

NETWORK INSTALLATION CORP
Form PRE 14A
September 25, 2006

**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 (Amendment No.)

Filed by the Registrant **X**

Filed by a Party other than the Registrant **O**

Check the appropriate box:

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

NETWORK INSTALLATION CORP.

(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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1. Title of each class of securities to which transaction applies:

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3. Filing Party:

4. Date Filed:

NETWORK INSTALLATION CORP.

5625 South Arville Street, Suite E

Las Vegas, Nevada 89118

To the Shareholders of Network Installation Corp.:

You are cordially invited to attend the Annual Meeting of Shareholders of Network Installation Corp. to be held on Thursday, October 19, 2006 at our corporate office building, 5625 South Arville Street, Suite E, Las Vegas, Nevada 89118, commencing at 10:00 a.m., local time. We look forward to personally greeting as many of our shareholders as possible at the meeting.

The Notice of the Annual Meeting and Proxy Statement accompanying this letter provide information concerning matters to be considered and acted upon at the meeting. A report on our operations will be presented at the meeting, followed by a question-and-answer and discussion period.

We know that most of our shareholders are unable to attend the Annual Meeting in person. We solicit proxies so that each shareholder has an opportunity to vote on all matters that are scheduled to come before the meeting. Whether or not you plan to attend, please take a few minutes now to sign, date, and return your proxy in the enclosed postage-paid envelope. Regardless of the number of shares you own, your vote is important.

Thank you for your continued interest in Network Installation Corp.

Very truly yours,

Jeffrey R. Hultman

Chairman of the Board and

Chief Executive Officer

Enclosures

October 6, 2006

NETWORK INSTALLATION CORP.

5625 South Arville Street, Suite E

Las Vegas, Nevada 89118

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

October 19, 2006

To the Shareholders of:

NETWORK INSTALLATION CORP.

Network Installation Corp. (We or the Company) will hold an Annual Meeting of Shareholders (the Annual Meeting) on Thursday, October 19, 2006, at our corporate office building, 5625 South Arville Street, Suite E, Las Vegas, Nevada 89118, commencing at 10:00 a.m., local time, for the following purposes:

- (1) To elect three directors, each to serve for a term of one year;
- (2) To ratify and approve the Network Installation Corp. 2005 Stock Option Plan;
- (3) To ratify and approve an amendment to the Company s Articles of Incorporation to change the name of the Company from Network Installation Corp. to Siena Technologies, Inc; and
- (4) To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on September 15, 2006, as the record date for the Annual Meeting, and only holders of common stock of record at such time will be entitled to vote at the Annual Meeting or any adjournment thereof. The stock transfer books will not close.

We hope you will attend the Annual Meeting. If you do not plan to attend, please sign and return the enclosed proxy. To encourage the use of proxies, we have enclosed a self-addressed, postage-paid envelope for your use.

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By Order of the Board of Directors

Secretary

Christopher G. Pizzo

October 6, 2006

EVEN IF YOU INTEND TO BE PRESENT AT THE ANNUAL MEETING, PLEASE SIGN, DATE, AND RETURN THE ACCOMPANYING PROXY PROMPTLY SO THAT YOUR SHARES OF COMMON STOCK MAY BE REPRESENTED AND VOTED AT THE ANNUAL MEETING. A RETURN ENVELOPE IS ENCLOSED FOR THIS PURPOSE. THE GIVING OF SUCH PROXY DOES NOT AFFECT YOUR RIGHT TO VOTE IN PERSON IN THE EVENT YOU ATTEND THE MEETING.

NETWORK INSTALLATION CORP.

5625 South Arville Street, Suite E

Las Vegas, Nevada 89118

PROXY STATEMENT

FOR

ANNUAL MEETING OF SHAREHOLDERS

October 19, 2006

We are furnishing this Proxy Statement and accompanying Annual Report in connection with the solicitation of proxies by our Board of Directors to be used at the 2006 Annual Meeting of Shareholders to be held at the time and place and for the purposes set forth in the foregoing Notice of Annual Meeting of Shareholders, and at any and all adjournments of said meeting. Unless the context otherwise requires, all references to we and us refer to Network Installation Corp. and its subsidiaries.

