999 to March 31, 2000, the OP grew by increasing rent at its existing centers resulting in base rent revenue growth of $0.2 million and expanding its existing centers resulting in base rent revenue growth of $1.4 million. The OP operated 19 manufacturers' outlet centers at March 31, 2000 and March 31, 1999. The OP's operating gross leasable area (GLA) at March 31, 2000, increased 7.3% to 5.3 million square feet from 4.9 million square feet at March 31, 1999. Net GLA added since April 1, 1999 is detailed as follows:

	12 mos ended March 31, 2000	3 mos ended March 31, 2000	9 mos ended December 31, 1999
Changes in GLA (sf in 000's):			
Centers expanded:			
Wrentham Village	120	-	120
North Georgia	103	-	103
Leesburg Corner	89	34	55
Camarillo	45	-	45
Other (net)	2	-	2
Total centers expanded	359	34	325
Net GLA added during the period	359	34	325
GLA at end of period	5,250	5,250	5,216

Results of Operations

Comparison of the three months ended March 31, 2000 to the three months ended March 31, 1999.

Net income increased $1.9 million to $11.9 million for the three months ended March 31, 2000 from $10.0 million for the three months ended March 31, 1999. Increases in revenues, primarily the result of expansions, were offset by increased depreciation and amortization.

Base rentals increased $1.7 million, or 6.9%, to $26.3 million for the three months ended March 31, 2000 from $24.6 million for the three months ended March 31, 1999 due to expansions and higher average rents on new leases and renewals.

Percentage rents increased $0.2 million to $2.6 million for the three months ended March 31, 2000, from $2.4 million for the three months ended March 31, 1999. The increase was primarily due to expansions.

Expense reimbursements, representing contractual recoveries from tenants of certain common area maintenance, operating, real estate tax, promotional and management expenses, increased $0.6 million, or 7.1%, to $8.8 million for the three months ended March 31, 2000 from $8.2 million for the three months ended March 31, 1999, due to the recovery of operating and maintenance costs from increased GLA. The average recovery of reimbursable expenses was 89.0% in the first quarter of 2000, compared to 89.5% in the first quarter of 1999.

Other income increased $0.2 million to $2.0 million for the three months ended March 31, 2000, from $1.8 million for the three months ended March 31, 1999. The increase is primarily the result of income from center ancillary operations including vending and kiosks.

Interest in excess of amounts capitalized decreased $0.7 million to $5.6 million for the three months ended March 31, 2000 from $6.3 million for the three months ended March 31, 1999 primarily due to lower debt balances in the first quarter 2000.

Operating and maintenance expenses increased $0.7 million, or 7.7%, to $9.9 million for the three months ended March 31, 2000 from $9.2 million for the three months ended March 31, 1999. The increase was primarily due to costs related to expansions.

Depreciation and amortization expense increased $1.0 million, or 9.6%, to $10.9 million for the three months ended March 31, 2000 from $9.9 million for the three months ended March 31, 1999. The increase was due to depreciation of expansions.

General and administrative expense decreased $0.4 million to $0.7 million for the three months ended March 31, 2000 from $1.1 million for the three months ended March 31, 1999 primarily due to decreased accrual for deferred incentive compensation.

Other expenses increased $0.1 million to $0.5 million for the three months ended March 31, 2000 from $0.4 million for the three months ended March 31, 1999. The increase was primarily due to the impact of legal fee recoveries in 1999.

