



**Form ADV Part 2A  
Brochure Cover Page**

**Koss Olinger Consulting, LLC**

SEC File No. 801-58175

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Koss Olinger Consulting, LLC (referred to as "Adviser," "Firm," or "Koss Olinger") is a registered\* investment advisory firm under the Investment Adviser's Act of 1940.

March 31, 2026

This brochure provides information about the qualifications and business practices of Koss Olinger Consulting, LLC.

If you have any questions about the contents of this brochure, please contact us at [compliance@kossolinger.com](mailto:compliance@kossolinger.com).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Koss Olinger Consulting, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

*\* Registration with the SEC does not in any way constitute an endorsement by the SEC of an investment adviser's skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, sophistication, expertise or training in providing advisory services to its clients.*

|                           |                                     |                          |                   |
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## **ITEM 2 MATERIAL CHANGES**

This Brochure has been prepared according to SEC rules and requirements.

Since the amendment and filing of this Brochure on December 10, 2025, the following material changes were made:

### **ITEM 4**

The list of principal owners was updated to reflect the ownership of Koss Olinger as of March 31, 2026.

In addition to the material changes set out above, the following non-material changes were made:

### **ITEM 8**

This item was updated to reflect non-material updates to our descriptions of the investment strategies and risks relative to them, and Item 13 has been updated to enhance the description of how we review our client accounts.

Pursuant to SEC rules and requirements, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year which is December 31<sup>st</sup>. We will provide other ongoing disclosure information about material changes as necessary. We will also provide you with a new Brochure, as necessary, based on changes or new information. Currently, our Brochure may be requested at any time, without charge, by contacting at (352) 373-3337 or via email at [compliance@kossolinger.com](mailto:compliance@kossolinger.com) or on the SEC's web site at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by using a unique identifying number, known as a Central Registration Depository, or CRD, number. The CRD number for Koss Olinger Consulting, LLC is 111855. The SEC's web site also provides information about any persons affiliated with Koss Olinger Consulting, LLC who are registered, or are required to be registered, as investment adviser representatives.

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**Form ADV Part 2B Supplemental information available upon request.**

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## **ITEM 4 ADVISORY BUSINESS**

Koss Olinger Consulting, LLC (referred to as “Adviser” or “Koss Olinger”) is a registered\* investment advisory firm under the Investment Advisers Act of 1940.

*\* Registration with the SEC does not in any way constitute an endorsement by the SEC of an investment adviser’s skill or expertise. Further, registration does not imply or guarantee that a registered adviser has achieved a certain level of skill, competency, sophistication, expertise or training in providing advisory services to its clients.*

Koss Olinger Financial Group was established in 1969 as a privately owned, independent financial planning company to provide personal and professional wealth management services to individuals, families and businesses. In 2009, Koss Olinger Financial Group became two separate entities - Koss Olinger and Company, LLC and Koss Olinger Consulting, LLC. The principal owners of both entities are Kirk E. Klein, William J. Rossi III, and Brian E. Watson.

Koss Olinger offers a variety of advisory services, among which are management of investment portfolios, investment supervisory services, investment advice through consultations, financial planning and, often, the furnishing of advice to clients on matters not involving securities. In addition to managing assets on a discretionary basis, Koss Olinger also offers asset management services on a non-discretionary basis, where clients retain control of investment decisions on all or a designated portion of the assets we manage.

Koss Olinger’s client base includes individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, and corporations or other business entities. Koss Olinger offers a range of investment advice on various types of investments including equity securities, certificates of deposit, municipal securities, investment company securities (variable life insurance, variable annuities, and mutual fund shares), exchange-traded funds (ETFs), corporate fixed income, United States government issued securities, and options contracts on securities. Koss Olinger also offers investment advice on interests in partnerships or private investments offered through the Investment Company Act of 1940 fund structure as closed-end investment management companies. The investment strategies used to implement investment advice given to clients include long-term purchases (securities held at least a year), short-term purchases, trading (securities sold within 30 days), and options on publicly-traded securities, primarily covered calls.

