

TORTOISE POWER & ENERGY INFRASTRUCTURE FUND INC

Form N-PX

August 25, 2017

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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

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Record Date	City / Country / United States	SEDOL(s)	Item	Proposal	Proposed by	Vote	Holding Recon Date	Vote Deadline Date	For/Against Management
								03-Oct-2016	
			1.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE PARTNERSHIP'S 2011 LONG-TERM INCENTIVE PLAN (THE "LTIP PROPOSAL").	Management	For			For
			2.	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 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	Proposed by	Vote	Vote	For/Against Management
Item	Proposal	Proposed by	Vote	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.	Management	For	For	For
2.	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, AT THE DISCRETION OF OUR GENERAL PARTNER, TO SOLICIT ADDITIONAL PROXIES TO APPROVE THE SIMPLIFICATION PROPOSAL.	Management	For	For	For

SPECTRA ENERGY  
CORP

Security 847560109

Ticker Symbol SE

Meeting Type

Meeting Date

Special

15-Dec-2016

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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 ... (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<br>RESOLUTION TO<br>APPROVE EXECUTIVE<br>COMPENSATION                   | Management For    | For |
| 3. | ADVISORY<br>RESOLUTION TO<br>APPROVE EXECUTIVE<br>COMPENSATION VOTE<br>FREQUENCY | Management 1 Year | For |
| 4. | RATIFICATION OF<br>APPOINTMENT OF<br>INDEPENDENT<br>AUDITOR                      | 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 THERETO, 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  
NOT SUFFICIENT

2. Management Abstain Against

VOTES TO  
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. Management Abstain Against

APPROVE, ON AN  
ADVISORY  
(NON-BINDING) BASIS,  
THE PAYMENTS THAT  
WILL OR MAY BE PAID  
BY  
ETP TO ITS NAMED  
EXECUTIVE OFFICERS  
IN  
CONNECTION WITH  
THE MERGER.

ENBRIDGE  
INC.

Security 29250N105

Annual

Ticker Symbol	ENB	Meeting Type	
		Meeting Date	11-May-2017
ISIN	CA29250N1050	Agenda	934572163 - Management
Record Date	23-Mar-2017	Holding Recon Date	23-Mar-2017
City / Country		Vote Deadline Date	08-May-2017
SEDOL(s)		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	<p>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.</p> <p>VOTE ON THE SHAREHOLDER PROPOSAL SET OUT IN APPENDIX B TO OUR MANAGEMENT INFORMATION CIRCULAR DATED MARCH 13, 2017</p>	Management For	For
05	<p>REGARDING REPORTING ON THE DUE DILIGENCE PROCESS USED BY ENBRIDGE TO IDENTIFY AND ADDRESS SOCIAL AND ENVIRONMENTAL RISKS WHEN REVIEWING POTENTIAL ACQUISITIONS.</p>	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	Vote	For/Against Management
1.	DIRECTOR	Management		
	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.<br>LYTAL  | For               | For |
|    | 6 | WILLIAM J.<br>MCADAM   | For               | For |
|    | 7 | THOMAS R.<br>MCDANIEL  | For               | For |
| 2. |   | TO APPROVE, ON A<br>NON-BINDING<br>ADVISORY BASIS,<br>THE COMPENSATION OF<br>THE COMPANY'S<br>NAMED<br>EXECUTIVE OFFICERS.   | Management For    | For |
| 3. |   | TO SELECT, ON A<br>NON-BINDING<br>ADVISORY BASIS,<br>THE FREQUENCY OF<br>FUTURE STOCKHOLDER<br>ADVISORY VOTES ON<br>THE COMPENSATION OF<br>THE<br>COMPANY'S NAMED<br>EXECUTIVE OFFICERS.     | Management 1 Year | For |
| 4. |   | RATIFICATION OF<br>GRANT THORNTON LLP<br>AS<br>INDEPENDENT<br>REGISTERED PUBLIC<br>ACCOUNTING<br>FIRM FOR 2017.<br>TO APPROVE AN<br>AMENDMENT TO THE<br>COMPANY'S<br>AMENDED AND<br>RESTATED | Management For    | For |
| 5. |   | CERTIFICATE OF<br>INCORPORATION TO<br>AUTHORIZE 4,000,000<br>SHARES<br>OF PREFERRED STOCK.   | 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	City / Country / United States	SEDOL(s)	Item	Proposal	Proposed by	Vote	Holding Recon Date	Vote Deadline Date	Quick Code	For/Against Management
28-Mar-2017							28-Mar-2017	17-May-2017		
			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. RAGAUS	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 ADVISORY VOTE ON EXECUTIVE COMPENSATION Management 1 Year For

TARGA RESOURCES  
CORP.