Liquidity and Capital Resources

The OP believes it has adequate financial resources to fund operating expenses, distributions, and planned development and construction activities over the short-term, which is less than 12 months and the long-term, which is 12 months or more. Operating cash flow of $87.6 million in 1999 is expected to increase in 2000 with a full year of operations of the 340,000 square feet of GLA added during 1999 and scheduled openings of approximately 1.3 million square feet in 2000, which includes the OP's 50% ownership share in the 430,000 square foot Orlando Premium Outlets and 40% ownership share each in the 220,000 square foot Gotemba Premium Outlets, outside Tokyo, Japan and the 175,000 square foot Rinku Premium Outlets, outside Osaka, Japan. The OP has adequate funding sources to complete and open all of its current development projects through the use of available cash of $20.8 million; construction loans for the Orlando and Allen projects up to a maximum borrowing of $82.5 million and $40.0 million, respectively; a yen-denominated line of credit totaling 4 billion yen (US $40 million) for the OP's share of project costs in Japan; and approximately $94 million available under its Senior Credit Facility. Chelsea also has the ability to access the public markets, if market conditions become favorable, through its $175 million debt shelf registration and its $200 million equity shelf registration.

Operating cash flow is expected to provide sufficient funds for dividends and distributions in accordance with REIT federal income tax requirements. In addition, the OP anticipates retaining sufficient operating cash to fund retenanting and lease renewal tenant improvement costs, as well as capital expenditures to maintain the quality of its centers.

Common distributions declared and recorded during the three months ended March 31, 2000 were $14.5 million, or $0.75 per share or unit. The Company's dividend payout ratio as a percentage of net income before minority interest, depreciation and amortization (exclusive of amortization of deferred financing costs ("FFO") was 73.1% for the three months ended March 31, 2000. The Senior Credit Facility limits aggregate dividends and distributions to the lesser of (i) 90% of FFO on an annual basis or (ii) 100% of FFO for any two consecutive quarters.

In September 1999, the OP completed a private sale of $65 million of Series B Cumulative Redeemable Preferred Units ("Preferred Units") to an institutional investor. The private placement took the form of 1.3 million Preferred Units at a stated value of $50 each. The Preferred Units may be called at par on or after September 3, 2004, have no stated maturity or mandatory redemption and pay a cumulative quarterly dividend at an annualized rate of 9.0%. The Preferred Units are not convertible to any other securities of the OP or Company. Proceeds from the sale were used to pay down borrowings under the Senior Credit Facility.

The OP has a $160 million senior unsecured bank line of credit (the "Senior Credit Facility") and has an annual right to request a one-year extension which may be granted at the option of the lenders. The Company's lenders have agreed to extend the Facility until March 30, 2003. The Facility bears interest on the outstanding balance, payable monthly, at a rate equal to the London Interbank Offered Rate ("LIBOR") plus 1.05% (7.19% at March 31, 2000) or the prime rate, at the OP's option. The LIBOR rate spread ranges from 0.85% to 1.25% depending on the Company's Senior Debt rating. A fee on the unused portion of the Senior Credit Facility is payable quarterly at rates ranging from 0.15% to 0.25% depending on the balance outstanding. At March 31, 2000, $94 million was available under the Senior Credit Facility.

In November 1998, the OP obtained a $60 million term loan which expired April 2000 and bore interest on the outstanding balance at a rate equal to LIBOR plus 1.40% (7.59% at March 31, 2000). In April 2000 a subsidiary of the OP entered into a $70 million mortgage loan secured by four of its properties which matures April 2010 and bears interest, payable quarterly, at a rate equal to LIBOR plus 1.50% or prime rate plus 1.00%. Net proceeds were used to retire the $60 million term loan and to repay borrowings under the OP's Senior Credit Facility. This mortgage loan strengthened the OP's balance sheet by extending and sequencing debt maturities.

In February 2000, Chelsea Allen Development L.P., a subsidiary of the OP entered into a $40 million construction loan facility that will be used to fund the Allen Premium Outlets project. The loan which matures February 2003 bears interest on the outstanding balance at a rate equal to LIBOR plus 1.625% (7.70% at March 31, 2000) and is guaranteed by the Company and the OP. At March 31, 2000, $1.3 million was outstanding.