Koss Olinger recognizes that the obligation to act in the best interest of the client is the “overarching principle” encompassing both the duty of care and the duty of loyalty components of an investment adviser’s fiduciary duty. See, Commission Interpretation Regarding Standard of Conduct for Investment Advisers, Exchange Act Release No. IA-5248 (June 5, 2019) (“the Fiduciary Release”). As such, the scope of our fiduciary duty to a client, including the attendant obligation to not subordinate a client’s interest to our own nor act contrary to a client’s best interest, encompasses the entirety of the relationship we have with each advisory client.

Koss Olinger provides a client-centered planning process that allows the Adviser to tailor the advisory services to the individual needs of the clients. The process takes clients through The Wealth Navigator System™.

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**ITEM 4 ADVISORY BUSINESS (CONTINUED)**

**The Wealth Navigator System™**

**Engagement and Discovery™**

The first step of the planning process is Engagement and Discovery™. The Adviser gathers as much pertinent information as possible through client meetings, questionnaires, etc., building a foundation on which the Adviser can begin to create a financial game plan unique to the client. The Adviser discusses the client’s current financial situation, their goals, objectives and available resources.

**The Critical Factors Analysis™**

The second step of the planning process is The Critical Factors Analysis™. Using the information from the discovery process, the Adviser analyzes the client’s current financial strengths and weaknesses, as well as the financial opportunities available to the client. This step involves combining the client’s personal information and the Adviser’s wisdom, experience, and creativity to allow the Adviser to further shape and develop the client’s unique financial game plan.

**The Breakthrough Game Plan™**

The Breakthrough Game Plan™ is the next step in the planning process. The Breakthrough Game Plan is a comprehensive strategy customized for the client that may include retirement planning, estate planning, tax planning, business planning, risk management and asset management. The Adviser educates the client on the various options available in the marketplace that may be needed to implement the client’s game plan. The Adviser explains the client’s options in an objective, unbiased manner and the Adviser provides their recommendations.

Utilizing The Legacy Optimizer™ (“LO™”), The Secure Retirement Maximizer™ (“SRM™”), The Optimized Portfolio Solution™ (“TOPS™”) and the Business Sale Evaluator™ (BSE™) as tools, the Adviser can identify, evaluate, analyze and develop a customized financial plan.

**The Implementation Solution™**

Once the client is presented The Breakthrough Game Plan™, the Adviser will guide the client through the strategies they want to implement based on the client’s unique financial situation, goals and available resources. The Adviser will execute the client’s game plan at the request of the client.

**The Wealth Manager™**

Koss Olinger will provide ongoing advice and management of the client’s Breakthrough Game Plan™. The Adviser will provide proactive, objective advice to help ensure the client’s goals are successfully accomplished should the client’s situation, goals or objectives change.

Koss Olinger provides continuous and regular supervisory and management services to securities portfolios on a discretionary or non-discretionary basis, based on the client’s preferences and account type. The assets we have under management and number of accounts associated with those, as of December 31, 2025, are as follows:

| <b>Account Description</b>    | <b>U S Dollar Amount</b> | <b>No. Accounts</b> |
|-------------------------------|--------------------------|---------------------|
| Discretionary                 | \$2,044,823,254          | 2,629               |
| Non-Discretionary             | \$184,043,446            | 291                 |
| Total Assets Under Management | \$2,228,866,700          | 2,920               |

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## **ITEM 4 ADVISORY BUSINESS (CONTINUED)**

### **Acknowledgment of Fiduciary Status Under ERISA**

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and/or the Internal Revenue Code (the “Code”), as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule’s provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

When providing recommendations to retirement plan accounts involving rollover considerations, there are generally four options regarding an existing retirement plan account. An employee may use a combination of those options, such as: (i) leave the funds in the former employer’s plan, if permitted; (ii) roll over the funds to a new employer’s plan, if one is available and rollovers are permitted; (iii) roll over to an Individual Retirement Account (“IRA”); or (iv) cash out the account value (which could, depending upon the individual’s age, result in adverse tax consequences). If we recommend that you rollover your retirement plan assets into an account to be managed by us, such recommendation creates a conflict of interest insofar as we will earn an advisory fee on the rolled over assets. You are under no obligation to roll over retirement plan assets to an account managed by us.