We are mailing this Proxy Statement and the accompanying proxy card to shareholders beginning October 6, 2006.

Record Date; Outstanding Shares. Only the holders of outstanding shares of our common stock of record at the close of business on September 15, 2006, are entitled to receive notice of and to vote at the Annual Meeting. On the record date, we had outstanding 29,180,914 shares of our common stock. Each share is entitled to one vote.

Quorum; Abstentions; Broker Non-Votes. The holders of a majority of the issued and outstanding shares of our common stock entitled to vote at the meeting must be present, in person or by proxy, to constitute a quorum. We can only conduct the business of the meeting if a quorum has been established. Abstentions and broker non-votes will be treated as present at the Annual Meeting for the purposes of determining a quorum. A broker non-vote occurs when a record owner holding shares for a beneficial owner does not vote on a particular proposal because the record owner does not have discretionary voting power under the applicable rules of the NASD with respect to such shares, and the record owner has not received instructions from the beneficial owner.

Election of Directors. If a quorum is present, the election of directors will require a plurality of the votes cast by the shareholders entitled to vote thereon, present in person or represented by proxy.

You may, with respect to the election of directors:

vote for the election of all nominees named herein;

withhold authority to vote for all such nominees; or

vote for the election of all such nominees other than any nominees with respect to whom the vote is specifically withheld by indicating in the space provided on the proxy.

Because directors are elected by a plurality of the votes cast, abstentions and broker non-votes will not be counted in determining which nominees received the largest number of votes cast.

Ratification of our 2005 Plan. The ratification of the Network Installation Corp. 2005 Stock Option Plan (the 2005 Plan) requires the affirmative vote by holders of shares of our outstanding common stock representing a majority of the total combined voting power of the shares present or represented by proxy at the Annual Meeting. Therefore, abstentions will be counted in tabulating the votes cast and will have the

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same effect as a vote against the approval of the 2005 Plan. Broker non-votes will not be counted in tabulating the votes cast.

Approval of Name Change. The approval of our name change from Network Installation Corp. to Siena Technologies, Inc. (the Name Change) requires the affirmative vote by holders of shares of our outstanding common stock representing a majority of the total combined voting power of the shares present or represented by proxy at the Annual Meeting. Therefore, abstentions will be counted in tabulating the votes cast and will have the same effect as a vote against the approval of the Name Change. Broker non-votes will not be counted in tabulating the votes cast.

Matters not Specified in this Proxy Statement. The accompanying proxy requests authority to vote on other business that may come before the Annual Meeting. Much of this business is procedural, such as a vote on adjournment. Except for the matters specifically described in this Proxy Statement, we do not know of any substantive business to be presented or acted upon at the Annual Meeting. If any matter is presented at the Annual Meeting on which a vote may properly be taken, the designated proxies will vote your shares in the manner they believe to be in the best interest of the Company. If we transact any incidental business at the Annual Meeting, the incidental business must receive the affirmative vote by holders of shares of our outstanding common stock representing a majority of the total combined voting power of the shares present or represented by proxy at the Annual Meeting.

Solicitation and Revocation of Proxies. The execution and return of the enclosed proxy will not affect your right to attend the Annual Meeting and to vote in person. Even if you have given a proxy, you have the power to revoke it at any time before it is exercised. You may revoke the proxy prior to its exercise by:

delivering written notice of revocation to our corporate Secretary, at 5625 South Arville Street, Suite E, Las Vegas, Nevada 89118;

executing a later-dated proxy; or

attending the Annual Meeting and voting in person.

Properly executed proxies in the accompanying form, received in due time and not previously revoked, will be voted at the Annual Meeting or any adjournment thereof as specified therein by the person giving the proxy, but, if no specification is made, the shares represented by proxy will be voted as recommended by the Board of Directors.

