

AMERICAN ACCESS TECHNOLOGIES INC
Form DEF 14A
June 10, 2005

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

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))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

American Access Technologies, Inc.

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(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):

No fee required.

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

AMERICAN ACCESS TECHNOLOGIES, INC.

6670 Spring Lake Road

Keystone Heights, Florida 32656

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be Held July 28, 2005

To our Stockholders:

The 2005 Annual Meeting of Stockholders (the Annual Meeting) of American Access Technologies, Inc. (the Company), will be held at 10:00 a.m. on July 28, 2005 at 6670 Spring Lake Road, Keystone Heights, Florida 32656, for the following purposes as more fully described in the accompanying Proxy Statement:

- (1) To elect directors;
- (2) Ratify Rachlin Cohen & Holtz LLP as the Company s independent accountants for the fiscal year ending December 31, 2005; and
- (3) To transact such other business as may properly come before the meeting.

Stockholders of record at the close of business on June 6, 2005 will be entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement thereof. All stockholders are cordially invited to attend the Annual Meeting in person. Stockholders who are unable to attend the Annual Meeting in person are requested to complete and date the enclosed form of proxy and return it promptly in the envelope provided. Stockholders who attend the Annual Meeting in person may revoke their proxy and vote their shares in person. Stockholders attending the meeting whose shares are held in the name of a broker or other nominee who desire to vote their shares at the meeting should bring with them a proxy or letter from that firm confirming their ownership of shares.

By Order of the Board of Directors

June 7, 2005

John E. Presley
President

Please vote immediately. Stockholders whose shares are held in a brokerage account will be able to vote by Internet or telephone if such voting information is provided on the enclosed proxy card. All other stockholders should sign, date and return the proxy card. No postage is required if mailed in the United States.

Voting now will avoid the expense of a further solicitation.

AMERICAN ACCESS TECHNOLOGIES, INC.

6670 Spring Lake Road

Keystone Heights, Florida 32656

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

To Be Held July 28, 2005

This Proxy Statement is furnished to the holders of Common Stock (the **Common Stock**), of American Access Technologies, Inc. (the **Company**) in connection with the solicitation by the Board of Directors of the Company of the enclosed proxy for use at the Annual Meeting of Stockholders to be held on July 28, 2005 (the **Annual Meeting**), or at any adjournment thereof. The purposes of the Annual Meeting and the matters to be acted upon are set forth in the accompanying Notice of Annual Meeting of Stockholders. As of the date of this Proxy Statement, the Board of Directors is not aware of any other matters that will come before the Annual Meeting. However, if any other matters properly come before the Annual Meeting, the persons named as proxies will vote on them in accordance with their best judgment.

Proxies for use at the Annual Meeting are being solicited by the Board of Directors of the Company. Proxies will be mailed to stockholders on or about June 10, 2005 and will be solicited chiefly by mail. The Company will make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy material to the beneficial owners of Common Stock and will reimburse them for their reasonable expenses in so doing. Should it appear desirable to do so in order to ensure adequate representation of shares at the Annual Meeting, officers, agents and employees of the Company may communicate with stockholders, banks, brokerage houses and others by telephone, facsimile or in person to request that proxies be furnished. All expenses incurred in connection with this solicitation will be borne by the Company. The Company has no present plans to hire special employees or paid solicitors to assist in obtaining proxies, but reserves the option of doing so if it should appear that a quorum at the Annual Meeting otherwise might not be obtained.

Revocability and Voting of Proxy

A proxy for use at the Annual Meeting and a return envelope for the proxy are enclosed. Any stockholder who gives a proxy may revoke it at any time before it is voted by delivering to the Secretary of the Company a written notice of revocation or a duly executed proxy bearing a later date, or by voting in person at the Annual Meeting. All proxies properly executed and returned will be voted in accordance with the instructions specified thereon. If no instructions are given, proxies will be voted FOR the election of the nominees of the Board of Directors and FOR Proposal NO. 2.

Record Date and Voting Rights

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Only stockholders of record at the close of business on June 6, 2005 are entitled to notice of and to vote at the Annual Meeting or at any adjournment thereof. On June 6, 2005, there were 7,396,260 shares of Common Stock outstanding. Each such share of Common Stock is entitled to one vote on each of the matters to be presented at the Annual Meeting. The holders of a majority of the voting rights outstanding represented by shares of Common Stock present in person or by proxy and entitled to vote, will constitute a quorum at the Annual Meeting.

