

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC  
Form N-PX  
August 28, 2015

---

---

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, 2014 - June 30, 2015



## Item 1. Proxy Voting Record

| Company Name                   | Meeting Date | CUSIP     | Ticker | Proposal                                                                                                                                                                                                                                                                                                                                                                              | Vote | For/Against Management | Proposal Source |
|--------------------------------|--------------|-----------|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| Kinder Morgan Management, LLC  | 11/20/2014   | 49455U100 | KMR    | To approve the KMR Merger Agreement                                                                                                                                                                                                                                                                                                                                                   | For  | For                    | Issuer          |
|                                |              |           |        | To approve the KMR Adjournment Proposal                                                                                                                                                                                                                                                                                                                                               | For  | For                    | Issuer          |
|                                |              |           |        | To approve the KMP Merger Agreement                                                                                                                                                                                                                                                                                                                                                   | For  | For                    | Issuer          |
|                                |              |           |        | To approve the KMP Adjournment Proposal                                                                                                                                                                                                                                                                                                                                               | For  | For                    | Issuer          |
| Company Name                   | Meeting Date | CUSIP     | Ticker | Proposal                                                                                                                                                                                                                                                                                                                                                                              | Vote | For/Against Management | Proposal Source |
| Energy Transfer Partners, L.P. | 11/20/2014   | 29273R109 | ETP    | Approval of the Second Amended and Restated Energy Transfer Partners, L.P. 2008 Long-Term Incentive Plan (as it has been amended from time to time, the "LTIP"), 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 LTIP to 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 |
| Oiltanking Partners, L.P.      | 2/13/2015    | 678049107 | OILT   | The approval of the merger agreement                                                                                                                                                                                                                                                                                                                                                  | 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 |
|-------------------|--------------|-----------|--------|--------------------------------------------------------------------------------------|------|------------------------------------|-----------------|
| Abengoa Yield PLC | Consent      | G00349103 | ABY    | Consent to receive and access documents and information electronically via a website | For  | N/A - No Management Recommendation | Issuer          |

| Company Name                      | Meeting Date | CUSIP     | Ticker | Proposal                                                                                      | Vote | For/Against Management | Proposal Source |
|-----------------------------------|--------------|-----------|--------|-----------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| Magellan Midstream Partners, L.P. | 4/23/2015    | 559080106 | MMP    | Election of the following nominees:<br>Robert G. Croyle<br>Stacy P. Methvin<br>Barry R. Pearl | For  | For                    | Issuer          |
|                                   |              |           |        | Advisory resolution to approve executive compensation                                         | For  | For                    | Issuer          |
|                                   |              |           |        | Ratification of appointment of independent auditor                                            | For  | For                    | Issuer          |

| Company Name                            | Meeting Date | CUSIP     | Ticker | Proposal                                      | Vote | For/Against Management | Proposal Source |
|-----------------------------------------|--------------|-----------|--------|-----------------------------------------------|------|------------------------|-----------------|
| Spectra Energy Corp                     | 4/28/2015    | 847560109 | SE     | Election of Director: Gregory L. Ebel         | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: F. Anthony Comper       | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: Austin A. Adams         | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: Joseph Alvarado         | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: Pamela L. Carter        | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: Clarence P. Cazalot Jr. | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: Peter B. Hamilton       | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: Miranda C. Hubbs        | For  | For                    | Issuer          |
|                                         |              |           |        | Election of Director: Michael McShane         | For  | For                    | Issuer          |
| Election of Director: Michael G. Morris | For          | For       | Issuer |                                               |      |                        |                 |

|                                                                                                                                                      |         |     |             |
|------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-----|-------------|
| Election of Director: 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 2015 | For     | For | Issuer      |
| An advisory resolution to approve executive compensation                                                                                             | For     | For | Issuer      |
| Shareholder proposal concerning disclosure of political contributions                                                                                | Against | For | Shareholder |
| Shareholder proposal concerning disclosure of lobbying activities                                                                                    | Against | For | Shareholder |

