

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC

Form N-PX

August 25, 2017

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, 2016 - June 30, 2017

Item 1. Proxy Voting Record

SEMGROUP
CORPORATION

Security	81663A105	Meeting Type	Special
Ticker Symbol	SEMG	Meeting Date	29-Sep-2016
ISIN	US81663A1051	Agenda	934476018 - Management
Record Date	22-Aug-2016	Holding Recon Date	22-Aug-2016
City / Country	/ United States	Vote Deadline Date	28-Sep-2016
SEDOL(s)		Quick Code	

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO APPROVE THE ISSUANCE OF CLASS A COMMON STOCK PURSUANT TO THE TERMS OF THE MERGER AGREEMENT IN CONNECTION WITH THE MERGER.	Management	For	For
2.	TO APPROVE THE ADJOURNMENT OF THE SEMGROUP SPECIAL MEETING, FROM TIME TO TIME, IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES.	Management	For	For

TESORO LOGISTICS
LP

Security	88160T107	Meeting Type	Special
Ticker Symbol	TLLP	Meeting Date	04-Oct-2016
ISIN	US88160T1079	Agenda	934473593 - Management
	18-Aug-2016		18-Aug-2016

Record Date		Holding Recon Date	
City / Country / United States		Vote Deadline Date	03-Oct-2016
SEDOL(s)		Quick Code	

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE PARTNERSHIP'S 2011 LONG-TERM INCENTIVE PLAN (THE "LTIP PROPOSAL"). TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES	Management	For	For
2.	IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE LTIP PROPOSAL (THE "ADJOURNMENT PROPOSAL").	Management	For	For

PLAINS GP HOLDINGS,
L.P.

Security	72651A108	Meeting Type	Special
Ticker Symbol	PAGP	Meeting Date	15-Nov-2016
ISIN	US72651A1088	Agenda	934489659 - Management
Record Date	30-Sep-2016	Holding Recon Date	30-Sep-2016
City / Country / United States			14-Nov-2016

SEDOL(s)		States	Vote Deadline Date Quick Code	
Item	Proposal	Proposed by	Vote	For/Against Management
1.	PROPOSAL TO APPROVE THE SIMPLIFICATION AGREEMENT, DATED AS OF JULY 11, 2016, BY AND AMONG PLAINS GP HOLDINGS, L.P., PAA GP HOLDINGS LLC, PLAINS AAP, L.P., PLAINS ALL AMERICAN GP LLC, PLAINS ALL AMERICAN PIPELINE, L.P., AND PAA GP LLC, AND THE TRANSACTIONS CONTEMPLATED BY THE SIMPLIFICATION AGREEMENT. PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, AT THE DISCRETION OF OUR GENERAL	Management	For	For
2.	PARTNER, TO SOLICIT ADDITIONAL PROXIES TO APPROVE THE SIMPLIFICATION PROPOSAL.	Management	For	For

SPECTRA ENERGY
CORP

Security 847560109

Ticker SE
Symbol

Meeting
Type Special
Meeting
Date 15-Dec-2016

ISIN	US8475601097	Agenda	934503776 - Management
Record Date	07-Nov-2016	Holding Recon Date	07-Nov-2016
City / Country	/ United States	Vote Deadline Date	14-Dec-2016
SEDOL(s)		Quick Code	

Item	Proposal	Proposed by	Vote	For/Against Management
1.	<p>TO CONSIDER AND VOTE ON A PROPOSAL (WHICH WE REFER TO AS THE "MERGER PROPOSAL") TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 5, 2016 (WHICH, AS MAY BE AMENDED, WE REFER TO AS THE "MERGER AGREEMENT"), AMONG SPECTRA ENERGY, ENBRIDGE INC., A CANADIAN CORPORATION (WHICH WE REFER TO AS "ENBRIDGE"), AND SAND MERGER SUB, INC., A DELAWARE CORPORATION AND A DIRECT WHOLLY OWNED SUBSIDIARY OF ENBRIDGE (WHICH WE REFER TO AS "MERGER SUB"), PURSUANT TO WHICH, AMONG OTHER</p> <p>...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT</p>	Management	For	For

FOR FULL PROPOSAL).
 TO CONSIDER AND
 VOTE ON A PROPOSAL
 (WHICH
 WE REFER TO AS THE
 "ADVISORY
 COMPENSATION
 PROPOSAL") TO
 APPROVE, ON AN
 ADVISORY (NON-
 BINDING) BASIS,
 CERTAIN SPECIFIED
 COMPENSATION THAT
 WILL OR MAY BE PAID
 BY
 SPECTRA ENERGY TO
 ITS NAMED
 EXECUTIVE
 OFFICERS THAT IS
 BASED ON OR
 OTHERWISE
 RELATES TO THE
 MERGER.