Proxies marked `withheld` as to any director nominee or `abstain` or `against` as to a particular proposal and broker non-votes will be counted for purposes of determining the presence or absence of a quorum.

Broker non-votes are shares held by brokers or nominees which are present in person or represented by proxy, but which are not voted on a particular matter because instructions have not been received from the beneficial owner. The effect of proxies marked `withheld` as to any director nominee or `abstain` or `against` as to a particular proposal and broker non-votes on each Proposal is discussed under each respective Proposal.

Beneficial Ownership of Capital Stock

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of June 6, 2005 by (i) each stockholder who is known by the Company to own beneficially more than five percent of the Company's outstanding Common Stock, (ii) each current director and nominee for director of the Company, (iii) each of the Company's executive officers named in the Summary Compensation Table, and (iv) by all executive officers and directors of the Company as a group. The information as to each person or entity has been furnished by such person or group.

<u>Name and Address</u>	<u>Shares Beneficially Owned (1)</u>	
	<u>Common Stock</u>	<u>Percentage</u>
John E. Presley 6689 Shands Road Keystone Heights, Florida 32656	1,815,254(2)	19.95%
Erik Wiisanen 6689 Shands Road Keystone Heights, Florida 32656	1,575,123(2)	17.78%
Joseph F. McGuire 6670 Spring Lake Road Keystone Heights, Florida 32656	890,333	10.77%
Lamar Nash	175,000	2.31%
Kenneth M. Cornell	80,000	1.07%
Howard W. Kelley	10,600	*
All directors and officers as a group (7 persons)	4,621,310	39.25%

* Less than 1%

- (1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes shares that can be acquired by each person by exercise of outstanding options or warrants within 60 days from June 6, 2005. The following sets forth the number of shares deemed to be beneficially owned which are the subject of such options and warrants.

John E. Presley 1,702,019 shares, Erik Wiisanen 1,461,888 shares, Joseph F. McGuire 873,333 shares, Lamar Nash 175,000 shares, Kenneth M. Cornell 80,000 shares, Howard W. Kelley 10,500 shares and all directors and officers as a group 4,377,740 shares.

- (2) Includes 64,000 shares owned by the Company's Profit Sharing Plan as of June 6, 2005. Messrs. Presley and Wiisanen are trustees of the Plan and have shared voting and investment power over such shares in such capacity.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Currently, there are six members of the Board of Directors. All of the nominees, except Howard W. Kelley, have served as directors since the 2004 annual meeting. Mr. Kelley was elected by the Board to serve as a director on May 25, 2005. Directors are elected at each annual stockholders meeting to hold office until the next annual meeting or until their successors are elected and have qualified. Unless otherwise instructed, the proxy holders named in the enclosed proxy will vote the proxies received by them for the six nominees named below.

Each nominee has indicated that he is willing and able to serve as director if elected. If any nominee becomes unavailable for any reason before the election, the enclosed proxy will be voted for the election of such substitute nominee or nominees, if any, as shall be designated by the Corporate Governance and Nominating Committee of the Board of Directors. The Corporate Governance and Nominating Committee has no reason to believe that any of the nominees will be unavailable to serve.

The names and certain information concerning the six nominees for election as directors are set forth below. **THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE NOMINEES NAMED BELOW.**

Vote Required

The six nominees receiving the highest number of affirmative votes of the shares present in person or represented by proxy and entitled to vote, a quorum being present, shall be elected as directors. Only votes cast FOR a nominee will be counted, except that the accompanying proxy will be voted for all nominees in the absence of instructions to the contrary. Broker non-votes and proxies marked withheld as to one or more nominees will result in the respective nominees receiving fewer votes. However, the number of votes otherwise received by the nominee will not be reduced by such action.

The Nominees of the Board of Directors

The followings sets forth certain information about the nominees of the Board of Directors for election of directors at the Annual Meeting. Each of the nominees currently serves on the Board of Directors and has been recommended for election by the Corporate Governance and Nominating Committee.