### **Third Party Money Managers**

We may on occasion determine that opening an account with a professional, independent investment manager (“Third Party Money Manager”) is in your best interest. We currently use Valmark Advisers, Inc. (“Valmark Advisers”) when recommending a Third Party Money Manager for client accounts. Some of our investment adviser representatives (“IARs”) are also registered representatives of Valmark Securities, Inc. (“Valmark Securities”), a FINRA registered broker-dealer and an affiliate of Valmark Advisers, as detailed in Item 10 of this Brochure. Most of our clients do not use a Third Party Money Manager.

The Third Party Money Manager selected has discretion to determine the securities they buy and sell within the account, subject to reasonable restrictions you impose. Each of the independent money managers is obligated to provide you with a separate advisory contract and disclosure document. You should carefully review these documents for important and specific program details, including pricing.

When utilizing a Third Party Money Manager, we may assist in the identification of investment objectives; recommend specific investment style and asset allocation strategies; assist in the selection of appropriate money managers; review performance and progress; recommend reallocation among managers or styles; and recommend the hiring and firing of money managers.

You should read the ADV Part 2 disclosure document of the Third Party Money Manager you select for complete details on the charges and fees you will incur. Please reference Item 5 below for details on fees and compensation considerations with respect to our recommendation of Valmark Advisers.

## ITEM 5 FEES AND COMPENSATION

### Consulting Fees

Consulting fees, also referred to as planning fees, are based on the complexity of the client's needs and are negotiable. The client will pay the fee upon signing the Financial Advisory Agreement. In no case will Koss Olinger collect fees of \$1,200 or more for any financial plan that is expected to exceed six months until completion.

### Investment Advisory Account Fees: Private Client Accounts

The Adviser provides a managed account program to its clients referred to as a "Private Client Account" or "PCA." In most circumstances, the fee charged to a client covers the fee for investment advisory services, as well as commissions for brokerage execution.

From time to time "unsolicited trades" (i.e., those trades requested by the client) will be charged applicable commissions, regulatory and/or transaction fees by the broker dealer. Koss Olinger does not participate in the receipt of such fees.

Trades solicited by Koss Olinger will typically be for load waived or non-transaction fee mutual funds, ETFs, or individual securities. When available, Koss Olinger utilizes institutional or institutional-type share classes and trading in client accounts. Sometimes transaction fees, such as redemption fees associated with onboarding new clients or ADR fees associated with recommended investments, are charged to client accounts and in those cases these types of transaction fees may be reimbursed to the client with a reduction in the advisory account fee in the amount of the trading fee incurred, in the quarter following the charges, and at the sole discretion of and accommodation by the Firm. The total cost of the security to the client, without any consideration of reimbursement (if any), is the cost utilized by the Firm in any assessment of share classes. In any case, Koss Olinger does not reimburse SEC transaction fees, FINRA fees, wire transfer fees, options clearing corporation fees, ADR transaction fees involving client-directed trades or other industry-related fees. Koss Olinger does not share in any transaction fees or commissions charged or earned by Schwab.

Our fee calculation encompasses all assets in the client's advisory account unless specifically excluded and communicated to the client in writing. Accordingly, our fee calculation can include cash balances in money market funds, short-term investment funds, ETFs, mutual funds, the full market value of margined assets and short positions, alternative investments, and all other investment holdings. At times, especially during low-yield environments, our fee will exceed the money market yield.

When a client utilizes margin in their portfolio, we include the full margin balance in the billable market value of the client's account. Therefore, the corresponding fee payable by the client will increase if there is a margin balance at the time that fees are calculated. As a result, in addition to understanding and assuming the additional principal risks associated with use of margin, clients authorizing margin are advised of the conflict of interest whereby the use of margin will also increase the fee payable to us.

Fees will be billed quarterly in advance based on the market value of the client's account on the last day of the previous quarter. The initial fee under the fee schedule is calculated from the date of inception to the end of the initial calendar quarter under the terms of the client agreement. Fees will be pro-rated with respect to amounts added to or withdrawn from accounts during each quarter. For most clients, the amount of the Adviser's fees will be transmitted to the custodian, from which the custodian will debit the client's custodial account.