Confidentiality of Vote. As a matter of policy, we maintain proxies and voting tabulations that identify individual shareholders on a confidential basis. We make such documents available only to those who process the proxy cards, tabulate the vote, and certain of our employees responsible for the Annual Meeting. We do not disclose your vote except as may be necessary to meet legal requirements.

You can find the results of the voting on the proposals in our Annual Report on Form 10-KSB for the year ending December 31, 2006, which we will file with the Securities and Exchange Commission (SEC) by April 15, 2007.

Cost of Proxy Solicitation. We will pay the expenses of this proxy solicitation, including the cost of preparing and mailing this Proxy Statement and the accompanying proxy. Such expenses may also include the charges and expenses of banks, brokerage firms, and other

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custodians, nominees, or fiduciaries for forwarding proxies and proxy material to beneficial owners of our common stock. We expect to solicit proxies primarily by mail, but our directors, officers, employees, and agents may also solicit proxies in person or by telephone or by other electronic means. We are not engaging any solicitors or hiring additional employees in connection with the solicitation of proxies for our 2006 Annual Meeting.

Householding. Securities and Exchange Commission (SEC) rules permit us, with your permission, to send a single set of proxy statements and annual reports to any household at which two or more shareholders reside if we believe that they are members of the same family. Each shareholder will continue

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to receive a separate proxy card. This procedure, known as householding, reduces the volume of duplicate information you receive and helps to reduce our expenses. In order to take advantage of this opportunity, we have delivered only one proxy statement and annual report to multiple shareholders who share an address, unless we received contrary instructions from the impacted shareholders prior to the mailing date. We will deliver a separate copy of the proxy statement or annual report, as requested, to any shareholder at a shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of a proxy statement or annual report, either now or in the future, you can request a separate copy of the proxy statement or annual report by calling us at (702) 889-8777 or by writing to us at any time at the following address: 5625 South Arville Street, Suite E, Las Vegas, Nevada 89118, attn: Secretary.

PROPOSAL I

ELECTION OF DIRECTORS

Our Board of Directors is currently composed of three (3) persons, all of which are being nominated for re-election to the Board of Directors. The term of each director is one-year ending at the 2007 Annual Meeting or until he resigns or is succeeded by another qualified director who has been elected. The following is a list of the current members of our Board of Directors, including each member's age, the year he became a director of the Company and his current position with the Company:

Name	Age	Director Since	Position
Jeffrey R. Hultman	66	2005	Chief Executive Officer, Chairman and Director
James Michael Kelley	64	2005	Director
Christopher G. Pizzo	37	2006	Chief Financial Officer and Director

The following presents a brief biographical description of each current member of the Board of Directors:

Jeffrey R. Hultman joined our Advisory Board in December 2004. In March 2005, Mr. Hultman was appointed Chief Executive Officer and director. From 1987 to 1991, Mr. Hultman served as Chief Executive Officer of Pac Tel Cellular where he managed Pac Tel cellular properties in the United States and oversaw operations and business development. In 1991 Mr. Hultman became CEO of Dial Page, Inc. a wireless provider throughout the Southeast, offering paging and digital mobile telephone services. Ultimately, Mr. Hultman converted a series of limited partnerships into a corporation and took Dial Page public leading four public offerings. In August 1995, he negotiated the sale of the paging business to MobileMedia Communication, Inc. and a merger of subsidiary Dial Call with Nextel Communications, Inc. in February 1996. Mr. Hultman attained his Bachelor of Science Degree in Agricultural Economics in 1961 and Master of Science Degree, in Business Management in 1962, at the University of California, Davis. He currently serves a director on the board of several organizations including Comarco Inc., an Irvine, CA-based wireless performance engineering and publicly traded company.

James Michael Kelley has served as our director since September of 2005. Mr. Kelley was the founder of Kelley Communication Company, Inc. (Kelley Technologies), which began as a private company in 1988. We acquired Kelley Technologies in September 2005.