| Company Name            | Meeting Date | CUSIP     | Ticker | Proposal                                                                                                                                                                                                                                                                                    | Vote | For/Against Management | Proposal Source |
|-------------------------|--------------|-----------|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| Transcanada Corporation | 5/1/2015     | 89353D107 | TRP    | Election of Directors:<br>1. Kevin E. Benson<br>2. Derek H. Burney<br>3. Paule Gauthier<br>4. Russell K. Girling<br>5. S. Barry Jackson<br>6. Paula Rosput Reynolds<br>7. John Richels<br>8. Mary Pat Salomone<br>9. D. Michael G. Stewart<br>10. Siim A. Vanaselja<br>11. Richard E. Waugh | For  | For                    | Issuer          |
|                         |              |           |        | Resolution to appoint KPMG LLP, Chartered Accountants as auditors and authorize the directors to fix their remuneration.                                                                                                                                                                    | For  | For                    | Issuer          |
|                         |              |           |        | Resolution to accept TransCanada Corporation's approach to executive compensation.                                                                                                                                                                                                          | For  | For                    | Issuer          |
|                         |              |           |        | Special resolution to amend the Articles of TransCanada                                                                                                                                                                                                                                     | For  | For                    | Issuer          |

Corporation to reduce the minimum number of directors to 8 and the maximum number of directors to 15.

Resolution confirming the amendments to By-Law Number 1 of TransCanada Corporation. For For Issuer

| Company Name    | Meeting Date | CUSIP     | Ticker | Proposal                                                                                                                                                                                     | Vote | For/Against Management | Proposal Source |
|-----------------|--------------|-----------|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| NRG Yield, Inc. | 5/5/2015     | 62942X108 | NYLDE  | Election of Directors:<br>1. David Crane<br>2. John F. Chlebowski<br>3. Kirkland B. Andrews<br>4. Brian R. Ford<br>5. Mauricio Gutierrez<br>6. Ferrell P. McClean<br>7. Christopher S. Sotos | For  | For                    | Issuer          |
|                 |              |           |        | To approve the adoption of amendments to the Company's Amended and Restated Certificate of Incorporation to establish the Class C common stock and Class D common stock.                     | For  | For                    | Issuer          |
|                 |              |           |        | To approve the adoption of amendments to the Company's Amended and Restated Certificate of Incorporation to effectuate the stock split.                                                      | For  | For                    | Issuer          |
|                 |              |           |        | To approve the Amended and Restated 2013 Equity Incentive Plan.                                                                                                                              | For  | For                    | Issuer          |
|                 |              |           |        | To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2015 fiscal year.                                                               | For  | For                    | Issuer          |

| Company Name        | Meeting Date | CUSIP     | Ticker | Proposal                                                                                 | Vote | For/Against Management | Proposal Source |
|---------------------|--------------|-----------|--------|------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| Kinder Morgan, Inc. | 5/7/2015     | 49456B101 | KMI    | Election of Directors:<br>1. Richard D. Kinder<br>2. Steven J. Kean<br>3. Ted A. Gardner | For  | For                    | Issuer          |

4. Anthony W. Hall, Jr.
5. Gary L. Hultquist
6. Ronald L. Kuehn, Jr.
7. Deborah A. Macdonald
8. Michael J. Miller
9. Michael C. Morgan
10. Arthur C. Reichstetter
11. Fayez Sarofim
12. C. Park Shaper
13. William A. Smith
14. Joel V. Staff
15. Robert F. Vagt
16. Perry M. Waughtal

|                                                                                     |     |     |        |
|-------------------------------------------------------------------------------------|-----|-----|--------|
| Approval of the Kinder Morgan, Inc. 2015 Amended and Restated Stock Incentive Plan. | For | For | Issuer |
|-------------------------------------------------------------------------------------|-----|-----|--------|

|                                                                                   |     |     |        |
|-----------------------------------------------------------------------------------|-----|-----|--------|
| Approval of the Amended and Restated Annual Incentive Plan of Kinder Morgan, Inc. | For | For | Issuer |
|-----------------------------------------------------------------------------------|-----|-----|--------|

|                                                  |     |     |        |
|--------------------------------------------------|-----|-----|--------|
| Advisory vote to approve executive compensation. | For | For | Issuer |
|--------------------------------------------------|-----|-----|--------|

|                                                                                                                                      |     |     |        |
|--------------------------------------------------------------------------------------------------------------------------------------|-----|-----|--------|
| Ratification of the selection of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for 2015. | For | For | Issuer |
|--------------------------------------------------------------------------------------------------------------------------------------|-----|-----|--------|