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**ITEM 5 FEES AND COMPENSATION (CONTINUED)**

Fees to Koss Olinger are as follows:

| <b>Market Value of Client Asset</b> | <b>Annual Fee Range</b> |
|-------------------------------------|-------------------------|
| \$1 to \$2,000,000                  | 0.90 – 1.00%            |
| \$2,000,001 to \$5,000,000          | 0.60 – 0.80%            |
| \$5,000,001 to \$10,000,000         | 0.45 – 0.55%            |
| \$10,000,001 to \$20,000,000        | 0.40 – 0.45%            |
| \$20,000,001 to \$50,000,000        | 0.35 – 0.40%            |
| \$50,000,001 to \$100,000,000       | 0.30 – 0.35%            |
| Over \$100,000,000                  | 0.25 – 0.30%            |

The client will receive a statement showing the amount of the fee and the value of the client’s assets on which the fee was based. The client is responsible for verifying the accuracy of the fee calculation, as the client’s custodian will not determine whether the fee was properly calculated. Fees may be negotiated or waived under certain circumstances. For instance, related accounts (i.e. households or family relationships) may, at Koss Olinger’s sole discretion, be consolidated for valuation of assets to determine the fees to be charged.

For custodians whose fees cannot be automatically deducted, a statement will be sent to the client that reflects the value of account assets and the fee amount due to the Adviser.

**Third Party Money Manager Fees**

Advisory fees charged by third party money managers ("TPMMs") are separate and apart from our advisory fees. Assets managed by TPMMs are in addition to our advisory fee, which is based on the fee schedule set forth in the Portfolio Management Services section in this brochure. Advisory fees that you pay to the TPMM are established and payable in accordance with the brochure provided by each TPMM to whom you are referred. These fees may or may not be negotiable. You should review the recommended TPMM's brochure and take into consideration the TPMM's fees along with our fees to determine the total amount of fees associated with this program.

**Other Fees and Expenses**

Advisory fees charged are separate and distinct from the fees and expenses charged by mutual funds, which may be recommended to clients. Clients may incur certain charges imposed by third parties other than the Adviser. A description of these and other expenses are available in each fund’s prospectus. The Adviser will not be compensated on the basis of a share of capital gains or on capital appreciation of the funds or any portion of the funds of the client.

The client may choose to use the programs individually or in combination. All fees may be negotiable at the sole discretion of the Adviser. The client or the Adviser may cancel the Agreement at any time with 10 days written notice to the other. If the client wishes to cancel the Agreement prior to any services being performed, any advance payments shall be fully refunded. If the client cancels the Agreement after the Adviser has begun the services requested, the client shall be charged for the services completed and the remainder of any advance payments, if any, shall be refunded to the client within 30 days of the written request. If additional payment is due Adviser, an invoice shall be presented to the client and will be due upon receipt. Should the client terminate the Agreement within five business days after signing, no charges or penalties will be assessed. The client will be responsible for any fees or charges incurred by the client from third parties as a result of maintaining the account or for any securities transactions executed. Regardless of Advisor termination, investments made by the client in private securities transactions cannot be immediately terminated. In these cases, the client is bound by the terms of the LPA/Operating Agreement as a limited partner/member of such investment. This may mean, for instance, that the client would have to wait until the next redemption window to terminate the investment.

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Should outside consultants be required in areas of special concern or expertise, their fee and/or time charge will be in addition to Koss Olinger's fee. All information and advice furnished by either to the other, including their agents and employees, shall be treated as confidential and not disclosed to third parties except as agreed upon in writing or required by law.

A client may invest in securities and investment products directly without the services of the Adviser. In that case, the client would not receive the services provided by the Adviser, which are designed, among other things, to assist the client in determining which investment management programs and money managers are most appropriate to the client's financial situation and objectives. The client should review both the fees charged by the funds and the fees charged by the Adviser and the other investment advisers chosen to fully understand the total amount of fees to be paid by the client. Only then will the client be able to fully evaluate the advisory services being provided and the fees being paid. In addition, the client may pay fees for custodial services, account maintenance, transaction fees and other fees associated with maintaining an account. Adviser does not share in any portion of such fees.