2. Management For For

MAGELLAN MIDSTREAM
 PARTNERS,L.P.

Security	559080106	Meeting Type	Annual
Ticker Symbol	MMP	Meeting Date	20-Apr-2017
ISIN	US5590801065	Agenda	934535139 - Management
Record Date	21-Feb-2017	Holding Recon Date	21-Feb-2017
City / Country	/ United States	Vote Deadline Date	19-Apr-2017
SEDOL(s)		Quick Code	

Item	Proposal	Proposed by Management	Vote	For/Against Management
1.	DIRECTOR			
	1 LORI A. GOBILLOT		For	For
	2 EDWARD J. GUAY		For	For
	3 MICHAEL N. MEARS		For	For
	4		For	For

JAMES R.
MONTAGUE

- | | | | |
|----|---|-------------------|-----|
| 2. | ADVISORY
RESOLUTION TO
APPROVE EXECUTIVE
COMPENSATION
ADVISORY
RESOLUTION TO
APPROVE EXECUTIVE
COMPENSATION VOTE
FREQUENCY
RATIFICATION OF
APPOINTMENT OF
INDEPENDENT
AUDITOR | Management For | For |
| 3. | | Management 1 Year | For |
| 4. | | Management For | For |

ENERGY TRANSFER
PARTNERS, L.P.

Security	29273R109	Meeting Type	Special
Ticker Symbol	ETP	Meeting Date	26-Apr-2017
ISIN	US29273R1095	Agenda	934567693 - Management
Record Date	27-Feb-2017	Holding Recon Date	27-Feb-2017
City / Country	/ United States	Vote Deadline Date	25-Apr-2017
SEDOL(s)		Quick Code	

- | Item | Proposal | Proposed
by | Vote | For/Against
Management |
|------|---|----------------|---------|---------------------------|
| 1. | TO CONSIDER AND
VOTE ON A PROPOSAL
TO
ADOPT THE
AGREEMENT AND
PLAN OF MERGER,
DATED AS OF
NOVEMBER 20, 2016,
AS AMENDED
BY AMENDMENT NO. 1
THERE TO, DATED AS
OF
DECEMBER 16, 2016,
BY AND AMONG
SUNOCO | Management | Against | Against |

LOGISTICS PARTNERS
L.P. ("SXL"), SUNOCO
PARTNERS LLC, THE
GENERAL PARTNER OF
SXL,
SXL ACQUISITION SUB
... (DUE TO SPACE
LIMITS,
SEE PROXY
STATEMENT FOR FULL
PROPOSAL)
TO CONSIDER AND
VOTE ON A PROPOSAL
TO
APPROVE THE
ADJOURNMENT OF
THE SPECIAL
MEETING, IF
NECESSARY, TO
SOLICIT ADDITIONAL
PROXIES IF THERE ARE

2. NOT SUFFICIENT VOTES TO
Management Abstain Against

ADOPT THE
AGREEMENT AND
PLAN OF MERGER,
AS AMENDED, AND
THE TRANSACTIONS
CONTEMPLATED
THERE BY AT THE
TIME OF THE
SPECIAL MEETING.
TO CONSIDER AND
VOTE ON A PROPOSAL
TO

3. APPROVE, ON AN
ADVISORY
(NON-BINDING) BASIS,
THE PAYMENTS THAT
WILL OR MAY BE PAID
Management Abstain Against

BY
ETP TO ITS NAMED
EXECUTIVE OFFICERS
IN
CONNECTION WITH
THE MERGER.

ENBRIDGE
INC.

Security 29250N105

Annual

Ticker Symbol	ENB	Meeting Type	
ISIN	CA29250N1050	Meeting Date	11-May-2017
Record Date	23-Mar-2017	Agenda	934572163 - Management
City / Country	/ Canada	Holding Recon Date	23-Mar-2017
SEDOL(s)		Vote Deadline Date	08-May-2017
		Quick Code	

Item	Proposal	Proposed by Management	Vote	For/Against Management
01	DIRECTOR			
	1 PAMELA L. CARTER		For	For
	2 CLARENCE P. CAZALOT,JR.		For	For
	3 MARCEL R. COUTU		For	For
	4 GREGORY L. EBEL		For	For
	5 J. HERB ENGLAND		For	For
	6 CHARLES W. FISCHER		For	For
	7 V.M. KEMPSTON DARKES		For	For
	8 MICHAEL MCSHANE		For	For
	9 AL MONACO		For	For
	10 MICHAEL E.J. PHELPS		For	For
	11 REBECCA B. ROBERTS		For	For
	12 DAN C. TUTCHER		For	For
	13 CATHERINE L. WILLIAMS		For	For
02	APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS.	Management	For	For
03	AMEND, CONTINUE AND APPROVE OUR SHAREHOLDER RIGHTS PLAN.	Management	For	For