JOHN E. PRESLEY, age 66, Director of the Company since November 1998, President and CEO of the Company since April 12, 1999, and President of our wholly-owned subsidiary, Omega Metals, Inc. from March 9, 1981 until it was merged into the Company on February 3, 2005. Mr. Presley is a graduate registered professional Engineer. He graduated from the University of Florida in January of 1961 with a BSME and attended a number of Colleges for graduate work. He worked in many industries as an engineer and Manager before founding Omega metals in 1981.

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ERIK WIISANEN, age 61, Vice President-Marketing of the Company's Omega Metals division, was elected a Director in December 1999. He graduated from Cornell University in 1965. He worked in Banking as a Vice President of Barnett Bank, until 1970 and was a representative for shipping interests until helping found the Company's wholly-owned subsidiary, Omega Metals, in 1981. He was co-founder, President, and Chairman of the Board of Directors of a private kindergarten. He has been in charge of sales for Omega since 1981. Mr. Wiisanen is the brother-in-law of Mr. Presley.

JOSEPH F. MCGUIRE, age 46, was hired by the Company on June 4, 2000. The Board of Directors appointed him Chief Financial Officer and Director on June 29, 2000. He has extensive experience in numerous Wall Street investment vehicles and has been a Chief Financial Officer in that environment for the past 15 years.

He is a 1980 graduate of the University of Notre Dame. From 1998 until June 2000, he was Chief Financial Officer for Hirst Investment Management, Inc. From 1997 to 1998, CFO for MHR Fund Management; from 1995 to 1997, CFO for the Common Fund; from 1994 to 1995, CFO for Link Strategic Investors; and from 1989 to 1995, CFO for John Henry & Co., Inc. Prior to 1989, he held management positions with Dean Witter Reynolds, Paine Webber, Inc., and Price Waterhouse.

LAMAR NASH, age 58, became a member of the Board of Directors and the Audit Committee in January 2003. He was a member of our Advisory Board from November 2001 to December 2002. Mr. Nash currently serves as director of business development for Barton Malow Company's Southern Region. The construction company, ranked in the top 20 of construction companies worldwide, has annual revenues exceeding \$1.2 billion. Mr. Nash is a former Vice President and Corporate Marketing Officer for The Haskell Co., a top 100 design-build general contracting firm. He also served as interim executive director of the Foundation for Integrated Services, an affiliate of Design-Build Institute of America. He is former chairman and current director of Florida First Capital Finance Corporation; past president of Florida Economic Development Council; and former staff director of the Jacksonville, Florida Chamber of Commerce Committee of 100. In addition, Mr. Nash has co-owned a small business with annual sales of \$5 million. He is a member of Industrial Asset Georgia Economic Developers Association and a licensed real estate broker. He is a 1969 graduate of the University of Florida.

KENNETH M. CORNELL, age 36, became a member of the Board of Directors and Chairman of the Board's Audit Committee in April 2004. He attended the University of Florida's Fisher School of Accounting Master's Program and graduated in 1991. Ken's previous employment experience includes working in the audit division of Ernst & Young in Atlanta, Georgia, where he serviced primarily small public and private entrepreneurial companies as well as some larger Fortune 500 companies. Ken served as the Chief Financial Officer of Log On America, a publicly held internet/telecommunications company from 1999 to 2002. While there, he was responsible for all internal and external financial reporting, due diligence reviews for various acquisitions, and establishment of internal controls and financial processes used to evaluate the various products and services offered by the company. Mr. Cornell founded CornellCFO in 1997. CornellCFO has assisted companies in the high technology arena with financing, strategic alliances, merger and acquisition, and various turnaround services since 1997. Ken holds his CPA license in Florida and is a member of the American Institute of Certified Public Accountants (AICPA).