The client will receive a statement at least quarterly from the custodian of their account, detailing all transactions and fees deducted from the account for that calendar quarter.

#### **Additional Compensation for the Sale of Securities and Insurance Products**

Supervised Persons of the Adviser, when acting as registered representatives of Valmark Securities, Inc. ("VSI"), an SEC-registered broker-dealer and FINRA member, will receive commissions-based compensation through the purchase and sale of securities to clients of the Adviser. The compensation earned by these persons in their capacities as registered representatives is separate from and in addition to our advisory fees. This presents a conflict of interest in that Supervised Persons of the Adviser have an incentive to recommend securities products for the purpose of generating commissions rather than solely based on client needs. Commission rates can be found at other broker-dealers that are higher or lower than those charged at VSI. Clients are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with the Firm.

Additionally, certain Supervised Persons of the Adviser will receive commissions-based compensation for the sale of insurance products through Executive Insurance Agency, Inc., a general insurance agency ("EIA"). Insurance commissions earned by these persons are separate and in addition to our advisory fees. This presents a conflict of interest since the Supervised Persons of the Adviser have an incentive to recommend that clients purchase insurance products for the purpose of generating commissions rather than solely based on client needs. Clients are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with the Firm.

Koss Olinger has no proprietary affiliations with any investment or insurance company product. The Adviser gives independent financial advice and makes investment recommendations for the client based on client goals, objectives, risk tolerances and needs. There is no additional compensation awarded for providing advisory services, such as sales awards or prizes.

Whether receiving compensation in the form of advisory fees for investment advisory services or as separate commissions for the sale of securities and insurance products, Koss Olinger acts as a fiduciary and, as such, makes recommendations that are in the best interest of our clients.

#### **ITEM 6 PERFORMANCE-BASED FEES**

Koss Olinger does not accept performance-based fees, that is, fees based on a share of capital gains on, or capital appreciation of, the client's assets.

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## ITEM 7 TYPES OF CLIENTS

Our client base includes individuals, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations or business entities not already mentioned.

The new Koss Olinger client should have a minimum of \$2,000,000 in investable assets and/or \$5 million in net worth. However, the minimum may be waived for existing client relationships, employees and their relatives, and for new clients at our discretion. There is no minimum account size for financial planning clients.

A client is expected to complete and sign various documents to establish an account. Some of the documents that a client would expect to complete and sign are the Risk Return Optimizer questionnaires, new account forms, a Financial Advisory Agreement and/or Private Client Account Agreement(s).

## ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Advisor evaluates clients' investments to ascertain if the fundamental features are synchronized with the clients' financial objectives. A proposed portfolio is designed to meet the client's financial goals and objectives and the investments in the portfolio are stated in generic terms (for example, "large cap stocks" and "municipal bonds").

The methods of analysis, investment strategies and any material risks in formulating our investment advice or managing assets are as follows:

1. Fundamental Method: For stocks and pooled investment vehicles in stocks, we use a combination of approaches which may include, but not limited to, fundamental analysis, quantitative analysis, and outside investments research. In following a fundamental approach, we can use valuation ratios such as Price to Earnings ("P/E"), Price to Book ("P/B"), , profit margins, and growth forecasts). These measures provide us insight as to whether or not the market is expensive or undervalued relative to historical valuations. However, there are still risks with this strategy and investing in securities involves a risk of loss that you should be prepared to bear. For bonds, ratios such as Debt Service Coverage, spreads to risk-free securities such as comparable maturity US Treasuries, credit ratings, duration and other measures are used to ascertain risk-reward available for each security/asset class.

*Material Risk:* The main types of risk that are present are market risk (entire stock market falls out of favor and declines as a whole), idiosyncratic risk (risks due to issuer and industry fundamentals), and interest rate risk (sudden increases in interest rates may cause the value of principal to decrease). Through proper diversification, some specific business risk can be mitigated as holding an individual stock exposes you to the risks specifically of that one security. Total portfolio measures, such as Beta, absolute returns, Sharpe Ratios and upside/downside capture ratios are also used to establish parameters for market risk.

