

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC

Form N-PX

August 26, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number 811-22106

Tortoise Power and Energy Infrastructure Fund, Inc.
(Exact Name of Registrant as specified in charter)

11550 Ash Street, Suite 300, Leawood, KS 66211
(Address of Principal Executive Offices) (Zip code)

Terry Matlack
Diane Bono
11550 Ash Street, Suite 300, Leawood, KS 66211
(Name and Address of Agent For Service)

Registrant's telephone number, including area code: 913-981-1020

Date of fiscal year end: November 30

Date of reporting period: July 1, 2015 - June 30, 2016

Item 1. Proxy Voting Record

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|---|--------------|-----------|--------|--|------|------------------------|-----------------|
| Fidelity® Institutional Money Market Funds Market Portfolio Class I | 11/18/2015 | 316175207 | FMPXX | A vote for election of the following nominees: 1. Elizabeth S. Acton 2. John Engler 3. Albert R. Gamper, Jr. 4. Robert F. Gartland 5. Abigail P. Johnson 6. Arthur E. Johnson 7. Michael E. Kenneally 8. James H. Keyes 9. Marie L. Knowles 10. Geoffrey A. von Kuhn | For | For | Issuer |
| Markwest Energy Partners LP | 12/1/2015 | 570759100 | MWE | Proposal to approve the Agreement and Plan of Merger, dated as of July 11, 2015, as such agreement may be amended from time to time, by and among MPLX LP, MPLX GP LLC, Marathon Petroleum Corporation, Sapphire HoldCo LLC and Markwest Energy Partners, L.P., and the transactions contemplated thereby. | For | For | Issuer |
| | | | | Proposal to approve, on an advisory, non-binding basis, the merger-related compensation payments that may become payable to Markwest Energy Partners, L.P.'s named executive officers in connection with the merger. | For | For | Issuer |
| | | | | Proposal to approve the adjournment of the Special Meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve Proposal 1 at the time of the Special Meeting. | For | For | Issuer |

Edgar Filing: TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC - Form N-PX

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|--------------------------------|--------------|-----------|--------|--|------|------------------------|-----------------|
| Sunoco Logistics Partners L.P. | 12/1/2015 | 86764L108 | SXL | Approval of the Sunoco Partners LLC Long-Term Incentive Plan, as proposed to be amended and restated, which, among other things, provides for an increase in the maximum number of common units reserved and available for delivery with respect to awards under the Sunoco Partners LLC Long-Term Incentive Plan, as amended and restated as of October 24, 2012, by 10,000,000 common units (the "LTIP Proposal"). | For | For | Issuer |
| | | | | Approval of the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Special Meeting to approve the LTIP Proposal | For | For | Issuer |
| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
| NuStar Energy L.P. | 1/28/2016 | 67058H102 | NS | To approve the NuStar GP, LLC Fifth Amended and Restated 2000 Long-Term Incentive Plan (the "Amended Plan"). | For | For | Issuer |
| | | | | To consider and vote upon the proposal to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the Amended Plan at the time of the special meeting. | For | For | Issuer |
| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
| Targa Resources Corp. | 2/12/2016 | 87612G101 | TRGP | To consider and vote upon a proposal to approve the issuance of shares of common stock of Targa Resources Corp. | For | For | Issuer |

(the "Company") in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of November 2, 2015, by and among the Company, Spartan Merger Sub LLC, Targa Resources Partners LP and Targa Resources GP LLC ("TRP GP");

To consider and vote upon a proposal to approve one or more adjournments of the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the Company's stock issuance proposal.

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|------------------------------|--------------|-----------|--------|---|------|------------------------|-----------------|
| Targa Resources Partners, LP | 2/12/2016 | 87611X105 | NGLS | To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of November 2, 2015. | For | For | Issuer |
| | | | | To consider and vote upon, on an advisory, non-binding basis, the compensation payments that may be paid or become payable to the Partnership's named executive officers in connection with the Merger which is referred to as the "TRP Compensation Proposal." | For | For | Issuer |

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|-----------------------------------|--------------|-----------|--------|--|------|------------------------|-----------------|
| Magellan Midstream Partners, L.P. | 4/21/2016 | 559080106 | MMP | Election of Directors: 1. Walter R. Arnheim 2. Patrick C. Eilers | For | For | Issuer |
| | | | | Amendment of Long-Term Incentive Plan | For | For | Issuer |
| | | | | Advisory Resolution to Approve Executive Compensation | For | For | Issuer |
| | | | | | For | For | Issuer |

