

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC
Form N-PX
August 27, 2018

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)

P. Bradley Adams
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, 2017 - June 30, 2018

Item 1. Proxy Voting Record

Vote
Summary
VTI ENERGY
PARTNERS LP

| | | | |
|---------------|--------------|--------------|-------------|
| Security | Y9384M101 | Meeting Type | Special |
| Ticker Symbol | VTTI | Meeting Date | 13-Sep-2017 |
| ISIN | MHY9384M1012 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1. | <p>THE MERGER PROPOSAL - TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED MAY 8, 2017 (THE "MERGER AGREEMENT"), BY AND AMONG VTTI ENERGY PARTNERS LP ("MLP"), VTTI ENERGY PARTNERS GP LLC, THE GENERAL PARTNER OF MLP, VTTI B.V. ("PARENT"), VTTI MLP PARTNERS B.V., A DIRECT WHOLLY OWNED SUBSIDIARY OF PARENT ("MLP PARTNERS"), AND VTTI MERGER SUB LLC, A DIRECT WHOLLY OWNED SUBSIDIARY OF MLP PARTNERS ("MERGER SUB"), AS SUCH AGREEMENT MAY BE AMENDED ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR</p> | Management | For | For |

FULL PROPOSAL).
 THE ADJOURNMENT
 PROPOSAL - TO
 CONSIDER
 AND VOTE ON A
 PROPOSAL TO
 APPROVE THE
 ADJOURNMENT OF
 THE SPECIAL
 MEETING, IF
 NECESSARY OR
 APPROPRIATE, TO
 SOLICIT
 ADDITIONAL
 PROXIES IF THERE
 ARE NOT
 SUFFICIENT VOTES
 TO ADOPT AND
 APPROVE THE
 MERGER
 AGREEMENT AND
 APPROVE THE
 TRANSACTIONS
 CONTEMPLATED BY
 THE MERGER
 AGREEMENT,
 INCLUDING THE
 MERGER, AT THE
 TIME OF THE
 SPECIAL MEETING.

2. Management For For

WESTERN GAS
 PARTNERS, LP

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 958254104 | Meeting Type | Special |
| Ticker Symbol | WES | Meeting Date | 17-Oct-2017 |
| ISIN | US9582541044 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1. | TO APPROVE THE WESTERN GAS PARTNERS, LP 2017 LONG-TERM INCENTIVE PLAN (THE LTIP PROPOSAL) | Management | For | For |
| 2. | TO APPROVE THE ADJOURNMENT OF | Management | For | For |

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

MAGELLAN MIDSTREAM
PARTNERS,L.P.

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 559080106 | Meeting Type | Annual |
| Ticker Symbol | MMP | Meeting Date | 26-Apr-2018 |
| ISIN | US5590801065 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|----------------|------|---------------------------|
| 1. | DIRECTOR | | | |
| | 1 Robert G. Croyle | | For | For |
| | 2 Stacy P. Methvin | | For | For |
| | 3 Barry R. Pearl | | For | For |
| 2. | Advisory Resolution to Approve Executive Compensation | Management | For | For |
| 3. | Ratification of Appointment of Independent Auditor | Management | For | For |

PLAINS GP HOLDINGS,
L.P.

| | | | |
|------------------|--------------|-----------------|-------------|
| Security | 72651A207 | Meeting Type | Annual |
| Ticker Symbol | PAGP | Meeting Date | 15-May-2018 |
| ISIN | US72651A2078 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|----------|----------------|------|---------------------------|
|------|----------|----------------|------|---------------------------|

- | | | | | |
|--|---|------------|--------|-----|
| 1. | DIRECTOR 1 Bobby S. Shackouls 2 Christopher M. Temple | Management | For | For |
| Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018. The approval, on a non-binding advisory basis, of our named executive officer compensation. | | | | |
| 2. | PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018. | Management | For | For |
| 3. | Non-binding advisory vote on the frequency with which future advisory votes to approve our named executive officer compensation should be held. | Management | For | For |
| 4. | Non-binding advisory vote on the frequency with which future advisory votes to approve our named executive officer compensation should be held. | Management | 1 Year | For |