Security	87612G101	Meeting Type	Annual
Ticker Symbol	TRGP	Meeting Date	22-May-2017
ISIN	US87612G1013	Agenda	934581996 - Management
Record Date	03-Apr-2017	Holding Recon Date	03-Apr-2017
City / Country	/ United States	Vote Deadline Date	19-May-2017
SEDOL(s)		Quick Code	

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: CHARLES R. CRISP	Management	For	For
1B.	ELECTION OF DIRECTOR: LAURA C. FULTON	Management	For	For
1C.	ELECTION OF DIRECTOR: MICHAEL A. HEIM	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES. W. WHALEN	Management	For	For
2.	RATIFICATION OF SELECTION OF INDEPENDENT ACCOUNTANTS	Management	For	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	For	For
4.		Management	1 Year	For

ADVISORY VOTE ON  
THE FREQUENCY OF  
THE  
ADVISORY VOTE ON  
EXECUTIVE  
COMPENSATION  
ADOPTION OF THE  
AMENDED AND  
RESTATED

5. TARGA RESOURCES Management For For  
CORP. 2010 STOCK  
INCENTIVE  
PLAN

ISSUANCE OF SHARES  
OF COMMON STOCK  
UPON

6. CONVERSION OF Management For For  
SERIES A PREFERRED  
STOCK  
AND EXERCISE OF  
WARRANTS

ONEOK,  
INC.

Security	682680103	Meeting Type	Annual
Ticker Symbol	OKE	Meeting Date	24-May-2017
ISIN	US6826801036	Agenda	934591315 - Management
Record Date	27-Mar-2017	Holding Recon Date	27-Mar-2017
City / Country	/ United States	Vote Deadline Date	23-May-2017
SEDOL(s)		Quick Code	

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

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1F.	ELECTION OF DIRECTOR: KEVIN S. MCCARTHY	Management For	For
1G.	ELECTION OF DIRECTOR: JIM W. MOGG	Management For	For
1H.	ELECTION OF DIRECTOR: PATTYE L. MOORE	Management For	For
1I.	ELECTION OF DIRECTOR: GARY D. PARKER	Management For	For
1J.	ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ	Management For	For
1K.	ELECTION OF DIRECTOR: TERRY K. SPENCER	Management For	For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS ONEOK, INC.'S INDEPENDENT AUDITOR FOR YEAR ENDING DEC 31 2017.	Management For	For
3.	AN ADVISORY VOTE TO APPROVE ONEOK, INC.'S EXECUTIVE COMPENSATION. AN ADVISORY VOTE ON THE FREQUENCY OF	Management For	For
4.	HOLDING THE ADVISORY SHAREHOLDER VOTE ON ONEOK'S EXECUTIVE COMPENSATION.	Management 1 Year	For

INVESCO SHORT-TERM  
INVESTMENTS TRUST

Security	825252885	Meeting Type	Special
Ticker Symbol	AGPXX	Meeting Date	06-Jun-2017
ISIN	US8252528851	Agenda	934522118 - Management
Record Date	12-Dec-2016	Holding Recon Date	12-Dec-2016
City / Country	/ United States	Vote Deadline Date	05-Jun-2017
SEDOL(s)		Quick Code	

Item	Proposal	Proposed by Management	Vote	For/Against Management
1.	DIRECTOR 1 DAVID C. ARCH		For	For



2	JAMES T. BUNCH	For	For
3	BRUCE L. CROCKETT	For	For
4	JACK M. FIELDS	For	For
5	MARTIN L. FLANAGAN	For	For
6	CYNTHIA HOSTETLER	For	For
7	DR. ELI JONES	For	For
8	DR. PREMA MATHAI-DAVIS	For	For
9	TERESA M. RESSEL	For	For
10	DR. LARRY SOLL	For	For
11	ANN BARNETT STERN	For	For
12	RAYMOND STICKEL, JR.	For	For
13	PHILIP A. TAYLOR	For	For
14	ROBERT C. TROCCOLI	For	For
15	CHRISTOPHER L. WILSON	For	For

2.	TO APPROVE AN AMENDMENT TO EACH TRUST'S AGREEMENT AND DECLARATION OF TRUST THAT WOULD PERMIT FUND MERGERS AND OTHER SIGNIFICANT TRANSACTIONS UPON THE BOARD'S APPROVAL BUT WITHOUT SHAREHOLDER APPROVAL OF SUCH TRANSACTIONS.	Management For	For
3.	TO APPROVE CHANGING THE FUNDAMENTAL INVESTMENT RESTRICTION REGARDING THE PURCHASE OR SALE OF PHYSICAL	Management For	For

- COMMODITIES.  
 TO APPROVE AN  
 AMENDMENT TO THE  
 CURRENT  
 MASTER INTERGROUP  
 SUB-ADVISORY Management For For  
 CONTRACT  
 TO ADD INVESCO  
 POWERSHARES CAPITAL  
 MANAGEMENT LLC.  
 TO APPROVE AN  
 AMENDMENT TO THE  
 CURRENT  
 MASTER INTERGROUP  
 SUB-ADVISORY Management For For  
 CONTRACT  
 TO ADD INVESCO ASSET  
 MANAGEMENT (INDIA)  
 PRIVATE LIMITED.