|                                                                                          |     |     |        |
|------------------------------------------------------------------------------------------|-----|-----|--------|
| Approval of the Amended and Restated Certificate of Incorporation of Kinder Morgan, Inc. | For | For | Issuer |
|------------------------------------------------------------------------------------------|-----|-----|--------|

|                                                                                        |         |     |             |
|----------------------------------------------------------------------------------------|---------|-----|-------------|
| Stockholder proposal relating to a report on the company's response to climate change. | Against | For | Shareholder |
|----------------------------------------------------------------------------------------|---------|-----|-------------|

|                                                                 |         |     |             |
|-----------------------------------------------------------------|---------|-----|-------------|
| Stockholder proposal relating to a report on methane emissions. | Against | For | Shareholder |
|-----------------------------------------------------------------|---------|-----|-------------|

|                                                                   |         |     |             |
|-------------------------------------------------------------------|---------|-----|-------------|
| Stockholder proposal relating to an annual sustainability report. | Against | For | Shareholder |
|-------------------------------------------------------------------|---------|-----|-------------|

| Company Name | Meeting Date | CUSIP | Ticker | Proposal | Vote | For/Against Management | Proposal Source |
|--------------|--------------|-------|--------|----------|------|------------------------|-----------------|
|--------------|--------------|-------|--------|----------|------|------------------------|-----------------|

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

|                   |          |           |     |                                                                                                                                   |     |     |        |
|-------------------|----------|-----------|-----|-----------------------------------------------------------------------------------------------------------------------------------|-----|-----|--------|
| Abengoa Yield PLC | 5/8/2015 | G00349103 | ABY | To receive the accounts and reports of the directors and auditors for the year ended 31 December 2014                             | For | For | Issuer |
|                   |          |           |     | To approve the directors' remuneration report, other than the directors' remuneration policy, for the year ended 31 December 2014 | For | For | Issuer |
|                   |          |           |     | To approve the directors' remuneration policy                                                                                     | For | For | Issuer |
|                   |          |           |     | To appoint Javier Garoz Neira as a director                                                                                       | For | For | Issuer |
|                   |          |           |     | To reappoint Deloitte LLP and Deloitte S. L. as auditors of the Company                                                           | For | For | Issuer |
|                   |          |           |     | To authorise the Audit Committee to determine the auditors' remuneration                                                          | For | For | Issuer |
|                   |          |           |     | To authorise the directors to allot shares                                                                                        | For | For | Issuer |
|                   |          |           |     | To disapply statutory pre-emption rights                                                                                          | For | For | Issuer |
|                   |          |           |     | To authorise the Company to purchase its own shares                                                                               | For | For | Issuer |
|                   |          |           |     | To amend Article 64 of the Company's Articles of Association                                                                      | For | For | Issuer |

| Company Name | Meeting Date | CUSIP     | Ticker | Proposal                               | Vote | For/Against Management | Proposal Source |
|--------------|--------------|-----------|--------|----------------------------------------|------|------------------------|-----------------|
| ONEOK, Inc.  | 5/20/2015    | 682680103 | OKE    | Election of Director: James C. Day     | For  | For                    | Issuer          |
|              |              |           |        | Election of Director: Julie H. Edwards | For  | For                    | Issuer          |
|              |              |           |        | Election of Director: William L. Ford  | For  | For                    | Issuer          |
|              |              |           |        | Election of Director: John W. Gibson   | For  | For                    | Issuer          |



|                                                                                                                                                                       |     |     |        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|--------|
| Election of Director: Steven J. Malcolm                                                                                                                               | 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 |
| 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, 2015 | 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 |
|------------------------------|--------------|-----------|--------|-------------------------------------------|------|------------------------|-----------------|
| The Williams Companies, Inc. | 5/21/2015    | 969457100 | WMB    | Election of Director: Alan S. Armstrong   | For  | For                    | Issuer          |
|                              |              |           |        | Election of Director: Joseph R. Cleveland | For  | For                    | Issuer          |
|                              |              |           |        | Election of Director: Kathleen B. Cooper  | For  | For                    | Issuer          |
|                              |              |           |        | Election of Director: John A. Hagg        | For  | For                    | Issuer          |
|                              |              |           |        | Election of Director: Juanita H. Hinshaw  | For  | For                    | Issuer          |
|                              |              |           |        | Election of Director: Ralph Izzo          | For  | For                    | Issuer          |
|                              |              |           |        |                                           | For  | For                    | Issuer          |