2. Technical: The use of simple and exponential moving averages, volume and momentum measures, and trend following techniques can help display overbought or oversold conditions relative to the current price. We can use this approach to identify tactical opportunities and to aid in our portfolio construction. However, there are still risks in this strategy and investing in securities involves a risk of loss that you should be prepared to bear.

*Material Risk:* This approach is useful for determining changes in a security's recent pricing trend or the market's structure. One main risk with this approach is that alone, it may result in a loss of principal due to the incomplete nature of the analysis.

3. Managerial: In the case of funds, we will look at the operational strength of the sponsor. We will also look at investment considerations, along the strength of the following factors: investment philosophy, investment process, investment team strength and structure, and inefficiencies exploited in the market of the asset class, among other factors.

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*Material risk:* The market environment for a manager’s strategy could change in an unfavorable or favorable way. The approach the manager takes to implement the strategy, or the underlying style, may change materially. The manager/sponsor may provide false or misleading information.

Additional risk may be present if the client fails to disclose any outside assets or information that may hinder the Adviser’s ability to make a sound decision.

The main securities recommended by Koss Olinger are mutual funds, closed end funds, ETFs, bonds, stocks, and private assets. Their risk components are as follows:

- a. Mutual Funds: Market Risk, Manager Risk
- b. Closed End Funds: Market Risk, Manager Risk, Liquidity Risk (some trade at discounts for prolonged periods of time)
- c. ETFs: Market Risk
- d. Bonds: Interest Rate Risk, reinvestment Risk, liquidity Risk, default Risk
- e. Stocks: Company Risk (specific), Market Risk
- f. Private assets: Market Risk, Manager Risk, Illiquidity Risk, and Complexity Risk

## **ITEM 9 DISCIPLINARY INFORMATION**

Koss Olinger is required to disclose all material facts regarding any legal or disciplinary events that are material to a client’s or prospective client’s evaluation of our advisory business or the integrity of our management. Koss Olinger and its management persons do not have any reportable disciplinary events to disclose.

On or about June 3, 2025, Koss Olinger, became aware of a newly filed civil action initiated against the organization, William D. Olinger III (who is now deceased and therefore a former principal member/owner of Koss Olinger), and several current members (the “Koss Olinger Control Defendants”) and members and former employees of Koss Olinger (other than William D. Olinger III), were named, amongst other Defendants. The suit was brought by private plaintiffs (the “Plaintiffs”) in the Eighth Judicial Circuit in and for Alachua County, Florida (Case No. 01-2025-CA-1683). Koss Olinger, its Control Defendants, and other former members and employees named, are represented by legal counsel, who are investigating and vigorously defending the case.

On November 10, 2025, Judge Gloria R. Walker entered an Order granting the Koss Olinger Control Defendants’ Motion to Compel Arbitration, directing the Plaintiffs to commence arbitration proceedings in JAMS, and staying all proceedings in the court action until after the arbitration has concluded. The Plaintiffs recently initiated arbitration in JAMS by filing a Demand for Arbitration, and the date of the Final Hearings in the arbitration has yet to be determined. This disclosure will be updated as necessary as the arbitration proceeds. During the pendency of these proceedings William D. Olinger III was on administrative leave but is now deceased and therefore is no longer affiliated with Koss Olinger.

## **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Koss Olinger has established a relationship with Valmark Financial Group’s affiliated broker-dealer, Valmark Securities, Inc. (“VSI”) – an SEC-registered broker-dealer and FINRA member, and insurance agency, Executive Insurance Agency, Inc. (“EIA”). As part of this relationship, certain of Koss Olinger’s employees are registered as a representative of VSI and licensed as an agent of EIA. As part of our process, our professionals could recommend, as individual agents or agents of Koss Olinger & Company, LLC, a producer agency affiliated with the Firm, that clients purchase insurance, annuity, or other products from an IA employee registered with VSI and licensed by EIA. However, there is no obligation to do so. The registered/licensed employee(s) will earn a commission from the sale of such products if executed. To the extent that Koss Olinger recommends insurance, annuity, or other products, there is a conflict if executed.

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In other situations Koss Olinger may recommend variable annuities and/or asset allocations within the insurance subaccounts. Under these scenarios neither Koss Olinger nor its investment adviser representatives receive transactional compensation for sale of the insurance products, however the Firm will charge an investment advisory fee. In any case, Koss Olinger does not receive both transactional compensation and fee-based advisory compensation for the same investment.