Christopher G. Pizzo was appointed as our Chief Financial Officer and director in March 2006. Mr. Pizzo has more than 15 years of corporate finance, accounting, and business development experience in both corporate and entrepreneurial environments. Prior to joining us, Mr. Pizzo served as the President and Founder of CP Film Co., LLC (formerly known as Eight Entertainment, LLC) from January 2002 until September 2005. From January 2000 to December 2001, Mr. Pizzo was Senior Associate at Vested Capital Partners, a venture capital firm in New York. Mr. Pizzo is a Certified Public Accountant and received a B.S. in Accounting from SUNY at Albany. He also received an MBA from the Stern School of Business at NYU.

Board of Directors

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We currently have three members of our Board of Directors, who are elected to annual terms or until their successors are elected and qualified. Executive officers are appointed by the Board of Directors and serve until their successors have been duly elected and qualified. There are no family relationships among any of our directors, officers or key employees.

Audit Committee

We do not have an Audit Committee. Our full board performs the functions usually delegated to an Audit Committee. Mr. Pizzo qualifies as an audit committee financial expert under the rules of the SEC.

Board Composition, Meetings and Committees.

The Board of Directors is responsible for establishing our broad corporate policies and for our overall performance. Our Board of Directors is currently composed of three directors, all of whom are employed by or affiliated with the Company.

On January 1, 2005, our board of directors consisted of Michael Cummings, Michael Novielli, Douglas Leighton, and Theodore J. Smith, Jr. Since that time we have had numerous changes to our Board of Directors. Each of our directors as of January 1, 2005 has resigned since that time. The following table sets forth the resignation date of each of these directors. None of these directors' resignations were the result of a disagreement with us related to our operations, policies or practices.

<u>Director</u>	<u>Effective Date of Resignation</u>
Michael Cummings	May 11, 2005
Michael Novielli	September 23, 2005
Douglas Leighton	September 23, 2005
Theodore J. Smith, Jr.	September 23, 2005

In March of 2005, our Board of Directors appointed Jeffrey R. Hultman to our Board. In September of 2005, our Board of Directors appointed Michael Rosenthal and James Michael Kelley to our Board to fill two of the vacancies created when Messrs. Novielli, Leighton and Smith resigned. In November of 2005 Kurt Jensen and William G. Sullivan were appointed to our Board of Directors. Messrs. Jensen and Sullivan subsequently resigned from our Board in January of 2006. In March of 2006 Mr. Rosenthal resigned from our Board and our Board of Directors appointed Christopher G. Pizzo to the Board to fill the vacancy left by Mr. Rosenthal's resignation.

During 2005, our Board of Directors held seven (7) formal meetings. Each director attended at least 75% of the formal meetings that were held during the time in which each person served as a director. Thus far in 2006, we have held three (3) formal Board meetings. Each director has also attended at least 75% of the formal meetings in 2006 that were held during the time in which each person served as director.

The Company is not listed on any national securities exchange and, as such, is not required to establish any committees. Because of the size of the Company and the limited number of members on our Board, we did not feel that it was economically feasible or beneficial to form audit, compensation, nominating or any other committees.

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Shareholder Recommendations. The Board has not established a formal process for considering director recommendations from shareholders. The Board will, however, consider director recommendations from shareholders if received in ample time before the preparation and release of its annual proxy materials. For consideration, a recommendation must be submitted to our Secretary by the January 1st preceding the annual meeting. The Board will consider nominees recommended by shareholders in the same manner as it considers nominees not recommended by shareholders.

Communications with the Board. Shareholders may send communications to the Board (and to individual directors) through Christopher G. Pizzo at 5625 South Arville Street, Suite E, Las Vegas, Nevada 89118. He will forward to the directors all communications that, in his judgment, are appropriate for consideration by the directors.

Director Attendance at Annual Meeting. We do not require our Board members to attend the Annual Meeting; however, all of our current directors are required to attend the Annual Meeting in their capacities as our or our subsidiaries' executive officers.

Director Compensation. We do not compensate our directors for their service on our Board of Directors.