|                                                                                 |     |  |     |  |  |  |        |
|---------------------------------------------------------------------------------|-----|--|-----|--|--|--|--------|
| Election of Director: Frank T. Macinnis                                         |     |  |     |  |  |  |        |
| Election of Director: Eric W. Mandelblatt                                       | For |  | For |  |  |  | Issuer |
| Election of Director: Keith A. Meister                                          | For |  | For |  |  |  | Issuer |
| Election of Director: Steven W. Nance                                           | For |  | For |  |  |  | Issuer |
| Election of Director: Murray D. Smith                                           | For |  | For |  |  |  | Issuer |
| Election of Director: Janice D. Stoney                                          | For |  | For |  |  |  | Issuer |
| Election of Director: Laura A. Sugg                                             | For |  | For |  |  |  | Issuer |
| Ratification of Ernst & Young LLP as auditors for 2015.                         | For |  | For |  |  |  | Issuer |
| Approval, by nonbinding advisory vote, of the Company's executive compensation. | For |  | For |  |  |  | Issuer |

| Company Name          | Meeting Date | CUSIP     | Ticker | Proposal                                                                                                                                                                                                                     | Vote | For/Against Management | Proposal Source |
|-----------------------|--------------|-----------|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| TerraForm Power, Inc. | 6/2/2015     | 88104R100 | TERP   | Election of Directors:<br>1. Ahmad Chatila<br>2. Carlos Domenech Zornoza<br>3. Brian Wuebbels<br>4. Hanif Dahya<br>5. Mark Florian<br>6. Mark Lerdal<br>7. Martin Truong<br>8. Francisco Perez Gundin<br>9. Steven Tesoriere | For  | For                    | Issuer          |
|                       |              |           |        | Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2015.                                                                                                         | For  | For                    | Issuer          |

| Company Name | Meeting Date | CUSIP     | Ticker | Proposal               | Vote | For/Against Management | Proposal Source |
|--------------|--------------|-----------|--------|------------------------|------|------------------------|-----------------|
|              | 6/2/2015     | 118230101 | BPL    | Election of Directors: | For  | For                    | Issuer          |

Buckeye  
Partners, L.P.

- 01 - Pieter Bakker
- 02 - Barbara M. Baumann
- 03 - Mark C. McKinley
- 04 - Donald W. Niemiec

The ratification of the selection of Deloitte & Touche LLP as Buckeye Partners, L.P.'s independent registered public accountants for 2015. For For Issuer

| Company Name                   | Meeting Date | CUSIP     | Ticker | Proposal                                                                                                                                                                                                                         | Vote | For/Against Management | Proposal Source |
|--------------------------------|--------------|-----------|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| Markwest Energy Partners, L.P. | 6/3/2015     | 570759100 | MWE    | Election of Directors:<br>1. Frank M. Semple<br>2. Donald D. Wolf<br>3. Michael L. Beatty<br>4. William A. Bruckmann III<br>5. Donald C. Heppermann<br>6. Randall J. Larson<br>7. Anne E. Fox Mounsey<br>8. William P. Nicoletti | For  | For                    | Issuer          |
|                                |              |           |        | Ratification of Deloitte & Touche LLP as the Partnership's independent registered public accountants for the fiscal year ending December 31, 2015.                                                                               | For  | For                    | Issuer          |

| Company Name      | Meeting Date | CUSIP     | Ticker | Proposal                                                                                 | Vote | For/Against Management | Proposal Source |
|-------------------|--------------|-----------|--------|------------------------------------------------------------------------------------------|------|------------------------|-----------------|
| Abengoa Yield PLC | 6/19/2015    | G00349103 | ABY    | To approve the appointment of Mr. Javier Garoz as Chief Executive Officer of the Company | For  | For                    | Issuer          |

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, 2015

By: /s/ P. Bradley Adams  
P. Bradley Adams

Chief Executive Officer