HOWARD W. KELLEY, age 63, became a member of the Board of Directors and its Corporate Governance and Nominating Committee and the Audit Committee in May 2005. Mr. Kelley is President of Jacksonville-based Sally Corporation, one of the oldest and largest designers and fabricators of animation robotics and dark rides used internationally in theme parks, museums, and attractions. Sally Corporation has affiliates in Australia, the United Kingdom, Spain, Japan, Korea, India, and the United Arab Emirates. Before joining Sally in 1985, Mr. Kelley spent over 25 years in broadcasting, including ten years in television management as a news director and later as Vice President and General Manager of Channel 12 WTLV, the NBC affiliate in Jacksonville, FL. Prior to this executive position he was a reporter, assignment editor, news producer and anchor, and has won a number of awards for broadcast journalism. Mr. Kelley is currently a member of the board of Environmental Tectonics Corporation (AMEX: ETC), a Philadelphia-based international engineering and manufacturer of aero-medical, safety training simulation, sterilizers and hyperbaric chambers. A Jacksonville native, Mr. Kelley received his undergraduate degree in broadcasting from the University of Florida. He is a PMD graduate of the Harvard Business School and the Japanese International School of Business Studies.

Information about the Nominating Process

The Company's Board of Directors has a Corporate Governance and Nominating Committee that undertakes the activities of identifying, evaluating and recommending nominees to serve as Directors. The members of the Corporate Governance and Nominating Committee are Lamar Nash, Kenneth M. Cornell and Howard W. Kelley. Our Board of Directors determined that Messrs. Nash, Cornell and Kelley are considered independent as defined in the listing standards of the NASDAQ Stock Market.

Nomination of Director Candidates by Stockholders

The policy of the Corporate Governance and Nominating Committee is to consider nominations of candidates for membership on the Board of Directors that are submitted by stockholders. Any such recommendations should include nominee's name and qualifications for Board membership and a consent signed by such candidate to serve as a director if elected should be directed to Lamar Nash, Director, American Access Technologies, Inc., 6670 Spring Lake Road, Keystone Heights, Florida 32656. In addition, stockholders may nominate candidates for election as directors at any annual meeting by attending the meeting and offering the candidates into nomination at the time of the election of Directors at the meeting. For a stockholder's nominee to be included in the Company's Proxy Statement for such meeting the stockholder must give timely notice to the Company within the time period described below under "Stockholder Proposals."

Director Qualifications

The Corporate Governance and Nominating Committee has not established any minimum qualifications for nomination as a Director of the Company but has identified the following qualities and skills necessary for its Directors to possess:

Integrity

Ability to objectively analyze complex business problems and develop creative solutions

Pertinent expertise, experience and achievement in education, career and community

Familiarity with issues affecting the Company's business

Availability to fulfill time commitment

Ability to work well with other Directors

Commitment to enhancing stockholder value

Identifying and Evaluating Nominees for Directors

Candidates for director may come from a number of sources including, among others, recommendations from current directors, recommendations from management, third-party search organizations, and stockholders. Director candidates are evaluated to determine whether they have the qualities and skills set forth above. Such evaluation may be by personal interview, background investigation and other appropriate means.

Director Attendance at the Annual Meeting

It is the Company's policy to require all of its Directors to attend the Annual Meeting of Stockholders. All of the Company's directors attended the 2004 Annual Meeting.

Stockholder Communications with the Board

Stockholders may communicate with the Board in writing by addressing mail to Board of Directors c/o Joseph F. McGuire, Chief Financial Officer, American Access Technologies, Inc., 6670 Spring Lake Road, Keystone Heights, Florida 32656. Any such communication will be distributed to each of the Company's Directors. A communication addressed to any individual Director at the same address will be distributed only to that Director.

Board Committees

The Board of Directors of the Company has a standing Audit Committee and a Corporate Governance and Nominating Committee. The entire board sits as the Compensation Committee.

Audit Committee

The Board adopted its current Audit Committee Charter on May 27, 2004. The principal functions of the Audit Committee are to review and monitor the Company's financial reporting and the internal and external audits. The committee's functions include, among other things: (i) to select and replace the Company's independent auditors; (ii) to review and approve in advance the scope and the fees of our annual audit and the scope and fees of non-audit services of the independent auditors; (iii) to receive and consider a report from the independent auditors concerning their conduct of the audit, including any comments or recommendations they might want to make in that connection, and (iv) to review compliance with and the adequacy of our major accounting and financial reporting policies and controls. The Audit Committee met four times during the fiscal year ended December 31, 2004. Messrs. Cornell (Chairman), Nash, and McGuire were members of the Audit Committee until May 2005. In May 2005, Howard W. Kelley replaced Mr. McGuire on this Committee. The Board has determined that Messrs. Cornell, Nash and Kelley are independent as defined in the listing standards of the NASDAQ Stock Market and that Mr. Cornell qualifies as an audit committee financial expert as defined in the regulations of the Securities and Exchange Commission.