BUCKEYE PARTNERS,  
 L.P.

Security	118230101	Meeting Type	Annual
Ticker Symbol	BPL	Meeting Date	06-Jun-2017
ISIN	US1182301010	Agenda	934603653 - Management
Record Date	10-Apr-2017	Holding Recon Date	10-Apr-2017
City / Country	/ United States	Vote Deadline Date	05-Jun-2017
SEDOL(s)		Quick Code	

- | Item | Proposal                              | Proposed by Management | Vote | For/Against Management |
|------|---------------------------------------|------------------------|------|------------------------|
| 1.   | DIRECTOR                              |                        |      |                        |
|      | 1 BARBARA J. DUGANIER                 |                        | For  | For                    |
|      | 2 JOSEPH A. LASALA, JR.               |                        | For  | For                    |
|      | 3 LARRY C. PAYNE                      |                        | For  | For                    |
|      | 4 MARTIN A. WHITE                     |                        | For  | For                    |
| 2.   | THE APPROVAL OF THE AMENDMENTS TO THE | Management For         | For  | For                    |

- BUCKEYE PARTNERS,  
L.P. 2013 LONG-TERM  
INCENTIVE PLAN, AS  
DESCRIBED IN OUR  
PROXY  
STATEMENT.  
THE RATIFICATION OF  
THE SELECTION OF  
DELOITTE & TOUCHE  
LLP AS BUCKEYE  
PARTNERS, Management For For  
3. L.P.'S INDEPENDENT  
REGISTERED PUBLIC  
ACCOUNTANTS FOR  
2017.  
THE APPROVAL, IN AN  
ADVISORY VOTE, OF  
THE  
COMPENSATION OF  
BUCKEYE'S NAMED  
EXECUTIVE  
OFFICERS AS Management For For  
4. DESCRIBED IN OUR  
PROXY  
STATEMENT  
PURSUANT TO ITEM  
402 OF  
REGULATION S-K.  
THE VOTE, ON AN  
ADVISORY BASIS, ON  
THE  
FREQUENCY OF THE  
ADVISORY VOTE ON  
THE Management 1 Year For  
5. COMPENSATION OF  
THE NAMED  
EXECUTIVE  
OFFICERS.

ONEOK PARTNERS,  
L.P.

Security	68268N103	Meeting Type	Special
Ticker Symbol	OKS	Meeting Date	30-Jun-2017
ISIN	US68268N1037	Agenda	934636296 - Management
Record Date	19-May-2017	Holding Recon Date	19-May-2017

City / Country	/ United States	Vote Deadline	29-Jun-2017
SEDOL(s)		Date Quick Code	

Item	Proposal	Proposed by	Vote	For/Against Management
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- |    |   |            |     |     |
|----|---|------------|-----|-----|
| 1. | <p>TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 31,2017, BY AND AMONG ONEOK, INC., NEW HOLDINGS SUBSIDIARY, LLC, ONEOK PARTNERS, L.P. ("ONEOK PARTNERS") AND ONEOK PARTNERS GP, L.L.C.</p> <p>TO APPROVE THE ADJOURNMENT OF THE ONEOK PARTNERS 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 ABOVE PROPOSAL.</p> | Management | For | For |
| 2. | <p>SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSAL.</p>   | Management | For | For |

ONEOK, INC.

Security 682680103

Ticker Symbol OKE

ISIN US6826801036  
19-May-2017

Meeting Type

Special

Meeting Date

30-Jun-2017

Agenda

934636309 - Management  
19-May-2017

Record Date	City / Country / United States	SEDOL(s)	Holding Recon Date	Vote Deadline Date	Quick Code
				29-Jun-2017	
Item	Proposal	Proposed by	Vote	For/Against Management	
1.	TO APPROVE THE ISSUANCE OF SHARES OF COMMON STOCK OF ONEOK, INC. ("ONEOK") IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 31, 2017, BY AND AMONG ONEOK, NEW HOLDINGS SUBSIDIARY, LLC, ONEOK PARTNERS, L.P. AND ONEOK PARTNERS GP, L.L.C.	Management	For	For	
2.	TO APPROVE AN AMENDMENT OF ONEOK'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 600,000,000 TO 1,200,000,000.	Management	For	For	
3.	TO APPROVE THE ADJOURNMENT OF THE ONEOK SPECIAL MEETING TO A LATER DATE OR	Management	For	For	

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 ABOVE  
PROPOSALS.

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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 25, 2017 By: /s/ P. Bradley Adams

P. Bradley Adams

Chief Executive Officer, Principal Financial Officer and Treasurer

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