Ratification of Appointment of
Independent Auditor

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|---|--------------|-----------|-------------|---|------|------------------------|-----------------|
| Spectra Energy Corp | 4/26/2016 | 847560109 | SE | Election of Directors: Gregory L. Ebel | For | For | Issuer |
| | | | | Election of Directors: F. Anthony Comper | For | For | Issuer |
| | | | | Election of Directors: Austin A. Adams | For | For | Issuer |
| | | | | Election of Directors: Joseph Alvarado | For | For | Issuer |
| | | | | Election of Directors: Pamela L. Carter | For | For | Issuer |
| | | | | Election of Directors: Clarence P. Cazalot Jr | For | For | Issuer |
| | | | | Election of Directors: Peter B. Hamilton | For | For | Issuer |
| | | | | Election of Directors: Mirada C. Hubbs | For | For | Issuer |
| | | | | Election of Directors: Michael McShane | For | For | Issuer |
| | | | | Election of Directors: Michael G. Morris | For | For | Issuer |
| | | | | Election of Directors: Michael E.J. Phelps | For | For | Issuer |
| | | | | Ratification of the appointment of Deloitte & Touche LLP as Spectra Energy Corp's Independent Registered Public Accounting firm for fiscal year 2016. | For | For | Issuer |
| | | | | Approval of Spectra Energy Corp 2007 Long-Term Incentive Plan, as amended and restated. | For | For | Issuer |
| | | | | Approval of Spectra Energy Corp Executive Short-Term Incentive Plan, as amended and restated. | For | For | Issuer |
| | | | | An advisory resolution to approve executive compensation. | For | For | Issuer |
| Shareholder proposal concerning disclosure of | Against | For | Shareholder | | | | |

political contributions.

Shareholder proposal
concerning disclosure of
lobbying activities.

Against

For

Shareholder

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|----------------------------|--------------|-----------|--------|--|------|------------------------|-----------------|
| DCP Midstream Partners, LP | 4/28/2016 | 23311P100 | DPM | To approve the DCP Midstream Partners, LP 2016 Long-Term Incentive Plan (the "Plan"). | For | For | Issuer |
| | | | | To approve the adjournment of the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of the special meeting to approve the Plan. | For | For | Issuer |

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|-----------------------|--------------|-----------|--------|---|------|------------------------|-----------------|
| Targa Resources Corp. | 5/17/2016 | 87612G101 | TRGP | Election of Directors: 1. Rene R. Joyce 2. Waters S. Davis, IV 3. Chris Tong | For | For | Issuer |
| | | | | Ratification of selection of independent auditors | For | For | Issuer |

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|--------------|--------------|-----------|--------|---|------|------------------------|-----------------|
| ONEOK, Inc. | 5/25/2016 | 682680103 | OKE | Election of Director: Brian L. Derksen | For | For | Issuer |
| | | | | Election of Director: Julie H. Edwards | For | For | Issuer |
| | | | | Election of Director: John W. Gibson | For | For | Issuer |
| | | | | Election of Director: Randall J. Larson | For | For | Issuer |
| | | | | Election of Director: Steven J. Malcolm | For | For | Issuer |
| | | | | Election of Director: Kevin S. McCarthy | For | For | Issuer |
| | | | | Election of Director: Jim W. Mogg | For | For | Issuer |
| | | | | Election of Director: Pattye L. Moore | For | For | Issuer |
| | | | | Election of Director: Gary D. Parker | For | For | Issuer |

Edgar Filing: TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC - Form N-PX

| | | | |
|---|-----|-----|--------|
| Election of Director: Eduardo A. Rodriguez | For | For | Issuer |
| Election of Director: Terry K. Spencer | For | For | Issuer |
| Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of Oneok, Inc. for the year ending December 31, 2016 | For | For | Issuer |
| An advisory vote to approve Oneok, Inc.'s executive compensation | For | For | Issuer |

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|------------------------|--------------|-----------|--------|--|------|------------------------|-----------------|
| Buckeye Partners, L.P. | 6/7/2016 | 118230101 | BPL | Election of Directors: 1. Oliver G. Richard, III 2. Clark C. Smith 3. Frank S. Sowinski | For | For | Issuer |
| | | | | The ratification of the selection of Deloitte & Touche LLP as Buckeye Partners, L.P.'s independent registered public accountants for 2016. | For | For | Issuer |

| Company Name | Meeting Date | Cusip | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|------------------------------|--------------|-----------|--------|--|---------|------------------------|-----------------|
| The Williams Companies, Inc. | 6/27/2016 | 969457100 | WMB | To approve the adoption of the Agreement and Plan of Merger (the "Merger Agreement") among Energy Transfer Equity, L.P., Energy Transfer Corp LP ("ETC"), Energy Transfer Corp GP, LLC, LE GP, LLC, Energy Transfer Equity GP, LLC and Williams Companies, Inc. ("WMB"), and the transactions contemplated thereby, including the merger of WMB with and into etc. | Against | Against | Issuer |
| | | | | To approve, on an advisory (non-binding) basis, specified compensatory arrangements between WMB and its named executive officers relating to the transactions contemplated | Abstain | Against | Issuer |

by the Merger Agreement.

| | Abstain | Against | Issuer |
|--|---------|---------|--------|
| To approve the adjournment of the special meeting from time to time, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal. | | | |

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TORTOISE POWER AND ENERGY
INFRASTRUCTURE FUND, INC.

Date: August 26, 2016

By: /s/ P. Bradley Adams
P. Bradley Adams
Chief Executive Officer