Director Qualification Standards. We do not have a nominating committee. Instead, our entire Board of Directors performs the responsibility of a nominating committee and participates in the identification, recommendation and consideration of director nominees. We seek to align Board composition with our strategic direction so that the Board members bring skills, experience and backgrounds that are relevant to the key strategic and operational issues that they will oversee and approve. Director candidates are typically selected based upon their character, track record of accomplishment in leadership roles, as well as their professional and corporate expertise, skills and experience. Criteria that are typically considered by the Board in the selection of directors include:

the independence, judgment, strength of character, reputation in the business community, ethics and integrity of the individual;

the business or other relevant experience, skills and knowledge that the individual may have that will enable him/her to provide effective oversight of our business;

the fit of the individual's skill set and personality with those of the other Board members so as to build a Board that works together effectively and constructively; and

the individual's ability to devote sufficient time to carry out his or her responsibilities as a director in light of his/her occupation and the number of boards of directors of other public companies on which he or she serves.

These are only threshold criteria, however, and the Board will also consider the contributions that a candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF JEFFREY R. HULTMAN, JAMES MICHAEL KELLEY AND CHRISTOPHER G. PIZZO AS DIRECTORS.

PROPOSAL II

RATIFICATION OF THE NETWORK INSTALLATION CORP. 2005 STOCK OPTION PLAN

Our Board of Directors adopted the Network Installation Corp. 2005 Stock Option Plan as of October 12, 2005 and reaffirmed the adoption of the 2005 Plan on September 21, 2006, subject to shareholder approval. A copy of the 2005 Plan is attached hereto as Appendix A.

Purpose of the Plan

The purpose of the 2005 Plan is to encourage ownership of our stock by our and our affiliates' employees, consultants and directors and to provide additional incentive for them to promote the success of our business

Shares Available for Issuance Under the 2005 Plan

The Board of Directors has approved the 2005 Plan, which has 6,000,000 shares of common stock available for issuance, representing approximately 21% of our currently outstanding common stock. As of September 21, 2006, the market value of these shares was \$2,340,000 based upon a closing price of \$0.39 per share on that date. As of September 21, 2006, the Board of Directors had granted a total of 3,767,500 shares under the 2005 Plan that were still outstanding. The market value of these shares as of September 21, 2006 was \$1,469,325. The remaining 2,232,500 shares issuable under the 2005 Plan will be available for future awards, subject to adjustment in the event of a reorganization, stock split, merger or similar change in our corporate structure or the outstanding shares of common stock. The market value for the 2,982,500 shares that remain available for issuance under the 2005 Plan as of September 21, 2006 was \$870,675.

Administration

The 2005 Plan will be administered by our Board of Directors; *provided, however*, that at any time the Board may delegate authority to administer the 2005 Plan to a committee of the board. Subject to the provisions of the 2005 Plan, the Board shall have complete authority, in its discretion, to make or to select the manner of making all determinations with respect to each award to be granted by the Company under the 2005 Plan including the employee, consultant or director to receive the award and the form of award. In making such determinations, the Board may take into account the nature of the services rendered by the respective employees, consultants, and directors, their present and potential contributions to our or our affiliates, and such other factors as the Board in its discretion shall deem relevant. Subject to the provisions of the 2005 Plan, the Board shall also have complete authority to interpret the 2005 Plan, to prescribe, amend and rescind rules and regulations relating to it, to determine the terms and provisions of the respective award agreements (which need not be identical), and to make all other determinations necessary or advisable for the administration of the 2005 Plan. The Board's determinations made in good faith on matters referred to in the 2005 Plan shall be final, binding and conclusive on all persons having or claiming any interest under the 2005 Plan or an award made pursuant to the 2005 Plan.

Eligibility for Participation

Our employees and consultants and those of our subsidiaries and affiliated entities and our directors are eligible to participate in the 2005 Plan. Subject to the provisions of the 2005 Plan, our Board of Directors has exclusive power in selecting participants in the 2005 Plan.

Types of Awards

The 2005 Plan provides that any or all of the following types of awards may be granted:

Nonqualified stock options; and

Stock options intended to qualify as "incentive stock options" under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code").