All investment accounts of the Adviser are researched and analyzed to the extent needed to produce financial advice or make investment suggestions for the client based on their goals, objectives, risk tolerances, and needs.

VSI and EIA are material relationships to the Adviser, but are not related persons as defined in Form ADV.

## **ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Koss Olinger has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. Our Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of Koss Olinger's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction for the client has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Koss Olinger to request a copy of its Code of Ethics.

## **ITEM 12 BROKERAGE PRACTICES**

### **The Custodian and Brokers We Use**

Koss Olinger does not maintain custody of your assets that we manage/on which we advise, although we may be deemed to have custody of your assets if you give us authority to withdraw fees from your account or move money to a third-party account (see Item 15 – Custody, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use

Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Clients will enter into an account agreement directly with Schwab, a process which we facilitate. Schwab will hold your assets in a brokerage account and buy and sell securities when we or you instruct them to. We cannot manage your account if you do not wish to place your assets with Schwab. Not all advisers require their clients to use a particular broker-dealer or other custodian selected by the Adviser. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”).

### How We Select Brokers/Custodians

We seek to select/recommend/use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody);
- Capability to execute, clear, and settle trades (buy and sell securities for your account);
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- Breadth of available investment products (including stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.);
- Availability of investment research and tools that assist us in making investment decisions;
- Quality of services;
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate price;
- Reputation, financial strength, and stability;
- Prior service to us and our other clients;
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us from Schwab”).

### Your Brokerage and Custody Costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab’s commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain a total of at least \$ 10 million of their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account(s). We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

### Products and Services Available to Us from Schwab

Schwab Adviser Services™ (formerly called “Schwab Institutional®”) is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts; while others help us manage and grow our business. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab

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may charge us quarterly service fees of \$1,200. The following is a more detailed description of Schwab's support services.

**Services That Benefit You.** Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account(s).

**Services That May Not Directly Benefit You.** Schwab also makes available other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide pricing and other market data;
- Facilitate payment of our fees from our clients' accounts;
- Assist with back-office functions, recordkeeping, and client reporting.

**Services That Generally Benefit Only Us.** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events;
- Consulting on technology, compliance, legal, and business needs;
- Publications and conferences on practice management and business succession.

Schwab may provide some of these services itself. In other cases, it will arrange for third party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

### **Our Interest in Schwab's Services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us. With \$1.89 billion in client assets under management at Schwab, we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

**Aggregated Trades.** We combine multiple orders for shares of the same securities purchased for discretionary advisory accounts we manage (this practice is commonly referred to as "aggregated trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. Generally, participating accounts will pay a fixed transaction cost regardless of the number of shares transacted. In certain cases, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs on any given day. In the event an order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in

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proportion to the size of each client's order. Accounts owned by our firm or persons associated with our firm may participate in aggregated trades with your accounts, but they will not be given preferential treatment.

We do not typically aggregate trades for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

### **ITEM 13 REVIEW OF ACCOUNTS**

Reviews will be made on a periodic basis or upon request by the client, or in the event of a substantial change in the client's financial situation, i.e., sale or purchase of assets, death, etc. Changes in financial or family status during the previous year will be reviewed to determine changes in objectives of the client. The client is under no obligation to implement any recommendations by the Adviser nor is the client under obligation to engage the services of the Adviser.

Financial plans and account reviews may be done by any IAR of the Firm listed in the ADV Brochure Part 2B Supplement.

Clients receive quarterly reports, which will generally include a list of transactions for the quarter, current investment allocations, and their account balances. We may determine the frequency, depth, and nature of the reviews based on the terms of the client's IPS, advisory agreement, or identified needs. We also may review accounts during other periods based upon market factors which may include significant market events, changes in the client's IPS, or unexpected material cash flows in the account.

We use a variety of tools to assist with our reviews both on an account-by-account basis, but also at the security holdings basis. We conduct these reviews to determine if the underlying exposures are consistent with the client's risk and return objectives. Koss Olinger will typically construct custom portfolios based on the client's unique restrictions and requirements and manage and review the portfolios based on individualized parameters.