04	VOTE ON OUR APPROACH TO EXECUTIVE COMPENSATION. WHILE THIS VOTE IS NON-BINDING, IT GIVES SHAREHOLDERS AN OPPORTUNITY TO PROVIDE IMPORTANT INPUT TO OUR BOARD.	Management For	For
	VOTE ON THE SHAREHOLDER PROPOSAL SET OUT IN APPENDIX B TO OUR MANAGEMENT INFORMATION CIRCULAR DATED MARCH 13, 2017		
05	REGARDING REPORTING ON THE DUE DILIGENCE PROCESS USED BY ENBRIDGE TO IDENTIFY AND ADDRESS SOCIAL AND ENVIRONMENTAL RISKS WHEN REVIEWING POTENTIAL ACQUISITIONS.	Shareholder Against	For

SEMGROUP CORPORATION

Security	81663A105	Meeting Type	Annual
Ticker Symbol	SEMG	Meeting Date	17-May-2017
ISIN	US81663A1051	Agenda	934594664 - Management
Record Date	30-Mar-2017	Holding Recon Date	30-Mar-2017
City / Country	/ United States	Vote Deadline Date	16-May-2017
SEDOL(s)		Quick Code	

Item	Proposal	Proposed by Management	Vote	For/Against Management
1.	DIRECTOR			
1	RONALD A. BALLSCHMIEDE		For	For
2	SARAH M. BARPOULIS		For	For
3	CARLIN G. CONNER		For	For
4	KARL F. KURZ		For	For

- | | | | | |
|----|---|--|-------------------|-----|
| | 5 | JAMES H.
LYTAL | For | For |
| | 6 | WILLIAM J.
MCADAM | For | For |
| | 7 | THOMAS R.
MCDANIEL | For | For |
| 2. | | TO APPROVE, ON A
NON-BINDING
ADVISORY BASIS,
THE COMPENSATION OF
THE COMPANY'S
NAMED
EXECUTIVE OFFICERS.
TO SELECT, ON A
NON-BINDING
ADVISORY BASIS,
THE FREQUENCY OF
FUTURE STOCKHOLDER
ADVISORY VOTES ON
THE COMPENSATION OF
THE
COMPANY'S NAMED
EXECUTIVE OFFICERS.
RATIFICATION OF
GRANT THORNTON LLP
AS
INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING
FIRM FOR 2017.
TO APPROVE AN
AMENDMENT TO THE
COMPANY'S
AMENDED AND
RESTATED
CERTIFICATE OF
INCORPORATION TO
AUTHORIZE 4,000,000
SHARES
OF PREFERRED STOCK. | Management For | For |
| 3. | | | Management 1 Year | For |
| 4. | | | Management For | For |
| 5. | | | Management For | For |

THE WILLIAMS
COMPANIES, INC.

Security	969457100	Meeting Type	Annual
Ticker Symbol	WMB	Meeting Date	18-May-2017
ISIN	US9694571004	Agenda	934580259 - Management

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Record Date	28-Mar-2017		Holding Recon Date	28-Mar-2017
City / Country	/ United States		Vote Deadline Date	17-May-2017
SEDOL(s)			Quick Code	
Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: ALAN S. ARMSTRONG	Management	For	For
1B.	ELECTION OF DIRECTOR: STEPHEN W. BERGSTROM	Management	For	For
1C.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Management	For	For
1D.	ELECTION OF DIRECTOR: CHARLES I. COGUT	Management	For	For
1E.	ELECTION OF DIRECTOR: KATHLEEN B. COOPER	Management	For	For
1F.	ELECTION OF DIRECTOR: MICHAEL A. CREEL	Management	For	For
1G.	ELECTION OF DIRECTOR: PETER A. RAGAUSS	Management	For	For
1H.	ELECTION OF DIRECTOR: SCOTT D. SHEFFIELD	Management	For	For
1I.	ELECTION OF DIRECTOR: MURRAY D. SMITH	Management	For	For
1J.	ELECTION OF DIRECTOR: WILLIAM H. SPENCE	Management	For	For
1K.	ELECTION OF DIRECTOR: JANICE D. STONEY	Management	For	For
2.	RATIFICATION OF ERNST & YOUNG LLP AS	Management	For	For
3.	AUDITORS FOR 2017. APPROVAL, BY NONBINDING	Management	For	For

ADVISORY VOTE, OF
THE COMPANY'S
EXECUTIVE
COMPENSATION
AN ADVISORY VOTE
ON THE FREQUENCY
OF

4. HOLDING AN Management 1 Year For
ADVISORY VOTE ON
EXECUTIVE
COMPENSATION

TARGA
RESOURCES CORP.

Security	87612G101	Meeting Type	Annual
Ticker Symbol	TRGP	Meeting Date	