Development activity during the year includes the 430,000 square-foot Orlando Premium Outlets scheduled to open at the end of May 2000; the 220,000 square-foot first phase of Gotemba Premium Outlets (outside Tokyo, Japan), a Chelsea Japan Co. project scheduled to open in mid-July 2000; the 230,000 square-foot first phase of Allen Premium Outlets (Allen, Texas), scheduled to open in the fourth quarter; and the 175,000 square-foot first phase of Rinku Premium Outlets (near Osaka, Japan), Chelsea Japan's second project, also scheduled to open in the fourth quarter. Additionally, expansions totaling approximately 285,000 square feet of GLA are under construction and scheduled to open in the next 12 months, including 125,000 square feet at Wrentham Village Premium Outlets (Wrentham, Massachusetts); 105,000 square feet at Leesburg Corner Premium Outlets (Leesburg, Virginia); and 55,000 square feet at Folsom Premium Outlets (Folsom, California). These projects are under development and there can be no assurance that they will be completed or opened, or that there will not be delays in opening or completion. All current development

activity is fully financed either through project specific secured construction financing or through the Senior Credit Facility. The OP will seek to obtain permanent financing once the projects are completed and income has been stabilized.

Construction is nearly complete on Orlando Premium Outlets ("OPO"), a 430,000 square-foot upscale outlet center located on Interstate 4 midway between Walt Disney World/EPCOT and Sea World in Orlando, Florida. OPO is a joint venture project between the OP and Simon and is scheduled to open as a single phase in mid-2000. In February 1999, the joint venture entered into a $82.5 million construction loan agreement which matures March 2002 and bears interest at LIBOR plus 1.50%. The loan is 50% guaranteed by each of the OP and Simon and as of March 31, 2000, $35.4 million was outstanding.

In June 1999, the OP entered into an agreement with Mitsubishi Estate Co., Ltd. and Nissho Iwai Corporation to jointly develop, own and operate premium outlet centers in Japan. The joint venture, known as Chelsea Japan Co., Ltd. ("Chelsea Japan") is nearing completion of its initial project, in the city of Gotemba. In conjunction with the agreement, the OP contributed $1.7 million in equity. In addition, an Chelsea International Operating Corp., a subsidiary of the OP entered into a 4 billion yen (US $40 million) line of credit guaranteed by the Company and OP to fund its share of construction costs. The line of credit bears interest at yen LIBOR plus 1.35% and matures April 2002. At March 31, 2000, no amounts were outstanding under the loan. In March 2000, Chelsea Japan entered into a 3.6 billion yen (US $36 million) loan with a Japanese bank to fund construction costs. As of March 31, 2000, 1.6 billion yen was outstanding. The loan is secured by the property under construction and is 40% guaranteed by the Company and the OP. In November 1999, construction began on the 220,000 square-foot first phase of Gotemba Premium Outlets with opening scheduled for mid-2000. Gotemba is located on the Tomei Expressway, approximately 60 miles west of Tokyo and midway between Mt. Fuji and the Hakone resort area. Chelsea Japan has also started construction on a second project outside Osaka, the second-largest city in Japan, to open in late 2000.

The OP has minority interests ranging from 5% to 15% in several outlet centers and outlet development projects in Europe. Two outlet centers, Bicester Village outside of London, England and La Roca Company Stores outside of Barcelona, Spain, are currently open and operated by Value Retail PLC and its affiliates. Three new European projects and expansions of the two existing centers are in various stages of development and are expected to open within the next two years. The Company's total investment in Europe as of March 31, 2000 was approximately $4.6 million. The OP has also agreed under a standby facility to provide up to $22 million in limited debt service guarantees for loans provided to Value Retail PLC, an affiliate, to construct outlet centers in Europe. The term of the standby facility is three years and guarantees shall not be outstanding for longer than five years after project completion. As of March 31, 2000, the OP has provided guarantees of approximately $20 million for three projects.

The OP announced in October 1998 that it sold its interest in and terminated the development of Houston Premium Outlets, a joint venture project with Simon. Under the terms of the agreement, the OP will receive non-compete payments totaling $21.4 million from The Mills Corporation; $3.0 million was received at closing, and four annual installments of $4.6 million will be received on each January 2, 1999 through 2002. The OP has also been reimbursed for its share of land costs, development costs and fees related to the project.