ONEOK, INC.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 682680103 | Meeting Type | Annual |
| Ticker Symbol | OKE | Meeting Date | 23-May-2018 |
| ISIN | US6826801036 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1A. | Election of director: Brian L. Derksen | Management | For | For |
| 1B. | Election of director: Julie H. Edwards | Management | For | For |
| 1C. | Election of director: John W. Gibson | Management | For | For |
| 1D. | Election of director: Randall J. Larson | Management | For | For |
| 1E. | Election of director: Steven J. Malcolm | Management | For | For |
| 1F. | Election of director: Jim W. Mogg | Management | For | For |
| 1G. | Election of director: Pattye L. Moore | Management | For | For |
| 1H. | | Management | For | For |

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Election of director:

Gary D. Parker

1I. Election of director: Management For For
Eduardo A. Rodriguez

1J. Election of director: Management For For
Terry K. Spencer

2. Ratification of the selection of

PricewaterhouseCoopers

LLP as the independent

registered public Management For For

accounting firm

of ONEOK, Inc. for the

year ending December

31, 2018.

3. Approve the ONEOK, Inc. Equity Incentive Management For For
Plan.

An advisory vote to

approve ONEOK, Inc.'s

executive

4. compensation. Management For For

TARGA RESOURCES
CORP.

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 87612G101 | Meeting Type | Annual |
| Ticker Symbol | TRGP | Meeting Date | 24-May-2018 |
| ISIN | US87612G1013 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1.1 | Election of Director: Robert B. Evans | Management | For | For |
| 1.2 | Election of Director: Joe Bob Perkins | Management | For | For |
| 1.3 | Election of Director: Ershel C. Redd Jr. | Management | For | For |
| 2. | Ratification of Selection of Independent Accountants | Management | For | For |
| 3. | Advisory Vote to Approve Executive Compensation | Management | For | For |

BUCKEYE PARTNERS,
L.P.

| | | | |
|----------|-----------|--------------|-------------|
| Security | 118230101 | Meeting Type | Annual |
| | BPL | | 05-Jun-2018 |

| | | |
|--------|--------------|---------|
| Ticker | | Meeting |
| Symbol | | Date |
| ISIN | US1182301010 | |

| Item | Proposal | Proposed by Management | Vote | For/Against Management |
|------|--|------------------------|------|------------------------|
| 1. | DIRECTOR | | | |
| | 1 Pieter Bakker | | For | For |
| | 2 Barbara M. Baumann | | For | For |
| | 3 Mark C. McKinley | | For | For |
| | Amendment of partnership agreement to remove provisions that prevent general partner from causing Buckeye Partners, L.P. to issue any class or series of | | | |
| 2. | limited partnership interests having preferences or other special or senior rights over the LP Units without the prior approval of unitholders holding an aggregate of at least two-thirds of the outstanding LP Units. The ratification of the selection of Deloitte & Touche LLP as Buckeye Partners, L.P.'s independent registered public accountants for 2018. | Management | For | For |
| 3. | The approval, in an advisory vote, of the compensation of Buckeye's named executive officers as described in our proxy statement pursuant to Item 402 of Regulation S-K. | Management | For | For |

TALLGRASS ENERGY
PARTNERS LP

| | | | |
|---------------|--------------|--------------|-------------|
| Security | 874697105 | Meeting Type | Special |
| Ticker Symbol | TEP | Meeting Date | 26-Jun-2018 |
| ISIN | US8746971055 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1. | The approval and adoption of the Agreement and Plan of Merger dated as of March 26, 2018 by and among Tallgrass Energy GP, LP, Tallgrass Equity, LLC, Razor Merger Sub, LLC, Tallgrass Energy Partners, LP and Tallgrass MLP GP, LLC, as it may be amended from time to time, and the transactions contemplated thereby. | Management | For | For |

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 27, 2018

By: /s/ P. Bradley Adams
P. Bradley Adams
Chief Executive Officer,
Principal Financial Officer
and Treasurer