Compensation Committee

The entire Board of Directors sits as the Compensation Committee. The primary functions of the Compensation Committee are to review and approve the compensation of the Chief Executive Officer and the other executive officers of the Company, to review and approve the terms of any employment contracts with executive officers and to produce an annual report for inclusion in the Company's proxy statement. The Compensation Committee also administers and interprets the Company's stock options plans and grants all awards under the employees stock option plan. The compensation of the Chief Executive Officer and the other executive officers must be recommended to the Board by a majority of the independent directors.

Corporate Governance and Nominating Committee

Lamar Nash, Kenneth M. Cornell and Howard W. Kelley, constitute the Corporate Governance and Nominating Committee. The Board has determined that the members of the committee are independent as defined in the listing standards of the NASDAQ Stock Market. The primary functions of the Corporate Governance and Nominating Committee are to identify, evaluate and recommend nominees to serve as Directors and review corporate governance principles and practices and respond to regulatory initiatives and requirements. The Corporate Governance and Nominating Committee met once in the fiscal year ended December 31, 2004.

Attendance at Meetings

During the fiscal year ended December 31, 2004, the Board of Directors held one meeting and passed several resolutions by written consent. No member of the Board of Directors attended fewer than 75% of the meetings of the Board.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file with the Securities and Exchange Commission (the Commission) initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and

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greater-than 10% stockholders are required by the Commission's regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely on its review of Forms 3, 4 and 5 received by the Company, or written representations from certain reporting persons, the Company believes, during the fiscal year ended December 31, 2004, all filing requirements under Section 16(a) of the Securities Exchange Act of 1934 applicable to officers, directors and 10% stockholders were satisfied.

Director Compensation

Independent Directors are paid \$500 for each meeting attended at our corporate headquarters and \$250 for each telephonic meeting. The Company reimburses the Independent Directors for reasonable travel and lodging expenses associated with Board and committee meetings.

Under the 2004 Director Stock Option Plan, which was approved by the stockholders on July 23, 2004, following each annual stockholders meeting, Directors receive options to purchase 50,000 shares of the Company's common stock. The chairman of each Board committee receives an additional 10,000 options and the members of each committee receive 5,000 options. All options are issued at 100% of the fair market value of the Company's common stock on the date of the grant or a higher price if required by any provision of the Plan.

Certain Relationships and Related Transactions

In May and June 2000, the Company authorized loans to two directors, John E. Presley and Erik Wiisanen, who also are officers of the Company or its subsidiaries, and who collateralized the loans with personal assets unrelated to these transactions. The collateralized loans were to enable these directors to cover margin calls precipitated by a drop in the price of the Company's common stock. On May 31, 2000, the two directors (one of whom is the Company's president) each executed a promissory note and security agreement for \$75,000 and \$60,000 respectively, payable on or before December 31, 2000, with interest at 10%. In October 2000, the two directors executed additional promissory notes with identical terms for \$10,000 each, payable on or before April 30, 2001. Each of these notes was extended to June 30, 2003. No interest has been paid on the notes receivable since inception and through December 31, 2002. The total amount due at December 31, 2002 is \$193,711 which includes accrued interest. Pursuant to the Sarbanes-Oxley Act of 2002, enacted in July 2002, these notes receivable cannot be amended or extended in any way and must be satisfied when due, June 30, 2003. As a result of a decision by the Board prior to the due date, both outstanding loans and accrued interest have been cancelled and treated as compensation. The total amounts were approximately \$110,260 and \$91,200, respectively, of which \$155,000 was principal and \$46,460 was interest, collectively.

All related party transactions are required to be reviewed and approved by an independent body of the Board of Directors composed solely of independent directors as defined in NASDAQ Rule 4350(d)(2)(A).