The Board of Directors may award grants of incentive stock options conforming to the provisions of Section 422 of the Code and other, non-qualified stock options. The Board of Directors may not grant incentive stock options first exercisable in any calendar year for shares of common stock with a fair market value greater than \$100,000, determined at the time of grant.

The Board of Directors will determine the exercise price of any option in its discretion. However, the exercise price of an incentive stock option may not be less than 100% of the fair market value of a share of our common stock on the date of grant, and the exercise price of an incentive option awarded to a person who owns stock constituting more than 10% of our voting power may not be less than 110% of the fair market value on the date of grant. There are no restrictions in the 2005 Plan limiting the exercise price at which non-qualified stock options may be granted.

Unless the Board of Directors determines otherwise, the exercise price of any option may be paid in any of the following ways:

in cash or by check, bank draft or money order payable to us,

by delivery of shares of our common stock to us with a fair market value equal to the exercise price,

by any combination of the foregoing.

The Board of Directors will determine the term of each option in its discretion. However, no term may exceed ten years from the date of grant or, in the case of an incentive stock option granted to a person who owns stock constituting more than 10% of our total voting power, five years from the date of grant. In addition, all options under the 2005 Plan, whether or not then exercisable, generally cease vesting when a grantee ceases to be a director, officer or employee of, or to otherwise perform services for us or our subsidiaries.

Termination of Employment

Unless the Board shall provide otherwise with respect to any option, if the participant's employment or other association with us or our affiliates ends for any reason, including because of the participant's employer ceasing to be an affiliate, any outstanding option of the participant shall cease to be exercisable in any respect not later than 90 days following that event and, for the period it remains exercisable following that event, shall be exercisable only to the extent exercisable at the date of that event. Military or sick leave or other bona fide leave shall not be deemed a termination of employment or other association, *provided* that it does not exceed the longer of ninety (90) days or the period during which the absent participant's reemployment rights, if any, are guaranteed by statute or by contract.

Amending the 2005 Plan

The Board may at any time terminate the 2005 Plan or make such modifications of the 2005 Plan as it shall deem advisable. Unless the Board otherwise expressly provides, no amendment of the 2005 Plan shall affect the terms of any award outstanding on the date of such amendment. Other than as the Board may deem necessary or appropriate to comply with applicable law, including without limitation the provisions of Section 409A of the Code, no termination or amendment of the 2005 Plan may adversely affect the rights of the recipient of an award previously granted hereunder without the consent of the recipient of such award.

Automatic Adjustment Features

The 2005 Plan provides for the automatic adjustment of the number and kind of shares available under it, and the number and kind of shares subject to outstanding awards in the event our common stock is changed into or exchanged for a different number or kind of shares of stock or other securities of the

Company or another corporation, or if the number of shares of our common stock is increased through a stock dividend. The 2005 Plan also provides that the Board of Directors may adjust the number of shares available under the Plan and the number of shares subject to any outstanding awards if, in the Board's opinion, any other change in the number or kind of shares of our outstanding common stock equitably requires such an adjustment.

U.S. Federal Tax Treatment

Incentive Stock Option Grant/Exercise. A participant who is granted an incentive stock option does not realize any taxable income at the time of the grant or at the time of exercise (except for alternative minimum tax). Similarly, we are not entitled to any deduction at the time of grant or at the time of exercise. If the participant makes no disposition of the shares acquired pursuant to an incentive stock option before the later of two years from the date of grant of such option or one year of the transfer of such shares to the participant, any gain or loss realized on a subsequent disposition of the shares will be treated as a long-term capital gain or loss. Under such circumstances, we will not be entitled to any deduction for U.S. federal income tax purposes.

Non-Qualified Stock Option Grant/Exercise. A participant who is granted a non-qualified stock option does not have taxable income at the time of grant. Taxable income occurs at the time of exercise in an amount equal to the difference between the exercise price of the shares and the market value of the shares on the date of exercise. We are entitled to a corresponding deduction for the same amount.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE RATIFICATION OF THE 2005 PLAN.