To achieve planned growth and favorable returns in both the short and long term, the Company's financing strategy is to maintain a strong, flexible financial position by: (i) maintaining a conservative level of leverage; (ii) extending and sequencing debt maturity dates; (iii) managing exposure to floating interest rates; and (iv) maintaining liquidity. Management believes these strategies will enable the OP to access a broad array of capital sources, including bank or institutional borrowings and secured and unsecured debt and equity offerings, subject to market conditions.

Net cash provided by operating activities increased $1.0 million for the three months ended March 31, 2000 compared to the corresponding 1999 period, primarily due to the growth of the Company's GLA to 5.3 million square feet in 2000 from 4.9 million square feet in 1999. Net cash used in investing activities decreased $7.2 million for the three months ended March 31, 2000 compared to the corresponding 1999 period, as a result of decreased equity requirements of joint venture activities offset by the receipt of payment on a note receivable in 1999. At March 31, 2000, net cash used in financing activities increased by $4.5 million primarily due to higher distributions paid and lower borrowings during 2000.

Funds from Operations

Management believes that funds from operations ("FFO") should be considered in conjunction with net income, as presented in the statements of operations included elsewhere herein, to facilitate a clearer understanding of the operating results of the Company. The White Paper on Funds from Operations ("FFO") approved by the Board of Governors of NAREIT in October 1999 defines FFO as net income (loss) (computed in accordance with GAAP), excluding gains (or losses) from debt restructuring and sales of properties, plus real estate related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. The OP believes that FFO is helpful to investors as a measure of the performance of an equity REIT because, along with cash flow from operating activities, financing activities and investing activities, it provides investors with an indication of the ability of the OP to incur and service debt, to make capital expenditures and to fund other cash needs. The OP computes FFO in accordance with the current standards established by NAREIT which may not be comparable to FFO reported by other REIT's that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently than the OP. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of the OP's financial performance or to cash flow from operating activities (determined in accordance with GAAP) as a measure of the OP's liquidity, nor is it indicative of funds available to fund the OP's cash needs, including its ability to make cash distributions.

	Three Months Ended March 31,

	2000	1999
Net income to common unitholders	$9,419	$9,001
Add back:		
Depreciation and amortization	10,878	9,924
Amortization of deferred financing costs and depreciation of non-rental real estate assets	(508)	(435)
FFO	$19,789	$18,490
Average units outstanding	19,291	19,037
Distributions declared per unit	$0.75	$0.72

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The OP is exposed to changes in interest rates primarily from its floating rate debt arrangements. The OP currently does not use interest rate derivative instruments to manage exposure to interest rate changes. A hypothetical 100-basis point adverse move (increase) in US Treasury and LIBOR rates would adversely affect the Company's annual interest cost by approximately $1.3 million annually.

Following is a summary of the OP's debt obligations at March 31, 2000 (in thousands):

	Expected Maturity Date							
	2000	2001	2002	2003	2004	Thereafter	Total	Fair Value
Fixed Rate Debt:	-	$99,925	-	-	-	$124,752	$224,677	$212,905
Average Interest Rate:	-	7.75%	-	-	-	7.25%	7.47%	
Variable Rate Debt:	$60,000	-	-	$72,354	-	-	$132,354	$132,354
Average Interest Rate:	7.59%	-	-	7.22%	-	-	7.39%	

Chelsea GCA Realty Partnership, L.P.

Part II. Other Information

Item 6. Exhibits and Reports on Form 8-K

The OP did not file any reports on Form 8-K during the three months ended March 31, 2000.

Chelsea GCA Realty Partnership, L.P.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to the Report to be signed on its behalf by the undersigned thereunto duly authorized.

CHELSEA GCA REALTY PARTNERSHIP, L.P.

By: /s/ Michael J. Clarke
Michael J. Clarke
Chief Financial Officer

Date: September 20, 2000