PROPOSAL NO. 2.**RATIFICATION OF INDEPENDENT ACCOUNTANTS****GENERAL**

The Company is asking the shareholders to ratify the Audit Committee of the Board of Directors' recommendation of Rachlin Cohen & Holtz LLP as the Company's independent accountants for the fiscal year ended December 31, 2005. The Audit Committee has selected such firm as the Company's independent auditors for the year ending December 31, 2005. The affirmative vote of a majority of the shares of Common Stock present or represented at the Annual Meeting is required to ratify such appointment. Abstentions and broker non-votes have the same effect as a vote against the proposal.

In the event the shareholders fail to ratify the appointment, the Audit Committee will reconsider its selection. Even if the appointment is ratified, the Board of Directors, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Board of Directors determines that such a change would be in the Company's and its shareholders' best interest.

Rachlin Cohen & Holtz LLP has audited the Company's financial statements annually since the Company's inception in 1996. Representatives of Rachlin Cohen & Holtz LLP are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so. It is also expected that they will be available to respond to appropriate questions.

AUDIT FEES

Fees related to services performed by Rachlin in 2004 and 2003 were as follows:

	<u>2004</u>	<u>2003</u>
Audit Fees(1)	\$ 69,609	\$ 62,466
Audit-Related Fees	-0-	-0-
Tax Fees(2)	4,915	5,000
All Other Fees	-0-	-0-
Total	\$ 74,524	\$ 67,466

(1) Audit fees represent fees for professional services provided in connection with the audit of our financial statements and review of our quarterly financial statements.

(2) Tax fees principally included tax advice, tax planning and tax return preparation.

Audit Committee's Pre-Approval Policies

The Audit Committee's policy is to pre-approve all audit services and all permitted non-audit services (including the fees and terms thereof) to be provided by the Company's independent auditor; provided, however, pre-approval requirements for non-audit services are not required if all such services (1) do not aggregate to more than five percent of total revenues paid by the Company to its accountant in the fiscal year when services are provided; (2) were not recognized as non-audit services at the time of the engagement; and (3) are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee.

The Audit Committee pre-approved all of Rachlin's fees described above.

The Audit Committee has considered whether the provision of the above services other than audit services is compatible with maintaining auditor independence.

AUDIT COMMITTEE REPORT

The Audit Committee, as of April 2005, has reviewed and discussed with the Company's management and Rachlin Cohen & Holtz LLP the audited consolidated financial statements of the Company contained in the Company's Annual Report on Form 10-KSB for the Company's 2004 fiscal year. The Audit Committee has also discussed with Rachlin Cohen Holtz LLP the matters required to be discussed pursuant to SAS No. 61 (Codification of Statements on Auditing Standards, AU Section 380), which includes, among other items, matters related to the conduct of the audit of the Company's consolidated financial statements.

The Audit Committee has received and reviewed the written disclosures and the letter from Rachlin Cohen & Holtz LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and has discussed with Rachlin Cohen & Holtz LLP its independence from the Company.

The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining auditor independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-KSB for its 2004 fiscal year for filing with the SEC.

Respectfully submitted,

Kenneth M. Cornell (Chairman)

Lamar Nash

Joseph F. McGuire

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF RACHLIN COHEN & HOLTZ LLP TO SERVE AS INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2005.

EXECUTIVE OFFICERS

Our executive officers are:

<u>Name</u>	<u>Position</u>
John E. Presley	President/CEO
Joseph F. McGuire	CFO/Secretary/Treasurer
Erik Wiisanen	VP Sales and Marketing, Omega Metals
Tim Adams	VP Sales and Marketing

Information about Messrs. Presley, McGuire and Wiisanen are set forth above under The Nominees of the Board of Directors.

TIM ADAMS, age 54, was named Vice President of Sales and Marketing, where he will be responsible for directing sales and marketing for both the patented zone cabling/wireless division and the contract manufacturing division of the Company. He brings over thirty years of experience in sales, marketing, engineering and manufacturing to American Access, with the last fourteen years spent at Metcam, Inc., where he was director of sales, increasing sales fivefold and diversifying their products into additional markets. Prior to Metcam, he spent over three years at Belcan Corporation and over three years at Canron Industries, Inc., where he led successful sales and marketing campaigns. Prior to that he was involved in product development and in manufacturing. He earned an M.B.A. from Xavier University and received his Bachelor of Science degree in industrial engineering from Purdue University.