### **ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION**

From time to time, we may provide or receive non-cash benefits, such as small gifts, meals, and entertainment to or from professionals (e.g., accountants or attorneys) who refer clients to us. These benefits are not part of a formal referral program and are typically of nominal value. We do not pay cash fees for referrals unless disclosed separately in writing. Any economic benefit provided or received is intended to foster professional relationships and does not increase your advisory fees.

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisers whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Refer to Item 5 (Fees and Compensation) and Item 10 (Other Financial Industry Activities and Affiliations) for information about Compensation arrangements with Valmark Financial Group.

### **ITEM 15 CUSTODY**

Koss Olinger has selected Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, to maintain custody of client account assets through its Schwab Adviser Services™ division. You should receive account statements sent directly from Schwab, at least quarterly, to the email or postal mailing address that you provided to Schwab. Koss Olinger urges clients to carefully review Schwab's account statements and compare them to the periodic account statements/portfolio reports received from us. Koss Olinger's

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statements may vary slightly from custodial statements due to differences in transaction reporting or pricing services. Clients are encouraged to notify us at once if they find any discrepancies between these statements. Koss Olinger is independently owned and operated and not affiliated with Schwab.

Under SEC rules, Koss Olinger may be deemed to have custody of client assets where clients have authorized Koss Olinger to instruct Schwab to move money to another third-party account under a Standing Letter of Authorization (“SLOA”). Koss Olinger has policies and procedures in place to safeguard client funds and securities covered under any such authorization agreements. If you have given us distribution authorization under an SLOA, Schwab will send you a notification letter at the initial set-up, and annually thereafter, asking you to review and confirm the accuracy of the distribution instructions you have authorized. These instructions will include the originating account number and registration, the distribution type, and the recipient account number. The initial and annual notification letters will also provide information on how to change your instructions or remove our authorization directly with Schwab.

SLOA protocols followed by Koss Olinger, in conjunction with Schwab, exempt us from the independent verification requirement otherwise required for custodians of client assets.

As a matter of policy and practice, except as noted above, Koss Olinger does not permit personnel of the firm to accept or maintain custody of client assets and will not intentionally hold funds or securities for client accounts. Koss Olinger will conduct reviews from time to time to ensure that the firm and its supervised persons are not inadvertently taking custody of client assets and, where we are deemed to have custody due to existing SLOA agreements, to ensure that our procedures continue to reflect the most recent regulatory guidance and best practices for the safeguarding of client funds and securities.

## **ITEM 16 INVESTMENT DISCRETION**

The client engages Koss Olinger to exercise discretionary authority by signing the Private Client Account Agreement, which is used to open an account. Under the Private Client Account agreement, you grant us discretionary trading authority over the Assets in your account to buy, sell and otherwise effect investment transactions without prior consultation, consent or approval, including the use of margin if you have signed a separate margin authorization. This discretionary authority is subject to reasonable limitations that may be discussed with clients on a case-by-case basis. For example, clients could request that we not trade on particular holdings for tax purposes. When clients engage us for non-discretionary services or otherwise request non-discretionary authority over their account, the discretion is not exercised. In this case, Koss Olinger can make recommendations to clients regarding securities to be purchased or sold and the quantities thereof, but clients would be required to authorize us to implement those recommendations.

## **ITEM 17 VOTING CLIENT SECURITIES**

As a general matter of firm policy and practice, Koss Olinger does not retain authority over its clients' proxy voting and has left the voting authority to the clients. In this arrangement, proxy ballots are sent directly to the client and not to the Adviser as directed by the custody agreement to be signed by each client. Should the client wish to speak with the Adviser about advice on how to vote their proxies, they are encouraged to do so.

## **ITEM 18 FINANCIAL INFORMATION**

Koss Olinger (1) does not require, solicit or accept the payment of more than \$1,200 in fees six months or more in advance of services rendered; (2) does not have a financial condition that is reasonably likely to impair its ability to meet contractual or fiduciary commitments to its clients; and (3) has not ever been the subject of a bankruptcy proceeding. As such, the Firm has no further disclosure obligation with respect to financial information.