PROPOSAL III

APPROVAL OF NAME CHANGE

Our Board of Directors has determined that it is advisable to change our corporate name from Network Installation Corp. to Siena Technologies, Inc. and has voted to recommend that the shareholders adopt an amendment to our Articles of Incorporation effecting the proposed name change. The full text of the proposed amendment to our Articles of Incorporation is attached to this proxy statement as Appendix A.

The Board of Directors believes it is in our best interest to change our name. We have recently wound down the operations of our two subsidiaries, Network Installation Corporation (NIC) and COM Services, Inc. and as a result, we no longer believe that the name Network Installation Corp. is indicative of our business. We are recommending changing our name to Siena Technologies, Inc, which indicates that we are a technology company without specifying the exact services that we provide, which will be preferable in the event we consider providing additional products or services in the future.

The affirmative vote of the holders of a majority of the total combined voting power of the shares represented and entitled to vote at the meeting will be required to approve the amendment to our Articles of Incorporation to effect the proposed change in our name.

Vote Required

Under Nevada law, the affirmative vote of the holders of a majority of our outstanding shares present or represented by proxy at the Annual Meeting is required to approve the Name Change.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE NAME CHANGE OF THE COMPANY.

BENEFICIAL OWNERSHIP OF DIRECTORS, OFFICERS AND CERTAIN SHAREHOLDERS

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The following table sets forth certain information regarding the beneficial ownership of our common stock as of September 15, 2006, by (i) each of our directors, (ii) each of our executive officers, (iii) each person known or believed by us to own beneficially five percent or more of our common stock and (iv) all

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directors and executive officers as a group. Unless indicated otherwise, each person has sole voting and dispositive power with respect to such shares. The number of shares of common stock outstanding for each listed person includes any shares the individual has the right to acquire within 60 days after September 15, 2006. For purposes of calculating each person's or group's percentage ownership, stock options exercisable within 60 days are included for that person or group, but not for the stock ownership of any other person or group.

<u>Name and Address of Beneficial Owner</u> ⁽¹⁾	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Beneficial Ownership</u> ⁽²⁾
Jeffrey R. Hultman	0	-*
Christopher G. Pizzo	0	*
James Michael Kelley	14,016,577	48.7%
Dutchess Group ⁽³⁾	2,888,910 ⁽⁴⁾	9.9%
All directors and executive officers as a group (3 Persons)	14,071,577	48.7%

* Less than 1%

(1) The address of all individual directors and executive officers is c/o Network Installation Corporation, 5625 South Arville Street, Suite E, Las Vegas, NV 89118.

(2) The number of shares of common stock issued and outstanding on September 15, 2006 was 29,180,914 shares. The calculation of percentage ownership for each listed beneficial owner is based upon the number of shares of common stock issued and outstanding on September 15, 2006, plus shares of common stock subject to options held by such person on September 15, 2006 and exercisable within 60 days thereafter.

(3) Includes shares owned by three affiliated companies, Dutchess Private Equities Fund, LP, Dutchess Private Equities Fund II, LP and Dutchess Advisors, Ltd. The address of the Dutchess entities is 50 Commonwealth Avenue, Suite 2, Boston, MA 02116.

(4) Includes warrants to purchase 1,166,686 shares. The exercise price of the warrants is \$0.01 per share and they expire in 2011. Dutchess holds warrants to purchase an additional 1,712,959 shares of our common stock, however, the terms of the warrants provide that Dutchess may not exercise the warrants if such exercise would result in Dutchess owning in excess of 9.9% of our total outstanding shares of common stock.

EXECUTIVE COMPENSATION

The following table presents a summary of the compensation paid to our Chief Executive Officer and each of our other current or former executive officers that received compensation in excess of \$100,000 during 2005. Except as listed below, there were no bonuses, other annual compensation, restricted stock awards or stock options/SARs or any other compensation paid to the executive officers.

Annual Compensation	Long Term Compensation Awards
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