EXECUTIVE COMPENSATION

The following table sets forth the total compensation paid to the Company's president/chief executive officer and the other executive officers of the Company and its subsidiaries who received compensation of \$100,000 or more during the fiscal year ended December 31, 2004 (the named executive officers) as well as their compensation in 2003 and 2002.

Summary Compensation Table

	Year	Annual Compensation			Long Term Compensation Awards			Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)(1)	Awards		Payouts	
					Restricted Stock Award(s) (\$)	Securities Underlying Options/SARs (#)(2)	All LTIP Payouts (\$)	
John E. Presley, President, Chief Executive Officer	2004	\$ 175,000				190,000		
	2003	\$ 175,000		\$ 111,980		130,000		
	2002	\$ 175,000				460,000		
Erik Wiisenen, Vice President, Omega Metals	2004	\$ 125,000				180,000		
	2003	\$ 125,000		\$ 94,187		130,000		
	2002	\$ 125,000				455,000		
Joseph F. McGuire, Chief Financial Officer	2004	\$ 120,000				190,000		
	2003	\$ 120,000	\$ 10,000			130,000		
	2002	\$ 120,000				210,000		

(1) Represents cancellation of outstanding loans and accrued interest treated as compensation.

(2) Represents options to acquire shares of common stock granted to such named executive officers.

Executive Employment Contracts

The named executive officers set forth in the Summary Compensation Table are at will employees and do not have written employment agreements. The compensation committee has established the current base annual salaries of the named executive officers as follows:

John E. Presley	\$ 175,000
Erik Wiisanen	\$ 125,000
Joseph F. McGuire	\$ 120,000

Such employees may receive bonus payments if granted by the Compensation Committee. Such employees are also eligible to receive grants of stock or options under the 2004 Employee Stock Incentive Plan and as directors may receive options under the 2004 Director Stock Option Plan. Any grants under the 2004 Employee Stock Incentive Plan are set by the Compensation Committee. Grants under the 2004 Director Stock

Option Plan are pursuant to a formula set forth in the plan. As employees, they are eligible to receive employee benefits generally available to all employees of the Company.

Change of Control Arrangements

The options and warrants granted by the Company have various vesting requirements, definitions, termination clauses and any options granted and then outstanding shall become immediately exercisable in full in the event the optionee's employment with the Company is terminated by the Company subsequent to the consummation of a tender offer or exchange offer made by any person within the meaning of Section 14(d) of the 1934 Act or subsequent to a Change in Control, as defined. Options may terminate before their expiration dates if the optionee's status as an employee, director or a consultant is terminated or upon the optionee's death or disability.

Stock Options Granted in 2004

The following table sets forth the number of stock options granted to the executive officers named in the Summary Compensation Table in 2004.

Name	Number of Securities Underlying Options/SARs Granted	% of Total Options/SARs Granted Employees in Fiscal Yr. (3)	Exercise Price	Expiration Date
John E. Presley	90,000(1)	23%	\$ 1.53	July 26, 2009
	100,000(2)		\$ 1.53	July 26, 2009
Erik Wiisanen	80,000(1)	22%	\$ 1.53	July 26, 2009
	100,000(2)		\$ 1.53	July 26, 2009
Joseph F. McGuire	90,000(1)	23%	\$ 1.53	July 26, 2009
	100,000(2)		\$ 1.53	July 26, 2009

- (1) Options issued under the amended 2004 Employee Stock Option Plan.
(2) Options issued under the amended 2004 Director Stock Option Plan.
(3) Percentages are based on a total of 846,000 options granted to employees in 2004.

Option Exercises in 2004 and Year-End Values

The following table sets forth the number of stock options held by the executive officers named in the Summary Compensation Table as of December 31, 2004 and the value of unexercised in-the-money options held which represents the positive difference between the exercise price and the market price at fiscal year end. No such executive exercised any options during 2004. The closing stock price of the Company was \$2.20 at December 31, 2004. There were no stock appreciation rights held or exercised by the named executive officers.

Name	Number of unexercised Options at December 31, 2004		Value of Unexercised in-the money Options at December 31, 2004	
	Exercisable	Not Exercisable	Exercisable	Not Exercisable
John E. Presley	2,012,019	-0-	\$ 1,085,601	-0-
Erik Wiisanen	1,616,888	-0-	\$ 1,065,800	-0-
Joseph F. McGuire	923,333	-0-	\$ 785,600	-0-

Report of the Compensation Committee on 2004 Executive Compensation

The Compensation Committee of the Board of Directors (the "Compensation Committee") is composed of the Board of Directors and develops and oversees the Company's executive compensation strategy. The Company's executive compensation strategy is designed to facilitate recruiting and retaining highly qualified executives, supporting achievement of the Company's business objectives and enhancing stockholder value. The Compensation Committee reviews, on an ongoing basis, all aspects of executive compensation. In addition, the compensation of the Chief Executive Officer and the other executive officers must be recommended to the Board by a majority of the independent directors.

The Compensation Committee has submitted the following report on executive compensation for the fiscal year ended December 31, 2004.

The Compensation Committee's executive compensation philosophy is designed to address the needs of the Company, its executives and its stockholders. The executive compensation program is structured to:

Reinforce the importance of management's focus on enhancing stockholder value;

Ensure alignment of management's compensation with the annual and long-term performance of the Company;

Reward exceptional performance by means of competitive compensation opportunities; and

Enable the Company to attract and retain a highly qualified management team.

The three key elements of the Company's compensation program are base salary, a management incentive bonus plan and long-term incentives, which consist of stock options and incentives.

STOCKHOLDER PROPOSALS

Any stockholder desiring to submit a proposal for action at the 2006 Annual Meeting of Stockholders and presentation in the Company's Proxy Statement with respect to such meeting should arrange for such proposal to be delivered to the Company at its principal place of business no later than February 6, 2006 in order to be considered for inclusion in the Company's proxy statement relating to that meeting. Matters pertaining to such proposals, including the number and length thereof, eligibility of persons entitled to have such proposals included and other aspects are regulated by the Securities Exchange Act of 1934, Rules and Regulations of the Securities and Exchange Commission and other laws and regulations to which interested persons should refer.

FINANCIAL INFORMATION AND ANNUAL REPORT ON FORM 10-KSB

The Company's financial statements for the year ended December 31, 2004 are included in the Company's Annual Report to Stockholders for the year ended December 31, 2004, which is being mailed to the Company's stockholders with this Proxy Statement. **Stockholders may obtain a copy of the Company's Annual Report on Form 10-KSB for the year ended December 31, 2004 and any exhibit included in the Form 10-KSB, without charge, by requesting it in writing from Joseph F. McGuire, Chief Financial Officer, American Access Technologies, Inc., at 6670 Spring Lake Road, Keystone Heights, Florida 32656.**

OTHER MATTERS

The Board of Directors is not aware of any other matters to come before the meeting. If any other matter not mentioned in this Proxy Statement is brought before the meeting, the proxy holders named in the enclosed Proxy will have discretionary authority to vote all proxies with respect thereto in accordance with their judgment.

By Order of the Board of Directors

June 7, 2005

John E. Presley
President

AMERICAN ACCESS TECHNOLOGIES, INC.

6670 Spring Lake Road

Keystone Heights, Florida 32656

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints John E. Presley and Joseph F. McGuire as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote as designated below, all of the shares of Common Stock of American Access Technologies, Inc. held of record by the undersigned on June 6, 2005 at the Annual Meeting of Stockholders to be held on July 28, 2005, or any adjournment or postponement thereof.

1) ELECTION OF DIRECTORS

For all nominees listed below: ..

Withhold authority to vote all nominees listed below: ..

INSTRUCTION:

To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the list below.

John E. Presley	Erik Wiisanen	Joseph F. McGuire	Lamar Nash	Kenneth M. Cornell
Howard W. Kelley				

2) PROPOSAL TO RATIFY RACHLIN COHEN & HOLTZ AS INDEPENDENT ACCOUNTANTS

For	Against	Abstain
..

In their discretion, the proxies are authorized to vote on such other business as may properly come before the meeting.

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This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted **FOR** the nominees listed herein and **FOR** Proposal 2.

Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Dated: _____, 2005

(signature)

(signature, if held jointly)

Please mark, sign, date and return the proxy card promptly using the enclosed envelope.